UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013

o **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: 033-84580

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

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

420 Lexington Avenue, New York, New York 10170
(Address of principal executive offices) (Zip Code)

(212) 594-2700
(Registrant's telephone number, including area code)

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 ☒ NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO ☒

As of October 31, 2013, no common units of limited partnership interest of the Registrant were held by non-affiliates of the Registrant. There is no established trading market for such units.

RECKSON OPERATING PARTNERSHIP, L.P.

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Reckson Operating Partnership, L.P.
Consolidated Balance Sheets
(in thousands)

	September 30, 2013	December 31, 2012
	(Unaudited)	
Assets		
Commercial real estate properties, at cost:		
Land and land interests	$ 918,019	$ 954,731
Building and improvements	3,512,516	3,646,736
Building leasehold and improvements	782,260	782,260
Property under capital lease	22,866	12,208
	5,235,661	5,395,935
Less: accumulated depreciation	(815,321)	(742,659)
	4,420,340	4,653,276
Cash and cash equivalents	26,551	34,035
Restricted cash	234,393	21,074
Tenant and other receivables, net of allowance of $6,593 and $7,308 in 2013 and 2012, respectively	17,256	13,147
Deferred rents receivable, net of allowance of $15,081 and $16,501 in 2013 and 2012, respectively	155,702	150,535
Preferred equity and other investment, net of discounts and deferred origination fees of $1,968 and $2,217 in 2013 and 2012, respectively	378,783	338,579
Deferred costs, net of accumulated amortization of $49,174 and $40,303 in 2013 and 2012, respectively	86,315	91,400
Other assets	100,994	94,210
Total assets	$ 5,420,334	$ 5,396,256
Liabilities		
Mortgage note and other loans payable	$ 550,023	$ 550,023
Revolving credit facility	340,000	70,000
Term loan and senior unsecured notes	1,430,765	1,430,690
Accrued interest payable and other liabilities	22,485	25,366
Accounts payable and accrued expenses	43,845	50,692
Deferred revenue	153,672	173,814
Capitalized lease obligation	27,089	17,186
Deferred land leases payable	20,560	20,566
Security deposits	21,525	18,411
Total liabilities	2,609,964	2,356,748
Commitments and contingencies	—	—
Capital		
General partner capital	2,461,959	2,686,766
Limited partner capital	—	—
Accumulated other comprehensive loss	(4,170)	(4,925)
Total ROP partner’s capital	2,457,789	2,681,841
Noncontrolling interests in other partnerships	352,581	357,667
Total capital	2,810,370	3,039,508
Total liabilities and capital	$ 5,420,334	$ 5,396,256

The accompanying notes are an integral part of these financial statements.

Reckson Operating Partnership, L.P.
Consolidated Statements of Income
(unaudited, in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
		As Adjusted		As Adjusted
Revenues				
Rental revenue, net	**$ 109,843**	$ 106,217	**$ 329,931**	$ 313,580
Escalation and reimbursement	**20,296**	18,588	**55,732**	55,685
Investment income	**9,424**	—	**28,620**	—
Other income	**610**	2,881	**3,591**	4,743
Total revenues	**140,173**	127,686	**417,874**	374,008
Expenses				
Operating expenses, including approximately $4,549 and $13,048 (2013) and $4,191 and $12,082 (2012) paid to related parties	**30,850**	29,292	**89,619**	83,740
Real estate taxes	**24,460**	21,967	**70,313**	66,334
Ground rent	**4,908**	3,645	**14,110**	10,935
Interest expense, net of interest income	**28,135**	25,858	**82,448**	80,338
Amortization of deferred finance costs	**1,295**	1,201	**3,880**	3,207
Loan loss reserves, net of recoveries	**—**	—	**—**	(472)
Transaction related costs	**—**	811	**11**	1,672
Depreciation and amortization	**35,927**	34,366	**106,997**	100,029
Marketing, general and administrative	**88**	119	**276**	251
Total expenses	**125,663**	117,259	**367,654**	346,034
Income from continuing operations before equity in net (loss) gain on sale of interest in unconsolidated joint venture/real estate, equity in net income from unconsolidated joint venture, and loss on early extinguishment of debt	**14,510**	10,427	**50,220**	27,974
Equity in net (loss) gain on sale of interest in unconsolidated joint venture/real estate	**—**	(4,778)	**—**	1,011
Equity in net income from unconsolidated joint venture	**480**	183	**1,327**	969
Loss on early extinguishment of debt	**—**	—	**(76)**	—
Income from continuing operations	**14,990**	5,832	**51,471**	29,954
Net income from discontinued operations	**1,358**	855	**4,244**	3,052
Gain on sale of discontinued operations	**13,787**	—	**13,787**	—
Net income	**30,135**	6,687	**69,502**	33,006
Net income attributable to noncontrolling interests in other partnerships	**(1,399)**	(1,188)	**(4,511)**	(4,628)
Net income attributable to ROP common unitholder	**$ 28,736**	$ 5,499	**$ 64,991**	$ 28,378
Amounts attributable to ROP common unitholder:				
Income from continuing operations	**$ 13,591**	$ 4,644	**$ 46,960**	$ 25,326
Discontinued operations	**15,145**	855	**18,031**	3,052
Net income	**$ 28,736**	$ 5,499	**$ 64,991**	$ 28,378

The accompanying notes are an integral part of these financial statements.

Reckson Operating Partnership, L.P.
Consolidated Statements of Comprehensive Income
(unaudited, in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
Net income attributable to ROP common unitholder	**$ 28,736**	$ 5,499	**$ 64,991**	$ 28,378
Other comprehensive income (loss):				
Change in net unrealized gain (loss) on derivative instruments	**85**	—	**755**	(49)
Comprehensive income attributable to ROP common unitholder	**$ 28,821**	$ 5,499	**$ 65,746**	$ 28,329

The accompanying notes are an integral part of these financial statements.

Reckson Operating Partnership, L.P.
Consolidated Statement of Capital
(unaudited, in thousands)

	General Partner's Capital Class A Common Units	Noncontrolling Interests In Other Partnerships	Accumulated Other Comprehensive Loss	Total Capital
Balance at December 31, 2012	$ 2,686,766	$ 357,667	$ (4,925)	$ 3,039,508
Contributions	980,385	—		980,385
Distributions	(1,270,183)	(9,597)		(1,279,780)
Net income	64,991	4,511		69,502
Other comprehensive income			755	755
Balance at September 30, 2013	$ 2,461,959	$ 352,581	$ (4,170)	$ 2,810,370

The accompanying notes are an integral part of these financial statements.

Reckson Operating Partnership, L.P.
Consolidated Statements of Cash Flows
(unaudited, in thousands)

	Nine Months Ended September 30,	
	2013	2012
		As Adjusted
Operating Activities		
Net income	$ **69,502**	$ 33,006
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**113,864**	107,585
Equity in net gain on sale of interest in unconsolidated joint venture	**—**	(1,011)
Equity in net income from unconsolidated joint venture	**(1,327)**	(969)
Distributions of cumulative earnings from unconsolidated joint venture	**591**	444
Loss on early extinguishment of debt	**76**	—
Loan loss reserves, net of recoveries	**—**	(472)
Deferred rents receivable	**(12,542)**	(13,998)
Gain on sale of discontinued operations	**(13,787)**	—
Other non-cash adjustments	**(31,504)**	(11,301)
Changes in operating assets and liabilities:		
Restricted cash — operations	**(2,266)**	(3,198)
Tenant and other receivables	**(3,464)**	(4,671)
Deferred lease costs	**(10,878)**	(6,664)
Other assets	**(25,283)**	(18,608)
Accounts payable, accrued expenses and other liabilities	**(5,903)**	(6,250)
Deferred revenue and land leases payable	**9,213**	4,350
Net cash provided by operating activities	**86,292**	78,243
Investing Activities		
Acquisition of real estate property	**—**	(277,060)
Additions to land, buildings and improvements	**(39,484)**	(28,379)
Restricted cash — capital improvements/acquisitions	**(211,053)**	(1,750)
Net proceeds from disposition of real estate/joint venture interest	**211,048**	44,297
Distributions in excess of cumulative earnings from unconsolidated joint venture	**—**	152
Preferred equity and other investment, net of repayments	**(24,920)**	7,777
Net cash used in investing activities	**(64,409)**	(254,963)
Financing Activities		
Repayments of mortgage note and other loans payable	**—**	(1,880)
Proceeds from credit facility and senior unsecured notes	**844,000**	813,339
Repayments of credit facility and senior unsecured notes	**(574,000)**	(963,639)
Contributions from common unitholder	**980,385**	1,551,931
Distributions to noncontrolling interests in other partnerships	**(9,597)**	(10,460)
Distributions to common unitholder	**(1,270,183)**	(1,218,615)
Deferred loan costs and capitalized lease obligation	**28**	(287)
Net cash (used in) provided by financing activities	**(29,367)**	170,389
Net decrease in cash and cash equivalents	**(7,484)**	(6,331)
Cash and cash equivalents at beginning of period	**34,035**	26,645
Cash and cash equivalents at end of period	$ **26,551**	$ 20,314

Supplemental Disclosure of Non-cash Investing and Financing Activities:		
Tenant improvements and capital expenditures payable	**$ 2,400**	$ 2,316
Deferred leasing payable	**1,096**	1,912
Transfer of preferred equity investments	**—**	324,858
Transfer of other loans payable	**—**	50,000
Contributions from common unitholder	**—**	33,090
Redemption of Series E units	**—**	31,698
Capital leased asset	**10,657**	—

The accompanying notes are an integral part of these financial statements.

Reckson Operating Partnership, L.P.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

1. Organization and Basis of Presentation

Reckson Operating Partnership, L.P., or ROP, commenced operations on June 2, 1995. The sole general partner of ROP is a wholly-owned subsidiary of SL Green Operating Partnership, L.P., or the Operating Partnership. The sole limited partner of ROP is the Operating Partnership.

ROP is engaged in the acquisition, ownership, management and operation of commercial real estate properties, principally office properties, and also owns land for future development, located in the New York City, Westchester County and Connecticut, which collectively is also known as the New York Metropolitan area.

SL Green Realty Corp., or SL Green, and the Operating Partnership were formed in June 1997. SL Green has qualified, and expects to qualify in the current fiscal year as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Code, and operates as a self-administered, self-managed REIT. A REIT is a legal entity that holds real estate interests and, through payments of dividends to stockholders, is permitted to minimize the payment of Federal income taxes at the corporate level. Unless the context requires otherwise, all references to “we,” “our,” “us” and the “Company” means ROP and all entities owned or controlled by ROP.

On January 25, 2007, SL Green completed the acquisition of all of the outstanding shares of common stock of Reckson Associates Realty Corp., or RARC, the prior general partner of ROP. This transaction is referred to herein as the Merger.

In connection with the closing of our 2011 revolving credit facility and 2012 credit facility, in which we, along with SL Green and the Operating Partnership are borrowers, SL Green transferred five properties with total assets aggregating to $683.8 million at November 1, 2011 and transferred three additional properties with total assets aggregating to $320.2 million at December 31, 2012, to ROP. Under the Business Combinations guidance, these were determined to be transfers of businesses between the indirect parent company and its wholly owned subsidiary. As such, the assets and liabilities were transferred at their carrying value. These transfers are required to be recorded as of the beginning of the current reporting period as though the assets and liabilities had been transferred at that date. The consolidated financial statements and financial information presented for all prior periods have been retrospectively adjusted to furnish comparative information.

On September 30, 2012, SL Green transferred $324.9 million of its preferred equity investments to ROP, one of which was subject to a secured $50.0 million loan. Under the Business Combinations guidance, these transfers were determined to be transfers of assets between the indirect parent company and its wholly-owned subsidiary. As such, the assets were transferred at their carrying value and accounted for prospectively from the date of transfer.

As of September 30, 2013, we owned the following interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan, a borough of New York City. Our investments in the New York Metropolitan area also include investments in Westchester County and Connecticut, which are collectively known as the Suburban assets:

Location	Ownership	Number of Properties	Square Feet	Weighted Average Occupancy (1)
Manhattan	Consolidated properties	12	6,866,400	96.0%
Suburban	Consolidated properties	17	2,785,500	78.3%
		29	9,651,900	90.9%

(1) The weighted average occupancy represents the total leased square feet divided by total available rentable square feet.

At September 30, 2013, we also own a development property encompassing approximately 104,000 square feet as well as an inventory of development parcels that aggregated approximately 81 acres of land in four separate parcels on which we can, based on estimates at September 30, 2013, develop approximately 1.1 million square feet of office space and in which we have invested approximately $67.8 million. As of September 30, 2013, we also held preferred equity investments and an investment in an unconsolidated joint venture that holds a preferred equity interest in a retail property located in Manhattan with an aggregate book value of $378.8 million.

Basis of Quarterly Presentation

The accompanying consolidated financial statements include the consolidated financial position of ROP and the Service Companies (as defined below) at September 30, 2013 and December 31, 2012, the consolidated results of their operations for the three and nine months ended September 30, 2013 and 2012, their statement of capital for the nine months ended September 30, 2013 and their statement of cash flows for the nine months ended September 30, 2013 and 2012. Our investments in majority-owned and controlled real estate joint ventures are reflected in the accompanying financial statements on a consolidated basis with a reduction for the noncontrolling partners' interests. ROP's investments in joint ventures, where it owns less than a controlling interest, are reflected in the accompanying consolidated financial statements using the equity method of accounting. The Service Companies, which provide management, development and construction services to ROP, include Reckson Management Group, Inc., RANY Management Group, Inc., Reckson Construction & Development LLC and Reckson Construction Group New York, Inc. (collectively, the "Service Companies"). All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for the fair presentation of the financial position of the Company at September 30, 2013 and the results of operations for the periods presented have been included. The 2013 operating results for the periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. These financial statements should be read in conjunction with the financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2012.

The balance sheet at December 31, 2012 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by U.S. GAAP for complete financial statements.

2. Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include our accounts and those of our subsidiaries, which are wholly-owned or controlled by us. Entities which we do not control through our voting interest and entities which are variable interest entities, but where we are not the primary beneficiary, are accounted for under the equity method or as preferred equity investments. See Note 4, "Preferred Equity and Other Investment." ROP's investments in majority-owned and controlled real estate joint ventures are reflected in the accompanying financial statements on a consolidated basis with a reduction for the noncontrolling partners' interests. All significant intercompany balances and transactions have been eliminated.

We consolidate a variable interest entity, or VIE, in which we are considered the primary beneficiary. The primary beneficiary of a VIE is the entity that has (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE.

A noncontrolling interest in a consolidated subsidiary is defined as the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. Noncontrolling interests are required to be presented as a separate component of capital in the consolidated balance sheet and the presentation of net income was modified to present earnings and other comprehensive income to be attributed to controlling and noncontrolling interests.

We assess the accounting treatment for each joint venture and preferred equity investment. This assessment includes a review of each joint venture or limited liability company agreement to determine which party has what rights and whether those rights are protective or participating. For all VIE's, we review such agreements in order to determine which party has the power to direct the activities that most significantly impact the entity's economic performance. In situations where we and our partner approves, among other things, the annual budget, receives a detailed monthly reporting package from us, meets on a quarterly basis to review the results of the joint venture, reviews and approves the joint venture's tax return before filing, and approves all leases that cover more than a nominal amount of space relative to the total rentable space at each property, we do not consolidate the joint venture as we consider these to be substantive participation rights that result in shared power of the activities that most significantly impact the performance of our joint venture. Our joint venture agreements typically contain certain protective rights such as the requirement of partner approval to sell, finance or refinance the property and the payment of capital expenditures and operating expenditures outside of the approved budget or operating plan.

Investment in Commercial Real Estate Properties

On a periodic basis, we assess whether there are any indications that the value of our real estate properties may be impaired or that their carrying value may not be recoverable. A property's value is considered impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges for consolidated properties) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the calculated fair value of the property. In addition, we assess our unconsolidated joint venture investments for recoverability, and if it is determined that a loss in value of the investment is other than temporary, we write down the investment to its fair value. We evaluate our equity investment for impairment based on the joint venture's projected discounted cash flows. We do not believe that the values of any of our consolidated properties or equity investment were impaired at either September 30, 2013 or December 31, 2012.

We allocate the purchase price of real estate to land and building (inclusive of tenant improvements) and, if determined to be material, intangibles, such as the value of above- and below-market leases and origination costs associated with the in-place leases. We depreciate the amount allocated to building (inclusive of tenants improvements) and other intangible assets over their estimated useful lives, which generally range from three to 40 years and from one to 14 years, respectively. The values of the above- and below-market leases are amortized and recorded as either an increase (in the case of below-market leases) or a decrease (in the case of above-market leases) to rental income over the remaining term of the associated lease, which generally range from one to 14 years. The value associated with in-place leases is amortized over the expected term of the associated lease, which generally ranges from one to 14 years. If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related intangible will be written off. The tenant improvements and origination costs are amortized as an expense over the remaining life of the lease (or charged against earnings if the lease is terminated prior to its contractual expiration date). We assess fair value of the leases based on estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known trends, and market/economic conditions that may affect the property. To the extent acquired leases contain fixed rate renewal options that are below market and determined to be material, we amortized such below market lease value into rental income over the renewal period.

We recognized an increase of approximately $5.5 million, $16.2 million, $4.2 million and $14.1 million in rental revenue for the three and nine months ended September 30, 2013 and 2012, respectively, for the amortization of aggregate below-market leases in excess of above-market leases and reductions in lease origination costs, resulting from the allocation of the purchase price of the applicable properties. We recognized an increase in interest expense for the amortization of above-market rate mortgages assumed of approximately $0.1 million, $0.4 million, $0.1 million and $0.4 million for the three and nine months ended September 30, 2013 and 2012, respectively.

Reckson Operating Partnership, L.P.
Notes to Consolidated Financial Statements
September 30, 2013
(Unaudited)

The following summarizes our identified intangible assets (acquired above-market leases and in-place leases) and intangible liabilities (acquired below-market leases) as of September 30, 2013 and December 31, 2012 (in thousands):

	September 30, 2013	December 31, 2012
Identified intangible assets (included in other assets):		
Gross amount	**$ 199,845**	$ 199,845
Accumulated amortization	**(137,939)**	(125,009)
Net	**$ 61,906**	$ 74,836
Identified intangible liabilities (included in deferred revenue):		
Gross amount	**$ 399,088**	$ 399,088
Accumulated amortization	**(254,216)**	(227,637)
Net	**$ 144,872**	$ 171,451

Investments in Unconsolidated Joint Ventures

We account for our investments in unconsolidated joint ventures under the equity method of accounting as we exercise significant influence, but do not control the entity and are not considered to be the primary beneficiary. We consolidate the joint ventures that we control or which are VIEs and where we are considered to be the primary beneficiary. In all the joint ventures, the rights of the joint venture partner are both protective as well as participating. Unless the joint venture is determined to be a VIE and we are the primary beneficiary in a VIE, these participating rights preclude us from consolidating these joint ventures. This investment is recorded initially at cost, as investment in unconsolidated joint venture, and subsequently adjusted for equity in net income (loss) and cash contributions and distributions. Any difference between the carrying amount of this investment on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in net income (loss) of unconsolidated joint venture over the lesser of the joint venture term or 10 years. Equity income (loss) from unconsolidated joint venture is allocated based on our ownership or economic interest in the joint venture. When a capital event (as defined in each joint venture agreement) such as a refinancing occurs, if return thresholds are met, future equity income will be allocated at our increased economic interest. We recognize incentive income from unconsolidated real estate joint ventures as income to the extent it is earned and not subject to a clawback feature. Distributions we receive from unconsolidated real estate joint ventures in excess of our basis in the investment are recorded as offsets to our investment balance if we remain liable for future obligations of the joint venture or may otherwise be committed to provide future additional financial support. In July 2012, we, along with our joint venture partner, sold One Court Square for $481.1 million, which included the assumption of $315.0 million of existing debt by the purchaser, and recognized a gain of $1.0 million on the sale of this property. In January 2013, we, along with our joint venture partner, acquired a preferred equity interest in an entity that holds an interest in a retail property located in Manhattan. See Note 4, “Preferred Equity and Other Investment.”

Revenue Recognition

Rental revenue is recognized on a straight-line basis over the term of the lease. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space. In order for the tenant to take possession, the leased space must be substantially ready for its intended use. To determine whether the leased space is substantially ready for its intended use, management evaluates whether we are or the tenant is the owner of tenant improvements for accounting purposes. When management concludes that we are the owner of tenant improvements, rental revenue recognition begins when the tenant takes possession of the finished space, which is when such tenant improvements are substantially complete. In certain instances, when management concludes that we are not the owner (the tenant is the owner) of tenant improvements, rental revenue recognition begins when the tenant takes possession of or controls the space. When management concludes that we are the owner of tenant improvements for accounting purposes, we record amounts funded to construct the tenant improvements as a capital asset. For these tenant improvements, we record amounts reimbursed by tenants as a reduction of the capital asset. When management concludes that the tenant is the owner of tenant improvements for accounting purposes, we record our contribution towards those improvements as a lease incentive, which is included in deferred leasing costs on our consolidated balance sheets and amortized as a reduction to rental revenue on a straight-line basis over the term of the lease. The excess of rents recognized over amounts contractually due pursuant to the underlying leases are included in deferred rents receivable on the accompanying consolidated balance sheets. We establish, on a current basis, an allowance for future potential tenant credit losses, which may occur against this account. The balance reflected on the consolidated balance sheets is net of such allowance.

In addition to base rent, our tenants also generally will pay their pro rata share of increases in real estate taxes and operating expenses for the building over a base year. In some leases, in lieu of paying additional rent based upon increases in building operating expenses, the tenant will pay additional rent based upon increases in the wage rate paid to porters over the porters' wage rate in effect during a base year or increases in the consumer price index over the index value in effect during a base year. In addition, many of our leases contain fixed percentage increases over the base rent to cover escalations.

Electricity is most often supplied by the landlord either on a sub-metered basis, or rent inclusion basis (i.e., a fixed fee is included in the rent for electricity, which may increase based upon increases in electricity rates or increases in electrical usage by the tenant). Base building services other than electricity (such as heat, air conditioning and freight elevator service during business hours, and base building cleaning) are typically provided at no additional cost, with the tenant paying additional rent only for services which exceed base building services or for services which are provided outside normal business hours.

These escalations are based on actual expenses incurred in the prior calendar year. If the expenses in the current year are different from those in the prior year, then during the current year, the escalations will be adjusted to reflect the actual expenses for the current year.

We record a gain on sale of real estate when title is conveyed to the buyer, subject to the buyer's financial commitment being sufficient to provide economic substance to the sale and we have no substantial economic involvement with the buyer.

Interest income on preferred equity investments is recognized over the life of the investment using the effective interest method and recognized on the accrual basis. Fees received in connection with loan commitments are deferred until the loan is funded and are then recognized over the term of the loan as an adjustment to yield. Anticipated exit fees, whose collection is expected, are also recognized over the term of the loan as an adjustment to yield. Fees on commitments that expire unused are recognized at expiration.

Income recognition is generally suspended for preferred equity investments at the earlier of the date at which payments become 90 days past due or when, in the opinion of management, a full recovery of interest income and principal becomes doubtful. Interest income recognition is resumed when the loan becomes contractually current and performance is demonstrated to be resumed. Interest is recorded as income on impaired loans only to the extent cash is received. Several of the preferred equity investments provide for accrual of interest at specified rates, which differ from current payment terms. Interest is recognized on such loans at the accrual rate subject to management's determination that accrued interest and outstanding principal are ultimately collectible, based on the underlying collateral and operations of the borrower. If management cannot make this determination, interest income above the current pay rate is recognized only upon actual receipt.

If we purchase a preferred equity investment at a discount, intend to hold it until maturity and expect to recover the full value of the investment, we accrete the discount into income as an adjustment to yield over the term of the investment. If we purchase a preferred equity investment at a discount with the intention of foreclosing on the collateral, we do not accrete the discount.

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.

Reserve for Possible Credit Losses

The expense for possible credit losses in connection with preferred equity investments is the charge to earnings to increase the allowance for possible credit losses to the level that we estimate to be adequate, based on Level 3 data, considering delinquencies, loss experience and collateral quality. Other factors considered relate to geographic trends and product diversification, the size of the portfolio and current economic conditions. Based upon these factors, we establish the provision for possible credit loss on each individual investment. When it is probable that we will be unable to collect all amounts contractually due, the investment is considered impaired.

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Where impairment is indicated on an investment that is held to maturity, a valuation allowance is measured based upon the excess of the recorded investment amount over the net fair value of the collateral. Any deficiency between the carrying amount of an asset and the calculated value of the collateral is charged to expense. The write-off of the reserve balance is called a charge-off. We continue to assess or adjust our estimates based on the circumstances of a loan and the underlying collateral. If additional information is obtained that reflects an increased recovery of our investment, we will adjust our reserves accordingly. We recorded no loan loss reserves during the three and nine months ended September 30, 2013 and 2012. During the three and nine months ended September 30, 2012, we recorded zero and $0.5 million, respectively, in recoveries in connection with the sale of one of our debt investments. This is included in loan loss reserves, net of recoveries in the accompanying consolidated statements of income.

Use of Estimates

The preparation of financial statements in conformity with U.S. 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.

Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash investments, preferred equity investments and accounts receivable. We place our cash investments in excess of insured amounts with high quality financial institutions. The collateral securing our preferred equity investments is located in the New York Metropolitan area. See Note 4, “Preferred Equity and Other Investments.” We perform ongoing credit evaluations of our tenants and require most tenants to provide security deposits or letters of credit. Though these security deposits and letters of credit are insufficient to meet the total value of a tenant’s lease obligation, they are a measure of good faith and a source of funds to offset the economic costs associated with lost rent and the costs associated with re-tenanting the space. Although the properties in our real estate portfolio are primarily located in Manhattan, we also have Suburban properties located in Westchester County and Connecticut. The tenants located in our buildings operate in various industries. Other than two tenants who account for approximately 5.2% and 3.3% of our annualized cash rent, respectively, no other tenant in our portfolio accounted for more than 3.2% of our annualized cash rent at September 30, 2013. Approximately 19%, 11%, 10%, 10% and 9% of our annualized cash rent for the three months ended September 30, 2013 was attributable to 1185 Avenue of the Americas, 919 Third Avenue, 750 Third Avenue, 810 Seventh Avenue and 1350 Avenue of the Americas, respectively.

Reclassification

Certain prior year balances have been reclassified to conform to our current year presentation primarily in order to eliminate discontinued operations from income from continuing operations and to reclassify deferred origination fees from deferred income to preferred equity and other investment.

Accounting Standards Updates

In February 2013, the FASB issued guidance on the presentation and disclosure of reclassification adjustments out of accumulated other comprehensive income, or AOCI. The standard requires an entity to present information about significant items reclassified out of AOCI by component either on the face of the statement where net income is presented or as a separate disclosure in the notes to financial statements. The guidance became effective for calendar year-end public companies beginning in the first quarter of 2013 and its adoption did not have a material impact on our consolidated financial statements.

3. Property Disposition

In August 2013, we sold the property located at 333 West 34th, New York, New York for $220.3 million. We recognized a gain of $13.8 million on the sale. The $211.0 million net proceeds from the sale of this property are temporarily being held at a qualified intermediary, at our direction, for the purpose of facilitating a Section 1031 Like-Kind Exchange, and, as such, are included in restricted cash on the consolidated balance sheets at September 30, 2013.

Discontinued operations included the results of operations of real estate assets sold prior to September 30, 2013. This included 333 West 34th, which was sold in August 2013.

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The following table summarizes income from discontinued operations for the three and nine months ended September 30, 2013 and 2012, respectively (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues				
Rental revenue	**$ 1,422**	$ 3,342	**$ 9,671**	$ 10,278
Escalation and reimbursement revenues	**653**	557	**1,220**	1,607
Total revenues	**2,075**	3,899	**10,891**	11,885
Operating expenses	**576**	1,370	**3,049**	3,783
Real estate taxes	**141**	228	**611**	701
Depreciation and amortization	**—**	1,446	**2,987**	4,349
Total expenses	**717**	3,044	**6,647**	8,833
Net income from discontinued operations	**$ 1,358**	$ 855	**$ 4,244**	$ 3,052

4. Preferred Equity and Other Investments

As of September 30, 2013 and December 31, 2012, we held the following preferred equity investments, with an aggregate weighted average current yield of approximately 10.9% at September 30, 2013 (in thousands):

Type	September 30, 2013 Senior Financing	September 30, 2013 Carrying Value, Net of Discounts and Deferred Origination Fees	December 31, 2012 Carrying Value, Net of Discounts and Deferred Origination Fees	Initial Mandatory Redemption
Preferred equity	**$ 70,000**	**$ 9,937**	$ 9,927	October 2014
Preferred equity(1)(2)	**525,000**	**107,723**	99,768	July 2015
Preferred equity(1)(3)	**55,747**	**24,426**	18,925	April 2016
Preferred equity(1)	**926,260**	**216,037**	209,959	July 2016
	$ 1,577,007	**$ 358,123**	$ 338,579	

(1) The difference between the pay and accrual rates is included as an addition to the principal balance outstanding.
(2) In June 2013, the redemption date was extended from July 2014 to July 2015.
(3) As of September 30, 2013, we were committed to fund an additional $1.4 million on this loan.

At September 30, 2013 and December 31, 2012, all preferred equity investments were performing in accordance with the terms of the loan agreements.

The Other Investment, which was acquired in January 2013 and is accounted for under the equity method of accounting, relates to our 40.0% interest in a joint venture that holds a preferred equity interest in an entity that owns a retail property located in Manhattan. The preferred equity investment bears interest at a rate of 8.75% per annum and matures in June 2016. As of September 30, 2013, our investment balance was $20.7 million.

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5. Mortgage Note and Other Loans Payable

The mortgage note and other loans payable collateralized by the property listed below and assignment of leases and investment at September 30, 2013 and December 31, 2012, respectively, were as follows (amounts in thousands):

Property	Interest Rate(1)	Maturity Date	September 30, 2013	December 31, 2012
609 Partners, LLC(2)	5.00%	July 2014	$ **23**	$ 23
Other loan payable(3)	8.00%	September 2019	**50,000**	50,000
919 Third Avenue(4)	5.12%	June 2023	**500,000**	500,000
			$ **550,023**	$ 550,023

(1) Effective weighted average interest rate for the three months ended September 30, 2013.
(2) As part of an acquisition, the Operating Partnership issued 63.9 million units of its 5.0% Series E Preferred Units, or the Series E Units, with a liquidation of $1.00 per unit. As of September 30, 2013, approximately 63.8 million Series E Units had been redeemed.
(3) This loan is secured by a portion of a preferred equity investment.
(4) We own a 51% controlling interest in the joint venture that is the borrower on this loan. This loan is non-recourse to us.

At September 30, 2013, the gross book value of the property and investment collateralizing the mortgage note and other loans payable was approximately $1.5 billion.

6. Corporate Indebtedness

2012 Credit Facility

In November 2012, we entered into a $1.6 billion credit facility, or the 2012 credit facility, which refinanced, extended and upsized the previous 2011 revolving credit facility. The 2012 credit facility consists of a $1.2 billion revolving credit facility, or the revolving credit facility, and a $400.0 million term loan, or the term loan facility. The revolving credit facility matures in March 2017 and includes two six-month extension options, subject to certain conditions and the payment of an extension fee of 10 basis points for each such extension. We also have an option, subject to customary conditions, without the consent of existing lenders, to increase the capacity under the revolving credit facility to $1.5 billion at any time prior to the maturity date for the revolving credit facility, by obtaining additional commitments from our current lenders and other financial institutions. The term loan facility matures on March 30, 2018.

The 2012 credit facility bears interest at a spread over LIBOR ranging from (i) 100 basis points to 175 basis points for loans under the revolving credit facility and (ii) 115 basis points to 200 basis points for loans under the term loan facility, in each case based on the credit rating assigned to our senior unsecured long-term indebtedness. At September 30, 2013, the applicable spread was 145 basis points for revolving credit facility and 165 basis points for the term loan facility. At September 30, 2013, the effective interest rate was 1.64% for revolving credit facility and 2.00% for the term loan facility. We are required to pay quarterly in arrears a 15 to 35 basis point fee on the unused balance of the commitments under the revolving credit facility. As of September 30, 2013, the facility fee was 30 basis points. At September 30, 2013, we had approximately $79.1 million of outstanding letters of credit, $340.0 million borrowings under the revolving credit facility and $400.0 million outstanding under the term loan facility, with undrawn capacity of $0.9 billion under the 2012 credit facility.

We, SL Green and the Operating Partnership are all borrowers jointly and severally obligated under the 2012 credit facility. No other subsidiary of ours is an obligor under the 2012 credit facility.

The 2012 credit facility includes certain restrictions and covenants (see Restrictive Covenants below).

Senior Unsecured Notes

The following table sets forth our senior unsecured notes and other related disclosures as of September 30, 2013 and December 31, 2012, respectively, by scheduled maturity date (amounts in thousands):

Issuance	September 30, 2013 Unpaid Principal Balance	September 30, 2013 Accreted Balance	December 31, 2012 Accreted Balance	Coupon Rate(1)	Effective Rate	Term (in Years)	Maturity Date
August 13, 2004(2)	**$ 75,898**	**$ 75,898**	$ 75,898	5.88%	5.88%	10	August 15, 2014
March 31, 2006(2)	**255,308**	**255,194**	255,165	6.00%	6.00%	10	March 31, 2016
August 5, 2011(3)	**250,000**	**249,666**	249,620	5.00%	5.00%	7	August 15, 2018
March 16, 2010(3)	**250,000**	**250,000**	250,000	7.75%	7.75%	10	March 15, 2020
November 15, 2012(3)	**200,000**	**200,000**	200,000	4.50%	4.50%	10	December 1, 2022
June 27, 2005(4)	**7**	**7**	7	4.00%	4.00%	20	June 15, 2025
	$ 1,031,213	**$ 1,030,765**	$ 1,030,690				

(1) Interest on the senior unsecured notes is payable semi annually with principal and unpaid interest due on the scheduled maturity dates.
(2) On December 27, 2012, we repurchased $42.4 million of aggregate principal amount of these notes, consisting of $22.7 million of the 5.875% Notes and $19.7 million of the 6.000% Notes, for a total consideration of $46.4 million and realized a net loss on early extinguishment of debt of approximately $3.8 million.
(3) We, SL Green and the Operating Partnership are co-obligors.
(4) Exchangeable senior debentures which are currently callable at par. In addition, the debentures can be put to us, at the option of the holder at par plus accrued and unpaid interest, on June 15, 2015 and 2020 and upon the occurrence of certain change of control transactions. As a result of the Merger, the adjusted exchange rate for the debentures is 7.7461 shares of SL Green's common stock per $1,000 of principal amount of debentures and the adjusted reference dividend for the debentures is $1.3491. During the year ended December 31, 2012, we repurchased $650,000 of these bonds at par.

ROP also provides a guaranty of the Operating Partnership's obligations under its 3.00% Exchangeable Senior Notes due 2017.

Restrictive Covenants

The terms of the 2012 credit facility and certain of our senior unsecured notes include certain restrictions and covenants which may limit, among other things, SL Green's ability to pay dividends, make certain types of investments, incur additional indebtedness, incur liens and enter into negative pledge agreements and dispose of assets, and which require compliance with financial ratios relating to the minimum amount of tangible net worth, a maximum ratio of total indebtedness to total asset value, a minimum ratio of EBITDA to fixed charges, a maximum ratio of secured indebtedness to total asset value and a maximum ratio of unsecured indebtedness to unencumbered asset value. The dividend restriction referred to above provides that SL Green will not during any time when a default is continuing, make distributions with respect to its common stock or other equity interests, except to enable SL Green to continue to qualify as a REIT for Federal income tax purposes. As of September 30, 2013 and December 31, 2012, we were in compliance with all such covenants.

Principal Maturities

Combined aggregate principal maturities of mortgage note and other loans payable, revolving credit facility and term loan and senior unsecured notes as of September 30, 2013, including as-of-right extension options, were as follows (in thousands):

	Scheduled Amortization	Principal Repayments	Revolving Credit Facility	Term Loan and Senior Unsecured Notes	Total
2013 (3 months)	$ —	$ —	$ —	$ —	$ —
2014	—	23	—	75,898	75,921
2015	—	—	—	7	7
2016	3,566	—	—	255,308	258,874
2017	7,411	—	—	—	7,411
Thereafter	47,430	491,593	340,000	1,100,000	1,979,023
	$ 58,407	$ 491,616	$ 340,000	$ 1,431,213	$ 2,321,236

Consolidated interest expense, excluding capitalized interest, was comprised of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
		As Adjusted		As Adjusted
Interest expense	**$ 28,154**	$ 25,881	**$ 82,493**	$ 80,392
Interest income	**(19)**	(23)	**(45)**	(54)
Interest expense, net	**$ 28,135**	$ 25,858	**$ 82,448**	$ 80,338
Interest capitalized	**$ —**	$ —	**$ —**	**$ —**

7. Partners' Capital

Since consummation of the Merger on January 25, 2007, the Operating Partnership has owned all the economic interests in ROP either by direct ownership or by indirect ownership through our general partner, which is its wholly-owned subsidiary.

Intercompany transactions between SL Green and ROP are generally recorded as contributions and distributions.

8. Fair Value Measurements

We are required to disclose the fair value information about our financial instruments, whether or not recognized in the consolidated balance sheets, for which it is practicable to estimate fair value. FASB guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. We measure and disclose the estimated fair value of financial assets and liabilities based on a hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. This hierarchy consist of three broad levels: Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date; Level 2 - inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and Level 3 - unobservable inputs for the asset or liability that are used when little or no market data is available. We follow this hierarchy for our assets and liabilities measured at fair value on a recurring and nonrecurring basis. In instances in which the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level of input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of the particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

We measure our derivatives instruments at fair value on a recurring basis. The fair value of derivative instruments is based on current market data received from financial sources that trade such instruments and are based on prevailing market data and derived from third party proprietary models based on well-recognized financial principles and reasonable estimates about relevant future market conditions, which are classified as Level 2 inputs.

The financial assets and liabilities that are not measured at fair value on our consolidated balance sheet include cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses, preferred equity investments, and mortgages and other loans payable and other secured and unsecured debt. The carrying amount of cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued expenses reported in our consolidated balance sheets approximates fair value due to the short term nature of these instruments. The fair value of preferred equity investments, which is classified as Level 3, is estimated by discounting the future cash flows using current interest rates at which similar loans with the same maturities would be made to borrowers with similar credit ratings. The fair value of borrowings, which is classified as Level 3, is estimated by discounting the contractual cash flows of each debt to their present value using adjusted market interest rates, which is provided by a third-party specialist.

The following table provides the carrying value and fair value of these financial instruments as of September 30, 2013 and December 31, 2012 (in thousands):

	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Preferred equity investments	$ 358,123	(1)	$ 338,579	(1)
Fixed rate debt	$ 1,610,788	$ 1,742,020	$ 1,610,713	$ 1,776,057
Variable rate debt	710,000	730,789	440,000	435,205
	$ 2,320,788	$ 2,472,809	$ 2,050,713	$ 2,211,262

(1) Preferred equity investments had an estimated fair value ranging between $358.1 million and $393.9 million at September 30, 2013. At December 31, 2012, the preferred equity investments had an estimated fair value ranging between $300.0 million and $400.0 million.

Disclosure about fair value of financial instruments is based on pertinent information available to us as of September 30, 2013. Although we are not aware of any factors that would significantly affect the reasonable fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and current estimates of fair value may differ significantly from the amounts presented herein.

9. Financial Instruments: Derivatives and Hedging

In the normal course of business, we use a variety of commonly used derivative instruments, such as interest rate swaps, caps, collar and floors, to manage, or hedge interest rate risk. We hedge our exposure to variability in future cash flows for forecasted transactions in addition to anticipated future interest payments on existing debt. We recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges are adjusted to fair value through earnings. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative’s change in fair value will be immediately recognized in earnings. Reported net income and capital may increase or decrease prospectively, depending on future levels of interest rates and other variables affecting the fair values of derivative instruments and hedged items, but will have no effect on cash flows. Currently, all of our designated derivative instruments are effective hedging instruments.

As of September 30, 2013, the Company has designated an interest swap agreement on the $30.0 million portion of the 2012 credit facility. The following table summarizes the notional and fair value of our derivative financial instrument at September 30, 2013 based on Level 2 inputs. The notional value is an indication of the extent of our involvement in these instruments at that time, but does not represent exposure to credit, interest rate or market risks (amounts in thousands):

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	Notional Value	Strike Rate	Effective Date	Expiration Date	Balance Sheet Location	Fair Value
Interest Rate Swap	$ 30,000	2.295%	July 2010	June 2016	Other Liabilities	$ (1,412)

Gains and losses on terminated hedges are included in the accumulated other comprehensive loss, and are recognized into earnings over the remaining term of the related senior unsecured notes. As of September 30, 2013 and December 31, 2012, the deferred net losses from these terminated hedges, which are included in accumulated other comprehensive loss relating to net unrealized loss on derivative instrument, was approximately $2.8 million and $3.0 million, respectively.

Over time, the realized and unrealized gains and losses held in accumulated other comprehensive loss will be reclassified into earnings as an adjustment to interest expense in the same periods in which the hedged interest payments affect earnings. We estimate that approximately $1.0 million of the current balance held in accumulated other comprehensive loss will be reclassified into interest expense within the next 12 months.

The following table presents the effect of our derivative financial instruments that are designated and qualify as hedging instruments on the consolidated statements of comprehensive income for the three months ended September 30, 2013 and 2012, respectively (in thousands):

	Amount of Gain or (Loss) Recognized in Other Comprehensive Loss (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income into Income	Amount of Loss Reclassified from Accumulated Other Comprehensive Loss into Income (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Amount of Loss or Recognized into Income (Ineffective Portion)	
	Three Months Ended September 30,			Three Months Ended September 30,			Three Months Ended September 30,	
Derivative	**2013**	**2012**		**2013**	**2012**		**2013**	**2012**
Interest Rate Swaps/Caps	**$ (149)**	$ (248)	Interest expense	**$ 234**	$ 248	Interest expense	**$ (2)**	$ —

The following table presents the effect of our derivative financial instruments that are designated and qualify as hedging instruments on the consolidated statements of income for the nine months ended September 30, 2013 and 2012, respectively (in thousands):

	Amount of Gain or (Loss) Recognized in Other Comprehensive Loss (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income into Income	Amount of Loss Reclassified from Accumulated Other Comprehensive Loss into Income (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Amount of Loss Recognized in Income (Ineffective Portion)	
	Nine Months Ended September 30,			Nine Months Ended September 30,			Nine Months Ended September 30,	
Derivative	**2013**	**2012**		**2013**	**2012**		**2013**	**2012**
Interest Rate Swaps/Caps	**$ 44**	$ (786)	Interest expense	**$ 711**	$ 737	Interest expense	**$ (2)**	$ (2)

10. Related Party Transactions

Cleaning/ Security/ Messenger and Restoration Services

Through Alliance Building Services, or Alliance, First Quality Maintenance, L.P., or First Quality, provides cleaning, extermination and related services, Classic Security LLC provides security services, Bright Star Couriers LLC provides messenger services, and Onyx Restoration Works provides restoration services with respect to certain properties owned by us. Alliance is partially owned by Gary Green, a son of Stephen L. Green, the chairman of SL Green's board of directors. In addition, First Quality has the non-exclusive opportunity to provide cleaning and related services to individual tenants at our properties on a basis separately negotiated with any tenant seeking such additional services. An affiliate of ours has entered

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into an arrangement with Alliance whereby it will receive a profit participation above a certain threshold for services provided by Alliance to certain tenants at certain buildings above the base services specified in their lease agreements. Alliance paid the affiliate approximately $0.7 million, $2.3 million, $0.7 million and $2.1 million for the three and nine months ended September 30, 2013 and 2012, respectively. We paid Alliance approximately $1.5 million, $4.0 million, $1.4 million and $3.8 million for the three and nine months ended September 30, 2013 and 2012, respectively, for these services (excluding services provided directly to tenants).

Allocated Expenses from SL Green

Property operating expenses include an allocation of salary and other operating costs from SL Green based on square footage of the related properties. Such amount was approximately $1.8 million, $5.2 million, $1.7 million and $4.8 million for the three and nine months ended September 30, 2013 and 2012, respectively.

Insurance

We obtained insurance coverage through an insurance program administered by SL Green. In connection with this program, we incurred insurance expense of approximately $1.3 million, $3.8 million, $1.2 million and $3.5 million for the three and nine months ended September 30, 2013 and 2012, respectively.

11. Commitments and Contingencies

Legal Proceedings
We are not presently involved in any material litigation nor, to our knowledge, is any material litigation threatened against us or our properties, other than routine litigation arising in the ordinary course of business. Management believes the costs, if any, incurred by us related to this litigation will not materially affect our financial position, operating results or liquidity.

Environmental Matters
Our management believes that the properties are in compliance in all material respects with applicable Federal, state and local ordinances and regulations regarding environmental issues. Management is not aware of any environmental liability that it believes would have a materially adverse impact on our financial position, results of operations or cash flows. Management is unaware of any instances in which it would incur significant environmental cost if any of our properties were sold.

Capital and Ground Leases Arrangements
The following is a schedule of future minimum lease payments under capital lease and non-cancellable operating leases with initial terms in excess of one year as of September 30, 2013 (in thousands):

	Capital lease	Non-cancellable operating leases
2013 (3 months)	$ 537	$ 3,782
2014	2,147	15,127
2015	2,218	15,282
2016	2,361	15,592
2017	2,361	15,592
Thereafter	299,302	932,123
Total minimum lease payments	308,926	$ 997,498
Less amount representing interest	(281,837)	
Present value of net minimum lease payments	$ 27,089	

12. Segment Information

We are engaged in acquiring, owning, managing and leasing commercial properties in Manhattan, Westchester County and Connecticut and have two reportable segments, real estate and preferred equity and other investments. We evaluate real estate performance and allocate resources based on earnings contribution to income from continuing operations.

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Our real estate portfolio is primarily located in the geographical markets of Manhattan, Westchester County and Connecticut. The primary sources of revenue are generated from tenant rents and escalations and reimbursement revenue. Real estate property operating expenses consist primarily of security, maintenance, utility costs, real estate taxes and ground rent expense (at certain applicable properties). See Note 4, "Preferred Equity and Other Investment," for additional details on our preferred equity and other investment.

Selected results of operations for the three and nine months ended September 30, 2013 and 2012 and selected asset information as of September 30, 2013 and December 31, 2012, regarding our operating segments are as follows (in thousands):

	Real Estate Segment	Preferred Equity and Other Investment Segment	Total Company
Total revenues, including equity in net income from unconsolidated joint venture			
Three months ended:			
September 30, 2013	$ 130,749	$ 9,904	$ 140,653
September 30, 2012, As Adjusted	127,686	—	127,686
Nine months ended:			
September 30, 2013	$ 389,254	$ 29,947	$ 419,201
September 30, 2012, As Adjusted	374,008	—	374,008
Income from continuing operations:			
Three months ended:			
September 30, 2013	$ 6,808	$ 8,182	$ 14,990
September 30, 2012, As Adjusted	5,832	—	5,832
Nine months ended:			
September 30, 2013	$ 26,835	$ 24,636	$ 51,471
September 30, 2012, As Adjusted	29,485	469	29,954
Total assets:			
As of:			
September 30, 2013	$ 5,040,500	$ 379,834	$ 5,420,334
December 31, 2012	5,057,563	338,693	5,396,256

Income from continuing operations represents total revenues less total expenses for the real estate segment and total investment income and equity in net income from unconsolidated joint venture less allocated interest expense and provision for loan losses for the preferred equity and other investment segment. Interest costs for the preferred equity and other investment segment are imputed assuming 100% leverage at 2012 credit facility borrowing cost. We also allocate loan loss reserves, net of recoveries to the preferred equity and other investment. We do not allocate marketing, general and administrative expenses and transaction related costs to the preferred equity and other investment segment, since we base performance on the individual segments prior to allocating marketing, general and administrative expenses. All other expenses, except interest, relate entirely to the real estate assets. There were no transactions between the above two segments.

13. Subsequent Events

In November 2013, we closed on the acquisition of a mixed-use residential and commercial property located at 315 West 33rd Street for $386.8 million.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Reckson Operating Partnership, L.P., or ROP, commenced operations on June 2, 1995. The sole general partner of ROP is a wholly-owned subsidiary of SL Green Operating Partnership, L.P., or the Operating Partnership. The sole limited partner of ROP is the Operating Partnership. SL Green Realty Corp., or SL Green, is the general partner of the Operating Partnership.

ROP is engaged in the acquisition, management, operation, leasing and financing of commercial real estate properties, principally office properties and also owns land for future development located in the New York City, Westchester County and Connecticut, which collectively is also known as the New York Metropolitan area.

On January 25, 2007, SL Green completed the acquisition of all of the outstanding shares of common stock of Reckson Associates Realty Corp., or RARC, the prior general partner of ROP. This transaction is referred to herein as the Merger.

In connection with the closing of our 2011 revolving credit facility and new 2012 credit facility in which we, along with SL Green and the Operating Partnership are borrowers, SL Green transferred five properties with total assets aggregating to $683.8 million at November 1, 2011 and transferred three additional properties, with total assets aggregating to $320.2 million at December 31, 2012, to ROP. Under the Business Combinations guidance, these transfers were determined to be transfers of businesses between the indirect parent company and its wholly-owned subsidiary. As such, the assets and liabilities were transferred at their carrying value. These transfers are required to be recorded as of the beginning of the current reporting period as though the assets and liabilities had been transferred at that date. The financial statements and financial information presented for all prior periods have been retrospectively adjusted to furnish comparative information.

On September 30, 2012, SL Green transferred $324.9 million of its preferred equity investments to ROP, one of which was subject to a secured $50.0 million loan. Under the Business Combinations guidance, these transfers were determined to be transfers of assets between the indirect parent company and its wholly-owned subsidiary. As such, the assets were transferred at their carrying value and accounted for prospectively from the date of transfer.

The following discussion related to our consolidated financial statements should be read in conjunction with the financial statements appearing in this Quarterly Report on Form 10-Q and in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2012.

As of September 30, 2013, we owned the following interests in commercial office properties in the New York Metropolitan area, primarily in midtown Manhattan, a borough of New York City. Our investments in the New York Metropolitan area also include investments in Westchester County and Connecticut, which are collectively known as the Suburban assets:

Location	Ownership	Number of Properties	Square Feet	Weighted Average Occupancy(1)
Manhattan	Consolidated properties	12	6,866,400	96.0%
Suburban	Consolidated properties	17	2,785,500	78.3%
		29	9,651,900	90.9%

(1) The weighted average occupancy represents the total leased square feet divided by total available rentable square feet.

As of September 30, 2013, we also own a development property encompassing approximately 104,000 square feet as well as an inventory of development parcels that aggregated approximately 81 acres of land in four separate parcels on which we can, based on estimates at September 30, 2013, develop approximately 1.1 million square feet of office space and in which we had invested approximately $67.8 million. As of September 30, 2013, we also held preferred equity investments and an investment in an unconsolidated joint venture that holds a preferred equity interest in a retail property located in Manhattan with an aggregate book value of $378.8 million.

Critical Accounting Policies

Refer to our 2012 Annual Report on Form 10-K for a discussion of our critical accounting policies, which include investment in commercial real estate properties, investment in unconsolidated joint ventures, revenue recognition, allowance for doubtful accounts, reserve for possible credit losses and derivative instruments. There have been no changes to these policies during the nine months ended September 30, 2013.

Results of Operations

Comparison of the three months ended September 30, 2013 to the three months ended September 30, 2012

The following section compares the results of operations for the three months ended September 30, 2013 to the three months ended September 30, 2012 for the 29 consolidated properties owned by ROP.

(in millions)	2013	2012	$ Change	% Change
		As Adjusted		
Rental revenue, net	$ 109,843	$ 106,217	$ 3,626	3.4 %
Escalation and reimbursement	20,296	18,588	1,708	9.2 %
Investment income	9,424	—	9,424	100.0 %
Other income	610	2,881	(2,271)	(78.8)%
Total revenues	140,173	127,686	12,487	9.8 %
Property operating expenses	60,218	54,904	5,314	9.7 %
Transaction related costs	—	811	(811)	(100.0)%
Marketing, general and administrative	88	119	(31)	(26.1)%
	60,306	55,834	4,472	8.0 %
Net operating income	79,867	71,852	8,015	11.2 %
Interest expense, net of interest income	(29,430)	(27,059)	(2,371)	8.8 %
Depreciation and amortization	(35,927)	(34,366)	(1,561)	4.5 %
Equity in net loss on sale of interest in unconsolidated joint venture/real estate	—	(4,778)	4,778	100.0 %
Equity in net income from unconsolidated joint venture	480	183	297	162.3 %
Income from continuing operations	14,990	5,832	9,158	157.0 %
Net income from discontinued operations	1,358	855	503	58.8 %
Gain on sale of discontinued operations	13,787	—	13,787	100.0 %
Net income	$ 30,135	$ 6,687	$ 23,448	350.7 %

Rental, Escalation and Reimbursement Revenues

Occupancy for our Manhattan portfolio was 96.0% at September 30, 2013 compared to 94.7% at September 30, 2012. Occupancy for our Suburban portfolio was 78.3% at September 30, 2013 compared to 79.5% at September 30, 2012. At September 30, 2013, approximately 4.3% and 0.6% of the space leased at our consolidated Manhattan and Suburban properties, respectively, is expected to expire during the remainder of 2013. Based on our estimates, the current market rents on all our consolidated Manhattan and Suburban properties for leases that are expected to expire during the remainder of 2013 would be higher by approximately 11.5% and 18.0%, respectively, than the existing in-place fully escalated rents while the current market rents on all our consolidated Manhattan and Suburban properties for leases that are scheduled to expire in all future years would be approximately 9.3% and 3.6% higher, respectively, than the existing in-place fully escalated rents.

Rental revenues depend on our ability to maintain the occupancy rates of currently leased space and to lease currently available space and space available from unscheduled lease terminations.

Rental revenue increased primarily as a result of the acquisition of 641 Sixth Avenue in September 2012 ($3.0 million).

Escalation and reimbursement revenue increased primarily as a result of higher real estate tax recoveries ($1.1 million) and operating escalations ($0.4 million) from non-acquisition properties and the acquisition of 641 Sixth Avenue ($0.2 million).

Investment Income
Investment income increased primarily as a result of the preferred equity investments that were transferred to us by SL Green in September 2012 ($9.4 million).

Other Income
Other income decreased primarily as a result of lower lease buy-out income ($1.2 million) and real estate tax refunds in 2012 ($1.1 million).

Property Operating Expenses
Property operating expenses increased primarily as a result of higher real estate taxes resulting from higher assessed values and tax rates from non-acquisition properties ($2.1 million), the extension and modification of the terms of the ground lease at 673 First Avenue in September 2012 ($1.2 million), the acquisition of 641 Sixth Avenue ($0.9 million) and repairs and maintenance ($0.5 million) and payroll costs ($0.3 million) from non-acquisition properties.

Transaction Related Costs
During the three months ended September 30, 2012, transaction related costs primarily included costs associated with the acquisition of 641 Sixth Avenue.

Interest Expense, Net of Interest Income
Interest expense, net of interest income increased primarily as a result of the issuance of a $200.0 million aggregate principal amount of 4.5% senior notes due 2022 in November 2012 ($2.3 million) and the assumption of the $50.0 million loan ($1.0 million), which was transferred to us by SL Green in September 2012, partially offset by the repayment of debt at 609 Fifth Avenue ($1.3 million) and 110 East 42nd Street ($1.0 million) in December 2012.

Depreciation and Amortization
Depreciation and amortization increased primarily as a result of the acquisition of 641 Sixth Avenue ($1.2 million) in September 2012.

Equity in Net Loss on Sale of Interest in Unconsolidated Joint Venture/Real Estate
During the three months ended September 30, 2012, we recognized a gain from the sale of One Court Square ($4.8 million).

Discontinued Operations
Discontinued operations for the three months ended September 30, 2013 included the gain on sale recognized for 333 West 34th Street ($13.8 million), which closed in August 2013, as well as its results of operations. Prior year's results of operations were reclassified to discontinued operations to conform with the current presentation.

Comparison of the nine months ended September 30, 2013 to the nine months ended September 30, 2012

The following section compares the results of operations for the nine months ended September 30, 2013 to the nine months ended September 30, 2012 for the 29 consolidated properties owned by ROP.

(in millions)	2013	2012	$ Change	% Change
		As Adjusted		
Rental revenue, net	$ 329,931	$ 313,580	$ 16,351	5.2 %
Escalation and reimbursement	55,732	55,685	47	0.1 %
Investment income	28,620	—	28,620	100.0 %
Other income	3,591	4,743	(1,152)	(24.3)%
Total revenues	$ 417,874	$ 374,008	$ 43,866	11.7 %
Property operating expenses	174,042	161,009	13,033	8.1 %
Loan loss reserves, net of recoveries	—	(472)	472	(100.0)%
Transaction related costs	11	1,672	(1,661)	(99.3)%
Marketing, general and administrative	276	251	25	10.0 %
	174,329	162,460	11,869	7.3 %
Net operating income	243,545	211,548	31,997	15.1 %
Interest expense, net of interest income	(86,328)	(83,545)	(2,783)	3.3 %
Depreciation and amortization	(106,997)	(100,029)	(6,968)	7.0 %
Equity in net gain on sale of interest in unconsolidated joint venture/real estate	—	1,011	(1,011)	(100.0)%
Equity in net income from unconsolidated joint venture	1,327	969	358	36.9 %
Loss on early extinguishment of debt	(76)	—	(76)	(100.0)%
Income from continuing operations	51,471	29,954	21,517	71.8 %
Net income from discontinued operations	4,244	3,052	1,192	39.1 %
Gain on sale of discontinued operations	13,787	—	13,787	100.0 %
Net income	$ 69,502	$ 33,006	$ 36,496	110.6 %

Rental, Escalation and Reimbursement Revenues

Occupancy for our Manhattan portfolio was 96.0% at September 30, 2013 compared to 94.7% at September 30, 2012. Occupancy for our Suburban portfolio was 78.3% at September 30, 2013 compared to 79.5% at September 30, 2012. At September 30, 2013, approximately 4.3% and 0.6% of the space leased at our consolidated Manhattan and Suburban properties, respectively, is expected to expire during the remainder of 2013. Based on our estimates, the current market rents on all our consolidated Manhattan and Suburban properties for leases that are expected to expire during the remainder of 2013 would be higher by approximately 11.5% and 18.0%, respectively, than the existing in-place fully escalated rents while the current market rents on all our consolidated Manhattan and Suburban properties for leases that are scheduled to expire in future years would be approximately 9.3% and 3.6% higher, respectively, than the existing in-place fully escalated rents.

Rental revenues depend on our ability to maintain the occupancy rates of currently leased space and to lease currently available space and space available from unscheduled lease terminations.

Rental revenue increased primarily as a result of the acquisitions of 641 Sixth Avenue in September 2012 ($7.6 million) and 304 Park Avenue South in June 2012 ($5.4 million).

Escalation and reimbursement revenue was flat compared to prior year primarily as a result of higher real estate tax recoveries from non-acquisition properties ($1.4 million) and the acquisitions of 641 Sixth Avenue ($0.5 million) and 304 Park Avenue South ($0.5 million), partially offset by lower electric reimbursements ($1.7 million) and operating escalations ($0.7 million) from non-acquisition properties.

Investment Income
Investment income increased primarily as a result of the preferred equity investments that were transferred to us by SL Green in September 2012 ($28.6 million).

Other Income
Other income decreased primarily as a result of real estate tax refunds in 2012 ($1.1 million) and lower fee and other income ($0.6 million), partially offset by higher lease buy-out income ($0.6 million).

Property Operating Expenses
Property operating expenses increased primarily as a result of the extension and modification of the terms of the ground lease at 673 First Avenue in September 2012 ($2.9 million), the acquisitions of 641 Sixth Avenue ($2.8 million) and 304 Park Avenue South ($2.1 million), and higher real estate taxes resulting from higher assessed values and tax rates ($2.1 million), payroll costs ($0.8 million) and repairs and maintenance ($0.8 million) from non-acquisition properties.

Interest Expense, Net of Interest Income
Interest expense, net of interest income increased primarily as a result of the issuance of a $200.0 million aggregate principal amount of 4.5% senior notes due 2022 in November 2012 ($6.9 million) and the assumption of the $50.0 million loan ($3.1 million), partially offset by the repayment of debt at 609 Fifth Avenue ($4.9 million) and 110 East 42nd Street ($2.9 million) in December 2012.

Transaction Related Costs
During the nine months ended September 30, 2012, transaction related costs primarily included costs associated with the acquisitions of 304 Park Avenue South and 641 Sixth Avenue.

Depreciation and Amortization Expense
Depreciation and amortization expense increased primarily as a result of the acquisitions of 304 Park Avenue South ($2.5 million) and 641 Sixth Avenue ($2.1 million) and the remaining increase primarily resulting from increased capital expenditures at the non-acquisition properties.

Equity in Net Gain on Sale of Interest in Unconsolidated Joint Venture/Real Estate
During the nine months ended September 30, 2012, we recognized a loss from the sale of One Court Square ($1.0 million)

Discontinued Operations
Discontinued operations for the nine months ended September 30, 2013 included the gain on sale recognized for 333 West 34th Street ($13.8 million), which closed in August 2013, as well as its results of operations. Prior year's results of operations were reclassified to discontinued operations to conform with the current presentation.

Liquidity and Capital Resources

On January 25, 2007, we were acquired by SL Green. See Item 2 “Management’s Discussion and Analysis—Liquidity and Capital Resources” in SL Green and the Operating Partnership’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 for a complete discussion of additional sources of liquidity available to us due to our indirect ownership by SL Green.

We currently expect that our principal sources of funds to meet our short-term and long-term liquidity requirements for working capital and funds for acquisition and redevelopment of properties, tenant improvements, leasing costs, repurchases or repayments of outstanding indebtedness (which may include exchangeable debt) and for preferred equity investments will include:

(1) Cash flow from operations;
(2) Cash on hand;
(3) Borrowings under our 2012 credit facility;
(4) Other forms of secured or unsecured financing;
(5) Net proceeds from divestitures of properties and redemptions, participations and dispositions of preferred equity investments; and
(6) Proceeds from debt offerings by us.

Cash flow from operations is primarily dependent upon the occupancy level of our portfolio, the net effective rental rates achieved on our leases, the collectability of rent and operating escalations and recoveries from our tenants and the level of operating and other costs. Additionally, we believe that our preferred equity investment program will continue to serve as a source of capital.

We believe that our sources of working capital, specifically our cash flow from operations and SL Green's liquidity are adequate for us to meet our short-term and long-term liquidity requirements for the foreseeable future.

Cash Flows

The following summary discussion of our cash flows is based on our consolidated statements of cash flows in "Item 1. Financial Statements" and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below.

Cash and cash equivalents were $26.6 million and $20.3 million at September 30, 2013 and 2012, respectively, representing an increase of 6.3 million. The increase was a result of the following changes in cash flows (in thousands):

	Nine months ended September 30,		
	2013	2012	Increase (Decrease)
		As Adjusted	
Net cash provided by operating activities	$ 86,292	$ 78,243	$ 8,049
Net cash used in investing activities	$ (64,409)	$ (254,963)	$ 190,554
Net cash (used in) provided by financing activities	$ (29,367)	$ 170,389	$ (199,756)

Our principal source of operating cash flow is related to the leasing and operating of the properties in our portfolio. Our properties provide a relatively consistent stream of cash flow that provides us with resources to pay operating expenses, service debt and fund quarterly dividend and distribution payment requirements. At September 30, 2013, our portfolio was 90.9% occupied. Our preferred equity investments also provide a steady stream of operating cash flow to us.

Cash is used in investing activities to fund acquisitions, redevelopment projects and recurring and nonrecurring capital expenditures. We selectively invest in existing buildings that meet our investment criteria. During the nine months ended September 30, 2013, when compared to the nine months ended September 30, 2012, we used cash primarily for the following investing activities (in thousands):

Acquisition of real estate	$ 277,060
Proceeds from sale of real estate	166,751
Capital expenditures and capitalized interest	(11,105)
Distributions from unconsolidated joint ventures	(152)
Preferred equity and other investment	(32,697)
Restricted cash — capital improvements/acquisitions	(209,303)
Decrease in net cash used in investments activities	$ 190,554

Funds spent on capital expenditures, which comprise building and tenant improvements, increased from $28.4 million for the nine months ended September 30, 2012 to $39.5 million for the nine months ended September 30, 2013. The increased capital expenditures relate primarily to costs incurred in connection with redevelopment of properties and the build-out of space for tenants resulting from new leasing activity.

We generally fund our investment activity through property-level financing, our 2012 credit facility, senior unsecured notes and asset sales. During the nine months ended September 30, 2013, when compared to the nine months ended September 30, 2012, we used cash for the following financing activities (in thousands):

Repayments under our debt obligations	$	391,519
Proceeds from debt obligations		30,661
Contributions from common unitholder		(571,546)
Distributions to common unitholder and noncontrolling interests		(50,705)
Deferred loan costs and capital lease obligation		315
Increase in net cash used in financing activities	$	(199,756)

Capitalization

Since consummation of the Merger on January 25, 2007, the Operating Partnership has owned all the economic interests in ROP either by direct ownership or by indirect ownership through 100% ownership by our general partner.

Contractual Obligations

Refer to our 2012 Annual Report on Form 10-K for a discussion of our contractual obligations. There have been no material changes, outside the ordinary course of business, to these contractual obligations during the nine months ended September 30, 2013.

Corporate Indebtedness

2012 Credit Facility

In November 2012, we entered into a $1.6 billion credit facility, or the 2012 credit facility, which refinanced, extended and upsized the previous 2011 revolving credit facility. The 2012 credit facility consists of a $1.2 billion revolving credit facility, or the revolving credit facility, and a $400.0 million term loan, or the term loan facility. The revolving credit facility matures in March 2017 and includes two six-month extension options, subject to certain conditions and the payment of an extension fee of 10 basis points for each such extension. We also have an option, subject to customary conditions, without the consent of existing lenders, to increase the capacity under the revolving credit facility to $1.5 billion at any time prior to the maturity date for the revolving credit facility, by obtaining additional commitments from our current lenders and other financial institutions. The term loan facility matures on March 30, 2018.

The 2012 credit facility bears interest at a spread over LIBOR ranging from (i) 100 basis points to 175 basis points for loans under the revolving credit facility and (ii) 115 basis points to 200 basis points for loans under the term loan facility, in each case based on the credit rating assigned to our senior unsecured long-term indebtedness. At September 30, 2013, the applicable spread was 145 basis points for revolving credit facility and 165 basis points for the term loan facility. At September 30, 2013, the effective interest rate was 1.64% for revolving credit facility and 2.00% for the term loan facility. We are required to pay quarterly in arrears a 15 to 35 basis point fee on the unused balance of the commitments under the revolving credit facility. As of September 30, 2013, the facility fee was 30 basis points. At September 30, 2013, we had approximately $79.1 million of outstanding letters of credit, $340.0 million million borrowings under the revolving credit facility and $400.0 million outstanding under the term loan facility, with undrawn capacity of $0.9 billion under the 2012 credit facility.

We, SL Green and the Operating Partnership are all borrowers jointly and severally obligated under the 2012 credit facility. No other subsidiary of ours is an obligor under the 2012 credit facility.

The 2012 credit facility includes certain restrictions and covenants (see Restrictive Covenants below).

Senior Unsecured Notes

The following table sets forth our senior unsecured notes and other related disclosures as of September 30, 2013 and December 31, 2012, respectively, by scheduled maturity date (amounts in thousands):

Issuance	September 30, 2013 Unpaid Principal Balance	September 30, 2013 Accreted Balance	December 31, 2012 Accreted Balance	Coupon Rate(1)	Effective Rate	Term (in Years)	Maturity
August 13, 2004(2)	$ **75,898**	$ **75,898**	$ 75,898	5.88%	5.88%	10	August 15, 2014
March 31, 2006(2)	**255,308**	**255,194**	255,165	6.00%	6.00%	10	March 31, 2016
August 5, 2011(3)	**250,000**	**249,666**	249,620	5.00%	5.00%	7	August 15, 2018
March 16, 2010(3)	**250,000**	**250,000**	250,000	7.75%	7.75%	10	March 15, 2020
November 15, 2012(3)	**200,000**	**200,000**	200,000	4.50%	4.50%	10	December 1, 2022
June 27, 2005(4)	**7**	**7**	7	4.00%	4.00%	20	June 15, 2025
	$ **1,031,213**	$ **1,030,765**	$ 1,030,690				

(1) Interest on the senior unsecured notes is payable semi-annually with principal and unpaid interest due on the scheduled maturity dates.
(2) On December 27, 2012, we repurchased $42.4 million aggregate principal amount of these notes, consisting of $22.7 million of the 5.875% Notes and $19.7 million of the 6.000% Notes, for a total consideration of $46.4 million and realized a net loss on early extinguishment of debt of approximately $3.8 million.
(3) We, SL Green and the Operating Partnership are co-obligors.
(4) Exchangeable senior debentures which are currently callable at par. In addition, the debentures can be put to us, at the option of the holder at par plus accrued and unpaid interest, on June 15, 2015 and 2020 and upon the occurrence of certain change of control transactions. As a result of the Merger, the adjusted exchange rate for the debentures is 7.7461 shares of SL Green's common stock per $1,000 of principal amount of debentures and the adjusted reference dividend for the debentures is $1.3491. During the year ended December 31, 2012, we repurchased $650,000 of these bonds at par.

ROP also provides a guaranty of the Operating Partnership's obligations under its 3.00% Exchangeable Senior Notes due 2017.

Restrictive Covenants

The terms of the 2012 credit facility and certain of our senior unsecured notes include certain restrictions and covenants which may limit, among other things, SL Green's ability to pay dividends, make certain types of investments, incur additional indebtedness, incur liens and enter into negative pledge agreements and dispose of assets, and which require compliance with financial ratios relating to the minimum amount of tangible net worth, a maximum ratio of total indebtedness to total asset value, a minimum ratio of EBITDA to fixed charges, a maximum ratio of secured indebtedness to total asset value and a maximum ratio of unsecured indebtedness to unencumbered asset value. The dividend restriction referred to above provides that SL Green will not during any time when a default is continuing, make distributions with respect to its common stock or other equity interests, except to enable SL Green to continue to qualify as a REIT for Federal income tax purposes. As of September 30, 2013 and December 31, 2012, we were in compliance with all such covenants.

Market Rate Risk

We are exposed to changes in interest rates primarily from our variable rate debt. Our exposure to interest rate changes are managed through either the use of interest rate derivative instruments and/or through our variable rate preferred equity investments. A hypothetical 100 basis point increase in interest rates along the entire interest rate curve for 2013 would increase our annual interest cost by approximately $7.0 million.

We recognize most derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is considered a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

Approximately $1.6 billion of our long-term debt bears interest at fixed rates, and therefore the fair value of these instruments is affected by changes in the market interest rates. The interest rate on our variable rate debt as of September 30, 2013 was based on a spread of LIBOR plus 145 basis points to LIBOR plus 165 basis points.

Off-Balance Sheet Arrangements

We have a number of off-balance sheet investments, including our preferred equity investments. These investments all have varying ownership structures. Our off-balance sheet arrangements are discussed in Note 4, "Preferred Equity and Other Investment" in the accompanying consolidated financial statements.

Capital Expenditures

We estimate that for the three months ending December 31, 2013, we expect to incur approximately $46.7 million of capital expenditures, which are net of loan reserves, (including tenant improvements and leasing commissions) on consolidated properties. We expect to fund these capital expenditures with operating cash flow and cash on hand. Future property acquisitions may require substantial capital investments for refurbishment and leasing costs. We expect that these financing requirements will be met in a similar fashion. We believe that we will have sufficient resources to satisfy our capital needs during the next 12-month period. Thereafter, we expect our capital needs will be met through a combination of cash on hand, net cash provided by operations, borrowings, potential asset sales or additional debt issuances.

Related Party Transactions

Cleaning/ Security/ Messenger and Restoration Services

Through Alliance Building Services, or Alliance, First Quality Maintenance, L.P., or First Quality, provides cleaning, extermination and related services, Classic Security LLC provides security services, Bright Star Couriers LLC provides messenger services, and Onyx Restoration Works provides restoration services with respect to certain properties owned by us. Alliance is partially owned by Gary Green, a son of Stephen L. Green, the chairman of SL Green's board of directors. In addition, First Quality has the non-exclusive opportunity to provide cleaning and related services to individual tenants at our properties on a basis separately negotiated with any tenant seeking such additional services. An affiliate of ours has entered into an arrangement with Alliance whereby it will receive a profit participation above a certain threshold for services provided by Alliance to certain tenants at certain buildings above the base services specified in their lease agreements. Alliance paid the affiliate approximately $0.7 million, $2.3 million, $0.7 million and $2.1 million for the three and nine months ended September 30, 2013 and 2012, respectively. We paid Alliance approximately $1.5 million, $4.0 million, $1.4 million and $3.8 million for the three and nine months ended September 30, 2013 and 2012, respectively, for these services (excluding services provided directly to tenants).

Allocated Expenses from SL Green

Property operating expenses include an allocation of salary and other operating costs from SL Green based on square footage of the related properties. Such amount was approximately $1.8 million, $5.2 million, $1.7 million and $4.8 million for the three and nine ended September 30, 2013 and 2012, respectively.

Insurance

ROP gets insurance through a program administered by SL Green. SL Green maintains "all-risk" property and rental value coverage (including coverage regarding the perils of flood, earthquake and terrorism) within two property insurance portfolios and liability insurance. This includes the ROP assets. As of September 30, 2013, the first property portfolio maintains a blanket limit of $950.0 million per occurrence, including terrorism, for the majority of the New York City properties in our portfolio. The second portfolio maintains a limit of $700.0 million per occurrence, including terrorism, for some New York City properties and the majority of the Suburban properties. Both policies expire on December 31, 2013. Each policy includes $100.0 million of flood coverage with a lower sublimit for locations in high hazard flood zones. SL Green maintains liability policies which cover all our properties and provide limits of $201.0 million per occurrence and in the aggregate per location. The liability policies expire on October 31, 2014. Additional coverage may be purchased on a stand-alone basis for certain assets.

In October 2006, SL Green formed a wholly-owned taxable REIT subsidiary, Belmont Insurance Company, or Belmont, to act as a captive insurance company and be one of the elements of its overall insurance program. Belmont was formed in an effort to, among other reasons, stabilize to some extent the fluctuations of insurance market conditions. Belmont is licensed in New York to write Terrorism, NBCR (nuclear, biological, chemical, and radiological), General Liability, Environmental Liability, Flood and D&O coverage.

- Terrorism: Belmont acts as a direct property insurer with respect to a portion of our terrorism coverage for the New York City properties. Belmont has a terrorism coverage limit of $850.0 million in a layer in excess of $100.0 million. In addition, Belmont purchased reinsurance to reinsure the retained insurable risk not otherwise covered under Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007, or TRIPRA, as detailed below.

- NBCR: Belmont has acted as a direct insurer of NBCR coverage and since December 31, 2011, has provided coverage up to $750.0 million on SL Green's entire property portfolio for certified acts of terrorism above a program trigger of $100.0 million. Belmont is responsible for a small deductible and 15% of a loss, with the remaining 85% covered by the Federal government.

- General Liability: For the period commencing October 31, 2010, Belmont insures a retention on the general liability insurance of $150,000 per occurrence and a $2.1 million annual aggregate stop loss limit. SL Green has secured excess insurance to protect against catastrophic liability losses above the $150,000 retention. Prior policy years carried a higher per occurrence deductible and/or higher aggregate stop loss. Belmont has retained a third party administrator to manage all claims within the retention and we anticipate that direct management of liability claims will improve loss experience and ultimately lower the cost of liability insurance in future years. In addition, SL Green has an umbrella liability policy of $200.0 million per occurrence and in the aggregate on a per location basis.

- Environmental Liability: Belmont insures a deductible of $975,000 per occurrence in excess of $25,000 on a $25.0 million per occurrence and $30.0 million aggregate environmental liability policy covering SL Green's entire portfolio.

- Flood: For the period commencing December 31, 2012, Belmont insures a portion of the high hazard flood deductible on the New York City portfolio. Belmont insurance reduces the average deductible from $3.0 million to $1.0 million.

- Employment Practices Liability: As of September 16, 2013, Belmont insures a retention of $150,000 per occurrence in excess of $100,000 on a $10 million per occurrence and $10 million annual aggregate employment practices liability policy.

- Errors and Omissions (Professional Liability): As of October 19, 2013, Belmont insures a retention of $225,000 per occurrence in excess of $25,000 on a $10.0 million per occurrence and $10.0 million annual aggregate employment practices liability policy.

The Terrorism Risk Insurance Act, or TRIA, which was enacted in November 2002, was renewed on December 31, 2005 and again on December 31, 2007. Congress extended TRIA, now called TRIPRA (Terrorism Risk Insurance Program Reauthorization and Extension Act of 2007) until December 31, 2014. The law extends the federal Terrorism Insurance Program that requires insurance companies to offer terrorism coverage and provides for compensation for insured losses resulting from acts of certified terrorism, subject to the current program trigger of $100.0 million. There is no assurance that TRIPRA will be extended.

Our debt instruments, consisting of a non-recourse mortgage note secured by one of our properties, mezzanine loans, ground leases, our 2012 credit facility, senior unsecured notes and other corporate obligations, contain customary covenants requiring us to maintain insurance. Although we believe that we currently maintain sufficient insurance coverage to satisfy these obligations, there is no assurance that in the future we will be able to procure coverage at a reasonable cost. In such instances, there can be no assurance that the lenders or ground lessors under these instruments will not take the position that a total or partial exclusion from "all-risk" insurance coverage for losses due to terrorist acts is a breach of these debt and ground lease instruments allowing the lenders or ground lessors to declare an event of default and accelerate repayment of debt or recapture of ground lease positions. In addition, if lenders prevail in asserting that we are required to maintain full coverage for these risks, it could result in substantially higher insurance premiums.

In connection with this insurance program administered by SL Green, we incurred insurance expense of approximately $1.3 million, $3.8 million, $1.2 million and $3.5 million for the three and nine months ended September 30, 2013 and 2012, respectively.

Inflation

Substantially all of the office leases provide for separate real estate tax and operating expense escalations as well as operating expense recoveries based on increases in the Consumer Price Index or other measures such as porters' wage. In addition, many of the leases provide for fixed base rent increases. We believe that inflationary increases may be at least partially offset by the contractual rent increases and expense escalations described above.

Accounting Standards Updates

The Accounting Standards Updates are discussed in Note 2, "Significant Accounting Policies—Accounting Standards Updates" in the accompanying consolidated financial statements.

Forward-Looking Information

This report includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are intended to be covered by the safe harbor provisions thereof. All statements, other than statements of historical facts, included in this report that address activities, events or developments that we expect, believe or anticipate will or may occur in the future, including such matters as future capital expenditures, dividends and acquisitions (including the amount and nature thereof), development trends of the real estate industry and the Manhattan, Westchester County and Connecticut office markets, business strategies, expansion and growth of our operations and other similar matters, are forward-looking statements. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate.

Forward-looking statements are not guarantees of future performance and actual results or developments may differ materially, and we caution you not to place undue reliance on such statements. Forward-looking statements are generally identifiable by the use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "continue," or the negative of these words, or other similar words or terms.

Forward-looking statements contained in this report are subject to a number of risks and uncertainties that may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by forward-looking statements made by us. These risks and uncertainties include:

- the effect of general economic, business and financial conditions, and their effect on the New York metropolitan real estate market in particular;
- dependence upon certain geographic markets;
- risks of real estate acquisitions, dispositions and developments, including the cost of construction delays and cost overruns;
- risks relating to preferred equity investments;
- availability and creditworthiness of prospective tenants and borrowers;
- bankruptcy or insolvency of a major tenant or a significant number of smaller tenants;
- adverse changes in the real estate markets, including reduced demand for office space, increasing vacancy, and increasing availability of sublease space;
- availability of capital (debt and equity);
- unanticipated increases in financing and other costs, including a rise in interest rates;
- our ability to comply with financial covenants in our debt instruments;
- SL Green's ability to maintain its status as a REIT;
- risks of investing through joint venture structures, including the fulfillment by our partners of their financial obligations;
- the continuing threat of terrorist attacks, in particular in the New York Metropolitan area and on our tenants;

- our ability to obtain adequate insurance coverage at a reasonable cost and the potential for losses in excess of our insurance coverage, including as a result of environmental contamination; and
- legislative, regulatory and/or safety requirements adversely affecting REITs and the real estate business, including costs of compliance with the Americans with Disabilities Act, the Fair Housing Act and other similar laws and regulations.

Other factors and risks to our business, many of which are beyond our control, are described in other sections of this report and in our other filings with the SEC. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of future events, new information or otherwise.

The risks included here are not exhaustive. Other sections of this report may include additional factors that could adversely affect ROP's business and financial performance. In addition, sections of SL Green's Annual Report on Form 10-K for the year ended December 31, 2012 contain additional factors that could adversely affect our business and financial performance. Moreover, ROP operates in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on ROP's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

ITEM 3. Quantitative and Qualitative Disclosure About Market Risk

For quantitative and qualitative disclosures about market risk, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," in our Annual Report on Form 10-K for the year ended December 31, 2012. Our exposures to market risk have not changed materially since December 31, 2012.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer of our general partner, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) of the Exchange Act. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within ROP to disclose material information otherwise required to be set forth in our periodic reports. Also, we have an investment in an unconsolidated joint venture. As we do not control this entity, our disclosure controls and procedures with respect to such entity are necessarily substantially more limited than those we maintain with respect to our consolidated subsidiaries.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including the President and Treasurer of our general partner, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation as of the end of the period covered by this report, the President and Treasurer of our general partner concluded that our disclosure controls and procedures were effective to give reasonable assurance to the timely collection, evaluation and disclosure of information relating to ROP that would potentially be subject to disclosure under the Exchange Act and the rules and regulations promulgated thereunder.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal control over financial reporting during the three months ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

As of September 30, 2013, we were not involved in any material litigation nor, to management's knowledge, any material litigation threatened against us or our portfolio other than routine litigation arising in the ordinary course of business or litigation that is adequately covered by insurance.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in "Item 1A. Part I Risk Factors" in our 2012 Annual Report on Form 10-K. We encourage you to read "Item 1A. of Part I Risk Factors" in the 2012 Annual Report on Form 10-K for SL Green Realty Corp., our indirect parent company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) Exhibits:

10.1	Amended and Restated Employment and Noncompetition Agreement, dated as of September 12, 2013, by and between SL Green and Marc Holliday, incorporated by reference SL Green's Form 8-K, dated September 12, 2013, filed with the SEC on September 12, 2013.*
10.2	Deferred Compensation Agreement (2013), dated as of September 12, 2013, by and between SL Green and Marc Holliday, incorporated by reference to SL Green's Form 8-K, dated September 12, 2013, filed with the SEC on September 12, 2013.*
10.3	Employment and Noncompetition Agreement, dated as of October 28, 2013, by and between SL Green and James Mead, incorporated by reference to SL Green's Form 8-K, dated October 28, 2013, filed with the SEC on October 28, 2013.*
31.1	Certification of Marc Holliday, President of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Rule 13a-14(a) or Rule 15(d)-14(a), filed herewith.
31.2	Certification of James Mead, Treasurer of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Rule 13a-14(a) or Rule 15(d)-14(a), filed herewith.
32.1	Certification of Marc Holliday, President of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, filed herewith.
32.2	Certification of James Mead, Treasurer of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, filed herewith.
101.1	The following financial statements from Reckson Operating Partnership, L.P.'s Quarterly Report on Form 10-Q for the nine months ended September 30, 2013, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Income (unaudited), (iii) Consolidated Statements of Comprehensive Income (unaudited), (iv) Consolidated Statement of Capital (unaudited), (v) Consolidated Statements of Cash Flows (unaudited), and (vi) Notes to Consolidated Financial Statements (unaudited), detail tagged and filed herewith.

* Management contracts or compensatory plans or arrangements required to be filed as an exhibit to this Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RECKSON OPERATING PARTNERSHIP, L.P.
By: WYOMING ACQUISITION GP LLC

By: /s/ James Mead
James Mead
Treasurer

Date: November 14, 2013

Exhibit 31.1

CERTIFICATION

Reckson Operating Partnership, L. P.

Certification of Marc Holliday, Pursuant to Rule 13a — 14(a)/15(d) — 14(a)

I, Marc Holliday, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Reckson Operating Partnership, L.P. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date:	November 14, 2013	/s/ Marc Holliday
		Marc Holliday
		President of Wyoming Acquisition GP LLC, the sole general partner of the Registrant

Exhibit 31.2

CERTIFICATION

Reckson Operating Partnership, L. P.

Certification of James Mead, Pursuant to Rule 13a — 14(a)/15(d) — 14(a)

I, James Mead, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Reckson Operating Partnership, L.P. (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and

5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: November 14, 2013	/s/ James Mead
	James Mead
	Treasurer of Wyoming Acquisition GP LLC, the sole general partner of the Registrant

Exhibit 32.1

RECKSON OPERATING PARTNERSHIP, L. P.

Certification of Marc Holliday, President of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, Marc Holliday, President of Wyoming Acquisition GP LLC, the sole general partner of Reckson Operating Partnership, L. P. (the “Company”), certify pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2013 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date:	November 14, 2013	By:	/s/ Marc Holliday
			Marc Holliday
			President of Wyoming Acquisition GP LLC, the sole general partner of the Company

Exhibit 32.2

RECKSON OPERATING PARTNERSHIP, L. P.

Certification of James Mead, Treasurer of Wyoming Acquisition GP LLC, the sole general partner of the Registrant, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

I, James Mead, Treasurer of Wyoming Acquisition GP LLC, the sole general partner of Reckson Operating Partnership, L. P. (the "Company"), certify pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2013 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2013

By: /s/ James Mead
James Mead
Treasurer of Wyoming Acquisition GP LLC, the sole general partner of the Company