SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 1999

OR

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to
Commission File Number 1-13762

RECKSON OPERATING PARTNERSHIP, L. P.
(Exact name of registrant as specified in its charter)

MARYLAND	11-3233647
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

225 BROADHOLLOW ROAD, MELVILLE, NY	11747
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (631) 694-6900

Securities registered pursuant to Section 12(b) of the Act: None

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Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. [X]

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement of Reckson Associates Realty Corp. relating to its Annual Shareholder's Meeting to be held May 18, 2000 are incorporated by reference into Part III.

As of March 22, 2000, 3,671,352 common units of limited partnership interest were held by non-affiliates of the Registrant. There is no established trading market for such units.

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PART I

ITEM 1. BUSINESS

GENERAL

Reckson Operating Partnership, L. P. (the "Operating Partnership") commenced operations on June 2, 1995. Reckson Associates Realty Corp. (the "Company"), which serves as the sole general partner of the Operating Partnership, is a fully integrated, self administered and self managed real estate investment trust ("REIT"). The Operating Partnership and the Company were formed for the purpose of continuing the commercial real estate business of Reckson Associates, its affiliated partnerships and other entities ("Reckson").

For more than 40 years, Reckson has been engaged in the business of owning, developing, acquiring, constructing, managing and leasing office and industrial properties in the New York tri-state area (the "Tri-State Area"). Based on industry surveys, management believes that the Operating Partnership is one of the largest owners and operators of Class A office properties and industrial properties in the Tri-State Area. As of December 31, 1999, the Operating Partnership owned 189 properties (the "Properties") (including two joint venture properties) in the Tri-State Area encompassing approximately 21.4 million rentable square feet, all of which are managed by the Operating Partnership. The Properties consist of 77 Class A office properties (the "Office Properties") encompassing approximately 13.1 million square feet, 110 industrial properties (the "Industrial Properties") encompassing approximately 8.3 million square feet and two 10,000 square foot retail properties. The Operating Partnership also owns a 357,000 square foot office building located in Orlando, Florida. In addition, as of December 31, 1999, the Operating Partnership had approximately $315.6 million invested in certain mortgage indebtedness encumbering three Class A Office Properties encompassing approximately 1.6 million square feet, approximately 472 acres of land located in New Jersey and in a note receivable secured by a partnership interest in Omni Partners, L. P., owner of the Omni, a 575,000 square foot Class A Office Property located in Uniondale, New York (the "Mortgage Note Investments"). As of December 31, 1999, the Operating Partnership also owned approximately 346 acres of land in 16 separate parcels of which the Operating Partnership can develop approximately 1.9 million square feet of office space and approximately 300,000 square feet of industrial space. During 1998 and 1999, the Operating Partnership made investments in joint ventures with Reckson Strategic Venture Partners, LLC ("RSVP"), a venture capital fund created as a research and development vehicle for the Operating Partnership to invest in alternative real estate sectors (see Corporate Strategies and Growth Opportunities). RSVP is managed by an affiliate of Reckson Service Industries, Inc. currently D/B/A FrontLine Capital Group ("FrontLine"). The Operating Partnership has committed up to $100 million for investments in the form of either (i) joint ventures with RSVP or (ii) loans to FrontLine for FrontLine's investment in RSVP. To date, the Operating Partnership has invested $24.8 million in RSVP joint venture investments. During 1998, the Operating Partnership spun off FrontLine, its commercial service business, to its shareholders and has provided FrontLine with a $100 million line of credit. As of December 31, 1999, $79.5 million had been drawn and is outstanding on this line.

The Office Properties are Class A office buildings and are well-located, well-maintained and professionally managed. In addition, these properties are modern with high finishes or have been modernized to successfully compete with newer buildings and achieve among the highest rent, occupancy and tenant retention rates within their markets. The majority of the Office Properties are located in twelve planned office parks and are tenanted by a diverse industry group of national firms which include consumer products, telecommunication, health care, insurance and professional service firms such as accounting firms and securities brokerage houses. The Industrial Properties are utilized for distribution, warehousing, research and development and light manufacturing / assembly activities and are located primarily in three planned industrial parks developed by Reckson.

All of the interests in the Properties, the Mortgage Note Investments and land are held directly or indirectly by, and all of its operations are conducted through, the Operating Partnership. Reckson Associates Realty Corp. controls the Operating Partnership as the sole general partner and as of

December 31, 1999, owned approximately 87% of the Operating Partnership's outstanding common units of limited partnership ("Units") and Class B common units of limited partnership ("Class B Common Units").

The Operating Partnership seeks to maintain cash reserves for normal repairs, replacements, improvements, working capital and other contingencies. The Operating Partnership has established an unsecured credit facility (the "Credit Facility") with a maximum borrowing amount of $500 million scheduled to mature on July 23, 2001 and an unsecured term loan ("the "Term Loan") with a maximum borrowing capacity of $75 million scheduled to mature on June 16, 2001. The Credit Facility and the Term Loan require the Operating Partnership to comply with a number of financial and other covenants on an ongoing basis.

During 1999, the Operating Partnership issued $300 million of five year and ten year senior unsecured notes and in connection with the Company's issuance of Series B convertible cumulative preferred stock, the Operating Partnership issued six million Series E convertible cumulative preferred units of general partnership interest to the Company for proceeds of $150 million. The combined net proceeds of approximately $447.4 million were used to repay outstanding borrowings under the Credit Facility and as partial consideration in the acquisition of the first mortgage note secured by 919 Third Avenue located in New York City.

On May 24, 1999, in conjunction with the Tower portfolio acquisition (see Corporate Strategies and Growth Opportunities below), the Operating Partnership issued 11,694,567 Class B Common Units to the Company which were valued for purposes under generally accepted accounting principals ("GAAP") at $26 per share for total consideration of approximately $304.1 million.

There are numerous commercial properties that compete with the Operating Partnership in attracting tenants and numerous companies that compete in selecting land for development and properties for acquisition.

The Operating Partnership's executive offices are located at 225 Broadhollow Road, Melville, New York 11747 and its telephone number at that location is (631) 694-6900. At December 31, 1999, the Operating Partnership had approximately 300 employees.

RECENT DEVELOPMENTS

Acquisition Activity.

Set forth below is a brief description of the Operating Partnership's major acquisition activity during 1999.

On May 24, 1999, the Tower portfolio acquisition was completed with the Operating Partnership obtaining title to all of Tower's real estate assets. Simultaneously with the closing of the Tower portfolio acquisition the Operating Partnership arranged for the sale of four of Tower's Class B New York City office properties. In addition, the Operating Partnership sold, with the exception of one Class A, 357,000 square foot office building located in Orlando, Florida, all of the assets located outside of the Tri-State Area. In addition to the aforementioned property in Orlando, Florida, the Operating Partnership's remaining assets from the Tower portfolio acquisition include three Class A New York City Office Properties encompassing approximately 1.6 million square feet and one Class A Office Property on Long Island encompassing approximately 101,000 square feet.

On June 15, 1999, the Operating Partnership acquired the first mortgage note secured by 919 Third Avenue, a 47 story, 1.4 million square foot Class A Office Property located in New York City for approximately $277.5 million. The first mortgage note entitles the Operating Partnership to all the net cash flow of the property and to substantial rights regarding the operations of the property.

In addition, as of December 31, 1999, the Operating Partnership has invested approximately $15.7 million in certain mortgage indebtedness encumbering one Class A Office Property encompassing approximately 177,000 square feet and approximately 472 acres of land located in New Jersey. The

Operating Partnership has also loaned approximately $17 million to its minority partner in Omni, its 575,000 square foot flagship Long Island Office Property, and effectively increased its economic interest in the property owning partnership.

On January 13, 2000, the Operating Partnership acquired 1350 Avenue of the Americas, a 540,000 square foot, 35 story, Class A office property, located in New York City, for a purchase price of approximately $126.5 million. This acquisition was financed through a $70 million secured debt financing and a draw under the Operating Partnership's Credit Facility.

On January 6, 1998, the Operating Partnership made an initial investment in the Morris Companies, a New Jersey developer and owner of "Big Box" warehouse facilities. In connection with the transaction the Morris Companies contributed 100% of their interests in certain industrial properties to Reckson Morris Operating Partnership, L.P. ("RMI") in exchange for operating partnership units in RMI.

During 1999, the Operating Partnership executed a contract for the sale, which will take place in three stages, of its interest in RMI which consisted of 28 properties, comprising approximately 6.1 million square feet and three other big box Industrial Properties. The combined total sale price is approximately $298 million (approximately $42 million of which is payable to the Morris Companies and its affiliates).

During 1999, the first stage of the RMI closing occurred and stages two and three are scheduled for April 2000.

Leasing Activity

During the year ended December 31, 1999, the Operating Partnership leased 1.7 million square feet at the Office Properties at an average effective rent (i.e. base rent adjusted on a straight-line basis for free rent periods, tenant improvements and leasing commissions) of $24.14 per square foot and 1.3 million square feet at the Industrial Properties at an average effective rent of $6.71 per square foot. Included in this leasing data is 388,531 square feet at the Long Island Office Properties at an average effective rent of $24.87; 707,731 square feet at the Westchester Office Properties at an average effective rent of $22.04; 109,006 square feet at the Connecticut Office Properties at an average effective rent of $26.57; 413,072 square feet at the New Jersey Office Properties at an average effective rent of $22.63 and 86,476 square feet of the New York City Office Properties at an average effective rent of $42.27. Also included in this leasing data is 940,315 square feet at the Long Island Industrial Properties at an average effective rent of $7.16 and 373,497 square feet at the New Jersey Industrial Properties at an average effective rent of $5.60.

Financing Activities

On July 23, 1998, the Operating Partnership obtained its three year $500 million unsecured revolving Credit Facility from Chase Manhattan Bank, Union Bank of Switzerland and PNC Bank as co-managers of the Credit Facility bank group. Interest rates on borrowings under the Credit Facility are priced off of LIBOR plus a sliding scale ranging from 65 basis points to 90 basis points based on the Operating Partnership's investment grade rating on its senior unsecured debt. On March 16, 1999, the Operating Partnership received its investment grade rating on its senior unsecured debt. As a result, the pricing under the Credit Facility was adjusted to LIBOR plus 90 basis points.

The Operating Partnership utilizes the Credit Facility primarily to finance the acquisitions of Properties and other real estate investments, fund its development activities and for working capital purposes. At December 31, 1999, the Operating Partnership had availability under the Credit Facility to borrow an additional $150.1 million (net of $52.3 million of outstanding undrawn letters of credit).

As of December 31, 1999, the Operating Partnership had outstanding its 18 month, $75 million unsecured Term Loan from Chase Manhattan Bank. Interest rates on borrowings under the Term Loan are priced off of LIBOR plus 150 basis points. The Term Loan replaced the Operating Partnership's previous term loan which matured on December 17, 1999.

Other Financing Activities

On March 26, 1999, the Operating Partnership issued $100 million of 7.4% senior unsecured notes due March 15, 2004 and $200 million of 7.75% senior unsecured notes due March 15, 2009. Net proceeds of approximately $297.4 million were used to repay outstanding borrowings under the Operating Partnership's Credit Facility.

On May 24, 1999, in conjunction with the Tower portfolio acquisition, the Operating Partnership obtained a $130 million unsecured bridge facility (The "Bridge Facility") from USB AG. Interest rates on borrowings under the Bridge Facility were priced off of LIBOR plus approximately 214 basis points. On July 23, 1999, the Bridge Facility was repaid through a long term fixed rate secured borrowing and an advance under the Credit Facility. The new mortgage note, in the amount of $125 million, is secured by two Office Properties with an aggregate carrying value of approximately $261 million, is for a term of ten years and bears interest at the rate of 7.73% per annum.

Unit Issuances

On May 24, 1999, in conjunction with the Tower portfolio acquisition, the Operating Partnership issued 11,694,567 Class B Common Units to the Company which were valued for GAAP purposes at $26 per share for total consideration of approximately $304.1 million. The Class B Common Units are entitled to receive an initial annual distribution of $2.24 per share, which distribution is subject to adjustment annually commencing on July 1, 2000. The Class B Common Units are exchangeable at any time, at the option of the holder, into an equal number of Units of the Operating Partnership subject to customary antidilution adjustments. The Class B Common Units will be exchanged for an equal number of Units upon the exchange, if any, by the Company of common stock for Class B Common Stock at any time following the four year, six-month anniversary of the issuance of the Class B Common Stock.

On June 2, 1999, the Operating Partnership issued six million Series E preferred units of general partnership interests to the Company in exchange for approximately $150 million. The Series E preferred units have a liquidation preference of $25 per unit, and an initial distribution rate of 7.85% per annum with such rate increasing to 8.35% per annum on April 30, 2000 and to 8.85% per annum from and after April 30, 2001. The Series E preferred units are convertible into common units at a price of $26.05 per unit and are redeemable by the Operating Partnership on or after March 2, 2002. Proceeds from the issuance of the Series E preferred units were used as partial consideration in the acquisition of the first mortgage note secured by 919 Third Avenue located in New York City.

Operating Strategies and Growth Opportunities

The Operating Partnership's primary business objectives are to maximize current return to its partners through increases in distributable cash flow and to increase partner's long-term total return through the appreciation in the value of its Units and Class B Common Units. The Operating Partnership plans to achieve these objectives by continuing Reckson's operating strategies and capitalizing on the internal and external growth opportunities as described below.

Operating Strategies. Management believes that throughout its 40-year operating history, Reckson has created value in its properties through a variety of market cycles by implementing the operating strategies described below. These operating strategies include the implementation of: (i) a multidisciplinary leasing approach that involves architectural design and construction personnel as well as leasing professionals, (ii) innovative property marketing programs such as the broker frequent leasing points program which was established by the Operating Partnership to enhance relationships with the brokerage community and which allows brokers to accumulate points for leasing space in the Operating Partnership's portfolio which can be redeemed for luxurious prizes, (iii) a comprehensive tenant service program and property amenities designed to maximize tenant satisfaction and retention, (iv) cost control management and systems that take advantage of economies of scale that arise from the Operating Partnership's market position and efficiencies attributable to the state-of-the-art energy control systems at many of the Office Properties and (v) an acquisition and development strategy that is continuously adjusted in light of anticipated changes in market conditions and that seeks to capitalize on management's multidisciplinary expertise and market knowledge to modify, upgrade and reposition a property in its marketplace in order to maximize value.

The Operating Partnership also intends to adhere to a policy of maintaining a debt ratio (defined as the total debt of the Operating Partnership as a percentage of the sum of the Operating Partnership's total debt and the value of its equity) of less than 50%. As of December 31, 1999, the Operating Partnership's debt ratio was approximately 42.3%. This calculation is net of minority partners' proportionate share of debt and including the Operating Partnership's share of unconsolidated joint venture debt. This debt ratio is intended to provide the Operating Partnership with financial flexibility to select the optimal source of capital (whether through debt or partners contributions) with which to finance external growth.

Growth Opportunities. The Operating Partnership intends to achieve its primary business objectives by applying its operating strategies to the internal and external growth opportunities described below.

Internal Growth. To the extent Long Island, Westchester, New Jersey and Southern Connecticut suburban office and industrial markets continue to improve, management believes the Operating Partnership is well positioned to benefit from rental revenue growth through: (i) contractual annual compounding 4% Base Rent increases (defined as fixed gross rental amounts that excludes payments on account of real estate tax, operating expense escalations and base electrical charges) on approximately 85% of existing leases at the Long Island Properties, (ii) periodic contractual increases in Base Rent on existing leases at the Westchester Properties, the New Jersey Properties and the Southern Connecticut Properties and (iii) the potential for increases to Base Rents as leases expire as a result of continued tightening of the office and industrial markets with limited new supply.

In connection with the Operating Partnership's acquisition and merger transaction with Tower Realty Trust, Inc. (see External Growth below) the Operating Partnership entered the New York City office market. The Manhattan office market is currently experiencing favorable supply and demand characteristics similar to those currently in the Operating Partnership's suburban markets and also is characterized by its similar lack of available land supply and other barriers to entry that limit our competition. The Tower portfolio includes Manhattan office buildings that offer similar potential for increase in Base Rents as described in (iii) above.

External Growth. The Operating Partnership seeks to acquire multi-tenant suburban Class A office and industrial properties located in the Tri-State Area. Management believes that the Tri-State Area presents opportunities to acquire or invest in properties at attractive yields. The Operating Partnership believes that its (i) capital structure, in particular its Credit Facility providing for a maximum borrowing amount of up to $500 million, (ii) ability to acquire a property for Units and thereby defer the seller's income tax on gain, (iii) operating economies of scale, (iv) relationships with financial institutions and private real estate owners, (v) fully integrated operations in its five existing divisions and (vi) its dominant position and franchise in the submarkets in which it owns properties will enhance the Company's ability to identify and capitalize on acquisition opportunities. The Operating Partnership also intends to selectively develop new Class A suburban office and industrial properties and to continue to redevelop existing Office and Industrial Properties as these opportunities arise. In the near future, the Operating Partnership will concentrate its development activities on industrial and Class A office properties within the Tri-State Area. The Operating Partnership's expansion into the Manhattan office market and the opening of its New York City division provides it with additional opportunities to acquire an interest in properties at attractive yields. The Operating Partnership also believes that the addition of its New York City division provides additional leasing and operational facilities and enhances its overall franchise value by being the only real estate operating company in the Tri-State Area with significant presence in both Manhattan and each of the surrounding sub-markets.

During 1997, the Company formed FrontLine and RSVP. On June 11, 1998, the Operating Partnership distributed its 95% common stock interest in FrontLine of approximately $3 million to its owners, including the Company which, in turn, distributed the common stock of FrontLine received from the Operating Partnership to its stockholders. Additionally, during June 1998, the Operating Partnership established a credit facility with FrontLine (the "FrontLine Facility") in the amount of $100 million for FrontLine's e-commerce and e-services operations and other general corporate purposes. As of December 31, 1999, the Company had advanced $79.5 million under the FrontLine Facility. In addition, the Operating Partnership has approved the funding of investments of up to $100 million with or in RSVP (the "RSVP Commitment"), through RSVP-controlled joint venture REIT-qualified investments or advances made to FrontLine under terms similar to the FrontLine Facility. As of December 31, 1999, approximately $67.2 million had been invested through the RSVP Commitment, of which $24.8 million represents RSVP-controlled joint venture REIT-qualified investments and $42.4 million represents advances to FrontLine under the RSVP Commitment.

FrontLine identifies, acquires interests in and develops a network of business to business e-commerce and e-services companies that service small to medium sized enterprises, independent professionals and entrepreneurs and the mobile workforce of larger companies. FrontLine serves as the managing member of RSVP. RSVP was formed to provide the Company with a research and development vehicle to invest in alternative real estate sectors. RSVP invests primarily in real estate and real estate related operating companies generally outside of the Company's core office and industrial focus. RSVP's strategy is to identify and acquire interests in established entrepreneurial enterprises with experienced management teams in market sectors which are in the early stages of their growth cycle or offer unique circumstances for attractive investments as well as a platform for future growth.

On August 27, 1998 the Operating Partnership announced the formation of a joint venture with RSVP and the Dominion Group, an Oklahoma-based, privately-owned group of companies that focuses on the development, acquisition and ownership of government occupied office buildings and correctional facilities. The new venture, Dominion Properties LLC (the "Dominion Venture"), is owned by Dominion Venture Group LLC, and by a subsidiary of the Operating Partnership. The Dominion Venture is primarily engaged in acquiring, developing and/or owning government-occupied office buildings and privately operated correctional facilities. Under the Dominion Venture's operating agreement, RSVP is to invest up to $100 million, some of which may be invested by the Operating Partnership (the "RSVP Capital"). The initial contribution of RSVP Capital was approximately $39 million of which approximately $10.1 million was invested by a subsidiary of the Operating Partnership. The Operating Partnership's investment was funded through the RSVP Commitment. In addition, the Operating Partnership advanced approximately $2.9 million to FrontLine through the RSVP Commitment for an investment in RSVP which was then invested on a joint venture basis with the Dominion Group in certain service business activities related to the real estate activities. As of December 31, 1999, the Operating Partnership had invested approximately $17.6 million in the Dominion Venture which had investments in 13 government office buildings and three correctional facilities.

In 1999, the Operating Partnership invested approximately $7.2 million, through a subsidiary, in RAP Student Housing Properties, LLC ("RAP - SHP"), a company that engages primarily in the acquisition and development of off-campus student housing projects. The Operating Partnership's investment was funded through the RSVP Commitment. In addition, the Operating Partnership has advanced approximately $3.2 million to FrontLine through the RSVP Commitment for an additional investment in RSVP which was invested in certain service business activities related to student housing. As of December 31, 1999, RAP - SHP had investments in four off - campus student housing projects.

In July 1998, the Company formed a joint venture, Metropolitan Partners LLC, a Delaware limited liability company ("Metropolitan"), with Crescent Real Estate Equities Company, a Texas real estate investment trust.

On December 8, 1998, the Company, Metropolitan and Tower Realty Trust, Inc. ("Tower") executed a merger agreement and on May 24, 1999 Tower was merged (the "Merger") into Metropolitan, with Metropolitan surviving the Merger. Concurrently with the Merger, Tower Realty Operating Partnership, L.P. was merged with and into a subsidiary of Metropolitan. The consideration issued in the mergers was comprised of (i) 25% cash (approximately $107.2 million) and (ii) 75% of shares of Class B Common Stock (valued for GAAP purposes at approximately $304.1 million).

The Company controls Metropolitan and owns 100% of the common equity; Crescent owns a $85 million preferred equity interest in Metropolitan. Crescent's interest accrues distributions at a rate of 7.5% per annum for a two-year period (May 24, 1999 through May 24, 2001) and may be redeemed by Metropolitan at any time during that period for $85 million, plus an amount sufficient to provide a 9.5%

internal rate of return. If Metropolitan does not redeem the preferred interest, upon the expiration of the two-year period, Crescent must convert its $85 million preferred interest into either (i) a common membership interest in Metropolitan or (ii) shares of the Company's common stock at a conversion price of $24.61 per share.

The Tower portfolio acquired in the Merger consists of three Office Properties comprising approximately 1.6 million square feet located in New York City, one Office Property located on Long Island and certain office properties and other real estate assets located outside the Tri-State Area.

Prior to the closing of the Merger, the Company arranged for the sale of four of Tower's Class B New York City properties, comprising approximately 701,000 square feet for approximately $84.5 million. Subsequent to the closing of the Merger, the Company has sold a real estate joint venture interest and all of the property located outside the Tri-State Area other than one office property located in Orlando, Florida for approximately $171.1 million. The combined consideration consisted of approximately $143.8 million in cash and approximately $27.3 million of debt relief. Net cash proceeds from the sales were used primarily to repay borrowings under the Credit Facility. As a result of incurring certain sales and closing costs in connection with the sale of the assets located outside the Tri-State Area, the Company has incurred a loss of approximately $4.4 million which has been included in gain on sales of real estate on the accompanying consolidated statements of income.

ENVIRONMENTAL MATTERS

Under various Federal, state and local laws, ordinances and regulations, an owner of real estate is liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. These laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property is generally not limited under such enactments and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such person. Certain environmental laws govern the removal, encapsulation or disturbance of asbestos-containing materials ("ACMs") when such materials are in poor condition, or in the event of renovation or demolition. Such laws impose liability for release of ACMs into the air and third parties may seek recovery from owners or operators of real properties for personal injury associated with ACMs. In connection with the ownership (direct or indirect), operation, management and development of real properties, the Operating Partnership may be considered an owner or operator of such properties or as having arranged for the disposal or treatment of hazardous or toxic substances and, therefore, potentially liable for removal or remediation costs, as well as certain other related costs, including governmental fines and injuries to persons and property.

All of the Office Properties and all of the Industrial Properties have been subjected to a Phase I or similar environmental audit after April 1, 1994 (which involved general inspections without soil sampling, ground water analysis or radon testing and, for the Properties constructed in 1978 or earlier, survey inspections to ascertain the existence of ACMs were conducted) completed by independent environmental consultant companies (except for 35 Pinelawn Road which was originally developed by Reckson and subjected to a Phase 1 in April 1992). These environmental audits have not revealed any environmental liability that would have a material adverse effect on the Operating Partnership's business.

ITEM 2. PROPERTIES

GENERAL

As of December 31, 1999, the Operating Partnership owned and operated 189 Properties (including two joint venture office properties but excluding the RSVP - -- controlled joint ventures) in the Tri-State Area encompassing approximately 21.4 million square feet. These properties consist of 77 Class A Office Properties encompassing approximately 13.1 million rentable square feet, 110 Industrial Properties encompassing approximately 8.3 million rentable square feet and two free-standing 10,000 square foot retail properties. The Operating Partnership also owns a 357,000 square foot Class A office building in Orlando, Florida. The rentable square feet of each property has been determined for these purposes based on the aggregate leased square footage specified in currently effective leases and, with respect to vacant space, management's estimate. In addition, as of December 31, 1999, the Operating Partnership owned approximately 346 acres of land in 16 separate parcels of which the Operating Partnership can develop approximately 1.9 million square feet of office space and approximately 300,000 square feet of industrial space.

Reckson has historically emphasized the development and acquisition of properties that are part of large scale office and industrial parks and approximately 54% of the Office Properties and approximately 46% of the Industrial Properties are located in such parks (measured by rentable square footage). The Operating Partnership believes that owning properties in planned office and industrial parks provides certain strategic advantages, including the following: (i) certain tenants prefer being located in a park with other high quality companies to enhance their corporate image, (ii) parks afford tenants certain aesthetic amenities such as a common landscaping plan, standardization of signage and common dining and recreational facilities, (iii) tenants may expand (or contract) their business within a park, enabling them to centralize business functions and (iv) a park provides tenants with access to other tenants and may facilitate business relationships between tenants.

Also, as of December 31, 1999, the Operating Partnership had invested approximately $298.6 million in certain mortgage indebtedness encumbering three Class A Office Properties encompassing approximately 1.6 million square feet and approximately 472 acres of land located in New Jersey. In addition, the Operating Partnership has loaned approximately $17 million to its minority partner in Omni, its flagship Long Island Office Property and effectively increased its economic interest in the property owning partnership.

Set forth below is a summary of certain information relating to the Properties, categorized by Office and Industrial Properties, as of December 31, 1999.

OFFICE PROPERTIES

General

As of December 31, 1999, the Operating Partnership owned or had an interest in 77 Tri-State Area Class A Office Properties encompassing approximately 13.1 million rentable square feet. As of December 31, 1999, these Office Properties were approximately 95% leased to approximately 1,000 tenants.

The Office Properties are Class A office buildings and are well-located, well-maintained and professionally managed. In addition, these properties are modern with high finishes and achieve among the highest rent, occupancy and tenant retention rates within their sub-markets. Forty-nine of the 73 suburban Office Properties are located in the following twelve planned office parks: the North Shore Atrium, the Huntington Melville Corporate Center, the Nassau West Corporate Center, the Tarrytown Corporate Center, the Landmark Square Office Complex, the Executive Hill Office Park, the Reckson Executive Park, the University Square Office Complex, the Summit at Valhalla, the Mt. Pleasant Corporate Center, the Stamford Towers Office Center, and the Short Hills Office Complex. The buildings in these office parks offer a full array of amenities including health clubs, racquetball courts, sun decks, restaurants, computer controlled HVAC access systems and conference centers. Management believes that the location, quality of construction and amenities as well as the Operating Partnership's reputation for providing a high level of tenant service have enabled the Operating Partnership to attract and retain a national tenant base. The office tenants include national service companies, such as telecommunications firms, "Big Five" accounting firms, securities brokerage houses, insurance companies and health care providers.

The Office Properties are leased to both national and local tenants. Leases on the Office Properties are typically written for terms ranging from five to ten years and require: (i) payment of a fixed gross rental amount that excludes payments on account of real estate tax, operating expense escalations and base electrical charges ("Base Rent"), (ii) payment of a base electrical charge, (iii) payment of real estate tax escalations over a base year, (iv) payment of compounded annual increases to Base Rent and/or payment of operating expense escalations over a base year, (v) payment of overtime HVAC and electric and (vi) payment of electric escalations over a base year. In virtually all leases, the landlord is responsible for structural repairs. Renewal provisions typically provide for renewal rates at market rates or a percentage thereof, provided that such rates are not less than the most recent renewal rates.

The following table sets forth certain information as of December 31, 1999 for each of the Office Properties.

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE) (1)	YEAR CONSTRUCTED	LAND AREA (ACRES)
Office Properties:				
Huntington Melville Corporate Center, Melville, NY				
395 North Service Rd	100%	Leasehold (2081)	1988	7.5
200 Broadhollow Rd.	100%	Fee	1981	4.6
48 South Service Rd.	100%	Fee	1986	7.3
35 Pinelawn Rd	100%	Fee	1980	6.0
275 Broadhollow Rd	100%	Fee	1970	5.8
1305 Old Walt Whitman Rd (3)	100%	Fee	1998 (5)	18.1

Total--Huntington Melville Corporate Center (4)				49.3

North Shore Atrium, Syosset, NY				
6800 Jericho Turnpike (North Shore Atrium I)	100%	Fee	1977	13.0
6900 Jericho Turnpike (North Shore Atrium II)	100%	Fee	1982	5.0

Total--North Shore Atrium				18.0

Nassau West Corporate Center, Mitchel Field, NY				
50 Charles Lindbergh Blvd. (Nassau West Corporate Center II)	100%	Leasehold (2082)	1984	9.1
60 Charles Lindbergh Blvd. (Nassau West Corporate Center I)	100%	Leasehold (2082)	1989	7.8
51 Charles Lindbergh Blvd.	100%	Leasehold (2084)	1989	6.6
55 Charles Lindbergh Blvd.	100%	Leasehold (2082)	1982	10.0
333 Earl Ovington Blvd. (The Omni)	60%	Leasehold (2088)	1991	30.6
90 Merrick Ave.	100%	Leasehold (2084)	1985	13.2

Total--Nassau West Corporate Center				77.3

Tarrytown Corporate Center Tarrytown, NY				
505 White Plains Road	100%	Fee	1974	1.4
520 White Plains Road	60%	Fee (6)	1981	6.8
555 White Plains Road	100%	Fee	1972	4.2
560 White Plains Road	100%	Fee	1980	4.0
580 White Plains Road	100%	Fee	1977	6.1
660 White Plains Road	100%	Fee	1983	10.9

Total--Tarrytown Corporate Center				33.4

Reckson Executive Park Rye Brook, NY				
1 International Dr.	100%	Fee	1983	N/A
2 International Dr.	100%	Fee	1983	N/A
3 International Dr.	100%	Fee	1983	N/A
4 International Dr.	100%	Fee	1986	N/A
5 International Dr.	100%	Fee	1986	N/A
6 International Dr.	100%	Fee	1986	N/A
Total--Reckson Executive Park				44.4

PROPERTY	NUMBER OF FLOORS	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
Office Properties:						
Huntington Melville Corporate Center, Melville, NY						
395 North Service Rd	4	187,393	100.0%	$ 4,620,998	$ 24.66	5
200 Broadhollow Rd.	4	67,432	88.8%	$ 1,298,934	$ 21.68	11
48 South Service Rd.	4	125,372	95.1%	$ 2,850,902	$ 23.91	7
35 Pinelawn Rd	2	105,241	94.3%	$ 2,088,736	$ 21.05	26
275 Broadhollow Rd	4	124,441	100.0%	$ 2,764,076	$ 21.39	17
1305 Old Walt Whitman Rd (3)	3	167,400	92.7%	$ 3,649,827	$ 23.52	5
Total--Huntington Melville Corporate Center (4)		777,279	96.5%	$17,273,473	$ 23.03	71
North Shore Atrium, Syosset, NY						
6800 Jericho Turnpike (North Shore Atrium I)	2	209,028	79.0%	$ 3,355,388	$ 20.31	37
6900 Jericho Turnpike (North Shore Atrium II)	4	101,036	92.2%	$ 2,054,157	$ 22.05	13
Total--North Shore Atrium		310,064	83.3%	$ 5,409,545	$ 20.94	50
Nassau West Corporate Center, Mitchel Field, NY						
50 Charles Lindbergh Blvd. (Nassau West Corporate Center II)	6	211,845	100.0%	$ 4,831,982	$ 22.64	22
60 Charles Lindbergh Blvd. (Nassau West Corporate Center I)	2	186,889	100.0%	$ 4,004,079	$ 21.37	7
51 Charles Lindbergh Blvd.	1	108,000	100.0%	$ 2,167,285	$ 20.07	1
55 Charles Lindbergh Blvd.	2	214,581	100.0%	$ 2,535,051	$ 11,81	2
333 Earl Ovington Blvd. (The Omni)	10	575,000	87.8%	$14,987,850	$ 29.68	28
90 Merrick Ave.	9	221,839	96.4%	$ 4,859,277	$ 22.73	21
Total--Nassau West Corporate Center		1,518,154	95.0%	$33,385,524	$ 23.15	81
Tarrytown Corporate Center Tarrytown, NY						
505 White Plains Road	2	26,468	91.5%	$ 461,589	$ 19.05	20
520 White Plains Road	6	171,761	100.0%	$ 3,192,362	$ 18.59	1
555 White Plains Road	5	121,585	86.5%	$ 2,274,121	$ 21.62	6
560 White Plains Road	6	126,471	100.0%	$ 1,758,933	$ 13.89	16
580 White Plains Road	6	170,726	100.0%	$ 3,236,652	$ 18.92	19
660 White Plains Road	6	258,715	94.7%	$ 4,728,353	$ 19.29	45
Total--Tarrytown Corporate Center		875,726	96.4%	$15,652,010	$ 18.55	107
Reckson Executive Park Rye Brook, NY						
1 International Dr.	3	90,000	100.0%	$ 1,170,000	$ 13.00	1
2 International Dr.	3	90,000	100.0%	$ 1,170,000	$ 13.00	1
3 International Dr.	3	91,174	100.0%	$ 1,718,469	$ 18.84	5
4 International Dr.	3	86,694	83.8%	$ 1,572,288	$ 21.65	9
5 International Dr.	3	90,000	100.0%	$ 2,416,482	$ 26.85	1
6 International Dr.	3	94,016	100.0%	$ 1,423,951	$ 15.15	8
Total--Reckson Executive Park		541,884	97.4%	$ 9,471,190	$ 17.94	25

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE) (1)	YEAR CONSTRUCTED	LAND AREA (ACRES)
Summit at Valhalla Valhalla, NY				
100 Summit Dr.	100%	Fee	1988	11.3
200 Summit Dr.	100%	Fee	1990	18.0
500 Summit Dr.	100%	Fee	1986	29.1
Total--Summit at Valhalla				58.4
Mt. Pleasant Corporate Center				
115/117 Stevens Ave.	100%	Fee	1984	5.0
Total--Mt Pleasant Corporate Center				5.0
Landmark Square Stamford, CT				
One Landmark Square	100%	Fee	1973	N/A
Two Landmark Square	100%	Fee	1976	N/A
Three Landmark Square	100%	Fee	1978	N/A
Four Landmark Square	100%	Fee	1977	N/A
Five Landmark Square	100%	Fee	1976	N/A
Six Landmark Square	100%	Fee	1984	N/A
Total--Landmark Square				7.2
Stamford Towers Stamford, CT				
680 Washington Blvd.	100%	Fee	1989	1.3
750 Washington Blvd.	100%	Fee	1989	2.4
Total--Stamford Towers				3.7
Stand-alone Long Island Properties				
400 Garden City Plaza Garden City, NY	100%	Fee	1989	5.7
88 Duryea Rd. Melville, NY	100%	Fee	1986	1.5
310 East Shore Rd. Great Neck, NY	100%	Fee	1981	1.5
333 East Shore Rd. Great Neck, NY	100%	Leasehold (2030)	1976	1.5
520 Broadhollow Rd Melville, NY	100%	Fee	1978	7.0
1660 Walt Whitman Rd. Melville, NY	100%	Fee	1980	6.5
125 Baylis Rd. Melville, NY	100%	Fee	1980	8.2
150 Motor Parkway Hauppauge, NY	100%	Fee	1984	11.3
1979 Marcus Ave. Lake Success, NY	100%	Fee	1987	8.6
120 Mineola Blvd Mineola, New York	100%	Fee	1989	0.7
Total--Stand-alone Long Island Properties				52.5
Stand-alone Westchester Properties				
155 White Plains Road, Tarrytown, NY	100%	Fee	1963	13.2
235 Main Street, White Plains, NY	100%	Fee	1974 (5)	.4
245 Main Street White Plains, NY	100%	Fee	1983	.4
120 White Plains Rd. Tarrytown, NY	100%	Fee	1984	9.7
80 Grasslands Elmsford, NY	100%	Fee	1989	4.9
360 Hamilton Avenue White Plains, NY (3)	100%	Fee	1977	1.5
140 Grand Street White Plains, NY	100%	Fee	1991	2.2
Total--Stand-alone Westchester Properties(4)				32.3
Executive Hill Office Park West Orange, NJ				
100 Executive Dr	100%	Fee	1978	10.1
200 Executive Dr	100%	Fee	1980	8.2
300 Executive Dr	100%	Fee	1984	8.7
10 Rooney Circle	100%	Fee	1971	5.2
Total--Executive Hill Office Park ..				32.2

PROPERTY	NUMBER OF FLOORS	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
Summit at Valhalla						
Valhalla, NY						
100 Summit Dr.	4	249,551	72.0%	$ 1,745,495	$ 9.72	8
200 Summit Dr.	4	240,834	84.9%	$ 4,890,463	$ 23.92	12
500 Summit Dr.	4	208,660	100.0%	$ 5,633,820	$ 27.00	1
Total--Summit at Valhalla		699,045	84.8%	$12,269,778	$ 20.70	21
Mt. Pleasant Corporate Center						
115/117 Stevens Ave.	3	162,004	97.7%	$ 3,029,965	$ 19.14	17
Total--Mt Pleasant Corporate Center		162,004	97.7%	$ 3,029,965	$ 19.14	17
Landmark Square						
Stamford, CT						
One Landmark Square	22	296,716	85.5%	$ 5,248,069	$ 20.69	62
Two Landmark Square	3	39,701	69.4%	$ 588,845	$ 21.38	7
Three Landmark Square	6	128,286	96.5%	$ 2,119,202	$ 17.12	22
Four Landmark Square	5	104,446	91.5%	$ 2,243,662	$ 23.48	15
Five Landmark Square	3	57,273	92.9%	$ 230,185	$ 4.32	2
Six Landmark Square	10	171,899	91.3%	$ 3,895,234	$ 24.81	6
Total--Landmark Square		798,321	89.0%	$14,325,197	$ 20.15	114
Stamford Towers						
Stamford, CT						
680 Washington Blvd.	11	132,759	99.5%	$ 3,634,757	$ 27.52	6
750 Washington Blvd.	11	192,108	99.6%	$ 4,565,587	$ 23.87	11
Total--Stamford Towers		324,867	99.5%	$ 8,200,344	$ 25.36	17
Stand-alone Long Island Properties						
400 Garden City Plaza Garden City, NY	5	176,073	98.3%	$ 3,805,459	$ 21.99	25
88 Duryea Rd. Melville, NY	2	25,061	96.2%	$ 489,154	$ 20.29	4
310 East Shore Rd. Great Neck, NY	4	50,000	100.0%	$ 1,265,128	$ 25.25	21
333 East Shore Rd. Great Neck, NY	2	17,715	99.6%	$ 483,504	$ 27.39	9
520 Broadhollow Rd Melville, NY	1	83,176	87.3%	$ 1,486,300	$ 20.48	3
1660 Walt Whitman Rd. Melville, NY	1	73,115	99.9%	$ 1,420,754	$ 19.45	5
125 Baylis Rd. Melville, NY	2	98,329	68.5%	$ 1,285,253	$ 19.08	11
150 Motor Parkway Hauppauge, NY	4	191,447	96.0%	$ 4,028,593	$ 21.92	23
1979 Marcus Ave. Lake Success, NY	4	326,612	98.0%	$ 6,313,637	$ 19.73	28
120 Mineola Blvd Mineola, New York	6	101,000	88.0%	$ 1,826,277	$ 20.54	14
Total--Stand-alone Long Island Properties		1,142,528	93.7%	$22,404,059	$ 20.93	143
Stand-alone Westchester Properties						
155 White Plains Road, Tarrytown, NY	2	60,909	99.6%	$ 1,073,536	$ 17.70	5
235 Main Street, White Plains, NY	6	83,237	89.2%	$ 1,310,846	$ 17.66	28
245 Main Street White Plains, NY	6	73,543	92.0%	$ 1,275,897	$ 18.85	17
120 White Plains Rd. Tarrytown, NY	6	197,785	100.0%	$ 4,404,079	$ 22.25	10
80 Grasslands Elmsford, NY	3	85,104	92.9%	$ 1,649,669	$ 20.87	5
360 Hamilton Avenue White Plains, NY (3)	12	382,000	120%	$ 1,054,477	$ 22.96	2
140 Grand Street White Plains, NY	9	130,136	90.9%	$ 2,690,489	$ 22.74	16
Total--Stand-alone Westchester Properties(4)		1,012,714	94.8%	$13,458,993	$ 20.91	83
Executive Hill Office Park						
West Orange, NJ						
100 Executive Dr	3	92,872	97.1%	$ 1,609,173	$ 17.85	10
200 Executive Dr	4	102,630	99.3%	$ 1,974,468	$ 19.37	17
300 Executive Dr	4	126,196	100.0%	$ 2,409,573	$ 19.07	11
10 Rooney Circle	3	69,684	100.0%	$ 1,367,232	$ 19.62	2
Total--Executive Hill Office Park ..		391,382	99.2%	$ 7,360,446	$ 18.96	40

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE) (1)	YEAR CONSTRUCTED	LAND AREA (ACRES)
University Square Princeton, NJ				
100 Campus Dr.	100%	Fee	1987	N/A
104 Campus Dr.	100%	Fee	1987	N/A
115 Campus Dr.	100%	Fee	1987	N/A
Total--University Square				11.0
Short Hills Office Complex Short Hills, NJ				
101 West John F. Kennedy Parkway	100%	Fee	1981	9.0
101 East John F. Kennedy Parkway	100%	Fee	1981	6.0
51 John F Kennedy Parkway	100%	Fee	1988	11.0
Total--Short Hills Office Complex				26.0
Stand-alone New Jersey Properties				
1 Paragon Drive Montvale, NJ	100%	Fee	1980	11.0
99 Cherry Hill Road Parsippany, NJ	100%	Fee	1982	8.8
119 Cherry Hill Road Parsippany, NJ	100%	Fee	1982	9.3
One Eagle Rock Hanover, NJ	100%	Fee	1986	10.4
155 Passaic Ave. Fairfield, NJ	100%	Fee	1984	3.6
3 University Plaza Hackensack, NJ	100%	Fee	1985	10.6
1255 Broad Street Clifton, NJ (3)	100%	Fee	1968	11.1
Total--Stand-alone New Jersey Properties (4)				64.8
New York City Properties				
120 W. 45th Street New York, NY	100%	Fee	1989	0.4
100 Wall Street New York, NY	100%	Fee	1969	0.5
810 Seventh Avenue New York, NY	100%	Fee	1970	0.6
919 Third Avenue New York, NY (7)	100%	Fee	1971	1.5
Total--New York City Office Properties				3.0
Total--Office Properties (4)				518.5

PROPERTY	NUMBER OF FLOORS	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
University Square Princeton, NJ						
100 Campus Dr.	1	27,350	99.7%	$ 416,230	$ 15.27	3
104 Campus Dr.	1	70,155	100.0%	$ 1,110,829	$ 15.83	1
115 Campus Dr.	1	33,600	99.9%	$ 574,589	$ 17.12	2
Total--University Square		131,105	99.9%	$ 2,101,648	$ 16.05	6
Short Hills Office Complex Short Hills, NJ						
101 West John F. Kennedy Parkway	6	185,233	100.0%	$ 2,963,700	$ 16.00	1
101 East John F. Kennedy Parkway	4	122,841	100.0%	$ 1,965,482	$ 16.00	1
51 John F Kennedy Parkway	5	248,962	96.3%	$ 7,680,763	$ 32.04	19
Total--Short Hills Office Complex		557,036	98.4%	$ 12,609,945	$ 23.02	21
Stand-alone New Jersey Properties						
1 Paragon Drive Montvale, NJ	2	104,599	89.6%	$ 1,547,948	$ 16.51	15
99 Cherry Hill Road Parsippany, NJ	3	93,250	99.0%	$ 1,650,526	$ 17.88	16
119 Cherry Hill Road Parsippany, NJ	3	95,724	98.1%	$ 1,547,521	$ 16.47	17

One Eagle Rock Hanover, NJ	3	140,000	68.2%	$ 2,031,710	$ 21.28	7
155 Passaic Ave. Fairfield, NJ	4	84,500	29.4%	$ 486,739	$ 19.57	3
3 University Plaza Hackensack, NJ	6	216,403	97.2%	$ 3,495,272	$ 16.61	22
1255 Broad Street Clifton, NJ (3)	2	180,000	80.2%	$ 4,070,161	$ 28.20	3
Total--Stand-alone New Jersey Properties (4)		914,476	92.0%	$ 14,829,877	$ 19.64	83
New York City Properties						
120 W. 45th Street New York, NY	40	443,109	99.6%	$ 16,734,846	$ 37.92	42
100 Wall Street New York, NY	29	458,626	97.7%	$ 8,887,657	$ 19.84	31
810 Seventh Avenue New York, NY	42	692,060	95.4%	$ 19,935,279	$ 30.20	35
919 Third Avenue New York, NY (7)	47	1,374,966	99.1%	$ 16,876,544	$ 12.38	23
Total--New York City Office Properties		2,968,761	98.1%	$ 62,434,326	$ 21.44	131
Total--Office Properties (4)		13,125,346	94.8%	$254,216,320	$ 21.09	1,010

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(1) Ground lease expirations assume exercise of renewal options by the lessee.

(2) Represents Base Rent of signed leases at December 31, 1999 adjusted for scheduled contractual increases during the 12 months ending December 31, 2000. Total Base Rent for these purposes reflects the effect of any lease expirations that occur during the 12-month period ending December 31, 2000. Amounts included in rental revenue for financial reporting purposes have been determined on a straight-line basis rather than on the basis of contractual rent as set forth in the foregoing table.

(3) Property is currently under redevelopment.

(4) Percent leases excludes properties under development.

(5) Year renovated.

(6) The actual fee interest in 520 White Plains Road is held by the County of Westchester Industrial Development Agency. The fee interest in 520 White Plains Road may be acquired if the outstanding principal under certain loan agreements and annual basic installments are prepaid in full.

(7) The Operating Partnership currently holds the first mortgage note secured by this property. There is a ground lease in place on a small portion of the land which expires in 2066.

INDUSTRIAL PROPERTIES

General.

As of December 31, 1999, the Operating Partnership owned or had an interest in 110 Industrial Properties that encompass approximately 8.3 million rentable square feet. As of December 31, 1999, the Industrial Properties were approximately 98% leased to approximately 250 tenants. Many of the Industrial Properties have been constructed with high ceiling heights (i.e., above 18 feet), upscale office building facades, parking in excess of zoning requirements, drive-in and/or loading dock facilities and other features which permit them to be leased for industrial and/or office purposes.

The Industrial Properties are leased to both national and local tenants. These tenants utilize the Industrial Properties for distribution, warehousing, research and development and light manufacturing/assembly activities. Leases on the Industrial Properties are typically written for terms ranging from three to seven years and require: (i) payment of a Base Rent, (ii) payments of real estate tax escalations over a base year, (iii) payments of compounded annual increases to Base Rent and (iv) reimbursement of all operating expenses. Electric costs are borne and paid directly by the tenant. Certain leases are "triple net" (i.e., the tenant is required to pay in addition to annual Base Rent, all operating expenses and real estate taxes). In virtually all leases, the landlord is responsible for structural repairs. Renewal provisions typically provide for renewal rents at market rates, provided that such rates are not less than the most recent rental rates.

Approximately 71% of the Industrial Properties measured by square footage are located on Long Island. Sixty five percent of these properties as measured by square footage were located in the following three Industrial Parks developed by Reckson: (i) Vanderbilt Industrial Park, (ii) Airport International Plaza and (iii) County Line Industrial Center.

In addition to the Industrial Properties on Long Island, the Operating Partnership owns 15 Industrial Properties in the other suburban markets. These properties encompass approximately 2.4 million square feet and were approximately 97% leased (excluding properties under redevelopment) as of December 31, 1999.

The following table sets forth certain information as of December 31, 1999 for each of the Industrial Properties.

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE)	YEAR CONSTRUCTED	LAND AREA (ACRES)	CLEARANCE HEIGHT (FEET) (1)
Industrial Properties:					
Vanderbilt Industrial Park					
Hauppauge, NY					
360 Vanderbilt Motor Parkway	100%	Fee	1967	4.2	16
410 Vanderbilt Motor Parkway	100%	Fee	1965	3.0	15
595 Old Willets Path	100%	Fee	1968	3.5	14
611 Old Willets Path	100%	Fee	1963	3.0	14
631/641 Old Willets Path	100%	Fee	1965	1.9	14
651/661 Old Willets Path	100%	Fee	1966	2.0	14
681 Old Willets Path	100%	Fee	1961	1.3	14
740 Old Willets Path	100%	Fee	1965	3.5	14
325 Rabro Dr.	100%	Fee	1967	2.7	14
250 Kennedy Dr.	100%	Fee	1979	7.0	16
90 Plant Ave.	100%	Fee	1972	4.3	16
110 Plant Ave.	100%	Fee	1974	6.8	18
55 Engineers Rd.	100%	Fee	1968	3.0	18
65 Engineers Rd.	100%	Fee	1969	1.8	22
85 Engineers Rd.	100%	Fee	1968	2.3	18
100 Engineers Rd.	100%	Fee	1968	5.0	14
150 Engineers Rd.	100%	Fee	1969	6.8	22
20 Oser Ave.	100%	Fee	1979	5.0	16
30 Oser Ave.	100%	Fee	1978	4.4	16
40 Oser Ave.	100%	Fee	1974	3.1	16
50 Oser Ave.	100%	Fee	1975	4.1	21
60 Oser Ave.	100%	Fee	1975	3.3	21
63 Oser Ave.	100%	Fee	1974	1.2	20

PROPERTY	PERCENTAGE OFFICE/ RESEARCH AND DEVELOPMENT FINISH	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
Industrial Properties:						
Vanderbilt Industrial Park						
Hauppauge, NY						

360 Vanderbilt Motor Parkway	62%	54,000	100.0%	$500,580	$ 9.27	1
410 Vanderbilt Motor Parkway	7%	41,784	100.0%	$207,672	$ 4.97	4
595 Old Willets Path	14%	31,670	100.0%	$162,100	$ 5.12	4
611 Old Willets Path	11%	20,000	100.0%	$147,601	$ 7.38	2
631/641 Old Willets Path	31%	25,000	100.0%	$161,405	$ 6.46	4
651/661 Old Willets Path	45%	25,000	100.0%	$156,243	$ 6.25	7
681 Old Willets Path	10%	15,000	100.0%	$ 98,475	$ 6.57	1
740 Old Willets Path	5%	30,000	100.0%	$ 2,473	$ 0.08	1
325 Rabro Dr.	10%	35,000	100.0%	$214,749	$ 6.05	2
250 Kennedy Dr.	9%	127,980	100.0%	$455,298	$ 3.56	1
90 Plant Ave.	13%	75,000	99.9%	$418,834	$ 5.59	3
110 Plant Ave.	8%	125,000	100.0%	$540,000	$ 4.32	1
55 Engineers Rd.	8%	36,000	0%	$ 0	$ 0.00	0
65 Engineers Rd.	10%	23,000	100.0%	$136,733	$ 5.94	1
85 Engineers Rd.	5%	40,800	100.0%	$202,785	$ 4.97	2
100 Engineers Rd.	11%	88,000	100.0%	$379,476	$ 4.31	1
150 Engineers Rd.	11%	135,000	100.0%	$407,883	$ 3.02	1
20 Oser Ave.	18%	42,000	98.7%	$347,517	$ 8.39	2
30 Oser Ave.	21%	42,000	82.1%	$221,289	$ 6.41	4
40 Oser Ave.	33%	59,800	85.3%	$342,103	$ 6.71	12
50 Oser Ave.	15%	60,000	100.0%	$240,000	$ 4.00	1
60 Oser Ave.	19%	48,000	100.0%	$192,000	$ 4.00	1
63 Oser Ave.	9%	22,000	100.0%	$112,846	$ 5.13	1

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE)	YEAR CONSTRUCTED	LAND AREA (ACRES)	CLEARANCE HEIGHT (FEET) (1)
65 Oser Ave.	100%	Fee	1975	1.2	18
73 Oser Ave.	100%	Fee	1974	1.2	20
80 Oser Ave.	100%	Fee	1974	1.1	18
85 Nicon Ct.	100%	Fee	1978	6.1	30
90 Oser Ave.	100%	Fee	1973	1.1	16
104 Parkway Dr.	100%	Fee	1985	1.8	15
110 Ricefield Ln.	100%	Fee	1980	2.0	15
120 Ricefield Ln.	100%	Fee	1983	2.0	15
125 Ricefield Ln.	100%	Fee	1973	2.0	14
135 Ricefield Ln.	100%	Fee	1981	2.1	15
85 Adams Dr.	100%	Fee	1980	1.8	15
395 Oser Ave	100%	Fee	1980	6.1	14
185 Oser Ave	100%	Fee	1974	2.0	18
25 Davids Dr.	100%	Fee	1975	3.2	20
45 Adams Ave	100%	Fee	1979	2.1	18
225 Oser Ave	100%	Fee	1977	1.2	14
180 Oser Ave	100%	Fee	1978	3.4	16
360 Oser Ave	100%	Fee	1981	1.3	18
400 Oser Ave	100%	Fee	1982	9.5	16
375 Oser Ave	100%	Fee	1981	1.2	18
425 Rabro Drive	100%	Fee	1980	4.0	16
390 Motor Parkway (3)	100%	Fee	1980	10.0	14
600 Old Willets Path	100%	Fee	1965	4.5	14
400 Moreland Road(3)	100%	Fee	1967	6.3	17

Total--Vanderbilt Industrial Park (4)				160.4	

Airport International Plaza Islip, NY					
20 Orville Dr.	100%	Fee	1978	1.0	16
25 Orville Dr.	100%	Fee	1970	2.2	16
50 Orville Dr.	100%	Fee	1976	1.6	15
65 Orville Dr.	100%	Fee	1971	2.2	14
70 Orville Dr.	100%	Fee	1975	2.3	22
80 Orville Dr.	100%	Fee	1988	6.5	16
85 Orville Dr.	100%	Fee	1974	1.9	14
95 Orville Dr.	100%	Fee	1974	1.8	14
110 Orville Dr.	100%	Fee	1979	6.4	24
180 Orville Dr.	100%	Fee	1982	2.3	16
1101 Lakeland Ave.	100%	Fee	1983	4.9	20
1385 Lakeland Ave.	100%	Fee	1973	2.4	16
125 Wilbur Place	100%	Fee	1977	4.0	16
140 Wilbur Place	100%	Fee	1973	3.1	20
160 Wilbur Place	100%	Fee	1978	3.9	16
170 Wilbur Place	100%	Fee	1979	4.9	16
4040 Veterans Highway	100%	Fee	1972	1.0	14
120 Wilbur Place	100%	Fee	1972	2.8	16
2004 Orville Dr	100%	Fee	1998	7.4	24
2005 Orville Drive	100%	Fee	1999	8.7	24

Total--Airport International Plaza				71.3	

County Line Industrial Center Melville, NY					
5 Hub Dr.	100%	Fee	1979	6.9	20
10 Hub Dr.	100%	Fee	1975	6.6	20
30 Hub Drive	100%	Fee	1976	5.1	20
265 Spagnoli Rd.	100%	Fee	1978	6.0	20

Total--County Line Industrial Center				24.6	

Standalone Long Island Properties					
32 Windsor Pl. Islip, NY	100%	Fee	1971	2.5	18
42 Windsor Pl. Islip, NY	100%	Fee	1972	2.4	18
208 Blydenburgh Rd. Islandia, NY	100%	Fee	1969	2.4	14
210 Blydenburgh Rd. Islandia, NY	100%	Fee	1969	1.2	14
71 Hoffman Ln. Islandia, NY	100%	Fee	1970	5.8	16
135 Fell Ct. Islip, NY	100%	Fee	1965	3.2	16

Subtotal Islip/Islandia				17.5	

PROPERTY	PERCENTAGE OFFICE/ RESEARCH AND DEVELOPMENT FINISH	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
65 Oser Ave.	10%	20,000	100.0%	$ 105,263	$ 5.26	1
73 Oser Ave.	15%	20,000	100.0%	$ 113,463	$ 5.67	1
80 Oser Ave.	25%	19,500	100.0%	$ 64,599	$ 3.31	1
85 Nicon Ct.	10%	104,000	100.0%	$ 500,189	$ 4.81	1
90 Oser Ave.	26%	37,500	100.0%	$ 125,160	$ 3.34	1
104 Parkway Dr.	50%	27,600	100.0%	$ 199,091	$ 7.21	1
110 Ricefield Ln.	25%	32,264	100.0%	$ 160,599	$ 4.98	1
120 Ricefield Ln.	24%	33,060	100.0%	$ 112,000	$ 3.39	1
125 Ricefield Ln.	20%	30,495	100.0%	$ 199,983	$ 6.56	1
135 Ricefield Ln.	10%	32,340	100.0%	$ 204,037	$ 6.31	1
85 Adams Dr.	90%	20,000	100.0%	$ 260,000	$ 13.00	1
395 Oser Ave	100%	50,000	99.0%	$ 429,165	$ 8.67	1
185 Oser Ave	40%	30,000	100.0%	$ 190,021	$ 6.33	1
25 Davids Dr.	90%	40,000	100.0%	$ 340,000	$ 8.50	1
45 Adams Ave	90%	28,000	100.0%	$ 212,333	$ 7.58	1
225 Oser Ave	80%	10,000	99.6%	$ 111,706	$ 11.22	1
180 Oser Ave	35%	61,868	89.9%	$ 379,208	$ 6.82	8
360 Oser Ave	35%	23,000	100.0%	$ 128,800	$ 5.60	1
400 Oser Ave	30%	164,936	97.0%	$ 1,090,261	$ 6.82	25
375 Oser Ave	40%	20,000	100.0%	$ 148,450	$ 7.42	1
425 Rabro Drive	25%	65,641	99.2%	$ 586,080	$ 9.00	1
390 Motor Parkway (3)	4%	181,155	27.7%	$ 173,916	$ 3.47	1
600 Old Willets Path	25%	69,627	100.0%	$ 394,590	$ 5.67	1
400 Moreland Road(3)	10%	56,875	0.0%	$ 0	$ 0.00	0
Total--Vanderbilt Industrial Park (4)		2,379,895	97.0%	$11,876,976	$ 5.72	111
Airport International Plaza Islip, NY						
20 Orville Dr.	50%	12,852	100.0%	$ 174,731	$ 13.55	1
25 Orville Dr.	100%	32,300	100.0%	$ 475,065	$ 14.12	2
50 Orville Dr.	20%	28,000	99.8%	$ 244,538	$ 8.75	3
65 Orville Dr.	13%	32,000	96.9%	$ 145,018	$ 4.68	2
70 Orville Dr.	7%	41,508	100.0%	$ 301,684	$ 7.27	2
80 Orville Dr.	21%	92,544	100.0%	$ 678,929	$ 7.34	9
85 Orville Dr.	20%	25,000	100.0%	$ 154,393	$ 6.15	2
95 Orville Dr.	10%	25,000	100.0%	$ 120,875	$ 4.84	1
110 Orville Dr.	15%	110,000	100.0%	$ 627,733	$ 5.71	1
180 Orville Dr.	18%	37,612	100.0%	$ 233,291	$ 6.20	2
1101 Lakeland Ave.	8%	90,411	100.0%	$ 515,945	$ 5.71	1
1385 Lakeland Ave.	18%	35,000	100.0%	$ 178,398	$ 5.10	3
125 Wilbur Place	31%	62,686	87.1%	$ 279,880	$ 5.13	12
140 Wilbur Place	37%	48,500	100.0%	$ 290,747	$ 5.99	2
160 Wilbur Place	30%	62,710	100.0%	$ 501,034	$ 7.99	2
170 Wilbur Place	28%	72,062	96.5%	$ 230,971	$ 3.32	8
4040 Veterans Highway	100%	2,800	100.0%	$ 54,061	$ 19.31	1
120 Wilbur Place	15%	35,000	100.0%	$ 269,608	$ 7.70	4
2004 Orville Dr	20%	106,515	100.0%	$ 703,887	$ 6.61	1
2005 Orville Drive	20%	130,010	100.0%	$ 909,593	$ 7.00	1
Total--Airport International Plaza		1,082,510	99.1%	$ 7,090,381	6.61	60
County Line Industrial Center Melville, NY						
5 Hub Dr.	20%	88,001	100.0%	$ 403,596	$ 4.59	2
10 Hub Dr.	15%	95,546	100.0%	$ 585,288	$ 6.12	4
30 Hub Drive	18%	73,127	100.0%	$ 467,684	$ 6.40	2
265 Spagnoli Rd.	28%	85,500	100.0%	$ 647,702	$ 7.57	3
Total--County Line Industrial Center		342,174	100.0%	$ 2,104,270	$ 6.15	11
Standalone Long Island Properties						
32 Windsor Pl. Islip, NY	10%	43,000	100.0%	$ 138,583	$ 3.22	1
42 Windsor Pl. Islip, NY	8%	65,000	100.0%	$ 230,315	$ 3.54	1
208 Blydenburgh Rd. Islandia, NY	17%	24,000	100.0%	$ 102,302	$ 4.26	4
210 Blydenburgh Rd. Islandia, NY	16%	20,000	100.0%	$ 110,922	$ 5.55	2
71 Hoffman Ln. Islandia, NY	10%	30,400	100.0%	$ 182,293	$ 6.00	1
135 Fell Ct. Islip, NY	20%	30,000	100.0%	$ 222,750	$ 7.43	1
Subtotal Islip/Islandia		212,400	100.0%	$ 987,165	$ 4.65	10

PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE)	YEAR CONSTRUCTED	LAND AREA (ACRES)	CLEARANCE HEIGHT (FEET) (1)
70 Schmitt Boulevard, Farmingdale, NY	100%	Fee	1975	4.4	18
105 Price Parkway, Farmingdale, NY	100%	Fee	1969	12.0	26
110 Bi County Blvd. Farmingdale, L.I, ...	100%	Fee	1984	9.5	19
Subtotal Farmingdale				25.9	
70 Maxess Rd, Melville, NY	100%	Fee	1969	9.3	15
20 Melville Park Rd, Melville, NY	100%	Fee	1965	4.0	23
45 Melville Park Drive, Melville, NY	100%	Fee	1998	4.2	24
65 Marcus Drive. Melville, L.I., ...	100%	Fee	1968	5.0	16
50 Marcus Drive, (3) Melville, NY	100%	Fee	1967	7.1	22
Subtotal Melville(4)				29.6	
300 Motor Parkway, Hauppauge, NY	100%	Fee	1979	4.2	14
1516 Motor Parkway, Hauppauge, NY	100%	Fee	1981	7.9	24
Subtotal Hauppauge				12.1	
933 Motor Parkway Smithtown, NY	100%	Fee	1973	5.6	20
65 S. Service Rd. , Plainview, NY(5)	100%	Fee	1961	1.6	14
85 S. Service Rd. Plainview, NY	100%	Fee	1961	1.6	14
19 Nicholas Dr., Yaphank, NY (6)	100%	Fee	1989	29.6	24
48 Harbor Park Dr., Port Washington, NY	100%	Fee	1976	2.7	16
110 Marcus Dr., Huntington, NY	100%	Fee	1980	6.1	20
35 Engle St., (3) Hicksville, NY	100%	Leasehold(7)	1966	4.0	24
100 Andrews Rd., Hicksville, L.I.,(1)	100%	Fee	1954	11.7	25
Subtotal other (4)				62.9	
Total Standalone Long Island Properties (4)				148.0	
Standalone Westchester Properties					
100 Grasslands Rd., (3) Elmsford, NY	100%	Fee	1964	3.6	16
2 Macy Rd., Harrison, NY	100%	Fee	1962	5.7	16
500 Saw Mill Rd., Elmsford, NY	100%	Fee	1968	7.3	22
Total--Standalone Westchester Industrial Properties (4)				16.6	
Standalone New Jersey Industrial Properties					
40 Cragwood Rd, South Plainfield, NJ	100%	Fee	1965	13.5	16
400 Cabot Dr., Hamilton Township, NJ........	100%	Fee	1989	44.8	30
100 Forge Way, Rockaway, NJ	100%	Fee	1986	3.5	24
200 Forge Way, Rockaway, NJ	100%	Fee	1989	12.7	28
300 Forge Way, Rockaway, NJ	100%	Fee	1989	4.2	24
400 Forge Way, Rockaway, NJ	100%	Fee	1989	12.8	28
5 Henderson Dr.,, West Caldwell, NJ	100%	Fee	1967	15.2	14
492 River Rd, Nutley, NJ (3)	100%	Fee	1952	17.3	13
4 Applegate Drive Robbinsville, New Jersey	100%	Fee	1999	10.0	30
30 Stultz Rd So. Brunswick, NJ	71.8%	Fee	1978	12.6	18

6 Johanna Ct.,(3) East Brunswick, NJ	71.8%	Fee	1978	18.4	18
Total New Jersey Standalone Industrial Properties (4)				165.0	

PROPERTY	PERCENTAGE OFFICE/ RESEARCH AND DEVELOPMENT FINISH	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
70 Schmitt Boulevard, Farmingdale, NY	10%	76,312	100.0%	$ 538,147	$ 7.05	1
105 Price Parkway, Farmingdale, NY	8.5%	297,000	100.0%	$ 1,388,515	$ 4.68	1
110 Bi County Blvd. Farmingdale, L.I, ...	45%	147,303	96.3%	$ 1,285,683	$ 9.07	11
Subtotal Farmingdale		520,615	98.9%	$ 3,212,345	$ 6.24	13
70 Maxess Rd, Melville, NY	38%	78,000	100.0%	$ 666,214	$ 8.48	1
20 Melville Park Rd, Melville, NY	66%	67,922	100.0%	$ 385,625	$ 5.68	1
45 Melville Park Drive, Melville, NY	22%	40,247	100.0%	$ 540,442	$ 13.43	1
65 Marcus Drive. Melville, L.I., ...	50%	60,000	100.0%	$ 596,328	$ 9.94	1
50 Marcus Drive, (3) Melville, NY	95%	165,000	0.0%	$ 0	$ 0	0
Subtotal Melville(4)		411,169	100.0%	$ 2,188,609	$ 8.87	4
300 Motor Parkway, Hauppauge, NY	100%	55,942	96.9%	$ 856,895	$ 15.81	10
1516 Motor Parkway, Hauppauge, NY	5%	140,000	100.0%	$ 863,800	$ 6.17	1
Subtotal Hauppauge		195,942	99.1%	$ 1,720,695	$ 8.86	11
933 Motor Parkway Smithtown, NY	26%	48,000	100.0%	$ 32,153	$ 0.67	1
65 S. Service Rd. , Plainview, NY(5)	10%	10,000	100.0%	$ 69,911	$ 6.99	1
85 S. Service Rd. Plainview, NY	60%	20,000	100.0%	$ 79,526	$ 3.98	2
19 Nicholas Dr., Yaphank, NY (6)	5%	230,000	100.0%	$ 1,222,649	$ 5.32	1
48 Harbor Park Dr., Port Washington, NY	100%	35,000	100.0%	$ 707,352	$ 20.21	1
110 Marcus Dr., Huntington, NY	39%	78,240	100.0%	$ 486,653	$ 6.22	1
35 Engle St., (3) Hicksville, NY	8%	120,000	0.0%	$ 0	$ 0.00	0
100 Andrews Rd., Hicksville, L.I.,(1)	12%	167,500	100.0%	$ 1,105,727	$ 6.59	2
Subtotal other (4)		708,740	100.0%	$ 3,703,971	$ 6.29	9
Total Standalone Long Island Properties (4)		2,048,866	99.6%	$11,812,785	$ 6.29	47
Standalone Westchester Properties						
100 Grasslands Rd., (3) Elmsford, NY	100%	45,000	0.0%	$ 0	$ 0.00	0
2 Macy Rd., Harrison, NY	100%	26,000	100.0%	$ 422,500	$ 16.25	1
500 Saw Mill Rd., Elmsford, NY	17%	92,000	100.0%	$ 846,400	$ 9.20	1
Total--Standalone Westchester Industrial Properties (4)		163,000	100.0%	$ 1,268,900	$ 10.75	2
Standalone New Jersey Industrial Properties						
40 Cragwood Rd, South Plainfield, NJ	49%	135,000	57.5%	$ 1,265,304	$ 16.30	3
400 Cabot Dr., Hamilton Township, NJ........	10%	585,510	100.0%	$ 2,739,377	$ 4.68	1
100 Forge Way, Rockaway, NJ	12%	20,136	100.0%	$ 166,775	$ 8.28	5
200 Forge Way, Rockaway, NJ	23%	72,118	100.0%	$ 453,367	$ 6.29	2
300 Forge Way, Rockaway, NJ	37%	24,000	100.0%	$ 180,050	$ 7.44	2
400 Forge Way, Rockaway, NJ	20%	73,000	100.0%	$ 407,666	$ 5.58	2
5 Henderson Dr.,, West Caldwell, NJ	10%	210,000	100.0%	$ 1,324,234	$ 6.29	1

492 River Rd, Nutley, NJ (3)	100%	128,000	0.00%	$ 0	$ 0	0
4 Applegate Drive Robbinsville, New Jersey	10%	265,000	100.0%	$ 1,364,750	$ 5.15	1
30 Stultz Rd So. Brunswick, NJ	10%	60,617	100.0%	$ 200,248	$ 3.12	1
6 Johanna Ct.,(3) East Brunswick, NJ	10%	214,000	0.0%	$ 0	$ 0.00	0
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Total New Jersey Standalone Industrial Properties (4)		1,787,381	94.9%	$ 8,101,771	$ 5.95	18
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PROPERTY	PERCENTAGE OWNERSHIP	OWNERSHIP INTEREST (GROUND LEASE EXPIRATION DATE)	YEAR CONSTRUCTED	LAND AREA (ACRES)	CLEARANCE HEIGHT (FEET) (1)
Standalone Connecticut Industrial Property					
710 Bridgeport Shelton, CT	100%	Fee	1971-1979	36.1	22
Total Connecticut Standalone Industrial Property				36.1	
Total-Industrial Properties (4)				622.0	

PROPERTY	PERCENTAGE OFFICE/ RESEARCH AND DEVELOPMENT FINISH	RENTABLE SQUARE FEET	PERCENT LEASED	ANNUAL BASE RENT (2)	ANNUAL BASE RENT PER LEASED SQ. FT.	NUMBER OF TENANT LEASES
Standalone Connecticut Industrial Property						
710 Bridgeport Shelton, CT	30%	452,414	100.0%	$ 2,911,020	$ 6.43	2
Total Connecticut Standalone Industrial Property		452,414	100.0%	$ 2,911,020	$ 6.43	2
Total-Industrial Properties (4)		8,256,240	98.2%	$45,166,103	$ 6.26	251

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(1) Calculated as the difference from the lowest beam to floor.

(2) Represents Base Rent of signed leases at December 31, 1999 adjusted for scheduled contractual increases during the 12 months ending December 31, 2000. Total Base Rent for these purposes reflects the effect of any lease expirations that occur during the 12 month period ending December 31, 2000. Amounts included in rental revenue for financial reporting purposes have been determined on a straight-line basis rather than on the basis of contractual rent as set forth in the foregoing table.

(3) Property under redevelopment.

(4) Percent leased excludes properties under redevelopment.

(5) A tenant has been granted an option exercisable after April 30, 1997 and prior to October 31, 2002 to purchase this property for $600,000.

(6) The actual fee interest in 19 Nicholas Drive is currently held by the Town of Brookhaven Industrial Development Agency. The Operating Partnership may acquire such fee interest by making a nominal payment to the Town of Brookhaven Industrial Development Agency.

(7) The Operating Partnership has entered into a 20 year lease agreement in which it has the right to sublease the premises.

RETAIL PROPERTIES

As of December 31, 1999, the Operating Partnership owned two free-standing 10,000 square foot retail properties located in Great Neck and Huntington, New York and were 100% leased as of December 31, 1999.

DEVELOPMENTS IN PROGRESS

As of December 31, 1999, the Operating Partnership had invested approximately $130 million in developments in progress. This amount includes approximately $64 million relating to existing buildings encompassing approximately 1.1 million square feet. The Operating Partnership estimates that if these projects were to be completed, total additional development costs would be approximately $25.3 million. In addition, the Operating Partnership has also invested approximately $66 million relating to approximately 346 acres of land which it can develop approximately 2.2 million square feet. The Operating Partnership estimates that if these projects were to be completed, total additional development costs would be approximately $270 million.

THE OPTION PROPERTIES

In connection with the IPO, the Operating Partnership was granted a ten year option to acquire ten properties (the "Option Properties") which were not contributed to the Operating Partnership and are either owned by Reckson or in which Reckson owns a non controlling minority interest.

As of December 31, 1999, the Operating Partnership has acquired four of the Option Properties for an aggregate purchase price of approximately $35 million and the issuance of approximately 475,000 Units. In addition, during 1998, one of the Option Properties was sold by Reckson to a third party.

The remaining Option Properties consist of three Class A office properties encompassing approximately 311,000 square feet and two industrial properties encompassing approximately 69,000 square feet.

HISTORICAL NON-INCREMENTAL REVENUE-GENERATING CAPITAL EXPENDITURES, TENANT IMPROVEMENT COSTS AND LEASING COMMISSIONS

The following table sets forth annual and per square foot recurring, non-incremental revenue-generating capital expenditures and non-incremental revenue-generating tenant improvement costs and leasing commissions incurred by the Operating Partnership to retain revenues attributable to existing leased space for the period 1995 through 1999 for the Office Properties and the Industrial Properties. As noted, incremental revenue-generating tenant improvement costs and leasing commissions are excluded from the table set forth immediately below. The historical capital expenditures, tenant improvement costs and leasing commissions set forth below are not necessarily indicative of future recurring, non-incremental revenue-generating capital expenditures or non-incremental revenue-generating tenant improvement costs and leasing commissions.

	1995	1996	1997	1998	1999
CAPITAL EXPENDITURES					
Office Properties					
Total	$ 364,545	$ 375,026	$ 1,108,675	$ 2,004,976	$ 2,298,899
Per square foot	$ .19	$ .13	$ .22	$ .23	$ .23
Industrial Properties					
Total	$ 290,457	$ 670,751	$ 733,233	$ 1,205,266	$ 1,048,688
Per square foot	$ .08	$ .18	$ .15	$ .12	$ .11
NON-INCREMENTAL REVENUE-GENERATING TENANT IMPROVEMENT COSTS AND LEASING COMMISSIONS					
Long Island Office Properties					
Annual Tenant Improvement Costs	$ 452,057	$ 523,574	$ 784,044	$ 1,140,251	$ 1,009,357
Per square foot improved	4.44	4.28	7.00	3.98	4.73
Annual Leasing Commissions	144,925	119,047	415,822	418,191	551,762
Per square foot leased	1.42	.97	4.83	1.46	2.59
Total per square foot	$ 5.86	$ 5.25	$ 11.83	$ 5.44	$ 7.32
Westchester Office Properties					
Annual Tenant Improvement Costs	N/A	$ 834,764	$ 1,211,665	$ 711,160	$ 1,316,611
Per square foot improved	N/A	6.33	8.90	4.45	5.62
Annual Leasing Commissions	N/A	264,388	366,257	286,150	457,730
Per square foot leased	N/A	2.00	2.69	1.79	1.96
Total per square foot	N/A	$ 8.33	$ 11.59	$ 6.24	$ 7.58
Connecticut Office Properties					
Annual Tenant Improvement Costs	N/A	$ 58,000	$ 1,022,421	$ 202,880	$ 179,043
Per square foot improved	N/A	12.45	13.39	5.92	4.88
Annual Leasing Commissions	N/A	0	256,615	151,063	110,252
Per square foot leased	N/A	0	3.36	4.41	3.00
Total per square foot	N/A	$ 12.45	$ 16.75	$ 10.33	$ 7.88
New Jersey Office Properties					
Annual Tenant Improvement Costs	N/A	N/A	N/A	$ 654,877	$ 454,054
Per square foot improved	N/A	N/A	N/A	3.78	2.29
Annual Leasing Commissions	N/A	N/A	N/A	396,127	787,065
Per square foot leased	N/A	N/A	N/A	2.08	3.96
Total per square foot	N/A	N/A	N/A	$ 5.86	$ 6.25
Industrial Properties					
Annual Tenant Improvement Costs	$ 210,496	$ 380,334	$ 230,466	$ 283,842	$ 375,646
Per square foot improved	.90	.72	.55	.76	.25
Annual Leasing Commissions	107,351	436,213	81,013	200,154	835,108
Per square foot leased	.46	.82	.19	.44	.56
Total per square foot	$ 1.36	$ 1.54	$ .74	$ 1.20	$ .81

MORTGAGE INDEBTEDNESS

The following table sets forth certain information regarding the mortgage debt of the Operating Partnership, as of December 31, 1999.

PROPERTY	PRINCIPAL AMOUNT OUTSTANDING (IN THOUSANDS)	INTEREST RATE	MATURITY DATE	AMORTIZATION SCHEDULE
6800 Jericho Turnpike (North Shore Atrium I)	$ 15,001	7.25%	6/10/00	--
6900 Jericho Turnpike (North Shore Atrium II)	5,279	7.25%	6/10/00	--
200 Broadhollow Road.	6,560	7.75%	6/02/02	30 year
395 North Service Road	20,933	6.45%	10/26/05	(3)
50 Charles Lindbergh Blvd	15,479	7.50%	7/10/01	--
333 Earl Ovington Blvd. (The Omni) (1)	56,367	7.72%	08/14/07	25 year
310 East Shore Road	2,322	8.00%	7/01/02	--
80 Orville Drive	2,616	7.50%(2)	2/01/04	--
580 White Plains Road	8,172	7.375%	9/01/00	20 year
Landmark Square	47,809	8.02%	10/07/06	25 year
110 Bi-County Blvd.	4,221	9.125%	11/30/12	20 year
100 Summit Lake Drive	22,614	8.50%	4/01/07	15 year
200 Summit Lake Drive	20,463	9.25%	1/01/06	25 year
120 West 45th Street	66,933	6.82%	11/01/27	28 year
810 7th Avenue	86,822	7.73%	8/1/09	25 year
100 Wall Street	37,623	7.73%	8/1/09	25 year
One Orlando Center	39,960	6.82%	11/01/27	28 year
TOTAL	$ 459,174			

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(1) The Operating Partnership has a 60% general partnership interest in the Omni Partnership. The Operating Partnership's proportionate share of the aggregate principal amount of the mortgage debt on the Omni is approximately $33.8 million.

(2) Interest rate increases to 10.1% at June 2000.

(3) Principal payments of $34,000 per month.

ITEM 3. LEGAL PROCEEDINGS

The Operating Partnership is not presently subject to any material litigation nor, to the Operating Partnership's knowledge, is any litigation threatened against the Operating Partnership, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on the liquidity, results of operations, business or financial condition of the Operating Partnership.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED SECURITY MATTERS

There is no established trading market for the Registrant's common equity. As of March 22, 2000, there were 95 holders of the Registrant's common equity.

The following tables set forth, for the periods indicated, the distributions declared on the common units and the Class B Common Units.

COMMON UNITS

QUARTER ENDED	DISTRIBUTION
March 31, 1998	$ 0.3125
June 30, 1998	$ 0.4199 (1)
September 30, 1998	$ 0.3375
December 31, 1998	$ 0.3375
March 31, 1999	$ .33750
June 30, 1999	$ .37125 (2)
September 30, 1999	$ .37125
December 31, 1999	$ .37125

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(1) Commencing with the distribution for the quarter ending June 30, 1998, the Operating Partnership increased the quarterly distribution to $.3375 per unit, which is equivalent to an annual distribution of $1.35 per unit. In addition, on June 11, 1998, the Operating Partnership paid a stock dividend equivalent to $.0824 per unit relating to the Operating Partnership's distribution of its common stock interest in Reckson Service Industries, Inc. currently D/B/A FrontLine Capital Group to the Company.

(2) Commencing with the distribution for the quarter ending June 30, 1999, the Operating Partnership increased the quarterly distribution to $.37125 per unit, which is equivalent to an annual distribution of $1.485 per unit.

CLASS B COMMON UNITS

QUARTER ENDED	DISTRIBUTION
March 31, 1999	N/A
June 30, 1999	$ .2364 (1)
September 30, 1999	$ .5600
December 31, 1999	$ .5600

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(1) Represents the period May 24, 1999 through June 30, 1999

UNREGISTERED SALES OF EQUITY SECURITIES

On May 24, 1999, in conjunction with the Tower portfolio acquisition, the Operating Partnership issued 11,694,567 Class B Common Units to the Company which were valued for GAAP purposes at $26 per share for total consideration of approximately $304.1 million. The Class B Common Units are entitled to receive an initial annual distribution of $2.24 per share, which distribution is subject to adjustment annually commencing on July 1, 2000. The Class B Common Units are exchangeable at any time, at the option of the holder, into an equal number of Units of the Operating Partnership subject to customary antidilution adjustments. The Class B Common Units will be exchanged for an equal number of Units upon the exchange, if any, by the Company of common stock for Class B Common Stock at any time following the four year, six-month anniversary of the issuance of the Class B Common Stock.

On June 2, 1999, the Operating Partnership issued six million Series E preferred units of general partnership interests to the Company in exchange for approximately $150 million. The Series E preferred units have a liquidation preference of $25 per unit, and an initial distribution rate of 7.85% per annum with such rate increasing to 8.35% per annum on April 30, 2000 and to 8.85% per annum from and after April 30, 2001. The Series E preferred units are convertible into common units at a price of $26.05 per unit and are redeemable by the Operating Partnership on or after March 2, 2002. Proceeds from the issuance of the Series E preferred units were used as partial consideration in the acquisition of the first mortgage note secured by 919 Third Avenue located in New York City.

ITEM 6. SELECTED FINANCIAL DATA (IN THOUSANDS EXCEPT UNIT AND PROPERTIES DATA)

	RECKSON OPERATING PARTNERSHIP, L. P.			
	FOR THE YEAR ENDED			
	DECEMBER 31, 1999	DECEMBER 31, 1998	DECEMBER 31, 1997	DECEMBER 31, 1996
OPERATING DATA:				
Revenues	$ 403,142	$ 266,312	$ 153,348	$ 96,030
Total expenses	297,476	201,003	107,639	70,935
Income before distribution to preferred unit holders, minority interests and extraordinary loss	105,666	65,309	45,709	25,095
Minority interests	6,802	2,819	920	915
Extraordinary items -- loss	(629)	(1,993)	(2,808)	(1,259)
Preferred distributions	27,001	14,244	--	---
Net income available to common unitholders	71,234	46,253	41,981	22,921
Per Unit Data: (2)				
Net income per common unit:				
General Partner -- common units	$ 1.21	$ .98	$ 1.06	$ .87
General Partner -- Class B Common Units	$ 1.94	$ --	$ --	$ --
Limited Partners'	$ 1.21	$ .98	$ 1.03	$ .86
Weighted average common units outstanding:				
General Partner -- common units	40,270,000	39,473,000	32,727,000	19,928,000
General Partner -- Class B Common Units	6,744,000	--	--	--
Limited Partners'	7,705,000	7,728,000	7,016,000	6,503,000
BALANCE SHEET DATA: (PERIOD END)				
Real estate, before accumulated depreciation	$ 2,214,872	$ 1,743,223	$ 1,015,282	$ 519,504
Total assets	2,724,934	1,854,520	1,113,105	543,391
Mortgage notes payable	459,174	253,463	180,023	161,513
Unsecured credit facility	297,600	465,850	210,250	108,500
Unsecured term loan	75,000	20,000	--	--
Senior unsecured notes	449,313	150,000	150,000	--
Market value of equity (3)	1,726,845	1,332,882	1,141,592	653,606
Total market capitalization including debt (3 and 4)	2,993,756	2,119,936	1,668,800	921,423
OTHER DATA:				
Funds from operations (5)	$ 132,444	$ 98,501	$ 69,619	$ 40,938
Total square feet (at end of period)	21,385	21,000	13,645	8,800
Number of properties (at end of period)	189	204	155	110

	RECKSON OPERATING PARTNERSHIP, L. P.	RECKSON GROUP
	FOR THE PERIOD JUNE 3, 1995 TO DECEMBER 31, 1995 (1)	FOR THE PERIOD JUNE 1, 1995 TO JUNE 2, 1995 (1)
OPERATING DATA:		
Revenues	$ 38,455	$ 20,889
Total expenses	27,892	20,695
Income before distribution to preferred unit holders, minority interests and extraordinary loss	10,563	194
Minority interests	246	--
Extraordinary items -- loss	(6,022)	--
Preferred distributions	--	--
Net income available to common unitholders	4,295	194
Per Unit Data: (2)		
Net income per common unit:		
General Partner -- common units	$ .22	--
General Partner -- Class B Common Units	$ --	--
Limited Partners'	$ .19	--
Weighted average common units outstanding:		
General Partner -- common units	14,678,000	--
General Partner -- Class B Common Units	--	--
Limited Partners'	5,648,000	--
BALANCE SHEET DATA: (PERIOD END)		
Real estate, before accumulated depreciation	$ 290,712	--
Total assets	242,540	--
Mortgage notes payable	98,126	--
Unsecured credit facility	40,000	--
Unsecured term loan	--	--
Senior unsecured notes	--	--
Market value of equity (3)	303,943	--
Total market capitalization including debt (3 and 4)	426,798	--

OTHER DATA:

Funds from operations (5)	$ 17,190	--
Total square feet (at end of period)	5,430	4,529
Number of properties (at end of period)	81	72

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(1) Represents certain financial information on a consolidated historical basis for Reckson Operating Partnership, L. P., and on a combined historical basis for the Reckson Group.

(2) Based on the weighted average units outstanding for the period then ended.

(3) Based on the market value of the Operating Partnership's common units, the stated value of the Operating Partnership's preferred units and the number of units outstanding at the end of the period.

(4) Debt amount is net of minority partners' proportionate share of Omni debt plus the Company's share of joint venture debt.

(5) See "Management's Discussion and Analysis" for a discussion of funds from operations.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the historical financial statements of Reckson Operating Partnership, L.P. (the "Operating Partnership") and related notes.

The Operating Partnership considers certain statements set forth herein to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the Operating Partnership's expectations for future periods. Certain forward-looking statements, including, without limitation, statements relating to the timing and success of acquisitions, the financing of the Operating Partnership's operations, the ability to lease vacant space and the ability to renew or relet space under expiring leases, involve certain risks and uncertainties. Although the Operating Partnership believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, the actual results may differ materially from those set forth in the forward-looking statements and the Operating Partnership can give no assurance that its expectation will be achieved. Certain factors that might cause the results of the Operating Partnership to differ materially from those indicated by such forward-looking statements include, among other factors, general economic conditions, general real estate industry risks, tenant default and bankruptcies, loss of major tenants, the impact of competition and acquisition, redevelopment and development risks, the ability to finance business opportunities and local real estate risks such as an oversupply of space or a reduction in demand for real estate in the Operating Partnership's real estate markets. Consequently, such forward-looking statements should be regarded solely as reflections of the Operating Partnership's current operating and development plans and estimates. These plans and estimates are subject to revisions from time to time as additional information becomes available, and actual results may differ from those indicated in the referenced statements.

OVERVIEW AND BACKGROUND

The Operating Partnership, which commenced operations on June 2 1995, is engaged in the ownership, management, operation, leasing and development of commercial real estate properties, principally office and industrial buildings, and also owns certain undeveloped land located in the New York tri-state area (the "Tri-State Area"). Reckson Associates Realty Corp. (the "Company"), is a self administered and self managed real estate investment trust ("REIT"), and serves as the sole general partner in the Operating Partnership.

The Operating Partnership owns all of the interests in its real estate properties. At December 31, 1999, the Operating Partnership owned and operated 189 properties (the "Properties"), (including two joint venture properties) encompassing approximately 21.4 million square feet in the Tri-State Area. The Properties include 77 office properties (the "Office Properties") containing approximately 13.1 million square feet, 110 industrial properties (the "Industrial Properties") containing approximately 8.3 million square feet and two retail properties containing approximately 20,000 square feet. The Operating Partnership also owns and operates a 357,000 square foot office property located in Orlando Florida. In addition, the Operating Partnership owned approximately 346 acres of land in 16 separate parcels of which the Operating Partnership can develop approximately 1.9 million square feet of office space and approximately 300,000 square feet of industrial space. The Operating Partnership also has invested approximately $315.6 million in mortgage notes encumbering three Class A Office Properties encompassing approximately 1.6 million square feet, approximately 472 acres of land located in New Jersey and in a note receivable secured by a partnership interest in Omni Partners, L.P., owner of the Omni, a 575,000 square foot Class A Office Property located in Uniondale, New York.

On January 6, 1998, the Operating Partnership made its initial investment in the Morris Companies, a New Jersey developer and owner of "Big Box" warehouse facilities. In connection with the transaction the Morris Companies contributed 100% of their interests in certain industrial properties to Reckson Morris Operating Partnership, L. P. ("RMI") in exchange for operating partnership units in RMI.

On August 9, 1999, the Operating Partnership executed a contract for the sale, which will take place in three stages, of its interest in RMI which consisted of 28 properties, comprising approximately 6.1 million square feet and three other big box industrial properties to Keystone Property Trust ("KTR") (formerly American Real Estate Investment Corporation). In addition, the Operating Partnership also entered into a sale agreement with the Matrix Development Group ("Matrix") relating to a first mortgage note and certain industrial land holdings (the "Matrix Sale"). The combined total sale price is $310 million (approximately $42 million of which is payable to the Morris Companies and its affiliates) and consists of a combination of (i) cash, (ii) convertible preferred and common stock of KTR, (iii) preferred units of KTR's operating partnership, (iv) relief of debt and (v) a purchase money mortgage note secured by certain land that is being sold to Matrix.

During September 1999, the Matrix Sale and the first stage of the RMI closing occurred whereby the Operating Partnership sold its interest in RMI to KTR for a combined sales price of approximately $164.7 million (net of minority partner's interest). The combined consideration consisted of approximately (i) $86.3 million in cash, (ii) $40 million of preferred stock of KTR, (iii) $1.5 million in common stock of KTR, (iv) approximately $26.7 million of debt relief and (v) approximately $10.2 million in purchase money mortgages. As a result, the Operating Partnership incurred a gain of approximately $10.1 million which has been included in gain on sales of real estate on the Operating Partnership's consolidated statements of income. Cash proceeds from the sales were used primarily to repay borrowings under the Credit Facility.

The second and third stages of the RMI closing are scheduled to be completed in April 2000. The remaining stages consist of six industrial buildings and are being sold for total consideration of approximately $98 million.

In July 1998, the Company formed a joint venture, Metropolitan Partners LLC, a Delaware limited liability company ("Metropolitan"), with Crescent Real Estate Equities Company, a Texas real estate investment trust.

On December 8, 1998, the Company, Metropolitan and Tower Realty Trust, Inc. ("Tower") executed a merger agreement and on May 24, 1999 Tower was merged (the "Merger") into Metropolitan, with Metropolitan surviving the Merger. Concurrently with the Merger, Tower Realty Operating Partnership, L.P. was merged with and into a subsidiary of Metropolitan. The consideration issued in the mergers was comprised of (i) 25% cash (approximately $107.2 million) and (ii) 75% of shares of Class B Exchangeable Common Stock, par value $.01 per share, of the Company (the "Class B Common Stock") (valued for generally accepted accounting principles ("GAAP") purposes at approximately $304.1 million).

The Tower portfolio acquired in the Merger consists of three Office Properties comprising approximately 1.6 million square feet located in New York City, one Office Property located on Long Island and certain office properties and other real estate assets located outside the Tri-State Area.

Prior to the closing of the Merger, the Company arranged for the sale of four of Tower's Class B New York City properties, comprising approximately 701,000 square feet for approximately $84.5 million. Subsequent to the closing of the Merger, the Company has sold a real estate joint venture interest and all of the property located outside the Tri-State Area other than one office property located in Orlando, Florida for approximately $171.1 million. The combined consideration consisted of approximately $143.8 million in cash and approximately $27.3 million of debt relief. Net cash proceeds from the sales were used primarily to repay borrowings under the Operating Partnership's unsecured credit facility. As a result of incurring certain sales and closing costs in connection with the sale of the assets located outside the Tri-State Area, the Company has incurred a loss of approximately $4.4 million which has been included in gain on sales of real estate on the Operating Partnership's consolidated statements of income.

During 1997, the Company formed Reckson Service Industries, Inc. currently D/B/A FrontLine Capital Group ("FrontLine") and Reckson Strategic Venture Partners, LLC ("RSVP"). On June 11, 1998, the Operating Partnership distributed its 95% common stock interest in FrontLine of approximately $3 million to its owners, including the Company which, in turn, distributed the common stock of FrontLine received from the Operating Partnership to its stockholders. Additionally, during June 1998, the Operating Partnership established a credit facility with FrontLine (the "FrontLine Facility") in the amount of $100 million for FrontLine's e-commerce and e-services operations and other general corporate purposes. As of December 31, 1999, the Company had advanced $79.5 million under the FrontLine Facility. In addition, the Operating Partnership has approved the funding of investments of up to $100 million with or in RSVP (the "RSVP Commitment"), through RSVP-controlled joint venture REIT-qualified investments or advances made to FrontLine under terms similar to the FrontLine Facility. As of December 31, 1999, approximately $67.2 million had been invested through the RSVP Commitment, of which $24.8 million represents RSVP-controlled joint venture REIT-qualified investments and $42.4 million represents advances to FrontLine under the RSVP Commitment.

During November 1999, the Board of Directors of FrontLine and the Operating Partnership approved an amendment to the FrontLine Facility and the RSVP Commitment to permit FrontLine to incur secured debt and to pay interest thereon. In consideration of the amendments, FrontLine has paid the Operating Partnership a fee of approximately $3.6 million in the form of shares of FrontLine common stock. Such fee is being amortized in income over an estimated nine month benefit period.

FrontLine identifies, acquires interests in and develops a network of business to business e-commerce and e-services companies that service small to medium sized enterprises, independent professionals and entrepreneurs and the mobile workforce of larger companies. FrontLine serves as the managing member of RSVP. RSVP was formed to provide the Operating Partnership with a research and development vehicle to invest in alternative real estate sectors. RSVP invests primarily in real estate and real estate related operating companies generally outside of the Operating Partnership's core office and industrial focus. RSVP's strategy is to identify and acquire interests in established entrepreneurial enterprises with experienced management teams in market sectors which are in the early stages of their growth cycle or offer unique circumstances for attractive investments as well as a platform for future growth.

The Operating Partnership and FrontLine have entered into an intercompany agreement (the "Reckson Intercompany Agreement") to formalize their relationship and to limit conflicts of interest. Under the Reckson Intercompany Agreement, FrontLine granted the Operating Partnership a right of first opportunity to make any REIT -qualified investment that becomes available to FrontLine. In addition, if a REIT-qualified investment opportunity becomes available to an affiliate of FrontLine, including RSVP, the Reckson Intercompany Agreement requires such affiliate to allow the Operating Partnership to participate in such opportunity to the extent of FrontLine's interest.

Under the Reckson Intercompany Agreement, the Operating Partnership granted FrontLine a right of first opportunity to provide commercial services to the Operating Partnership and its tenants. FrontLine will provide services to the Operating Partnership at rates and on terms as attractive as either the best available for comparable services in the market or those offered by FrontLine to third parties. In addition, the Operating Partnership will give FrontLine access to its tenants with respect to commercial services that may be provided to such tenants and, under the Reckson Intercompany Agreement, subject to certain conditions, the Operating Partnership granted FrontLine a right of first refusal to become the lessee of any real property acquired by the Operating Partnership if the Operating Partnership determines that, consistent with the Company's status as a REIT, it is required to enter into a "master" lease agreement.

On August 27, 1998 the Operating Partnership announced the formation of a joint venture with RSVP and the Dominion Group, an Oklahoma-based, privately-owned group of companies that focuses on the development, acquisition and ownership of government occupied office buildings and correctional facilities. The new venture, Dominion Properties LLC (the "Dominion Venture"), is owned by Dominion Venture Group LLC, and by a subsidiary of the Operating Partnership. The Dominion Venture is primarily engaged in acquiring, developing and/or owning government-occupied office buildings and privately operated correctional facilities. Under the Dominion Venture's operating agreement, RSVP is to invest up to $100 million, some of which may be invested by the Operating Partnership (the "RSVP Capital"). The initial contribution of RSVP Capital was approximately $39 million of which approximately $10.1 million was invested by a subsidiary of the Operating Partnership. The Operating Partnership's investment was funded through the RSVP Commitment. In addition, the Operating Partnership advanced approximately $2.9 million to FrontLine through the RSVP

Commitment for an investment in RSVP which was then invested on a joint venture basis with the Dominion Group in certain service business activities related to the real estate activities. As of December 31, 1999, the Operating Partnership had invested approximately $17.6 million in the Dominion Venture which had investments in 13 government office buildings and three correctional facilities.

In 1999, the Operating Partnership invested approximately $7.2 million, through a subsidiary, in RAP Student Housing Properties, LLC ("RAP - SHP"), a company that engages primarily in the acquisition and development of off-campus student housing projects. The Operating Partnership investment was funded through the RSVP Commitment. In addition, the Operating Partnership has advanced approximately $3.2 million to FrontLine through the RSVP Commitment for an additional investment in RSVP which was invested in certain service business activities related to student housing. As of December 31, 1999, RAP - SHP had investments in four off - campus student housing projects

The market capitalization of the Operating Partnership at December 31, 1999 was approximately $3 billion. The Operating Partnership's market capitalization is calculated based on the sum of (i) the value of the Operating Partnership's common units and Class B Common Units (which, for this purpose, is assumed to be the same per unit as the value of a share of the Company's common stock and Class B Common Stock), (ii) the liquidation preference values of the Operating Partnership's preferred units, (iii) the contributed value of Metropolitan's preferred interest of $85 million and (iv) the $1.3 billion (including its share of joint venture debt and net of minority partners' interest) of debt outstanding at December 31, 1999. As a result, the Operating Partnership's total debt to total market capitalization ratio at December 31, 1999 equaled approximately 42.3%.

RESULTS OF OPERATIONS

The Operating Partnership's total revenues increased by $136.8 million or 51.4% from 1998 to 1999 and $113 million or 73.7% from 1997 to 1998. Property operating revenues, which include base rents and tenant escalations and reimbursements ("Property Operating Revenues") increased by $116.7 million or 46.2% from 1998 to 1999 and $108.7 million or 75.6% from 1997 to 1998. The 1999 increase in Property Operating Revenues is substantially attributable to the Tower portfolio acquisition on May 24, 1999. The revenue generated from these assets generated approximately $47.5 million of revenue in 1999. Additionally, approximately $29.1 million of revenue was generated from the Operating Partnership's acquisition of the first mortgage note secured by 919 Third Avenue. Property Operating Revenues were also positively effected by approximately $9.9 million from increases in occupancies and rental rates in our "same store" properties and approximately $27.2 million in additional revenue generated from properties acquired during 1998 and new development activity. The remaining balance of the increase in total revenues in 1999 is primarily attributable to the gain on sales of real estate of $10.1 million and approximately $8.7 million in other income related to interest earned on advances made to FrontLine through the FrontLine Facility and to RSVP through the RSVP Commitment. The 1998 increase in Property Operating Revenues is comprised of $2.1 million attributable to increases in rental rates and changes in occupancies and $106.6 million attributable to acquisitions of properties. The remaining balance of the increase in total revenues in 1998 is primarily attributable to increases in interest income on the Operating Partnership's investments in mortgage notes and notes receivable and income related to the Operating Partnership's interest in its service companies. The Operating Partnership's base rent reflects the positive impact of the straight-line rent adjustment of $ 10.7 million in 1999, $7.7 million in 1998 and $4.5 million in 1997.

Property operating expenses, real estate taxes and ground rents ("Property Expenses") increased by $41.7 million or 49.5% from 1998 to 1999 and by $34.0 million or 67.5% from 1997 to 1998. These increases are primarily due to the acquisition of the properties included in the Tower portfolio acquisition on May 24, 1999 and the acquisition of the first mortgage note secured by 919 Third Avenue. Gross operating margins (defined as Property Operating Revenues less Property Expenses, taken as a percentage of Property Operating Revenues) for 1999, 1998 and 1997 were 65.9%, 66.6% and 65.0%, respectively. The slight decrease in the gross operating margin percentage from 1998 to 1999 resulted from a larger proportionate share of gross operating margin derived from office properties, which has a lower gross margin percentage, in 1999 compared to 1998. The higher proportionate share of the gross operating margin attributable to the office properties was a result of the office properties acquired in the Tower portfolio acquisition and the disposition of net leased industrial properties in the "Big Box" industrial transaction. This shift in the composition of the portfolio was offset by increases in rental rates and operating efficiencies realized as a result of operating a larger portfolio of properties with concentration on properties in office and industrial parks or in its established sub-markets. The increase from 1997 to 1998 in the gross operating margin percentage resulted from increases realized in rental rates, the Operating Partnership's ability to realize certain operating efficiencies as a result of operating a larger portfolio of properties with concentrations of properties in office and industrial parks or in its established sub-markets, a stable operating cost environment and the increased ownership of net leased properties.

Marketing, general and administrative expenses were $22.3 million in 1999, $16.0 million in 1998 and $8.5 million in 1997. The increase in marketing, general and administrative expenses is due to the increased costs of opening and maintaining the Company's New York City division and the increase in corporate management and administrative costs associated with the growth of the Operating Partnership. The Operating Partnership's business strategy has been to expand further into the Tri-State Area suburban markets and the New York City market by applying its standards for high quality office and industrial space and premier tenant service to its New Jersey, Westchester, Southern Connecticut and New York City divisions. In doing this, the Operating Partnership seeks to create a superior franchise value that it enjoys in its home base of Long Island. Over the past three years the Operating Partnership has supported this effort by increasing the marketing programs in the other divisions and strengthening the resources and operating systems in these divisions. The cost of these efforts are reflected in both marketing, general and administrative expenses as well as the revenue growth of the Operating Partnership. Marketing, general and administrative expense as a percentage of total revenues were 5.5% in 1999, 6.0% in 1998 and 5.5% in 1997.

Interest expense was $74.7 million in 1999, $47.8 million in 1998 and $21.6 million in 1997. The increase of $26.9 million from 1998 to 1999 is attributable to (i)an increase in mortgage debt including approximately $232 million relating to the Tower portfolio acquisition (ii) the issuance of $300 million of senior unsecured notes in March 1999 and (iii) an increased average balance on the Operating Partnership's credit facilities and term loan. The weighted average balance outstanding on the Operating Partnership's credit facilities and term loan was $423.8 million for 1999, $377.9 million for 1998 and $103.2 million for 1997.

Included in amortization expense is amortized financing costs of $3.4 million in 1999, $1.6 million in 1998 and $.8 million in 1997. The increase of $1.8 million from 1998 to 1999 is primarily attributable to the increased loan costs incurred in connection with the Operating Partnership increasing its unsecured term loan in January 1999 to $75 million, the issuance of $300 million of senior unsecured notes in March 1999 and the Operating Partnership's $130 million unsecured bridge facility obtained in connection with the Tower portfolio acquisition in May 1999. The increase of $.8 million from 1997 to 1998 is primarily attributable to loan costs incurred in connection with the Operating Partnership's obtaining a $500 million unsecured credit facility and a $50 million unsecured term loan.

Extraordinary losses resulted in a $629,000 loss in 1999, $2.0 million loss in 1998 and a $2.8 million loss in 1997. The extraordinary losses were all attributed to the write-offs of certain deferred loan costs incurred in connection with the Operating Partnership's restructuring of its credit facilities.

LIQUIDITY AND CAPITAL RESOURCES

Summary of Cash Flows

Net cash provided by operating activities totaled $155.7 million in 1999, $118.5 million in 1998 and $75.8 million in 1997. Increases for each year were primarily attributable to the growth in cash flow provided by the acquisition of properties and to a lesser extent from interest income from mortgage notes and notes receivable.

Net cash used in investing activities totaled $392.9 million in 1999, $612.6 million in 1998 and $549.3 million in 1997. Cash used in investing activities related primarily to investments in real estate properties including development costs and investments in mortgage notes and notes receivable. In addition, during 1998, the Operating Partnership purchased $40 million of preferred stock of Tower Realty Trust, Inc. in connection with the Tower portfolio acquisition.

Net cash provided by financing activities totaled $256.1 million in 1999, $474.6 million in 1998 and $482.9 million in 1997. Cash provided by financing activities during 1999, 1998 and 1997 was primarily attributable to proceeds from partner contributions, the issuance of senior unsecured notes and advances under the Company's credit facilities and term loan. Additionally, during 1999, approximately $126 million in proceeds from secured borrowings was provided by financing activities.

Investing Activities

On May 24, 1999, the Tower portfolio acquisition was completed with the Operating Partnership obtaining title to all of Tower's real estate assets. Simultaneously with the closing of the Tower acquisition the Operating Partnership arranged for the sale of four of Tower's Class B New York City office properties. In addition, the Operating Partnership sold, with the exception of one Class A, 357,000 square foot office building located in Orlando, Florida, all of the assets located outside of the Tri-State Area. In addition to the aforementioned property in Orlando, Florida, the Operating Partnership's remaining assets from the Tower acquisition include three Class A New York City office properties encompassing approximately 1.6 million square feet and one Class A office property on Long Island encompassing approximately 101,000 square feet.

On June 15, 1999, the Operating Partnership acquired the first mortgage note secured by 919 Third Avenue, a 47 story, 1.4 million square foot Class A office property located in New York City. The first mortgage note entitles the Operating Partnership to all the net cash flow of the property and to substantial rights regarding the operations of the property.

On January 13, 2000, the Operating Partnership acquired 1350 Avenue of the Americas, a 540,000 square foot, 35 story, Class A office property, located in New York City, for a purchase price of approximately $126.5 million. This acquisition was financed through a $70 million secured debt financing and a draw under the Operating Partnership's unsecured credit facility.

In June 1998, the Operating Partnership established the FrontLine Facility in the amount of $100 million for FrontLine's e-commerce and e-services operations and for other general corporate purposes. As of December 31, 1999, approximately $79.5 million had been advanced to FrontLine under this facility. In addition, the Operating Partnership approved the commitment to fund investments of up to $100 million with or in RSVP. As of December 31, 1999, the Company has invested approximately $67.2 million under this commitment, of which $24.8 million represents RSVP - controlled joint venture REIT - qualified investments and $42.4 million represents advances to FrontLine under the RSVP Commitment.

Financing Activities

On March 26, 1999, the Operating Partnership issued $100 million of 7.4% senior unsecured notes due March 15, 2004 and $200 million of 7.75% senior unsecured notes due March 15, 2009. Net proceeds of approximately $297.4 million were used to repay outstanding borrowings under the Operating Partnership's unsecured credit facility.

On May 24, 1999, in conjunction with the Tower acquisition, the Operating Partnership issued 11,694,567 Class B Common Units of general partnership interest to the Company which were valued for GAAP purposes at $26 per unit for total consideration of approximately $304.1 million. The Class B Common Units are entitled to receive an initial annual distribution of $2.24 per unit, which distribution is subject to adjustment annually. The Class B Common Units are exchangeable at any time, at the option of the holder, into an equal number of common units subject to customary antidilution adjustments. The Class B Common Units will be exchanged for an equal number of common units upon exchange, if any, by the Company of common stock for Class B Common Stock at any time following the four year, six-month anniversary of the issuance of the Class B Common Stock.

As of December 31, 1999, in conjunction with the Company's Class B Common Stock buy back program, the Operating Partnership purchased and retired 1,410,804 Class B Common Units for approximately $30.3 million.

On June 2, 1999, in connection with the Company's issuance of Series B convertible cumulative preferred stock, the Operating Partnership issued six million Series E convertible cumulative preferred units of general partnership interests to the Company in exchange for approximately $150 million. The Series E preferred units have a liquidation preference of $25 per unit, and an initial distribution rate of 7.85% per annum with such rate increasing to 8.35% per annum on April 30, 2000 and to 8.85% per annum from and after April 30, 2001. The Series E preferred units are convertible into common units at a price of $26.05 per unit and are redeemable by the Operating Partnership on or after March 2, 2002. Proceeds from the issuance of the Series E preferred units were used as partial consideration in the acquisition of the first mortgage note secured by 919 Third Avenue located in New York City.

As of December 31, 1999 the Operating Partnership had a three year $500 million unsecured revolving credit facility (the "Credit Facility") with Chase Manhattan Bank, Union Bank of Switzerland and PNC Bank as co-managers of the Credit Facility bank group. Interest rates on borrowings under the Credit Facility are priced off of LIBOR plus a sliding scale ranging from 65 basis points to 90 basis points based on the Operating Partnership's investment grade rating on its senior unsecured debt. On March 16, 1999, the Operating Partnership received its investment grade rating on its senior unsecured debt. As a result, the pricing under the Credit Facility was adjusted to LIBOR plus 90 basis points.

The Operating Partnership utilizes the Credit Facility primarily to finance the acquisitions of properties and other real estate investments, fund its development activities and for working capital purposes. At December 31, 1999, the Operating Partnership had availability under the Credit Facility to borrow an additional $150.1 million (net of $52.3 million of outstanding undrawn letters of credit).

As of December 31, 1999, the Operating Partnership had outstanding an 18 month, $75 million unsecured term loan (the "Term Loan') from Chase Manhattan Bank. Interest rates on borrowings under the Term Loan are priced off of LIBOR plus 150 basis points. The Term Loan replaced the Operating Partnership's previous term loan which matured on December 17, 1999.

On May 24, 1999, in conjunction with the Tower portfolio acquisition, the Operating Partnership obtained a $130 million unsecured bridge facility (The "Bridge Facility") from UBS AG. Interest rates on borrowings under the Bridge Facility were priced off of LIBOR plus approximately 214 basis points. On July 23, 1999, the Bridge Facility was repaid through a long term fixed rate secured borrowing and an advance under the Credit Facility. As a result, certain deferred loan costs incurred in connection with the Bridge Facility were written off. Such amount is reflected as an extraordinary loss in the Operating Partnership's consolidated statements of income. The new mortgage note, in the amount of $125 million, is secured by two office properties with an aggregate carrying value of approximately $261 million, is for a term of ten years and bears interest at the rate of 7.73% per annum.

Capitalization

The Operating Partnership's indebtedness at December 31, 1999 totaled $1.3 billion (including its share of joint venture debt and net of the minority partners' interests) and was comprised of $297.6 million outstanding under the Credit Facility, $75 million outstanding under the Term Loan, approximately $449.3 million of Senior Unsecured Notes and approximately $445 million of mortgage indebtedness. Based on the Operating Partnership's total market capitalization of approximately $3 billion at December 31, 1999, (calculated based on the value of the Operating Partnership's common units and Class B Common Units (which, for this purpose, is assumed to be the same per unit as the value of a share of the Company's common stock and Class B Common Stock), the liquidation preference value of the Operating Partnership's preferred units, the contributed value of Metropolitan's preferred interest of $85 million and the $1.3 billion of debt), the Operating Partnership's debt represented approximately 42.3% of its total market capitalization.

Historically, rental revenue has been the principal source of funds to pay operating expenses, debt service and capital expenditures, excluding non-recurring capital expenditures of the Operating Partnership. The Operating Partnership's investments in mortgage notes, RSVP and advances under the

FrontLine Facility are expected to produce cash flows. The Operating Partnership expects to meet its short term liquidity requirements generally through its net cash provided by operating activities along with the Credit Facility and Term Loan previously discussed. The Operating Partnership expects to meet certain of its financing requirements through long-term secured and unsecured borrowings and the issuance of debt securities and additional equity securities of the Operating Partnership. The Operating Partnership also expects certain strategic dispositions of assets or interests in assets to generate cash flows. The Operating Partnership will refinance existing mortgage indebtedness or indebtedness under the Credit Facility at maturity or retire such debt through the issuance of additional debt securities or additional equity securities. The Operating Partnership anticipates that the current balance of cash and cash equivalents and cash flows from operating activities, together with cash available from borrowings and debt and equity offerings, will be adequate to meet the capital and liquidity requirements of the Operating Partnership in both the short and long-term.

INFLATION

Certain office leases provide for fixed base rent increases or indexed escalations. In addition, certain office leases provide for separate escalations of real estate taxes and electric costs over a base amount. The industrial leases also generally provide for fixed base rent increases, direct pass through of certain operating expenses and separate real estate tax escalation over a base amount. The Operating Partnership believes that inflationary increases in expenses will generally be offset by contractual rent increases and expense escalations described above.

The Credit Facility and the Term Loan bear interest at a variable rate, which will be influenced by changes in short-term interest rates, and are sensitive to inflation.

IMPACT OF YEAR 2000

During 1999, the Operating Partnership discussed the nature and progress of its plans to become Year 2000 ready. In that regard, the Operating Partnership has completed its assessment, remediation and testing of its systems in order for those systems to function properly with respect to dates occurring in the Year 2000 and thereafter. As a result of those efforts, the Operating Partnership experienced no significant disruptions in connection with its building management, mechanical and computer systems and believes that those systems successfully responded to the Year 2000 date change. The Operating Partnership has expended approximately one million dollars with upgrading, replacing or remediating its systems and is not aware of any material problems resulting from Year 2000 issues. Further, the Operating Partnership will continue to monitor its critical building management, mechanical and computer systems throughout the year 2000 to ensure that any latent Year 2000 matters that may arise are addressed promptly.

FUNDS FROM OPERATIONS

Management believes that funds from operations ("FFO") is an appropriate measure of performance of an operating partnership which is a general partner of an equity REIT. FFO is defined by the National Association of Real Estate Investment Trusts (NAREIT) as net income or loss, excluding gains or losses from debt restructurings and sales of properties, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs. FFO should not be considered as an alternative to net income as an indicator of the Operating Partnership's operating performance or as an alternative to cash flow as a measure of liquidity. (See Selected Financial Data). In March 1995, NAREIT issued a "White Paper" analysis to address certain interpretive issues under its definition of FFO. The White Paper provides that amortization of deferred financing costs and depreciation of non-rental real estate assets are no longer to be added back to net income to arrive at FFO. In October 1999, NAREIT revised the definition of FFO to include gains and losses from sales of properties and non-recurring events. This revised definition is effective for all periods beginning on or after January 1, 2000.

Since all companies and analysts do not calculate FFO in a similar fashion, the Operating Partnership's calculation of FFO presented herein may not be comparable to similarly titled measures as reported by other companies.

The following table presents the Operating Partnership's FFO calculation (in thousands):

	YEAR ENDED DECEMBER 31,		
	1999	1998	1997
Income before extraordinary loss	$ 71,863	$ 48,246	$ 44,789
Less:			
Extraordinary loss	629	1,993	2,808
Net Income	71,234	46,253	41,981
Adjustment for Funds From Operations:			
Add:			
Real estate depreciation and amortization	72,124	51,424	26,834
Minority interests' in consolidated partnerships	6,802	2,819	920
Extraordinary loss	629	1,993	2,808
Less:			
Gain on sales of real estate	10,052	--	672
Amount distributed to minority partners in consolidated partnerships	8,293	3,988	2,252
Funds From Operations	$ 132,444	$ 98,501	$ 69,619
Weighted average units outstanding	54,719	47,201	39,743

ITEM 7 (A). QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The primary market risk facing the Operating Partnership is interest rate risk on its long term debt, mortgage notes and notes receivable. The Operating Partnership does not hedge interest rate risk using financial instruments nor is the Operating Partnership subject to foreign currency risk.

The Operating Partnership manages its exposure to interest rate risk on its variable rate indebtedness by borrowing on a short-term basis under its Credit Facility until such time as it is able to retire the short-term variable rate debt with a long-term fixed rate debt offering on terms that are advantages to the Operating Partnership or through general partner contributions.

The following table sets forth the Operating Partnership's long term debt obligations by scheduled principal cash flow payments and maturity date, weighted average interest rates and estimated fair market value ("FMV") at December 31, 1999 (dollars in thousands):

	FOR THE YEAR ENDED DECEMBER 31,				
	2000	2001	2002	2003	2004
Long term debt:					
Fixed rate	$ 35,145	$ 22,751	$ 16,499	$ 8,350	$ 11,769
Weighted average interest rate	7.37%	7.58%	7.79%	7.77%	7.73%
Variable rate	$ --	$ 372,600	$ --	$ --	$ --
Weighted average interest rate	--	7.27%	--	--	--

	THEREAFTER	TOTAL (1)	FMV
Long term debt:			
Fixed rate	$ 814,660	$ 909,174	$ 909,174
Weighted average interest rate	7.53%	7.53%	--
Variable rate	$ --	$ 372,600	$ 372,600
Weighted average interest rate	--	7.27%	--

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(1) Includes unamortized issuance discounts of $687,000 on the 5 and 10 year senior unsecured notes issued on March 26, 1999 which are due at maturity.

In addition, the Operating Partnership has assessed the market risk for its variable rate debt, which is based upon LIBOR, and believes that a one percent increase in the LIBOR rate would have an approximate $3.7 million annual increase in interest expense based on approximately $372.6 million outstanding at December 31, 1999.

The following table sets forth the Operating Partnership's mortgage notes and note receivables by scheduled maturity date, weighted average interest rates and estimated FMV at December 31, 1999 (dollars in thousands):

	FOR THE YEAR ENDED DECEMBER 31,							
	2000	2001	2002	2003	2004	THEREAFTER	TOTAL (2)	FMV
Mortgage notes and notes receivable:								
Fixed rate	$ 282,857	$ 15	$ 11,306	$ --	$ 36,500	$ 16,990	$ 347,668	$ 347,668
Weighted average interest rate	9.42%	9.00%	10.35%	$ --	10.23%	11.65%	9.64%	--

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(2) Excludes mortgage note receivable acquisition costs and interest receivables aggregating approximately $4.8 million.

The fair value of the Operating Partnership's long term debt, mortgage notes and notes receivable is estimated based on discounting future cash flows at interest rates that management believes reflects the risks associated with long term debt, mortgage notes and notes receivable of similar risk and duration.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The response to this item is included in a separate section of this Form 10-K

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEMS 10, 11, 12, AND 13.

The Company is the sole managing general partner of the Operating Partnership. All of the Company's business is conducted through the Operating Partnership. As a result, the information required by items 10, 11, 12, and 13 is identical to the information contained in Items 10, 11, 12 and 13 of the Company's Form 10-K, which incorporates by reference information appearing in the Company's Proxy Statement furnished to shareholders in connection with the Company's 2000 Annual Meeting. Such information is incorporated by reference in this Form 10-K.

PART IV

ITEM 14. FINANCIAL STATEMENTS AND SCHEDULES, EXHIBITS AND REPORTS ON FORM 8-K

(a)(1 and 2) Financial Statements and Schedules

The following consolidated financial information is included as a separate section of this annual report on Form 10-K:

All other schedules are omitted since the required information is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements and notes thereto.

(3) Exhibits

EXHIBIT NUMBER	FILING REFERENCE	DESCRIPTION
3.1	a	Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P.
3.2	g	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series A Preferred Units of Limited Partnership Interest
3.3	g	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series B Preferred Units of Limited Partnership Interest
3.4	g	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series C Preferred Units of LimitedPartnership Interest
3.5	g	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series D Preferred Units of Limited Partnership Interest
3.6	o	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series B Common Units of Limited Partnership Interest
3.7	o	Supplement to the Amended and Restated Agreement of Limited Partnership of Reckson Operating Partnership, L.P. Establishing Series E Preferred Partnership Units of Limited Partnership
4.1	i	Form of 7.40% Notes due 2004 of Reckson Operating Partnership, L.P.
4.2	i	Form of 7.75% Notes due 2009 of Reckson Operating Partnership, L.P.
4.3	i	Indenture, dated March 26, 1999, among Reckson Operating Partnership, L.P., the Company, and The Bank of New York, as trustee
10.1	e	Third Amended and Restated Agreement of Limited Partnership of Omni Partners, L.P.
10.2	h	Amendment and Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and Donald Rechler
10.3	h	Amendment and Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and Scott Rechler
10.4	h	Amendment and Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and Mitchell Rechler
10.5	h	Amendment and Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and Gregg Rechler
10.6	h	Amendment and Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and Roger Rechler
10.7	h	Amendmentand Restatement of Employment and Non-Competition Agreement between Reckson Associates Realty Corp. and J. Michael Maturo
10.8	a	Purchase Option Agreements relating to the Reckson Option Properties
10.9	a	Purchase Option Agreements relating to the Other Option Properties
10.10	c	Amended 1995 Stock Option Plan
10.11	c	1996 Employee Stock Option Plan
10.12	b	Ground Leases for certain of the properties
10.13	h	Third Amended and Restated Agreement of Limited Partnership of Reckson FS Limited Partnership
10.14	a	Indemnity Agreement relating to 100 Oser Avenue
10.15	e	Amended and Restated 1997 Stock Option Plan
10.16	e	1998 Stock Option Plan
10.17	e	Note Purchase Agreement for the Senior Unsecured Notes
10.18	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and Donald Rechler
10.19	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and Scott Rechler
10.20	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and Mitchell Rechler
10.21	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and Gregg Rechler
10.22	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and Roger Rechler
10.23	h	Amended and Restated Severance Agreement between Reckson Associates Realty Corp. and J. Michael Maturo
10.24	d	$500 million Credit Agreement dated July 23, 1998 among Reckson Operating Partnership, L.P. and Reckson Morris Operating Partnership, L.P. and the Chase Manhattan Bank, UBS AG and PNC Bank and other lenders party thereto
10.25	f	Agreement and Plan of Merger by and among Tower Realty Trust, Inc., Reckson Associates Realty Corp., Reckson Operating Partnership, L.P. and Metropolitan Partners LLC, dated December 8, 1998
10.26	f	Stock Purchase Agreement by and between Tower Realty Trust, Inc. and Metropolitan Partners LLC, dated December 8, 1998
10.27	f	Amended and Restated Operating Agreement of Metropolitan Partners LLC, dated December 8, 1998
10.28	h	Intercompany Agreement by and between Reckson Operating Partnership, L.P. and Reckson Service Industries, Inc., dated May 13, 1998
10.29	o	Amended and Restated Credit Agreement dated as of August 4, 1999 between Reckson Service Industries, Inc., as borrower and Reckson Operating Partnership, L.P., as Lender relating to Reckson Strategic Venture Partners, LLC ("RSVP Credit Agreement")
10.30	o	Amended and Restated Credit Agreement dated as of August 4, 1999 between Reckson Service Industries, Inc., as borrower and Reckson Operating Partnership, L.P., as Lender relating to the operations of Reckson Service Industries, Inc. ("RSI Credit Agreement")
10.31	o	Letter Agreement, dated November 30, 1999, amending the RSVP Credit Agreement and the RSI Credit Agreement
10.32	k	Consolidated, Amended and Restated Fee and Leasehold Mortgage Note relating to 919 Third Avenue
10.33	m	Agreement of Purchase and Sale, between NBBRE 919 Third Avenue Associates, L.P., as Seller, and Reckson Operating Partnership, L.P., as Purchaser
10.34	l	Contribution and Exchange Agreement by and between Reckson Morris Industrial Trust, Reckson Morris Industrial Interim GP, LLC, Reckson Operating Partnership, L.P., Robert Morris, Joseph D. Morris, Ronald Schram, Mark M. Bava, The Drew Morris Trust, The Justin Morris Trust, The Keith Morris Trust, Joseph D. Morris Family Limited Partnership and Robert Morris Family Limited Partnership, and American Real Estate Investment L.P. and American Real Estate Corporation
10.35	n	$75 million Second Amended and Restated Credit Facility Agreement dated as of December 17, 1999
12.1		Statement of Ratios of Earnings to Fixed Charges
21.1		Statement of Subsidiaries
23.0		Consent of Independent Auditors
24.1		Power of Attorney (included in Part IV of the Form 10-K)
27.0		Financial Data Schedule

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(a) Previously filed as an exhibit to Registration Statement Form S-11 (No. 333-1280) and incorporated herein by reference.

(b) Previously filed as an exhibit to Registration Statement Form S-11 (No. 33-84324) and incorporated herein by reference.

(c) Previously filed as an exhibit to the Company's Form 8-K report filed with the SEC on November 25, 1996 and incorporated herein by reference.

(d) Previously filed as an exhibit to the Company's Form 8-K report filed with the SEC on August 14, 1998 and incorporated herein by reference.

(e) Previously filed as an exhibit to the Company's Form 10-K filed with the SEC on March 26, 1998 and incorporated herein by reference.

(f) Previously filed as an exhibit to the Company's Form 8-K report filed with the SEC on December 22, 1998 and incorporated herein by reference.

(g) Previously filed as an exhibit to the Company's Form 8-K report filed with the SEC on March 1, 1999 and incorporated herein by reference.

(h) Previously filed as an exhibit to the Company's Form 10-K filed with the SEC on March 16, 1999 and incorporated herein by reference.

(i) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on March 26, 1999 and incorporated herein by reference.

(j) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on June 7, 1999 and incorporated herein by reference.

(k) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on June 25, 1999 and incorporated herein by reference.

(l) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on August 25, 1999 and incorporated herein by reference.

(m) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on January 14, 2000 and incorporated herein by reference.

(n) Previously filed as an exhibit to the Company's Form 8-K filed with SEC on February 8, 2000 and incorporated herein by reference.

(o) Previously filed as an exhibit to the Company's Form 10-K filed with the SEC on March 17, 2000 and incorporated herein by reference.

(B) REPORTS ON FORM 8-K

On October 25, 1999, the Operating Partnership filed reports on Form 8-K relating to:

1. the completion of the first stage of the RMI closing and the sale of certain industrial properties to Matrix,

2. the Company's Board of Directors authorizing the repurchase of up to three million shares of Class B Common Stock,

3. the Company's sale and disposition of the Tower assets located outside the Tri-State Area other than one Class A office property located in Orlando, Florida and

4. the Operating Partnership entering into a contract to acquire 1350 Avenue of the Americas, a 540,000 square foot, 35 story, Class A office property located in New York City for a purchase price of approximately $126.5 million.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 22, 2000.

RECKSON OPERATING PARTNERSHIP, L.P.

By: RECKSON ASSOCIATES REALTY CORP.,
its general partner

By: /s/ Donald J. Rechler

Donald J. Rechler,
Chairman of the Board and Co-Chief
Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Reckson Associates Realty Corp., the corporate general partner of the registrant, hereby severally constitutes and appoints Scott H. Rechler, Michael Maturo and Mitchell D. Rechler, and each of them, his attorney-in-fact and agent, with full power of substitution and resubstitution for him in any and all capacities, to sign any or all amendments to this annual report on Form 10-K for the fiscal year ended December 31, 1999, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact or his substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 22, 2000.

SIGNATURE	TITLE	SIGNATURE	TITLE
/s/ Donald J. Rechler ---------------- Donald J. Rechler	Chairman of the Board, Co-Chief Executive Officer and Director (principal executive officer)	/s/ Scott H. Rechler ---------------- Scott H. Rechler	President, Co-Chief Executive Officer and Director
/s/ Roger M. Rechler ---------------- Roger M. Rechler	Vice-Chairman of the Board, Executive Vice President and Director	/s/ Michael Maturo ---------------- Michael Maturo	Executive Vice President, Treasurer and Chief Financial Officer (principal financial officer and principal accounting officer)
/s/ Mitchell D. Rechler ---------------- Mitchell D. Rechler	Executive Vice President, Co-Chief Operating Officer and Director	---------------- Harvey R. Blau	Director
/s/ Leonard Feinstein ---------------- Leonard Feinstein	Director	/s/ Herve A. Kevenides ---------------- Herve A. Kevenides	Director
/s/ John V. Klein ---------------- John V. N. Klein	Director	/s/ Lewis S. Ranieri ---------------- Lewis S. Ranieri	Director
/s/ Conrad D. Stephensen ---------------- Conrad D. Stephensen	Director		

REPORT OF INDEPENDENT AUDITORS

To the Partners
Reckson Operating Partnership, L. P.

We have audited the accompanying consolidated balance sheets of Reckson Operating Partnership, L. P. (the "Operating Partnership") as of December 31, 1999 and 1998, and the related consolidated statements of income, partners' capital, and cash flows for each of the three years in the period ended December 31 1999. We have also audited the financial statement schedule listed in the index at item 14 (a). These financial statements and financial statement schedule are the responsibility of the Operating Partnership's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Reckson Operating Partnership, L. P. at December 31, 1999 and 1998, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

ERNST & YOUNG LLP

New York, New York
February 15, 2000

RECKSON OPERATING PARTNERSHIP, L. P.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS EXCEPT UNIT DATA)

	DECEMBER 31, 1999	DECEMBER 31, 1998
ASSETS		
Commercial real estate properties, at cost (Notes 2, 3, 5, 6, and 8)		
Land	$ 276,204	$ 212,540
Buildings and improvements	1,802,611	1,372,549
Developments in progress:		
Land	60,894	69,143
Development costs	68,690	82,901
Furniture, fixtures and equipment	6,473	6,090
	2,214,872	1,743,223
Less accumulated depreciation	(218,385)	(159,049)
	1,996,487	1,584,174
Investments in real estate joint ventures (Note 8)	31,531	15,104
Investment in mortgage notes and notes receivable (Note 6)	352,466	99,268
Cash and cash equivalents (Note 12)	21,122	2,228
Tenant receivables	5,117	5,159
Investments in and advances to affiliates (Note 8)	179,762	53,154
Deferred rents receivable	22,489	22,526
Prepaid expenses and other assets (Note 6)	66,855	46,372
Contract and land deposits and pre-acquisition costs	9,585	2,253
Deferred lease and loan costs, less accumulated amortization of $24,484 and $18,170, respectively	39,520	24,282
Total Assets	$ 2,724,934	$ 1,854,520
LIABILITIES		
Mortgage notes payable (Note 2)	$ 459,174	$ 253,463
Unsecured credit facility (Note 3)	297,600	465,850
Unsecured term loan (Note 3)	75,000	20,000
Senior unsecured notes (Note 4)	449,313	150,000
Accrued expenses and other liabilities (Note 5)	71,622	50,779
Distributions payable	27,166	19,663
Total Liabilities	1,379,875	959,755
Commitments and other comments (Notes 9, 10, and 13)	--	--
Minority interests' in consolidated partnerships	93,086	52,173
PARTNERS' CAPITAL (Note 7)		
Preferred Capital, 15,234,518 and 9,234,518 units outstanding, respectively	413,126	263,126
General Partner's Capital:		
Common Units, 40,375,506 and 40,035,419 units outstanding, respectively	477,172	485,341
Class B Common Units, 10,283,763 and 0 units outstanding, respectively	270,689	--
Limited Partners' Capital, 7,701,142 and 7,764,630 units outstanding, respectively	90,986	94,125
Total Partners' Capital	1,251,973	842,592
Total Liabilities and Partners' Capital	$ 2,724,934	$ 1,854,520

(see accompanying notes to financial statements)

RECKSON OPERATING PARTNERSHIP, L. P.
CONSOLIDATED STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT UNIT DATA)

	FOR THE YEAR ENDED DECEMBER 31,		
	1999	1998	1997
REVENUES (Note 10):			
Base rents	$ 324,146	$ 224,703	$ 128,778
Tenant escalations and reimbursements	44,989	27,744	14,981
Equity in earnings of service companies and real estate joint ventures	2,148	1,836	514
Interest income on mortgage notes and notes receivable	7,944	7,739	5,437
Gain on sales of real estate (Note 6)	10,052	--	672
Investment and other income	13,863	4,290	2,966
Total Revenues	403,142	266,312	153,348
EXPENSES:			
Property operating expenses	125,994	84,280	50,316
Marketing, general and administrative	22,269	15,971	8,501
Interest	74,709	47,795	21,585
Depreciation and amortization	74,504	52,957	27,237
Total Expenses	297,476	201,003	107,639
Income before distributions to preferred unit holders, minority interests and extraordinary loss	105,666	65,309	45,709
Preferred unit distributions	(27,001)	(14,244)	--
Minority partners' interest in consolidated partnerships	(6,802)	(2,819)	(920)
Income before extraordinary loss	71,863	48,246	44,789
Extraordinary loss on extinguishment of debts (Note 3)	(629)	(1,993)	(2,808)
NET INCOME AVAILABLE TO COMMON UNIT HOLDERS	$ 71,234	$ 46,253	$ 41,981
Net income available to:			
General Partner -- common units	$ 48,791	$ 38,667	$ 34,742
General Partner -- Class B Common Units	13,110	--	--
Limited Partners'	9,333	7,586	7,239
Total	$ 71,234	$ 46,253	$ 41,981
Net income per weighted average units:			
General Partner -- per common unit before extraordinary loss.	$ 1.22	$ 1.02	$ 1.13
Extraordinary loss per general partnership common unit	(.01)	(.04)	(.07)
Net income per weighted average general partnership common unit	$ 1.21	$ .98	$ 1.06
General Partner -- per Class B Common Unit before extraordinary loss	$ 1.96	$ --	$ --
Extraordinary loss per Class B general partnership unit	(.02)	--	--
Net income per weighted average Class B general partnership unit	$ 1.94	$ --	$ --
Limited Partners' -- per common unit before extraordinary loss	$ 1.22	$ 1.02	$ 1.11
Extraordinary loss per limited partnership unit	(.01)	(.04)	(.08)
Net income per weighted average limited partnership unit	$ 1.21	$ .98	$ 1.03
Weighted average common units outstanding:			
General Partner -- common units	40,270,000	39,473,000	32,727,000
General Partner -- Class B Common Units	6,744,000	--	--
Limited Partners'	7,705,000	7,728,000	7,016,000

(see accompanying notes to financial statements)

RECKSON OPERATING PARTNERSHIP, L. P.
CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL
(IN THOUSANDS)

		GENERAL PARTNER'S CAPITAL			
	PREFERRED CAPITAL	CLASS B COMMON UNITS	COMMON UNITS	LIMITED PARTNERS' CAPITAL	TOTAL PARTNERS' CAPITAL
BALANCE JANUARY 1, 1997	$ --	$ --	$ 184,798	$ 51,879	$ 236,677
Net Income	--	--	34,742	7,239	41,981
Contributions	--	--	267,827	35,339	303,166
Distributions	--	--	(40,665)	(8,707)	(49,372)
BALANCE DECEMBER 31, 1997	--	--	446,702	85,750	532,452
Net Income	--	--	38,667	7,586	46,253
Contributions	263,126	--	54,089	11,484	328,699
Distributions	--	--	(55,193)	(10,695)	(65,888)
Contribution of a 1% interest in Reckson FS Limited Partnership	--	--	1,076	--	1,076
BALANCE DECEMBER 31, 1998	263,126	--	485,341	94,125	842,592
Net Income	--	13,110	48,791	9,333	71,234
Contributions	150,000	302,653	1,601	--	454,254
Distributions	--	(14,787)	(58,561)	(10,987)	(84,335)
Retirement of units	--	(30,287)	--	(1,485)	(31,772)
BALANCE DECEMBER 31, 1999	$ 413,126	$ 270,689	$ 477,172	$ 90,986	$ 1,251,973

(see accompanying notes to financial statements)

RECKSON OPERATING PARTNERSHIP, L. P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	FOR THE YEAR ENDED DECEMBER 31,		
	1999	1998	1997
Net Income available to common unitholders	$ 71,234	$ 46,253	$ 41,981
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	74,504	52,957	27,237
Extraordinary loss on extinguishment of debts	629	1,993	2,808
Minority partners' interests in consolidated partnerships	6,802	2,819	920
Gain on sale of interest in Reckson Executive Centers, LLC	--	(9)	--
Gain on sales of real estate, securities and mortgage repayment	(9,657)	(43)	(672)
Distribution from investments in real estate joint ventures	442	470	408
Equity in earnings of service companies and real estate joint ventures	(2,148)	(1,836)	(514)
Changes in operating assets and liabilities: increase (decrease)			
Prepaid expenses and other assets	(23,600)	(7,199)	(1,931)
Tenant and affiliate receivables	42	(184)	(1,183)
Deferred rents receivable	(2,158)	(7,553)	(4,500)
Accrued expenses and other liabilities	39,619	30,849	11,240
Net cash provided by operating activities	155,709	118,517	75,794
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of commercial real estate properties	(284,741)	(449,241)	(429,379)
Interest receivables	(692)	2,602	(2,392)
Investment in mortgage notes and notes receivable	(295,048)	4,072	(50,282)
Contract deposits and preacquisition costs	(12,650)	8,839	(1,303)
Additions to developments in progress	(9,615)	(97,570)	(40,367)
Additions to commercial real estate properties	(28,135)	(21,181)	(12,038)
Payment of leasing costs	(16,467)	(8,802)	(5,417)
Investments in securities	--	(42,299)	(1,756)
Additions to furniture, fixtures and equipment	(461)	(2,071)	(1,159)
Investments in real estate joint ventures	(15,033)	(7,773)	(1,734)
Investment in and distributions from service companies	--	15	(4,241)
Proceeds from sales of real estate, securities and mortgage repayment	269,916	809	725
Net cash (used in) investing activities	(392,926)	(612,600)	(549,343)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from secured borrowings	125,548	--	--
Principal payments on secured borrowings	(4,714)	(4,735)	(1,624)
Proceeds from issuance of senior unsecured notes, net of issuance costs	299,262	--	150,000
Proceeds from mortgage refinancing's, net of refinancing costs	--	11,458	20,134
Payment of loan costs and prepayment penalties	(8,264)	(4,738)	(4,983)
Investments in and advances to affiliates	(126,249)	(24,409)	(20,182)
Proceeds from unsecured credit facilities and term loans	397,500	413,100	421,000
Principal payments on unsecured credit facilities	(510,750)	(137,500)	(319,250)
Contributions	149,512	272,734	299,991
Distributions	(102,761)	(57,683)	(53,327)
Retirement of units	(31,772)	--	--
Contributions by minority partners' in consolidated partnerships	75,500	10,000	--
Distributions to minority partners' in consolidated partnerships	(6,701)	(3,592)	(8,855)
Net cash provided by financing activities	256,111	474,635	482,904
Net increase (decrease) in cash and cash equivalents	18,894	(19,448)	9,355
Cash and cash equivalents at beginning of period	2,228	21,676	12,321
Cash and cash equivalents at end of period	$ 21,122	$ 2,228	$ 21,676
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid during the period for interest	$ 77,014	$ 52,622	$ 20,246

(see accompanying notes to financial statements)

1. DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Reckson Operating Partnership, L. P. (the "Operating Partnership") is engaged in the ownership, management, operation, leasing and development of commercial real estate properties, principally office and industrial buildings and also own certain undeveloped land (collectively, the "Properties") located in the New York tri-state area (the "Tri-State Area").

ORGANIZATION AND FORMATION OF THE OPERATING PARTNERSHIP

The Operating Partnership commenced operations on June 2, 1995. The sole general partner in the Operating Partnership, Reckson Associates Realty Corp. (the "Company") is a self administered and self managed real estate investment trust ("REIT"). During June, 1995, the Company contributed approximately $162 million in cash to the Operating Partnership in exchange for an approximate 73% general partnership interest.

The Operating Partnership executed various option and purchase agreements whereby it issued units in the Operating Partnership ("Units") to the continuing investors and assumed certain indebtedness in exchange for interests in certain property partnerships, fee simple and leasehold interests in properties and development land, certain business assets of the executive center entities and 100% of the non-voting preferred stock of the management and construction companies.

During 1997, the Company formed Reckson Service Industries, Inc. currently D/B/A FrontLine Capital Group ("FrontLine") and Reckson Strategic Venture Partners, LLC ("RSVP"). On June 11, 1998, the Operating Partnership distributed its 95% common stock interest in FrontLine of approximately $3 million to its owners, including the Company which, in turn, distributed the common stock of FrontLine received from the Operating Partnership to its stockholders. Additionally, during June 1998, the Operating Partnership established a credit facility with FrontLine (the "FrontLine Facility") in the amount of $100 million for FrontLine's e-commerce and e-services operations and other general corporate purposes. As of December 31, 1999, the Company had advanced $79.5 million under the FrontLine Facility. In addition, the Operating Partnership has approved the funding of investments of up to $100 million with or in RSVP (the "RSVP Commitment"), through RSVP-controlled joint venture REIT-qualified investments or advances made to FrontLine under terms similar to the FrontLine Facility. As of December 31, 1999, approximately $67.2 million had been invested through the RSVP Commitment, of which $24.8 million represents RSVP-controlled joint venture REIT-qualified investments and $42.4 million represents advances to FrontLine under the RSVP Commitment.

During November 1999, the Board of Directors of FrontLine and the Operating Partnership approved an amendment to the FrontLine Facility and the RSVP Commitment to permit FrontLine to incur secured debt and to pay interest thereon. In consideration of the amendments, FrontLine has paid the Operating Partnership a fee of approximately $3.6 million in the form of shares of FrontLine common stock. Such fee is being recognized in income over an estimated nine month benefit period.

FrontLine identifies, acquires interests in and develops a network of business to business e-commerce and e-services companies that service small to medium sized enterprises, independent professionals and entrepreneurs and the mobile workforce of larger companies. FrontLine serves as the managing member of RSVP. RSVP was formed to provide the Operating Partnership with a research and development vehicle to invest in alternative real estate sectors. RSVP invests primarily in real estate and real estate related operating companies generally outside of the Operating Partnership's core office and industrial focus. RSVP's strategy is to identify and acquire interests in established entrepreneurial enterprises with experienced management teams in market sectors which are in the early stages of their growth cycle or offer unique circumstances for attractive investments as well as a platform for future growth.

On January 6, 1998, the Operating Partnership made its initial investment in the Morris Companies, a New Jersey developer and owner of "Big Box" warehouse facilities. In connection with the transaction the Morris Companies contributed 100% of their interests in certain industrial properties to Reckson Morris Operating Partnership, L. P. ("RMI") in exchange for operating partnership units in RMI. On September 27, 1999, the Operating Partnership sold its interest in RMI to Keystone Property Trust ("KTR") (formerly American Real Estate Investment Corporation) (see Note 6).

During July 1998, the Company formed Metropolitan Partners, LLC ("Metropolitan") for the purpose of acquiring Tower Realty Trust, Inc. ("Tower"). On May 24, 1999 the Company completed the merger with Tower and acquired three Class A office properties located in New York City totaling 1.6 million square feet and one office property located on Long Island totaling approximately 101,000 square feet. In addition, pursuant to the merger, the Company also acquired certain office properties, a property under development and land located outside of the Tri-State Area. All of the assets acquired in the merger, located outside the Tri-State Area, other than a 357,000 square foot office property located in Orlando, Florida, have been sold (see note 6).

BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements include the consolidated financial position of the Operating Partnership and its subsidiaries as at December 31, 1999 and 1998 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1999. The Operating Partnership's investments in Metropolitan and Omni Partners, L. P. ("Omni"), are reflected in the accompanying financial statements on a consolidated basis with a reduction for minority partners' interest. The Operating Partnership's investment in RMI was reflected in the accompanying financial statements on a consolidated basis with a reduction for minority partners interest through September 26, 1999. On September 27, 1999, the Operating Partnership sold its interest in RMI to KTR (see note 6). The operating results of the service businesses currently conducted by Reckson Management Group, Inc., ("RMG"), and Reckson Construction Group, Inc., ("RCG") are reflected in the accompanying financial statements on the equity method of accounting. The operating results of Reckson Executive Centers, L.L.C., ("REC"), a service business of the Operating Partnership were reflected in the accompanying financial statements on the equity method of accounting through March 31, 1998. On April 1, 1998, the Operating Partnership sold its 9.9% interest in REC to FrontLine. Additionally, the operating results of FrontLine were reflected in the accompanying financial statements on the equity method of accounting through June 10, 1998. On June 11, 1998 the Operating Partnership distributed its 95% common stock interest in FrontLine to its owners, including the Company which, in turn, distributed the common stock of FrontLine to its stockholders. The Operating Partnership also invests in real estate joint ventures where it may own less than a controlling interest, such investments are also reflected in the accompanying financial statements on the equity method of accounting. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

The minority interests at December 31, 1999 represents an approximate 28% interest in certain industrial joint venture properties formerly owned by RMI, a convertible preferred interest in Metropolitan and a 40% interest in Omni.

The minority interests at December 31, 1998 represents an approximately 28% interest in RMI, a convertible preferred interest in Metropolitan and a 40% interest in Omni.

The merger with Tower (see note 6) was accounted for as a purchase in accordance with Accounting Principles Board Opinion No. 16. Accordingly, the fair value of the consideration given by the Operating Partnership, in accordance with generally accepted accounting principles ("GAAP"), was used as the valuation basis for the merger. The assets acquired and liabilities assumed by the Operating Partnership

1. DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES - (CONTINUED)

were recorded at the fair value as of the closing date of the merger and the excess of the purchase price over the historical basis of the net assets acquired was allocated primarily to operating real estate properties and real estate properties which have been sold.

Comprehensive Income

During 1997 the Financial Accounting Standards Board ("FASB") issued statement No. 130, "Reporting Comprehensive Income" ("SFAS 130") which is effective for fiscal years beginning after December 15, 1997. SFAS 130 established standards for reporting comprehensive income and its components in a full set of general-purpose financial statements. SFAS 130 requires that all components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The adoption of this standard had no impact on the Operating Partnership's financial position or results of operations.

Segment Reporting

In 1997, the FASB issued Statement No. 131 "Disclosures about segments of an Enterprise and Related Information" ("Statement 131") which is effective for fiscal years beginning after December 15, 1997. Statement 131 establishes standards for reporting information about operating segments in annual financial statements and in interim financial reports. It also establishes standards for related disclosures about products and services, geographic areas and major customers. The adoption of this standard had no impact on the Operating Partnership's financial position or results of operations but did affect the disclosure of segment information. (See Note 11).

Recent Pronouncements

In June 1999, the Financial Accounting Standards Board issued Statement No. 137, amending Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities", which extended the required date of adoption to the years beginning after June 15, 2000. The Statement permits early adoption as of the beginning of any fiscal quarter after its issuance. The Operating Partnership expects to adopt the new Statement effective January 1, 2001. The Operating Partnership does not anticipate that the adoption of this Statement will have any effect on its results of operations or financial position.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Real Estate

Depreciation is computed utilizing the straight-line method over the estimated useful lives of ten to thirty years for buildings and improvements and five to ten years for furniture, fixtures and equipment. Tenant improvements, which are included in buildings and improvements, are amortized on a straight-line basis over the term of the related leases.

Cash Equivalents

The Operating Partnership considers highly liquid investments with a maturity of three months or less when purchased, to be cash equivalents.

Deferred Costs

Tenant leasing commissions and related costs incurred in connection with leasing tenant space are capitalized and amortized over the life of the related lease. In addition, loan costs incurred are capitalized and amortized over the term of the related loan.

Income Taxes

No provision has been made for income taxes in the accompanying consolidated financial statements since such taxes, if any, are the responsibility of the individual partners.

Revenue Recognition

Minimum rental income is recognized on a straight-line basis over the term of the lease. The excess of rents recognized over amounts contractually due are included in deferred rents receivable on the accompanying balance sheets. Contractually due but unpaid rents are included in tenant receivables on the accompanying balance sheets. Certain lease agreements provide for reimbursement of real estate taxes, insurance, common area maintenance costs and indexed rental increases, which are recorded on an accrual basis.

The Operating Partnership records interest income on investments in mortgage notes and notes receivable on an accrual basis of accounting. The Operating Partnership does not accrue interest on impaired loans where, in the judgment of management, collection of interest according to the contractual terms is considered doubtful. Among the factors the Operating Partnership considers in making an evaluation of the collectibility of interest are: the status of the loan, the value of the underlying collateral, the financial condition of the borrower and anticipated future events. Loan discounts are amortized over the life of the real estate using the constant interest method.

Gains from sales of real estate are recorded when title is conveyed to the buyer, subject to the buyer's financial commitment being sufficient to provide economic substance to the sale.

Net Income Per Common Partnership Unit

Net income per common partnership unit and Class B Common partnership unit is determined by allocating net income after preferred distributions and minority partners' interest in consolidated partnerships income to the general and limited partners' based on their weighted average distribution per common partnership units outstanding during the respective periods presented.

Distributions to Preferred Unit Holders

Holders of preferred units of limited and general partnership interest are entitled to distributions based on the stated rates of return (subject to adjustment) for those units.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

2. MORTGAGE NOTES PAYABLE

At December 31, 1999, there were 17 mortgage notes payable with an aggregate outstanding principal amount of approximately $459.2 million. Properties with an aggregate carrying value at December 31, 1999 of approximately $808 million are pledged as collateral against the mortgage notes payable. In addition, $47.8 million of the $459.2 million are recourse to the Operating Partnership. The mortgage notes bear interest at rates ranging from 6.45% to 9.25%, and mature between 2000 and 2027. The weighted average interest rates on the outstanding mortgage notes payable at December 31, 1999, 1998 and 1997 were 7.6%, 7.8% and 7.7%, respectively. Certain of the mortgage notes payable are guaranteed by certain minority partners in the Operating Partnership.

2. MORTGAGE NOTES PAYABLE - (CONTINUED)

Scheduled principal repayments during the next five years and thereafter are as follows (in thousands):

YEAR ENDED DECEMBER 31,	
2000	$ 35,145
2001	22,751
2002	16,499
2003	8,350
2004	11,769
Thereafter	364,660
	$ 459,174

3. UNSECURED CREDIT FACILITIES AND UNSECURED TERM LOAN

As of December 31, 1999, the Operating Partnership had a three year $500 million unsecured revolving credit facility (the "Credit Facility") from Chase Manhattan Bank, Union Bank of Switzerland and PNC Bank as co-managers of the Credit Facility bank group. Interest rates on borrowings under the Credit Facility are priced off of LIBOR plus a sliding scale ranging from 65 basis points to 90 basis points based on the Operating Partnership's investment grade rating on its senior unsecured debt. On March 16, 1999, the Operating Partnership received its investment grade rating on its senior unsecured debt. As a result, the pricing under the Credit Facility was adjusted to LIBOR plus 90 basis points.

The Operating Partnership utilizes the Credit Facility primarily to finance the acquisitions of properties and other real estate investments, fund its development activities and for working capital purposes. At December 31, 1999, the Operating Partnership had availability under the Credit Facility to borrow an additional $150.1 million (net of $52.3 million of outstanding undrawn letters of credit).

As of December 31 1999, the Operating Partnership had outstanding an 18 month, $75 million unsecured term loan (the "Term Loan") from Chase Manhattan Bank. Interest rates on borrowings under the Term Loan are priced off of LIBOR plus 150 basis points. The Term Loan replaced the Operating Partnership's previous term loan which matured on December 17, 1999.

On May 24, 1999, in conjunction with the acquisition of Tower (see Note 6), the Operating Partnership obtained a $130 million unsecured bridge facility (The "Bridge Facility") from UBS AG. Interest rates on borrowings under the Bridge Facility were priced off of LIBOR plus approximately 214 basis points. On July 23, 1999, the Bridge Facility was repaid through a long term fixed rate secured borrowing and an advance under the Credit Facility. As a result, certain deferred loan costs incurred in connection with the Bridge Facility were written off. Such amount is reflected as an extraordinary loss in the accompanying consolidated statements of income.

The Operating Partnership capitalized interest incurred on borrowings to fund certain development costs in the amount of $9.8 million, $7.3 million and $2.4 million for the years ended December 31, 1999, 1998 and 1997, respectively.

4. SENIOR UNSECURED NOTES

As of December 31, 1999, the Operating Partnership had outstanding approximately $449.3 million (net of issuance discounts) of senior unsecured notes (the "Senior Unsecured Notes").

The following table sets forth the Operating Partnership's Senior Unsecured Notes and other related disclosures (dollars in thousands):

ISSUANCE	FACE AMOUNT	COUPON RATE	TERM	MATURITY
August 27, 1997	$ 150,000	7.20%	10 years	August 28, 2007
March 26, 1999	$ 100,000	7.40%	5 years	March 15, 2004
March 26, 1999	$ 200,000	7.75%	10 years	March 15, 2009

Interest on the Senior Unsecured Notes is payable semiannually with principal and unpaid interest due on the scheduled maturity dates. In addition, the Senior Unsecured Notes issued on March 26, 1999 were issued at an aggregate discount of $738,000.

Net proceeds of approximately $297.4 million received from the issuance of the March 26, 1999 Senior Unsecured Notes were used to repay outstanding borrowings under the Operating Partnership's Credit Facility.

5. LAND LEASES

The Operating Partnership leases, pursuant to noncancellable operating leases, the land on which ten of its buildings were constructed. The leases, which contain renewal options, expire between 2018 and 2080. The leases either contain provisions for scheduled increases in the minimum rent at specified intervals or for adjustments to rent based upon the fair market value of the underlying land or other indexes at specified intervals. Minimum ground rent is recognized on a straight-line basis over the terms of the leases. The excess of amounts recognized over amounts contractually due is approximately $2.6 million and $2.3 million at December 31, 1999 and 1998, respectively. These amounts are included in accrued expenses and other liabilities on the accompanying balance sheets.

Future minimum lease commitments relating to the land leases during the next five years and thereafter are as follows (in thousands):

YEAR ENDED DECEMBER 31,	
2000	$ 1,833
2001	1,850
2002	1,869
2003	1,818
2004	1,942
Thereafter	48,232
	$ 57,544

6. COMMERCIAL REAL ESTATE INVESTMENTS

The Tower Merger

In July 1998, the Company formed a joint venture, Metropolitan Partners LLC, a Delaware limited liability company ("Metropolitan"), with Crescent Real Estate Equities Company, a Texas real estate investment trust ("Crescent").

On December 8, 1998, the Company, Metropolitan and Tower Realty Trust, Inc. ("Tower") executed a merger agreement and on May 24, 1999 Tower was merged (the "Merger") into Metropolitan, with Metropolitan surviving the Merger. Concurrently with the Merger, Tower Realty Operating

6. COMMERCIAL REAL ESTATE INVESTMENTS - (CONTINUED)

Partnership, L.P. ("Tower OP") was merged with and into a subsidiary of Metropolitan. The consideration issued in the mergers was comprised of (i) 25% cash (approximately $107.2 million) and (ii) 75% of shares of Class B Exchangeable Common Stock, par value $.01 per share, of the Company (the "Class B Common Stock") (valued for GAAP purposes at approximately $304.1 million).

Under the terms of the transaction, Metropolitan effectively paid for each share of Tower common stock and each unit of limited partnership interest of Tower OP the sum of (i) $5.75 in cash, and (ii) 0.6273 of a share of Class B Common Stock. The shares of Class B Common Stock are entitled to receive an initial annual dividend of $2.24 per share, which dividend is subject to adjustment annually commencing on July 1, 2000. The shares of Class B Common Stock are exchangeable at any time, at the option of the holder, into an equal number of shares of common stock, par value $.01 per share, of the Company subject to customary antidilution adjustments. The Company, at its option, may redeem any or all of the Class B Common Stock in exchange for an equal number of shares of the Company's common stock at any time following the four year, six-month anniversary of the issuance of the Class B Common Stock.

The Board of Directors of the Company has authorized a purchase buy back program for the Company's Class B Common Stock (see note 7).

The Company controls Metropolitan and owns 100% of the common equity; Crescent owns a $85 million preferred equity interest in Metropolitan. Crescent's interest accrues distributions at a rate of 7.5% per annum for a two-year period (May 24, 1999 through May 24, 2001) and may be redeemed by Metropolitan at any time during that period for $85 million, plus an amount sufficient to provide a 9.5% internal rate of return. If Metropolitan does not redeem the preferred interest, upon the expiration of the two-year period, Crescent must convert its $85 million preferred interest into either (i) a common membership interest in Metropolitan or (ii) shares of the Company's common stock at a conversion price of $24.61 per share.

The Tower portfolio acquired in the Merger consists of three office properties comprising approximately 1.6 million square feet located in New York City, one office property located on Long Island and certain office properties and other real estate assets located outside the Tri-State Area.

Prior to the closing of the Merger, the Company arranged for the sale of four of Tower's Class B New York City properties, comprising approximately 701,000 square feet for approximately $84.5 million. Subsequent to the closing of the Merger, the Company has sold a real estate joint venture interest and all of the property located outside the Tri-State Area other than one office property located in Orlando, Florida for approximately $171.1 million. The combined consideration consisted of approximately $143.8 million in cash and approximately $27.3 million of debt relief. Net cash proceeds from the sales were used primarily to repay borrowings under the Credit Facility. As a result of incurring certain sales and closing costs in connection with the sale of the assets located outside the Tri-State Area, the Company has incurred a loss of approximately $4.4 million which has been included in gain on sales of real estate on the accompanying consolidated statements of income.

"Big Box" Industrial Investment Activity

On January 6, 1998, the Operating Partnership made an initial investment in the Morris Companies, a New Jersey developer and owner of "Big Box" warehouse facilities. In connection with the transaction the Morris Companies contributed 100% of their interests in certain industrial properties to RMI in exchange for operating partnership units in RMI.

During 1999, the Operating Partnership purchased approximately 68.1 acres of vacant land in Northern New Jersey for approximately $2.6 million. In addition, RMI purchased 74.6 acres of vacant land for approximately $3.7 million and a 846,000 square foot industrial property located in Cranbury, New Jersey for approximately $34 million. These assets were sold to KTR and the Matrix Development Group ("Matrix") as discussed below.

On August 9, 1999, the Operating Partnership executed a contract for the sale, which will take place in three stages, of its interest in RMI which consisted of 28 properties, comprising approximately 6.1 million square feet and three other big box industrial properties to KTR. In addition, the Operating Partnership also entered into a sale agreement with Matrix relating to a first mortgage note and certain industrial land holdings (the "Matrix Sale"). The combined total sale price is $310 million (approximately $42 million of which is payable to the Morris Companies and its affiliates) and consists of a combination of (i) cash, (ii) convertible preferred and common stock of KTR, (iii) preferred units of KTR's operating partnership, (iv) relief of debt and (v) a purchase money mortgage note secured by certain land that is being sold to Matrix.

During September 1999, the Matrix Sale and the first stage of the RMI closing occurred whereby the Operating Partnership sold its interest in RMI to KTR for a combined sales price of approximately $164.7 million (net of minority partner's interest). The combined consideration consisted of approximately (i) $86.3 million in cash, (ii) $40 million of preferred stock of KTR, (iii) $1.5 million in common stock of KTR, (iv) approximately $26.7 million of debt relief and (v) approximately $10.2 million in purchase money mortgages. As a result, the Operating Partnership incurred a gain of approximately $10.1 million which has been included in gain on sales of real estate on the accompanying consolidated statements of income. In addition, the $41.5 million of common and preferred stock of KTR has been included in prepaid expenses and other assets on the accompanying consolidated balance sheet. Cash proceeds from the sales were used primarily to repay borrowings under the Credit Facility.

The second and third stages of the RMI closing are scheduled to be completed in April 2000. The remaining stages consist of six industrial buildings and are being sold for total consideration of approximately $98 million.

Other Real Estate Investment Activities

During 1998, the Operating Partnership acquired three office properties encompassing approximately 674,000 square feet, two industrial properties encompassing approximately 200,000 square feet and approximately 79.9 acres of vacant land which allows for approximately 816,000 square feet of future development opportunities on Long Island for an aggregate purchase price of approximately $82.8 million.

During 1998, the Operating Partnership acquired four office properties encompassing approximately 522,000 square feet, six industrial properties encompassing approximately 985,000 square feet and approximately 112.2 acres of vacant land which allows for approximately 815,000 square feet of future development opportunities in New Jersey for an aggregate purchase price of approximately $138.1 million.

During 1998, the Operating Partnership acquired Stamford Towers located in Stamford, Connecticut for approximately $61.3 million. Stamford Towers is a Class A office complex consisting of two eleven story towers totaling approximately 325,000 square feet.

During 1998, the Operating Partnership acquired a portfolio of six office properties encompassing approximately 980,000 square feet in Westchester County, New York from Cappelli Enterprises and affiliated entities ("Cappelli") for a purchase price of approximately $173 million. The Cappelli acquisition includes a five building, 850,000 square foot Class A office park in Valhalla and Court House Square, a 130,000 square foot Class A office building located in White Plains. The Operating Partnership also obtained from Cappelli the remaining 50% interest in 360 Hamilton Avenue, a 365,000 square foot vacant office tower in downtown White Plains for $10 million plus the return of his capital contributions of approximately $1.5 million. In addition, the Operating Partnership received an option from Cappelli to acquire the remaining development parcels within the Valhalla office park on which up to 875,000

6. COMMERCIAL REAL ESTATE INVESTMENTS - (CONTINUED)

square feet of office space can be developed. These acquisitions were financed in part through proceeds from a draw under the credit facilities, the issuance of 42,518 (approximately $42.5 million) preferred operating partnership units (the "Cappelli Preferred Units"), and the assumption of approximately $47.1 million of mortgage debt. Additionally, as of December 31, 1999, the Operating Partnership issued and advanced to Cappelli $36.5 million under three liquidity loans (the "Cappelli Liquidity Loans"). The Cappelli Liquidity Loans bear interest at rates ranging from 10% to 10.5% per annum and are secured by Cappelli's right, title and interest in the Cappelli Preferred Units. Such amounts have been included in investments in mortgage notes and notes receivable on the accompanying balance sheet.

On April 13, 1999, the Operating Partnership received approximately $25.8 million from the redemption of a mortgage note receivable which secured three office properties located in Garden City, Long Island, encompassing approximately 400,000 square feet. As a result, the Operating Partnership recognized a gain of approximately $4.3 million. Such gain has been included in gain on sales of real estate on the accompanying consolidated statements of income.

On June 7, 1999, the Operating Partnership sold a 24,000 square foot office property located in Ossining, New York for approximately $1.5 million. As partial consideration for the sale, the Operating Partnership obtained a $1.2 million, three year purchase money mortgage.

On June 15, 1999, the Operating Partnership acquired the first mortgage note secured by a 47 story, 1.4 million square foot Class A office property located at 919 Third Avenue in New York City for approximately $277.5 million. The first mortgage note entitles the Operating Partnership to all the net cash flow of the property and to substantial rights regarding the operations of the property, with the Operating Partnership anticipating to ultimately obtain title to the property. This acquisition was financed with proceeds from the issuance of six million Series B preferred units of general partnership interest (see note 7) and through an advance under the Credit Facility. Current financial accounting guidelines provide that where a lender has virtually the same risks and potential rewards as those of a real estate owner it should recognize the full economics associated with the operations of the property. As such, the Operating Partnership has recognized the real estate operations of the 919 Third Avenue in the accompanying consolidated statement of income for the period from the date of acquisition.

In addition, as of December 31, 1999, the Operating Partnership has invested approximately $15.7 million in certain mortgage indebtedness encumbering one Class A office property encompassing approximately 177,000 square feet and approximately 472 acres of land located in New Jersey. The Operating Partnership has also loaned approximately $17 million to its minority partner in Omni, its 575,000 square foot flagship Long Island office property, and effectively increased its economic interest in the property owning partnership.

7. PARTNERS' CAPITAL

On April 21, 1998, the Operating Partnership issued 25,000 Series B preferred units of limited partnership interest at a stated value of $1,000 per unit and 11,518 Series C preferred units of limited partnership interest at a stated valued of $1,000 per unit in connection with the acquisition of the Cappelli portfolio. The Series B preferred units have a current distribution rate of 6.25% and are convertible to common units at a conversion price of approximately $32.51 for each preferred unit. The Series C preferred units have a current distribution rate of 6.25% and are convertible to common units at a conversion price of approximately $29.39 for each preferred unit.

During the year ended December 31, 1998, the Operating Partnership issued 2,265,261 units of general partnership interest to the Company in exchange for approximately $53 million. The proceeds were used to repay borrowings under the credit facilities.

Additionally, the Operating Partnership issued 9,200,000 Series A preferred units of general partnership interest to the Company in exchange for approximately $221 million. The Series A preferred units have a liquidation preference of $25 per unit, a distribution rate of 7.625% and are convertible to common units at a conversion rate of .8769 common units for each preferred unit. As of December 31, 1999, 8,000 Series A preferred units were converted to common units.

On July 2, 1998, the Operating Partnership issued 6,000 Series D preferred units of limited partnership interest at a stated value of $1,000 per unit in connection wit the acquisition of the remaining 50% interest in 360 Hamilton Avenue located in White Plains, New York. The Series D preferred units have a current distribution rate of 6.25% and are convertible to common units at a conversion price of approximately $29.12 for each preferred unit.

On May 24, 1999, in conjunction with the Tower acquisition, the Operating Partnership issued 11,694,567 Class B Common Units of general partnership interest to the Company which were valued for GAAP purposes at $26 per unit for total consideration of approximately $304.1 million. The Class B Common Units are entitled to receive an initial annual distribution of $2.24 per unit which distribution is subject to adjustment annually. The Class B Common Units are exchangeable at any time, at the option of the holder, into an equal number of common units subject to customary antidilution adjustments. The Class B Common Units will be exchanged for an equal number of common units upon the exchange, if any, by the Company of common stock for Class B Common Stock at any time following the four year, six-month anniversary of the issuance of the Class B Common Stock.

On June 2, 1999, in connection with the Company's issuance of Series B convertible preferred stock, the Operating Partnership issued six million Series E preferred units of general partnership interests to the Company in exchange for approximately $150 million. The Series E preferred units have a liquidation preference of $25 per unit, and an initial distribution rate of 7.85% per annum with such rate increasing to 8.35% per annum on April 30, 2000 and to 8.85% per annum from and after April 30, 2001. The Series E preferred units are convertible into common units at a price of $26.05 per unit and are redeemable by the Operating Partnership on or after March 2, 2002. Proceeds from the issuance of the Series E preferred units were used as partial consideration in the acquisition of the first mortgage note secured by 919 Third Avenue located in New York City.

As of December 31, 1999, in conjunction with the Company's Class B Common Stock buy back program, the Operating Partnership purchased and retired 1,410,804 Class B Common Units for approximately $30.3 million.

8. RELATED PARTY TRANSACTIONS

The Operating Partnership, through its subsidiaries and affiliates, provides management, leasing and other tenant related services to the Properties. Certain executive officers of the Company have continuing ownership interests in the unconsolidated service companies.

The Operating Partnership in connection with its formation was granted a ten year option period to acquire ten properties which are either owned by the Reckson Group, the predecessor to the Company, or in which the Reckson Group owns a non-controlling minority interest. During 1998, one of these properties was sold by the Reckson Group to a third party. In addition, as of December 31, 1999, the Company has acquired four of these properties for a aggregate purchase price of approximately $35 million, which included the issuance of approximately 475,000 Units valued at approximately $8.8 million.

The Operating Partnership and FrontLine have entered into an intercompany agreement (the "Reckson Intercompany Agreement") to formalize their relationship and to limit conflicts of interest. Under the Reckson Intercompany Agreement, FrontLine granted the Operating Partnership a right of first opportunity to make any REIT -qualified investment that becomes available to FrontLine. In

8. RELATED PARTY TRANSACTIONS - (CONTINUED)

addition, if a REIT-qualified investment opportunity becomes available to an affiliate of FrontLine, including RSVP, the Reckson Intercompany Agreement requires such affiliate to allow the Operating Partnership to participate in such opportunity to the extent of FrontLine's interest.

Under the Reckson Intercompany Agreement, the Operating Partnership granted FrontLine a right of first opportunity to provide commercial services to the Operating Partnership and its tenants. FrontLine will provide services to the Operating Partnership at rates and on terms as attractive as either the best available for comparable services in the market or those offered by FrontLine to third parties. In addition, the Operating Partnership will give FrontLine access to its tenants with respect to commercial services that may be provided to such tenants and, under the Reckson Intercompany Agreement, subject to certain conditions, the Operating Partnership granted FrontLine a right of first refusal to become the lessee of any real property acquired by the Operating Partnership if the Operating Partnership determines that, consistent with the Company's status as a REIT, it is required to enter into a "master" lease agreement.

On March 23, 1998, the Company sold approximately $5.9 million of common stock to FrontLine at the market closing price of $25 per share. The Operating Partnership loaned FrontLine the $5.9 million to execute this transaction. Such amount was repaid to the Operating Partnership by FrontLine during August 1998.

On August 27, 1998 the Operating Partnership announced the formation of a joint venture with RSVP and the Dominion Group, an Oklahoma-based, privately-owned group of companies that focuses on the development, acquisition and ownership of government occupied office buildings and correctional facilities. The new venture, Dominion Properties LLC (the "Dominion Venture"), is owned by Dominion Venture Group LLC, and by a subsidiary of the Operating Partnership. The Dominion Venture is primarily engaged in acquiring, developing and/or owning government-occupied office buildings and privately operated correctional facilities. Under the Dominion Venture's operating agreement, RSVP is to invest up to $100 million, some of which may be invested by the Operating Partnership (the "RSVP Capital"). The initial contribution of RSVP Capital was approximately $39 million of which approximately $10.1 million was invested by a subsidiary of the Operating Partnership. The Operating Partnership's investment was funded through the RSVP Commitment. In addition, the Operating Partnership advanced approximately $2.9 million to FrontLine through the RSVP Commitment for an investment in RSVP which was then invested on a joint venture basis with the Dominion Group in certain service business activities related to the real estate activities. As of December 31, 1999, the Dominion Venture had investments in 13 government office buildings and three correctional facilities.

During 1998, the Operating Partnership made investments in and advances to RMG of approximately $29.5 million. Such investments and advances were used by RMG in connection with RMG's acquisition of an approximate 64% ownership interest in an executive office suite business. Concurrently with RMG's investment, FrontLine received an option to purchase RMG's interest at cost plus 8%. RMG is owned 97% by the Operating Partnership and 3% by an entity owned by certain officers of the Company. On November 9, 1998, FrontLine exercised its option and, as a result, RMG earned income during the period of ownership of approximately $707,000. In addition, FrontLine assumed the outstanding debt plus accrued interest owing to the Operating Partnership.

During July 1999, the Operating Partnership sold its interest in a 852,000 square foot development property to RCG in exchange for a $12.3 million note. The note accrues interest annually at the rate of 12%, has a five year maturity and is prepayable in whole or in part. During October 1999, RCG made a payment to the Operating Partnership, in the form of 97 shares of its preferred stock, valued at approximately $4.0 million, towards accrued interest and principal due under the note.

In 1999 the Operating Partnership invested approximately $7.2 million, through a subsidiary, in RAP Student Housing Properties, LLC ("RAP - SHP"), a company that engages primarily in the acquisition and development of off-campus student housing projects. The Operating Partnership's investment was funded through the RSVP Commitment. In addition, the Operating Partnership has advanced approximately $3.2 million to FrontLine through the RSVP Commitment for an additional investment in RSVP which was invested in certain service business activities related to student housing. As of December 31, 1999, RAP - SHP had investments in 4 off - campus student housing projects.

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

In accordance with FASB Statement No. 107, "Disclosures About Fair Value of Financial Instruments", management has made the following disclosures of estimated fair value at December 31, 1999 as required by FASB Statement No. 107.

Cash equivalents and variable rate debt are carried at amounts which reasonably approximate their fair values.

The fair value of the Operating Partnership's long term debt, mortgage notes and notes receivable is estimated based on discounting future cash flows at interest rates that management believes reflects the risks associated with long term debt, mortgage notes and notes receivable of similar risk and duration. In addition, management believes that the estimated aggregate fair value of these assets and liabilities approximates their carrying values.

Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

10. RENTAL INCOME

The Properties are being leased to tenants under operating leases. The minimum rental amount due under certain leases are generally either subject to scheduled fixed increases or indexed escalations. In addition, the leases generally also require that the tenants reimburse the Operating Partnership for increases in certain operating costs and real estate taxes above base year costs.

Included in base rents and tenant escalations and reimbursements in the accompanying statements of operations are amounts from Reckson Executive Centers, LLC, a service business of the Operating Partnership through March 31, 1998 and, a related party as follows (in thousands):

FOR THE PERIODS	BASE RENTS	TENANT ESCALATIONS AND REIMBURSEMENTS
January 1 through March 31, 1998	$ 597	$ 149
Year ended December 31, 1997	$ 2,154	$ 441

10. RENTAL INCOME - (CONTINUED)

Expected future minimum rents to be received over the next five years and thereafter from leases in effect at December 31, 1999 are as follows (in thousands):

2000	$ 312,654
2001	295,862
2002	293,714
2003	257,655
2004	230,477
Thereafter	1,286,533
	$2,676,895

11. SEGMENT DISCLOSURE

The Operating Partnership's portfolio consists of Class A office properties located within the New York City metropolitan area and Class A suburban office and industrial properties located and operated within the Tri-State Area (the "Core Portfolio"). In addition the Operating Partnership's portfolio also includes one office property located in Orlando, Florida and for the period commencing January 6, 1998 and ending September 26, 1999, industrial properties which were owned by RMI. The Operating Partnership has managing directors who report directly to the Chief Operating Officer and Chief Financial Officer who have been identified as the Chief Operating Decision Makers because of their final authority over resource allocation decisions and performance assessment.

In addition, as the Operating Partnership expects to meet its short term liquidity requirements in part through the Credit Facility and Term Loan, interest incurred on borrowings under the Credit Facility and Term Loan is not considered as part of property operating performance. Further, the Operating Partnership does not consider the property operating performance of the office property located in Orlando, Florida as a part of its Core Portfolio.

The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

The following table sets forth the components of the Operating Partnership's revenues and expenses and other related disclosures for the years ended December 31, 1999 and 1998, respectively (in thousands):

	YEAR ENDED DECEMBER 31, 1999			
	CORE PORTFOLIO	RMI	OTHER	CONSOLIDATED TOTALS
REVENUES:				
Base rents, tenant escalations and reimbursements	$ 340,293	$ 15,394	$ 13,448	$ 369,135
Equity in earnings of real estate joint ventures and service companies	--	--	2,148	2,148
Other income	448	9	31,402	31,859
Total Revenues	340,741	15,403	46,998	403,142
EXPENSES:				
Property expenses	119,270	2,406	4,318	125,994
Marketing, general and administrative	16,981	548	4,740	22,269
Interest	25,167	445	49,097	74,709
Depreciation and amortization.	64,097	3,663	6,744	74,504
Total Expenses	225,515	7,062	64,899	297,476
Income before distributions to preferred unitholders, minority interests and extraordinary loss	$ 115,226	$ 8,341	$ (17,901)	$ 105,666
Total Assets	$ 2,142,696	$ 0	$ 582,238	$ 2,724,934

	YEAR ENDED DECEMBER 31, 1998			
	CORE PORTFOLIO	RMI	OTHER	CONSOLIDATED TOTALS

REVENUES:				
Base rents, tenant escalations and reimbursements	$ 237,105	$ 15,137	$ 205	$ 252,447
Equity in earnings of real estate joint ventures and service companies	--	--	1,836	1,836
Other income	460	--	11,569	12,029
Total Revenues	237,565	15,137	13,610	266,312
EXPENSES:				
Property expenses	80,489	2,587	1,204	84,280
Marketing, general and administrative	11,699	456	3,816	15,971
Interest	16,651	1,101	30,043	47,795
Depreciation and amortization.	43,701	3,491	5,765	52,957
Total Expenses	152,540	7,635	40,828	201,003
Income before distributions to preferred unitholders, minority interests and extraordinary loss	$ 85,025	$ 7,502	$ (27,218)	$ 65,309
Total Assets	$1,424,472	$156,430	$ 273,618	$1,854,520

12. NON-CASH INVESTING AND FINANCING ACTIVITIES

Additional supplemental disclosures of non-cash investing and financing activities are as follows:

During 1998, the Operating Partnership issued 584,062 Units in connection with the acquisition of three office and two industrial properties encompassing approximately 580,000 square feet for a total non cash investment of approximately $13.7 million. In addition, in connection with the acquisitions of the Cappelli portfolio and 360 Hamilton Avenue located in White Plains, New York, the Operating Partnership assumed approximately $47.1 million of indebtedness and issued 42,518 preferred units with a stated value of approximately $42.5 million for a total non cash investment of approximately $89.6 million.

On June 11, 1998, the Operating Partnership distributed its 95% common stock interest in FrontLine of approximately $3 million to its partners.

During 1998, in connection with the Operating Partnership's investment in the Morris Companies, the Operating Partnership assumed approximately $23 million of indebtedness ($16.9 million net of minority partners interest). In addition, the Morris Companies contributed net assets of approximately $36 million to the Operating Partnership in exchange for an approximate 28.2% minority partners interest in RMI.

On May 24, 1999, in conjunction with the Tower portfolio acquisition, the Operating Partnership issued 11,694,567 shares of Class B Common Units which were valued for GAAP purposes at approximately $304.1 million and assumed approximately $133.4 million of indebtedness for a total non cash investment of approximately $437.5 million.

During June 1999, in connection with the sale of an office property, the Operating Partnership obtained a $1.2 million purchase money mortgage as partial consideration for the sale.

During July 1999, the Operating Partnership sold its interest in a 852,000 square foot development property to RCG in exchange for a $12.3 million note. During October 1999, the Operating Partnership accepted 97 shares of preferred stock of RCG as payment of $4.0 million of principal and interest due under the note.

During September 1999, in connection with the Matrix Sale and the first stage closing of RMI, the Operating Partnership received as partial consideration for the sale $41.5 million of common and preferred stock of KTR and approximately $10.2 million in purchase money mortgages from Matrix. In addition, the Operating Partnership was also relieved of approximately $26.7 million of secured indebtedness.

During November 1999, the Operating Partnership received approximately $3.6 million of common stock of FrontLine as consideration for amending the FrontLine Facility and the RSVP Commitment.

13. COMMITMENTS AND OTHER COMMENTS

The Operating Partnership had outstanding undrawn letters of credit against its Credit Facility of approximately $52.3 million and $26.1 million at December 31, 1999 and 1998, respectively.

14. QUARTERLY FINANCIAL DATA (UNAUDITED)

The following summary represents the Operating Partnership's results of operations for each quarter during 1999 and 1998 (in thousands, except unit data):

	1999			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
Total revenues	$ 76,107	$ 90,846	$ 125,731	$ 110,458
Income before distributions to preferred unit holders, minority interests and extraordinary loss	$ 20,091	$ 20,728	$ 35,709	$ 29,138
Preferred unit distributions	(5,041)	(5,989)	(7,985)	(7,986)
Minority partners' interest in consolidated partnerships	(1,168)	(1,615)	(2,150)	(1,869)
Extraordinary loss	--	--	(629)	--
Net income available to common unit holders.	$ 13,882	$ 13,124	$ 24,945	$ 19,283
Net income available to:				
General Partner -- common units	$ 11,641	$ 9,550	$ 15,409	$ 12,191
General Partner -- Class B Common Units.	--	1,747	6,596	4,767
Limited Partners'	2,241	1,827	2,940	2,325
Total	$ 13,882	$ 13,124	$ 24,945	$ 19,283
Net income per common unit:				
General Partner -- common units	$ .29	$ .24	$ .38	$ .30
General Partner -- Class B Common Units.	$ --	$ .36	$ .58	$ .46
Limited Partners'	$ .29	$ .24	$ .38	$ .30
Weighted average common units outstanding:				
General Partner -- common units	40,049,000	40,285,000	40,367,000	40,375,000
General Partner -- Class B Common Units.	--	4,883,000	11,457,000	10,469,000
Limited Partners'	7,710,000	7,705,000	7,702,000	7,701,000

	1998			
	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
Total revenues	$ 55,062	$ 66,267	$ 71,595	$ 73,388
Income before distributions to preferred unit holders, minority interests and extraordinary loss	$ 12,387	$ 17,664	$ 17,348	$ 17,910
Preferred unit distributions	--	(4,168)	(5,034)	(5,042)
Minority partners' interest in consolidated partnerships	(561)	(712)	(665)	(881)
Extraordinary loss	--	--	(1,993)	--
Net income available to common unit holders.	$ 11,826	$ 12,784	$ 9,656	$ 11,987
Net income available to:				
General Partner -- common units	$ 9,835	$ 10,022	$ 8,770	$ 10,040
Limited Partners'	1,991	2,762	886	1,947
Total	$ 11,826	$ 12,784	$ 9,656	$ 11,987
Net income per common unit:				
General Partner	$ .26	$ .25	$ .22	$ .25
Limited Partners'	$ .26	$ .36	$ .11	$ .25
Weighted average common units outstanding:				
General Partner	38,183,000	39,637,000	40,012,000	40,035,000
Limited Partners'	7,709,000	7,694,000	7,741,000	7,765,000

15. PRO FORMA RESULTS (UNAUDITED)

The following unaudited pro forma operating results of the Operating Partnership for the year ended December 31, 1999 have been prepared as if the property acquisitions made during 1999 had occurred on January 1, 1999. Unaudited pro forma financial information is presented for informational purposes only and may not be indicative of what the actual results of operations of the Operating Partnership would have been had the events occurred as of January 1, 1999, nor does it purport to represent the results of operations for future periods (in thousands except per unit data):

Total Revenues	$ 455,650
Income before distributions to preferred unit holders, minority interests and extraordinary loss	$ 119,943
Net income available to General Partner -- common units	$ 55,847
Net Income per weighted average general partnership common unit	$ 1.39
Net Income available to General Partner -- Class B Common Units	$ 15,001
Net Income per weighted average Class B general partnership common unit	$ 2.22
Net Income available to Limited Partners'	$ 10,680
Net income per weighted average limited partnership unit	$ 1.39

16. SUBSEQUENT EVENT

On January 13, 2000, the Operating Partnership acquired 1350 Avenue of the Americas, a 540,000 square foot, 35 story, Class A office property, located in New York City, for a purchase price of approximately $126.5 million. This acquisition was financed through a $70 million secured debt financing and a draw under the Credit Facility.

RECKSON OPERATING PARTNERSHIP, L.P.
SCHEDULE III-REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 1999
(IN THOUSANDS)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	
		INITIAL COST		COST CAPITALIZED, SUBSEQUENT TO ACQUISITION	
DESCRIPTION	ENCUMBRANCE	LAND	BUILDINGS AND IMPROVEMENTS	LAND	BUILDINGS AND IMPROVEMENTS
Vanderbilt Industrial Park, Hauppauge, New York (27 buildings in an industrial park)	B	$1,940	$ 9,955	--	10,082
Airport International Plaza, Islip, New York (17 buildings in an industrial park)	2,616 (C)	1,263	13,608	--	10,895
County Line Industrial Center, Huntington, New York (3 buildings in an industrial park)	B	628	3,686	--	2,693
32 Windsor Place, Islip, New York	B	32	321	--	46
42 Windsor Place, Islip, New York	B	48	327	--	548
505 Walt Whitman Rd., Huntington, New York	B	140	42	--	59
1170 Northern Blvd., N. Great Neck, New York	B	30	99	--	34
50 Charles Lindbergh Blvd., Mitchel Field, New York	15,479	A	12,089	--	5,286
200 Broadhollow Road, Melville, New York	6,560	338	3,354	--	3,057
48 South Service Road, Melville, New York	B	1,652	10,245	--	4,733
395 North Service Road, Melville, New York	20,933	A	15,551	--	6,852
6800 Jericho Turnpike, Syosset, New York	15,001	582	6,566	--	8,126
6900 Jericho Turnpike, Syosset, New York	5,279	385	4,228	--	3,359
300 Motor Parkway, Hauppauge, New York	B	276	1,136	--	1,510
88 Duryea Road, Melville, New York	B	200	1,565	--	690
210 Blydenburgh Road, Islandia, New York	B	11	158	--	156
208 Blydenburgh Road, Islandia, New York	B	12	192	--	147
71 Hoffman Lane, Islandia, New York	B	19	260	--	172
933 Motor Parkway, Hauppauge, New York	B	106	375	--	356
65 and 85 South Service Road Plainview, New York	B	40	218	--	17
333 Earl Ovington Blvd., Mitchel Field, New York (Omni)	56,367	A	67,221	--	18,521
135 Fell Court Islip, New York	B	462	1,265	--	52
40 Cragwood Road, South Plainfield, New Jersey	B	725	7,131	--	5,593
110 Marcus Drive, Huntington, New York	B	390	1,499	--	107
333 East Shore Road, Great Neck, New York	B	A	564	--	200
310 East Shore Road, Great Neck, New York	2,322	485	2,009	--	1,458
70 Schmitt Blvd., Farmingdale, New York	B	727	3,408	--	33

COLUMN A	COLUMN E			COLUMN F	COLUMN G
	GROSS AMOUNT AT WHICH CARRIED AT CLOSE OF PERIOD				
DESCRIPTION	LAND	BUILDINGS AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	DATE OF CONSTRUCTION
Vanderbilt Industrial Park, Hauppauge, New York (27 buildings in an industrial park)	$1,940	20,037	21,977	13,495	1961-1979
Airport International Plaza, Islip, New York (17 buildings in an industrial park)	1,263	24,503	25,766	14,637	1970-1988
County Line Industrial Center, Huntington, New York (3 buildings in an industrial park)	628	6,379	7,007	4,333	1975-1979
32 Windsor Place, Islip, New York	32	367	399	336	1971
42 Windsor Place, Islip, New York	48	875	923	717	1972
505 Walt Whitman Rd., Huntington, New York	140	101	241	81	1950
1170 Northern Blvd., N. Great Neck, New York	30	133	163	127	1947
50 Charles Lindbergh Blvd., Mitchel Field, New York	0	17,375	17,375	9,110	1984
200 Broadhollow Road, Melville, New York	338	6,411	6,749	3,774	1981
48 South Service Road, Melville, New York	1,652	14,978	16,630	7,277	1986
395 North Service Road, Melville, New York	0	22,403	22,403	11,094	1988
6800 Jericho Turnpike, Syosset, New York	582	14,692	15,274	8,631	1977
6900 Jericho Turnpike, Syosset, New York	385	7,587	7,972	3,699	1982
300 Motor Parkway, Hauppauge, New York	276	2,646	2,922	1,381	1979
88 Duryea Road, Melville, New York	200	2,255	2,455	1,261	1980
210 Blydenburgh Road, Islandia, New York	11	314	325	297	1969
208 Blydenburgh Road, Islandia, New York	12	339	351	337	1969
71 Hoffman Lane, Islandia, New York	19	432	451	414	1970
933 Motor Parkway, Hauppauge, New York	106	731	837	592	1973
65 and 85 South Service Road Plainview, New York	40	235	275	224	1961
333 Earl Ovington Blvd., Mitchel Field, New York (Omni)	0	85,742	85,742	19,681	1990
135 Fell Court Islip, New York	462	1,317	1,779	330	1965
40 Cragwood Road, South Plainfield, New Jersey	725	12,724	13,449	6,839	1970
110 Marcus Drive, Huntington, New York	390	1,606	1,996	1,190	1980
333 East Shore Road, Great Neck, New York	0	764	764	525	1976
310 East Shore Road, Great Neck, New York	485	3,467	3,952	1,527	1981
70 Schmitt Blvd., Farmingdale, New York	727	3,441	4,168	497	1965

COLUMN A DESCRIPTION	COLUMN H DATE ACQUIRED	COLUMN I LIFE ON WHICH DEPRECIATION IS COMPUTED
Vanderbilt Industrial Park, Hauppauge, New York (27 buildings in an industrial park)	1961-1979	10-30 Years
Airport International Plaza, Islip, New York (17 buildings in an industrial park)	1970-1988	10-30 Years
County Line Industrial Center, Huntington, New York (3 buildings in an industrial park)	1975-1979	10-30 Years
32 Windsor Place, Islip, New York	1971	10-30 Years
42 Windsor Place, Islip, New York	1972	10-30 Years
505 Walt Whitman Rd., Huntington, New York	1968	10-30 Years
1170 Northern Blvd., N. Great Neck, New York	1962	10-30 Years
50 Charles Lindbergh Blvd., Mitchel Field, New York	1984	10-30 Years
200 Broadhollow Road, Melville, New York	1981	10-30 Years
48 South Service Road, Melville, New York	1986	10-30 Years
395 North Service Road, Melville, New York	1988	10-30 Years
6800 Jericho Turnpike, Syosset, New York	1978	10-30 Years
6900 Jericho Turnpike, Syosset, New York	1982	10-30 Years
300 Motor Parkway, Hauppauge, New York	1979	10-30 Years
88 Duryea Road, Melville, New York	1980	10-30 Years
210 Blydenburgh Road, Islandia, New York	1969	10-30 Years
208 Blydenburgh Road, Islandia, New York	1969	10-30 Years
71 Hoffman Lane, Islandia, New York	1970	10-30 Years
933 Motor Parkway, Hauppauge, New York	1973	10-30 Years
65 and 85 South Service Road Plainview, New York	1961	10-30 Years
333 Earl Ovington Blvd., Mitchel Field, New York (Omni)	1995	10-30 Years
135 Fell Court Islip, New York	1992	10-30 Years
40 Cragwood Road, South Plainfield, New Jersey	1983	10-30 Years
110 Marcus Drive, Huntington, New York	1980	10-30 Years
333 East Shore Road, Great Neck, New York	1976	10-30 Years
310 East Shore Road, Great Neck, New York	1981	10-30 Years
70 Schmitt Blvd., Farmingdale, New York	1995	10-30 Years

Continued

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COLUMN A	COLUMN B	COLUMN C		COLUMN D	
		INITIAL COST		COST CAPITALIZED, SUBSEQUENT TO ACQUISITION	
DESCRIPTION	ENCUMBRANCE	LAND	BUILDINGS AND IMPROVEMENTS	LAND	BUILDINGS AND IMPROVEMENTS
19 Nicholas Drive, Yaphank, New York	B	160	7,399	--	4,731
1516 Motor Parkway, Hauppauge, New York	B	603	6,722	--	127
125 Baylis Road, Melville, New York	B	1,601	8,626	--	1,443
35 Pinelawn Road, Melville, New York	B	999	7,073	--	2,067
520 Broadhollow Road, Melville, New York	B	457	5,572	--	1,574
1660 Walt Whitman Road, Melville, New York	B	370	5,072	--	350
70 Maxess Road, Melville, New York	B	367	1,859	95	2,879
85 Nicon Court, Hauppauge, New York	B	797	2,818	--	64
104 Parkway Drive So., Hauppauge, New York	B	54	804	--	136
20 Melville Park Rd., Melville, New York	B	391	2,650	--	202
105 Price Parkway, Hauppauge, New York	B	2,030	6,327	--	469
48 Harbor Park Drive, Hauppauge, New York	B	1,304	2,247	--	89
125 Ricefield Lane, Hauppauge, New York	B	13	852	--	330
110 Ricefield Lane, Hauppauge, New York	B	33	1,043	--	57
120 Ricefield Lane, Hauppauge, New York	B	16	1,051	--	74
135 Ricefield Lane, Hauppauge, New York	B	24	906	--	473
30 Hub Drive, Huntington, New York	B	469	1,571	--	312
60 Charles Lindbergh, Mitchel Field, New York	B	A	20,800	--	1,654
155 White Plains Rod., Tarrytown, New York	B	1,613	2,542	--	874
235 Main Street, Tarrytown, New York	B	933	5,375	--	881
245 Main Street, Tarrytown, New York	B	1,235	7,284	--	614
505 White Plains Road, Tarrytown, New York	B	210	1,332	--	209
555 White Plains Road, Tarrytown, New York	B	712	4,133	51	4,233
560 White Plains Road, Tarrytown, New York	B	1,521	8,756	--	1,788
580 White Plains Road, Tarrytown, New York	8,172	2,414	14,595	--	2,203
660 White Plains Road, Tarrytown, New York	B	3,929	22,640	45	3,447
Landmark Square, Stamford, Connecticut	47,809	11,603	64,466	769	20,723
110 Bi-County Blvd., Farmingdale, New York	4,221	2,342	6,665	--	170
RREEF Portfolio, Hauppauge, New York (10 additional buildings in Vanderbuilt Industrial Park)	B	930	20,619	--	2,845
275 Broadhollow Road, Melville, New York	B	5,250	11,761	--	594
One Eagle Rock, East Hanover, New Jersey	B	803	7,563	--	2,099

COLUMN A	COLUMN E			COLUMN F	COLUMN G	COLUMN H
	GROSS AMOUNT AT WHICH CARRIED AT CLOSE OF PERIOD					
DESCRIPTION	LAND	BUILDINGS AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	DATE OF CONSTRUCTION	DATE ACQUIRED
19 Nicholas Drive, Yaphank, New York	160	12,130	12,290	1,147	1989	1995
1516 Motor Parkway, Hauppauge, New York	603	6,849	7,452	1,012	1981	1995
125 Baylis Road, Melville, New York	1,601	10,069	11,670	1,353	1980	1995
35 Pinelawn Road, Melville, New York	999	9,140	10,139	1,508	1980	1995
520 Broadhollow Road, Melville, New York	457	7,146	7,603	1,461	1978	1995
1660 Walt Whitman Road, Melville, New York	370	5,422	5,792	802	1980	1995
70 Maxess Road, Melville, New York	462	4,738	5,200	585	1967	1995
85 Nicon Court, Hauppauge, New York	797	2,882	3,679	383	1984	1995
104 Parkway Drive So., Hauppauge, New York	54	940	994	124	1985	1996
20 Melville Park Rd., Melville, New York	391	2,852	3,243	316	1965	1996
105 Price Parkway, Hauppauge, New York	2,030	6,796	8,826	871	1969	1996
48 Harbor Park Drive, Hauppauge, New York	1,304	2,336	3,640	299	1976	1996
125 Ricefield Lane, Hauppauge, New York	13	1,182	1,195	229	1973	1996
110 Ricefield Lane, Hauppauge, New York	33	1,100	1,133	150	1980	1996
120 Ricefield Lane, Hauppauge, New York	16	1,125	1,141	125	1983	1996
135 Ricefield Lane, Hauppauge, New York	24	1,379	1,403	284	1981	1996
30 Hub Drive, Huntington, New York	469	1,883	2,352	269	1976	1996
60 Charles Lindbergh, Mitchel Field, New York	0	22,454	22,454	3,041	1989	1996
155 White Plains Rod., Tarrytown, New York	1,613	3,416	5,029	390	1963	1996
235 Main Street, Tarrytown, New York	933	6,256	7,189	868	1974	1996
245 Main Street, Tarrytown, New York	1,235	7,898	9,133	1,163	1983	1996
505 White Plains Road, Tarrytown, New York	210	1,541	1,751	270	1974	1996
555 White Plains Road, Tarrytown, New York	763	8,366	9,129	1,551	1972	1996
560 White Plains Road, Tarrytown, New York	1,521	10,544	12,065	2,155	1980	1996
580 White Plains Road, Tarrytown, New York	2,414	16,798	19,212	2,618	1997	1996
660 White Plains Road, Tarrytown, New York	3,974	26,087	30,061	3,974	1983	1996
Landmark Square, Stamford, Connecticut	12,372	85,189	97,561	8,489	1973-1984	1996
110 Bi-County Blvd., Farmingdale, New York	2,342	6,835	9,177	723	1984	1997
RREEF Portfolio, Hauppauge, New York (10 additional buildings in Vanderbuilt Industrial Park)	930	23,464	24,394	2,358	1974-1982	1997
275 Broadhollow Road, Melville, New York	5,250	12,355	17,605	1,191	1970	1997
One Eagle Rock, East Hanover, New Jersey	803	9,662	10,465	1,077	1986	1997

COLUMN A DESCRIPTION	COLUMN I LIFE ON WHICH DEPRECIATION IS COMPUTED
19 Nicholas Drive, Yaphank, New York	10-30 Years
1516 Motor Parkway, Hauppauge, New York	10-30 Years
125 Baylis Road, Melville, New York	10-30 Years
35 Pinelawn Road, Melville, New York	10-30 Years
520 Broadhollow Road, Melville, New York	10-30 Years
1660 Walt Whitman Road, Melville, New York	10-30 Years
70 Maxess Road, Melville, New York	10-30 Years
85 Nicon Court, Hauppauge, New York	10-30 Years
104 Parkway Drive So., Hauppauge, New York	10-30 Years
20 Melville Park Rd., Melville, New York	10-30 Years
105 Price Parkway, Hauppauge, New York	10-30 Years
48 Harbor Park Drive, Hauppauge, New York	10-30 Years
125 Ricefield Lane, Hauppauge, New York	10-30 Years
110 Ricefield Lane, Hauppauge, New York	10-30 Years
120 Ricefield Lane, Hauppauge, New York	10-30 Years
135 Ricefield Lane, Hauppauge, New York	10-30 Years
30 Hub Drive, Huntington, New York	10-30 Years
60 Charles Lindbergh, Mitchel Field, New York	10-30 Years
155 White Plains Rod., Tarrytown, New York	10-30 Years
235 Main Street, Tarrytown, New York	10-30 Years
245 Main Street, Tarrytown, New York	10-30 Years
505 White Plains Road, Tarrytown, New York	10-30 Years
555 White Plains Road, Tarrytown, New York	10-30 Years
560 White Plains Road, Tarrytown, New York	10-30 Years
580 White Plains Road, Tarrytown, New York	10-30 Years
660 White Plains Road, Tarrytown, New York	10-30 Years
Landmark Square, Stamford, Connecticut	10-30 Years
110 Bi-County Blvd., Farmingdale, New York	10-30 Years
RREEF Portfolio, Hauppauge, New York (10 additional buildings in Vanderbuilt Industrial Park)	10-30 Years
275 Broadhollow Road, Melville, New York	10-30 Years
One Eagle Rock, East Hanover, New Jersey	10-30 Years

Continued

RECKSON OPERATING PARTNERSHIP, L.P.
SCHEDULE III-REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 1999 (CONTINUED)
(IN THOUSANDS)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	
		INITIAL COST		COST CAPITALIZED, SUBSEQUENT TO ACQUISITION	
DESCRIPTION	ENCUMBRANCE	LAND	BUILDINGS AND IMPROVEMENTS	LAND	BUILDINGS AND IMPROVEMENTS
710 Bridgeport Avenue, Shelton, Connecticut .	B	5,405	21,620	7	623
101 JFK Expressway, Short Hills, New Jersey .	B	7,745	43,889	--	1,134
10 Rooney Circle, West Orange, New Jersey ...	B	1,302	4,615	1	421
Executive Hill Office Park, West Orange, New Jersey	B	7,629	31,288	4	1,073
3 University Plaza, Hackensack, New Jersey ..	B	7,894	11,846	--	1,068
400 Garden City Plaza, Garden City, New York	B	13,986	10,127	--	1,275
425 Rabro Drive, Hauppauge, New York	B	665	3,489	--	71
One Paragon Drive, Montvale, New Jersey	B	2,773	9,901	--	533
90 Merrick Avenue, East Meadow, New York	B	A	19,193	--	3,350
150 Motor Parkway, Hauppauge, New York	B	1,114	20,430	--	2,588
390 Motor Parkway, Hauppauge, New York	B	240	4,459	--	249
Reckson Executive Park, Ryebrook, New York ..	B	18,343	55,028	--	1,299
120 White Plains Road, Tarrytown, New York ..	B	3,355	24,605	--	182
University Square, Princeton, New Jersey	B	3,288	8,888	--	111
100 Andrews Road Hicksville, New York	B	2,337	1,711	155	5,707
2 Macy Road, Harrison, New York	B	642	2,131	--	47
80 Grasslands, Elmsford, New York	B	1,208	6,728	--	242
65 Marcus Drive, Melville, New York	B	295	1,966	57	885
400 Cabot Drive, Hamilton, New Jersey	B	2,068	18,614	--	71
51 JFK Parkway, Short Hills, New York	B	8,732	58,437	--	874
Triad V -- 1979 Marcus Ave. Lake Success, New York	B	3,528	31,786	--	5,897
100 Forge Way, Rockaway, New Jersey	B	315	902	--	89
200 Forge Way, Rockaway, New Jersey	B	1,128	3,228	--	178
300 Forge Way, Rockaway, New Jersey	B	376	1,075	--	254
400 Forge Way, Rockaway, New Jersey	B	1,142	3,267	--	179
51-55 Charles Lindergh Blvd., Uniondale, New York	B	A	27,975	--	4,174
155 Passaic Avenue, Fairfield, New Jersey ...	B	3	3,538	--	1,418
100 Summit Drive Vahalla, New York	22,614	3,007	41,351	--	2,769

COLUMN A	COLUMN E			COLUMN F	COLUMN G	COLUMN H
	GROSS AMOUNT AT WHICH CARRIED AT CLOSE OF PERIOD					
DESCRIPTION	LAND	BUILDINGS AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	DATE OF CONSTRUCTION	DATE ACQUIRED
710 Bridgeport Avenue, Shelton, Connecticut .	5,412	22,243	27,655	2,091	1971-1979	1997
101 JFK Expressway, Short Hills, New Jersey .	7,745	45,023	52,768	3,970	1981	1997
10 Rooney Circle, West Orange, New Jersey ...	1,303	5,036	6,339	505	1971	1997
Executive Hill Office Park, West Orange, New Jersey	7,633	32,361	39,994	2,782	1978-1984	1997
3 University Plaza, Hackensack, New Jersey ..	7,894	12,914	20,808	1,157	1985	1997
400 Garden City Plaza, Garden City, New York	13,986	11,402	25,388	938	1989	1997
425 Rabro Drive, Hauppauge, New York	665	3,560	4,225	305	1980	1997
One Paragon Drive, Montvale, New Jersey	2,773	10,434	13,207	870	1980	1997
90 Merrick Avenue, East Meadow, New York	0	22,543	22,543	1,817	1985	1997
150 Motor Parkway, Hauppauge, New York	1,114	23,018	24,132	1,999	1984	1997
390 Motor Parkway, Hauppauge, New York	240	4,708	4,948	386	1980	1997
Reckson Executive Park, Ryebrook, New York ..	18,343	56,327	74,670	4,140	1983-1986	1997
120 White Plains Road, Tarrytown, New York ..	3,355	24,787	28,142	1,717	1984	1997
University Square, Princeton, New Jersey	3,288	8,999	12,287	625	1987	1997
100 Andrews Road Hicksville, New York	2,492	7,418	9,910	826	1954	1996
2 Macy Road, Harrison, New York	642	2,178	2,820	158	1962	1997
80 Grasslands, Elmsford, New York	1,208	6,970	8,178	516	1989/1964	1997
65 Marcus Drive, Melville, New York	352	2,851	3,203	310	1968	1996
400 Cabot Drive, Hamilton, New Jersey	2,068	18,685	20,753	1,255	1989	1998
51 JFK Parkway, Short Hills, New York	8,732	59,311	68,043	3,643	1988	1998
Triad V -- 1979 Marcus Ave. Lake Success, New York	3,528	37,683	41,211	2,669	1987	1998
100 Forge Way, Rockaway, New Jersey	315	991	1,306	67	1986	1998
200 Forge Way, Rockaway, New Jersey	1,128	3,406	4,534	227	1989	1998
300 Forge Way, Rockaway, New Jersey	376	1,329	1,705	101	1989	1998
400 Forge Way, Rockaway, New Jersey	1,142	3,446	4,588	230	1989	1998
51-55 Charles Lindergh Blvd., Uniondale, New York	0	32,149	32,149	3,232	1981	1998
155 Passaic Avenue, Fairfield, New Jersey ...	3	4,956	4,959	296	1984	1998
100 Summit Drive Vahalla, New York	3,007	44,120	47,127	2,614	1988	1998

COLUMN A	COLUMN I
DESCRIPTION	LIFE ON WHICH DEPRECIATION IS COMPUTED
710 Bridgeport Avenue, Shelton, Connecticut.	10-30 Years
101 JFK Expressway, Short Hills, New Jersey..	10-30 Years
10 Rooney Circle, West Orange, New Jersey ...	10-30 Years
Executive Hill Office Park, West Orange, New Jersey	10-30 Years
3 University Plaza, Hackensack, New Jersey ..	10-30 Years
400 Garden City Plaza, Garden City, New York	10-30 Years
425 Rabro Drive, Hauppauge, New York	10-30 Years
One Paragon Drive, Montvale, New Jersey	10-30 Years
90 Merrick Avenue, East Meadow, New York	10-30 Years
150 Motor Parkway, Hauppauge, New York	10-30 Years
390 Motor Parkway, Hauppauge, New York	10-30 Years
Reckson Executive Park, Ryebrook, New York ..	10-30 Years
120 White Plains Road, Tarrytown, New York ..	10-30 Years
University Square, Princeton, New Jersey	10-30 Years
100 Andrews Road Hicksville, New York	10-30 Years
2 Macy Road, Harrison, New York	10-30 Years
80 Grasslands, Elmsford, New York	10-30 Years
65 Marcus Drive, Melville, New York	10-30 Years
400 Cabot Drive, Hamilton, New Jersey	10-30 Years
51 JFK Parkway, Short Hills, New York	10-30 Years
Triad V -- 1979 Marcus Ave. Lake Success, New York	10-30 Years
100 Forge Way, Rockaway, New Jersey	10-30 Years
200 Forge Way, Rockaway, New Jersey	10-30 Years
300 Forge Way, Rockaway, New Jersey	10-30 Years
400 Forge Way, Rockaway, New Jersey	10-30 Years
51-55 Charles Lindergh Blvd., Uniondale, New York	10-30 Years
155 Passaic Avenue, Fairfield, New Jersey ...	10-30 Years
100 Summit Drive Vahalla, New York	10-30 Years

Continued

RECKSON OPERATING PARTNERSHIP, L.P.
SCHEDULE III-REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 1999 (CONTINUED)
(IN THOUSANDS)

COLUMN A	COLUMN B	COLUMN C		COLUMN D	
		INITIAL COST		COST CAPITALIZED, SUBSEQUENT TO ACQUISITION	
DESCRIPTION	ENCUMBRANCE	LAND	BUILDINGS AND IMPROVEMENTS	LAND	BUILDINGS AND IMPROVEMENTS
115/117 Stevens Avenue, Valhalla, New York	B	1,094	22,490	--	628
200 Summit Lake Drive, Valhalla, New York	20,463	4,343	37,305	--	541
140 Grand Street., Valhalla, New York	B	1,932	18,744	--	153
500 Summit Lake Drive, Valhalla, New York	B	7,052	37,309	--	7,547
5 Henderson Drive, West Caldwell, New Jersey	B	2,450	6,984	4	690
Stamford Towers, Stamford, Connecticut	B	13,557	47,916	--	3,377
99 Cherry Hill Road, Parsippany, New Jersey	B	2,360	7,508	--	339
119 Cherry Hill Road, Parsipanny, New Jersey	B	2,512	7,622	--	577
120 Wilbur Place, Bohemia, New York	B	202	1,154	8	114
45 Melville Park Road, Melville, New York	B	355	1,487	--	1,813
500 Saw Mill River Road, Elmsford, New York	B	1,542	3,796	--	178
2004 Orville Drive, No. Bohemia, New York	B	633	4,226	--	1,407
2005 Orville Drive North Bohemia, New York	B	984	5,410	--	489
120 W. 45th Street New York, New York	66,933	28,757	162,809	--	338
4 Appelgate Drive Robbinsville, New Jersey	B	544	7,623	--	1,503
1305 Walt Whitman Road Melville, New York	B	2,885	15,029	--	3,448
600 Old Willets Path Hauppauge, New York	B	295	3,521	--	723
1255 Broad Street Clifton, New Jersey	B	1,329	15,869	--	2,806
810 Seventh Avenue New York, New York	86,822	26,984	152,767	--	2,036
120 Mineola Blvd. Mineola, New York	B	1,869	10,603	--	41
100 Wall Street, New York, New York	37,623	11,749	66,517	--	1,020
One Orlando, Orlando, Florida	39,960	9,386	51,136	--	0
Land held for development	B	60,894	--	--	0
Developments in progress	--	--	68,690	--	--
Other property	B	--	--	--	5,482
Total	$459,174	$335,902	$1,656,797	$1,196	214,504

COLUMN A	COLUMN E			COLUMN F	COLUMN G
	GROSS AMOUNT AT WHICH CARRIED AT CLOSE OF PERIOD				
DESCRIPTION	LAND	BUILDINGS AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	DATE OF CONSTRUCTION
115/117 Stevens Avenue, Valhalla, New York	1,094	23,118	24,212	1,309	1984
200 Summit Lake Drive, Valhalla, New York	4,343	37,846	42,189	2,133	1990
140 Grand Street., Valhalla, New York	1,932	18,897	20,829	1,059	1991
500 Summit Lake Drive, Valhalla, New York	7,052	44,856	51,908	1,779	1986
5 Henderson Drive, West Caldwell, New Jersey	2,454	7,674	10,128	363	1967
Stamford Towers, Stamford, Connecticut	13,557	51,293	64,850	2,686	1989
99 Cherry Hill Road, Parsippany, New Jersey	2,360	7,847	10,207	375	1982
119 Cherry Hill Road, Parsipanny, New Jersey	2,512	8,199	10,711	385	1982
120 Wilbur Place, Bohemia, New York	210	1,268	1,478	64	1972
45 Melville Park Road, Melville, New York	355	3,300	3,655	229	1998
500 Saw Mill River Road, Elmsford, New York	1,542	3,974	5,516	264	1968
2004 Orville Drive, No. Bohemia, New York	633	5,633	6,266	522	1998
2005 Orville Drive North Bohemia, New York	984	5,899	6,883	58	1999
120 W. 45th Street New York, New York	28,757	163,147	191,904	3,603	1998
4 Appelgate Drive Robbinsville, New Jersey	544	9,126	9,670	300	1999
1305 Walt Whitman Road Melville, New York	2,885	18,477	21,362	579	1999
600 Old Willets Path Hauppauge, New York	295	4,244	4,539	143	1999
1255 Broad Street Clifton, New Jersey	1,329	18,675	20,004	175	1999
810 Seventh Avenue New York, New York	26,984	154,803	181,787	3,398	1970
120 Mineola Blvd. Mineola, New York	1,869	10,644	12,513	234	1977
100 Wall Street, New York, New York	11,749	67,537	79,286	1,477	1969
One Orlando, Orlando, Florida	9,386	51,136	60,522	702	1987
Land held for development	60,894	0	60,894	0	N/A
Developments in progress	--	68,690	68,690	0	
Other property	--	5,482	5,482	637	
Total	$337,098	1,871,301	2,208,399	215,112	

COLUMN A	COLUMN H	COLUMN I
DESCRIPTION	DATE ACQUIRED	LIFE ON WHICH DEPRECIATION IS COMPUTED

115/117 Stevens Avenue, Valhalla, New York	1998	10-30 Years
200 Summit Lake Drive, Valhalla, New York	1998	10-30 Years
140 Grand Street., Valhalla, New York	1998	10-30 Years
500 Summit Lake Drive, Valhalla, New York	1998	10-30 Years
5 Henderson Drive, West Caldwell, New Jersey	1998	10-30 Years
Stamford Towers, Stamford, Connecticut	1998	10-30 Years
99 Cherry Hill Road, Parsippany, New Jersey	1998	10-30 Years
119 Cherry Hill Road, Parsipanny, New Jersey	1998	10-30 Years
120 Wilbur Place, Bohemia, New York	1998	10-30 Years
45 Melville Park Road, Melville, New York	1998	10-30 Years
500 Saw Mill River Road, Elmsford, New York	1998	10-30 Years
2004 Orville Drive, No. Bohemia, New York	1998	10-30 Years
2005 Orville Drive North Bohemia, New York	1999	10-30 Years
120 W. 45th Street New York, New York	1999	10-30 Years
4 Appelgate Drive Robbinsville, New Jersey	1999	10-30 Years
1305 Walt Whitman Road Melville, New York	1999	10-30 Years
600 Old Willets Path Hauppauge, New York	1999	10-30 Years
1255 Broad Street Clifton, New Jersey	1999	10-30 Years
810 Seventh Avenue New York, New York	1999	10-30 Years
120 Mineola Blvd. Mineola, New York	1999	10-30 Years
100 Wall Street, New York, New York	1999	10-30 Years
One Orlando, Orlando, Florida	1999	10-30 Years
Land held for development	Various	N/A
Developments in progress		
Other property		
Total		

- ------

A These land parcels are leased (see Note 4).

B There are no encumbrances on these properties.

C The Encumbrance of $2,616 is related to one property. The aggregate cost for Federal Income Tax purposes was approximately $1,728 million at December 31, 1999.

RECKSON OPERATING PARTNERSHIP, L.P.
SCHEDULE III -- REAL ESTATE AND ACCUMULATED DEPRECIATION (CONTINUED)
(IN THOUSANDS)

The changes in real estate for each of the periods in the three years ended December 31, 1999 are as follows:

	1999	1998	1997
Real estate balance at beginning of period	$1,737,133	$1,011,228	$ 516,768
Improvements	57,571	134,582	37,778
Disposal, including write-off of fully depreciated building improvements	(317,864)	--	(154)
Acquisitions	731,559	591,323	456,836
Balance at end of period	$2,208,399	$1,737,133	$1,011,228

The changes in accumulated depreciation, exclusive of amounts relating to equipment, autos, furniture and fixtures, for each of the periods in the three years ended December 31, 1999 are as follows:

	1999	1998	1997
Balance at beginning of period	$156,231	$108,652	$ 86,344
Depreciation for period	65,471	47,579	22,442
Disposal, including write-off of fully depreciated building improvements	(6,590)	--	(134)
Balance at end of period	$215,112	$156,231	$108,652

EXHIBIT 12.1

RECKSON OPERATING PARTNERSHIP, L. P.

RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth the Operating Partnership's consolidated ratios of earnings to fixed charges for the periods shown:

For the years ended December 31,				June 3, 1995 to December 31, 1995	January 1, 1995 to June 2, 1995
1999	1998	1997	1996		
2.07x	2.00x	2.69x	2.71x	2.71x	1.02x (1)

(1) Prior to June 2, 1995, the Operating Partnership's predecessors operated in a manner as to minimize net taxable income to the owners. As a result of the Operating Partnership commencing operations and the related formation transactions, the Operating Partnership deleveraged its properties significantly which resulted in a significantly improved ratio of earnings to fixed charges.

The Operating Partnership's consolidated ratio of earnings to fixed charges and preferred distributions for the year ended December 31, 1999 and 1998 was 1.54x and 1.60x, respectively. The Operating Partnership had no preferred capital outstanding prior to April 1998.

EXHIBIT 21.1
RECKSON OPERATING PARTNERSHIP, L. P.
STATEMENT OF SUBSIDIARIES

NAME	STATE OF ORGANIZATION
OMNI PARTNERS, L.P.	DELAWARE
RECKSON FS LIMITED PARTNERSHIP	DELAWARE
METROPOLITAN PARTNERS, LLC	DELAWARE
RECKSON MANAGEMENT GROUP, INC.	NEW YORK
RECKSON CONSTRUCTION GROUP, INC	NEW YORK
RECKSON SHORT HILLS, LLC	DELAWARE
RECKSON / STAMFORD TOWERS, LLC	DELAWARE

EXHIBIT 23.0
RECKSON OPERATING PARTNERSHIP, L. P.
CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement Form S-3 (No. 333-67129) and in the related Prospectus of Reckson Operating Partnership, L. P., of our report dated February 15, 2000, with respect to the consolidated financial statements and schedule of Reckson Operating Partnership, L. P., included in this Annual Report Form 10-K for the year ended December 31, 1999.

Ernst & Young, LLP

New York, New York
March 17, 2000

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EXHIBIT 27
FINANCIAL DATA SCHEDULE
RECKSON OPERATING PARTNERSHIP, L. P.
(in thousands except EPS data)

0000930810
RECKSON OPERATING PARTNERSHIP, L. P.
1
U.S. DOLLARS

12-MOS
DEC-31-1999
JAN-1-1999
DEC-31-1999
1
21,122
0
207,368
0
0
228,490
2,214,872
(218,385)
2,724,934
98,788
1,281,087
0
413,126
838,847
0
2,724,934
369,135
403,142
0
148,263
0
0
74,709
105,666
0
105,666
0
(629)
0
71,234
1.21
0