

**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 June 30, 2014

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-33294



**Fortress Investment Group LLC**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation  
or organization)

**20-5837959**

(I.R.S. Employer Identification No.)

**1345 Avenue of the Americas, New York, NY**

(Address of principal executive offices)

**10105**

(Zip Code)

**(212) 798-6100**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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 Regulations 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

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

Class A Shares: 207,799,156 outstanding as of July 25, 2014.

Class B Shares: 226,331,513 outstanding as of July 25, 2014.

FORTRESS INVESTMENT GROUP LLC

FORM 10-Q

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Set forth below is information about certain terms used in this Quarterly Report on Form 10-Q:

**“Management Fee Paying Assets Under Management,”** or **“AUM,”** refers to the management fee paying assets we manage, including, as applicable, capital we have the right to call from our investors pursuant to their capital commitments to various funds. Our AUM equals the sum of:

- (i) the capital commitments or invested capital (or net asset value, "NAV," if lower) of our private equity funds and credit PE funds, depending on which measure management fees are being calculated upon at a given point in time, which in connection with private equity funds raised after March 2006 includes the mark-to-market value of public securities held within the funds,
- (ii) the contributed capital of our publicly traded permanent capital vehicles,
- (iii) the NAV of our hedge funds, including the Value Recovery Funds and certain advisory engagements which pay fees based on realizations (and on certain managed assets and, in some cases, a fixed fee); and
- (iv) the NAV or fair value of our managed accounts, to the extent management fees are charged.

For each of the above, the amounts exclude assets under management for which we charge either no or nominal fees, generally related to our principal investments in funds as well as investments in funds by our principals, directors and employees.

Our calculation of AUM may differ from the calculations of other asset managers and, as a result, this measure may not be comparable to similar measures presented by other asset managers. Our definition of AUM is not based on any definition of assets under management contained in our operating agreement or in any of our Fortress Fund management agreements. Finally, our calculation of AUM differs from the manner in which our affiliates registered with the United States Securities and Exchange Commission report “Regulatory Assets Under Management” on Form ADV and Form PF in various ways. Significantly, Regulatory Assets Under Management, unlike Management Fee Paying Assets Under Management, is not reduced by liabilities or indebtedness associated with assets under management and it includes assets under management and uncalled capital for which Fortress receives no compensation.

**“Fortress,” “we,” “us,” “our,”** the **“company”** and the **“public company”** refer, collectively, to Fortress Investment Group LLC and its subsidiaries, including the Fortress Operating Group (as defined below) and all of its subsidiaries.

**“Fortress Funds”** and **“our funds”** refers to the private investment funds, permanent capital vehicles and related managed accounts that we manage. The Fortress Macro Fund is our flagship liquid hedge fund and the Drawbridge Special Opportunities Fund is our flagship credit hedge fund.

**“Fortress Operating Group”** or **“FOG”** refers to the limited partnerships and their subsidiaries through which we conduct our business and hold our principal investments. The public company controls the Fortress Operating Group through wholly owned subsidiaries that serve as the general partner of each FOG entity.

Economic interests in each FOG entity are represented by Class A common units and Class B common units. Class A common units are (indirectly) owned by the public company, and Class B common units are owned by the principals (defined below) and, from time to time, one senior employee who owned securities convertible into Class B common units.

The number of outstanding Class A common units equals the number of outstanding Class A shares of the public company. The number of outstanding Class B common units equals the number of outstanding Class B shares of the public company.

**“Fortress Operating Group units”** or **“FOGUs”** is the term we use to refer to the aggregate of one limited partner interest (either a Class A common unit or a Class B common unit, as applicable) in each FOG entity. One FOGU together with one Class B share is convertible into one Class A share. A surrendered Class B common unit automatically converts into a Class A common unit.

**“principals”** or **“Principals”** refers to Peter Briger, Wesley Edens, Randal Nardone and Michael Novogratz, collectively, as well as Robert Kauffman until his retirement in December 2012. The principals control the public company through their ownership of the public company’s Class B shares (together with, from time to time, a senior employee who owned securities convertible into Class B shares). The Class B shares and the Class A shares are each entitled to one vote per share, and the number of Class B shares outstanding represents a majority of the aggregate number of Class B shares and Class A shares outstanding. The Class B shares do not represent an economic interest in the public company and therefore are not entitled to any dividends. The principals own their economic interest in the public company primarily through their direct ownership of FOGUs.

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Some of the statements under Part II, Item 1A, “Risk Factors,” Part I, Item 2, “Management's Discussion and Analysis of Financial Condition and Results of Operations,” Part I, Item 3, “Quantitative and Qualitative Disclosures About Market Risk” and elsewhere in this Quarterly Report on Form 10-Q may contain forward-looking statements which reflect our current views with respect to, among other things, future events and financial performance. Readers can identify these forward-looking statements by the use of forward-looking words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or the negative version of those words or other comparable words. Any forward-looking statements contained in this report are based upon the historical performance of us and our subsidiaries and on our current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy and liquidity. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from those indicated in these statements. Accordingly, you should not place undue reliance on any forward-looking statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report. We do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

## **SPECIAL NOTE REGARDING EXHIBITS**

In reviewing the agreements included as exhibits to this Quarterly Report on Form 10-Q, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the company may be found elsewhere in this Quarterly Report on Form 10-Q and the company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

The company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**FORTRESS INVESTMENT GROUP LLC**

**CONSOLIDATED BALANCE SHEETS**

(dollars in thousands)

	<b>June 30, 2014 (Unaudited)</b>	<b>December 31, 2013</b>
<b>Assets</b>		
<b>Investment Manager</b>		
Cash and cash equivalents	\$ 242,612	\$ 364,583
Due from affiliates	156,965	407,124
Investments	1,119,324	1,253,266
Investments in options	98,583	104,338
Deferred tax asset, net	383,002	354,526
Other assets	169,716	190,595
<i>Investment Company - consolidated VIE</i>		
Cash and cash equivalents	11,878	—
Receivables from brokers and counterparties	41,302	—
Investments, at fair value	70,015	—
Other assets	180	—
	<u>2,293,577</u>	<u>2,674,432</u>
<b>Non-Investment Manager - consolidated VIE</b>		
Cash and cash equivalents	31,347	—
Fixed assets, net	258,498	—
Goodwill	119,502	—
Intangible assets, net	144,475	—
Other assets, net	107,998	—
	<u>661,820</u>	<u>—</u>
<b>Total Assets</b>	<u>\$ 2,955,397</u>	<u>\$ 2,674,432</u>
<b>Liabilities and Equity</b>		
<b>Investment Manager</b>		
Accrued compensation and benefits	\$ 199,393	\$ 417,309
Due to affiliates	351,375	344,832
Deferred incentive income	256,842	247,556
Debt obligations payable	75,000	—
Other liabilities	84,384	49,830
<i>Investment Company - consolidated VIE</i>		
Due to brokers and counterparties	7,305	—
Securities sold not yet purchased, at fair value	28,103	—
Other liabilities	800	—
	<u>1,003,202</u>	<u>1,059,527</u>
<b>Non-Investment Manager - consolidated VIE</b>		
Deferred revenue	31,866	—
Debt obligations payable	192,398	—
Accrued expenses and other liabilities	60,368	—
	<u>284,632</u>	<u>—</u>
<b>Total Liabilities</b>	<u>1,287,834</u>	<u>1,059,527</u>

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC****CONSOLIDATED BALANCE SHEETS**

(dollars in thousands)

	<b>June 30, 2014</b> <b>(Unaudited)</b>	<b>December 31, 2013</b>
<b>Commitments and Contingencies</b>		
<b>Redeemable Non-controlling Interests, Investment Company - consolidated VIE</b>	36,929	—
<b>Equity</b>		
Class A shares, no par value, 1,000,000,000 shares authorized, 207,799,156 and 240,741,920 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	—	—
Class B shares, no par value, 750,000,000 shares authorized, 226,331,513 and 249,534,372 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	—	—
Paid-in capital	2,055,456	2,112,720
Retained earnings (accumulated deficit)	(1,416,932)	(1,286,131)
Accumulated other comprehensive income (loss)	(2,068)	(1,522)
<b>Total Fortress shareholders' equity</b>	<b>636,456</b>	<b>825,067</b>
Principals' and others' interests in equity of consolidated subsidiaries	618,429	789,838
Non-controlling interests in equity of Non-Investment Manager - consolidated VIE	375,749	—
<b>Total Equity</b>	<b>1,630,634</b>	<b>1,614,905</b>
<b>Total Liabilities, Redeemable Noncontrolling Interests and Equity</b>	<b>\$ 2,955,397</b>	<b>\$ 2,674,432</b>

See notes to consolidated financial statements.

**FORTRESS INVESTMENT GROUP LLC**
**CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**

(dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
<b>Revenues</b>				
<b>Investment Manager</b>				
Management fees: affiliates	\$ 134,581	\$ 123,762	\$ 263,526	\$ 267,364
Management fees: non-affiliates	17,716	15,355	35,338	30,170
Incentive income: affiliates	60,442	30,885	94,693	62,242
Incentive income: non-affiliates	44	1,434	687	2,863
Expense reimbursements: affiliates	51,662	49,341	102,848	100,007
Expense reimbursements: non-affiliates	2,614	1,477	5,062	2,848
Other revenues (affiliate portion disclosed in Note 7)	1,773	820	3,023	1,935
<i>Investment Company - consolidated VIE</i>				
Interest and dividend income	48	—	48	—
	<u>268,880</u>	<u>223,074</u>	<u>505,225</u>	<u>467,429</u>
<b>Non-Investment Manager - consolidated VIE</b>				
Advertising	95,837	—	139,673	—
Circulation	46,102	—	68,246	—
Commercial printing and other	16,494	—	24,335	—
	<u>158,433</u>	<u>—</u>	<u>232,254</u>	<u>—</u>
<b>Total Revenues</b>	<u>427,313</u>	<u>223,074</u>	<u>737,479</u>	<u>467,429</u>
<b>Expenses</b>				
<b>Investment Manager</b>				
Compensation and benefits	168,114	212,055	356,633	393,134
General, administrative and other	41,968	32,657	79,791	66,655
Depreciation and amortization	5,037	3,354	9,338	6,593
Interest expense	947	1,783	1,638	4,078
<i>Investment Company - consolidated VIE</i>				
Other	219	—	219	—
	<u>216,285</u>	<u>249,849</u>	<u>447,619</u>	<u>470,460</u>
<b>Non-Investment Manager - consolidated VIE</b>				
Operating costs	87,960	—	131,533	—
General, administrative and other	51,409	—	76,525	—
Depreciation and amortization	10,134	—	15,347	—
Interest expense	4,160	—	6,294	—
Loss on extinguishment of debt	9,047	—	9,047	—
	<u>162,710</u>	<u>—</u>	<u>238,746</u>	<u>—</u>
<b>Total Expenses</b>	<u>378,995</u>	<u>249,849</u>	<u>686,365</u>	<u>470,460</u>

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**
**CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**

(dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
<b>Other Income (Loss)</b>				
<b>Investment Manager</b>				
Gains (losses) (affiliate portion disclosed in Note 4)	4,368	(3,200)	(6,876)	38,075
Tax receivable agreement liability adjustment	—	—	—	(7,739)
Earnings (losses) from equity method investees	22,448	28,705	42,822	65,007
<i>Investment Company - consolidated VIE</i>				
Gains (losses)	564	—	564	—
<b>Total Other Income (Loss)</b>	27,380	25,505	36,510	95,343
<b>Income (Loss) Before Income Taxes</b>	75,698	(1,270)	87,624	92,312
Income tax benefit (expense) - Investment Manager	(7,916)	(1,166)	(13,910)	(27,442)
Income tax benefit (expense) - Non-Investment Manager - consolidated VIE	1,173	—	1,412	—
<b>Total Income Tax Benefit (Expense)</b>	(6,743)	(1,166)	(12,498)	(27,442)
<b>Net Income (Loss)</b>	\$ 68,955	\$ (2,436)	\$ 75,126	\$ 64,870
<b>Allocation of Net Income (Loss):</b>				
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	42,135	(360)	48,104	52,617
Redeemable Non-controlling Interests in Income (Loss) of Investment Company - consolidated VIE	157	—	157	—
Non-controlling Interests in Income (Loss) of Non-Investment Manager - consolidated VIE	(4,557)	—	(7,291)	—
Net Income (Loss) Attributable to Class A Shareholders	31,220	(2,076)	34,156	12,253
	\$ 68,955	\$ (2,436)	\$ 75,126	\$ 64,870
<b>Dividends declared per Class A share</b>	\$ 0.08	\$ 0.06	\$ 0.16	\$ 0.12
<b>Earnings (Loss) Per Class A share</b>				
Net income (loss) per Class A share, basic	\$ 0.15	\$ (0.01)	\$ 0.16	\$ 0.05
Net income (loss) per Class A share, diluted	\$ 0.12	\$ (0.01)	\$ 0.14	\$ 0.04
Weighted average number of Class A shares outstanding, basic	207,783,751	237,426,903	212,328,315	232,385,013
Weighted average number of Class A shares outstanding, diluted	444,566,847	237,426,903	459,673,136	498,277,165

See notes to consolidated financial statements.



**FORTRESS INVESTMENT GROUP LLC**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**

(dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Comprehensive income (loss) (net of tax)				
Net income (loss)	\$ 68,955	\$ (2,436)	\$ 75,126	\$ 64,870
<b>Investment Manager</b>				
Foreign currency translation	(570)	1,040	(1,602)	(1,816)
Comprehensive income (loss) from equity method investees	—	(89)	—	4,136
<b>Total comprehensive income (loss)</b>	<b>\$ 68,385</b>	<b>\$ (1,485)</b>	<b>\$ 73,524</b>	<b>\$ 67,190</b>
<b>Allocation of Comprehensive Income (Loss):</b>				
Comprehensive income (loss) attributable to principals' and others' interests	41,774	236	47,084	54,070
Comprehensive income (loss) attributable to redeemable non-controlling interests of Investment Company - consolidated VIE	157	—	157	—
Comprehensive income (loss) attributable to non-controlling interests of Non- Investment Manager - consolidated VIE	(4,557)	—	(7,291)	—
Comprehensive income (loss) attributable to Class A shareholders	31,011	(1,721)	33,574	13,120
	<b>\$ 68,385</b>	<b>\$ (1,485)</b>	<b>\$ 73,524</b>	<b>\$ 67,190</b>

See notes to consolidated financial statements.

**FORTRESS INVESTMENT GROUP LLC**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Unaudited)**

FOR THE SIX MONTHS ENDED JUNE 30, 2014

(dollars in thousands)

	Class A Shares	Class B Shares	Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Fortress Shareholders' Equity	Principals' and Others' Interests in Equity of Consolidated Subsidiaries	Non-controlling Interests in Equity of Non-Investment Manager	Total Equity
<b>Equity - December 31, 2013</b>	240,741,920	249,534,372	\$ 2,112,720	\$ (1,286,131)	\$ (1,522)	\$ 825,067	\$ 789,838	\$ —	\$ 1,614,905
Contributions from principals' and others' interests in equity	—	—	—	—	—	—	37,141	—	37,141
Distributions to principals' and others' interests in equity (net of tax)	—	—	—	—	—	—	(84,120)	—	(84,120)
Consolidation of New Media	—	—	—	—	—	—	—	383,040	383,040
Dividends declared	—	—	(31,100)	—	—	(31,100)	—	—	(31,100)
Dividend equivalents accrued in connection with equity-based compensation (net of tax)	—	—	(424)	—	—	(424)	(776)	—	(1,200)
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units	—	—	4,241	—	—	4,241	91	—	4,332
Director restricted share grant	89,390	—	312	—	—	312	348	—	660
Capital increase related to equity-based compensation, net	4,333,262	—	12,613	—	—	12,613	14,406	—	27,019
Dilution impact of equity transactions (Note 7)	—	—	(42,906)	—	36	(42,870)	42,870	—	—
Public offering of Class A shares	23,202,859	—	186,551	—	—	186,551	—	—	186,551
Repurchase of Class A shares (Note 9)	(60,568,275)	—	—	(164,957)	—	(164,957)	(228,453)	—	(393,410)
Repurchase of Class B shares (Note 9)	—	(23,202,859)	(186,551)	—	—	(186,551)	—	—	(186,551)
Comprehensive income (loss) (net of tax)									
Net income (loss) (excludes \$157 allocated to redeemable non-controlling interests)	—	—	—	34,156	—	34,156	48,104	(7,291)	74,969
Foreign currency translation	—	—	—	—	(582)	(582)	(1,020)	—	(1,602)
Comprehensive income (loss) from equity method investees	—	—	—	—	—	—	—	—	—
Total comprehensive income (loss)						33,574	47,084	(7,291)	73,367
<b>Equity - June 30, 2014</b>	<u>207,799,156</u>	<u>226,331,513</u>	<u>\$ 2,055,456</u>	<u>\$ (1,416,932)</u>	<u>\$ (2,068)</u>	<u>\$ 636,456</u>	<u>\$ 618,429</u>	<u>\$ 375,749</u>	<u>\$ 1,630,634</u>

See notes to consolidated financial statements.

**FORTRESS INVESTMENT GROUP LLC**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

(dollars in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ 75,126	\$ 64,870
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
<b>Investment Manager</b>		
Depreciation and amortization	9,338	6,593
Other amortization and accretion (included in interest expense)	390	483
(Earnings) losses from equity method investees	(42,822)	(65,007)
Distributions of earnings from equity method investees	51,204	39,526
(Gains) losses	6,876	(38,075)
Deferred incentive income	(53,362)	(34,379)
Deferred tax (benefit) expense	12,756	45,154
Options received from affiliates	(1,604)	(36,470)
Tax receivable agreement liability adjustment	—	7,739
Equity-based compensation	18,334	19,975
Options in affiliates granted to employees	2,566	8,217
Other	(764)	335
<i>Investment Company - consolidated VIE</i>		
(Gains) losses	(564)	—
<b>Non-Investment Manager - consolidated VIE</b>		
Depreciation and amortization	15,347	—
Loss on extinguishment of debt	5,949	—
Amortization of deferred financing costs (included in interest expense)	563	—
Other	437	—
Cash flows due to changes in		
<b>Investment Manager</b>		
Due from affiliates	3,635	(43,051)
Other assets	33,173	2,844
Accrued compensation and benefits	(185,547)	120,151
Due to affiliates	(30,248)	1,990
Deferred incentive income	59,128	89,715
Other liabilities	4,025	1,459
<i>Investment Company - consolidated VIE</i>		
Purchases of investments and payments to cover securities sold not yet purchased	(144,313)	—
Proceeds from sale of investments and securities sold not yet purchased	126,240	—
Receivables from brokers and counterparties	(41,302)	—
Other assets	(2,686)	—
Due to brokers and counterparties	7,305	—
Other liabilities	550	—
<b>Non-Investment Manager - consolidated VIE</b>		
Other assets	(3,200)	—
Deferred revenue	(202)	—
Accrued expenses and other liabilities	(7,387)	—
Net cash provided by (used in) operating activities	<u>(81,059)</u>	<u>192,069</u>

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

(dollars in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash Flows From Investing Activities</b>		
<b>Investment Manager</b>		
Contributions to equity method investees	(6,012)	(18,763)
Distributions of capital from equity method investees	321,085	236,173
Purchase of equity securities	(7,217)	(16,936)
Proceeds from sale of equity securities	74,922	—
Purchase of fixed assets	(4,176)	(5,032)
Purchase of software and technology-related assets	(25,976)	—
<b>Non-Investment Manager - consolidated VIE</b>		
Existing cash on consolidation date	23,845	—
Purchase of fixed assets	(1,171)	—
Acquisitions, net of cash acquired	(8,026)	—
Other	181	—
Net cash provided by (used in) investing activities	<u>367,455</u>	<u>195,442</u>
<b>Cash Flows From Financing Activities</b>		
<b>Investment Manager</b>		
Repayments of debt obligations	(50,000)	(60,000)
Borrowings under debt obligations	125,000	—
Payment of deferred financing costs	—	(2,054)
Proceeds from public offering (Note 9)	186,551	—
Repurchase of Class B shares (Note 9)	(186,551)	—
Repurchase of Class A shares (Note 9)	(363,410)	—
Dividends and dividend equivalents paid	(32,583)	(28,449)
Principals' and others' interests in equity of consolidated subsidiaries - contributions	3,670	345
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(78,833)	(109,003)
Excess tax benefits from delivery of RSUs	2,931	—
<b>Investment Company - consolidated VIE</b>		
Redeemable non-controlling interests - contributions	16,253	—
<b>Non-Investment Manager - consolidated VIE</b>		
Repayments of debt obligations	(185,989)	—
Borrowings under debt obligations	200,343	—
Payment of debt issuance costs	(2,524)	—
Net cash provided by (used in) financing activities	<u>(365,142)</u>	<u>(199,161)</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<u>(78,746)</u>	<u>188,350</u>

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**

**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

(dollars in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	364,583	104,242
<b>Cash and Cash Equivalents, End of Period</b>	\$ 285,837	\$ 292,592
<b>Cash and Cash Equivalents - Investment Manager, End of Period</b>	\$ 242,612	\$ 292,592
<b>Cash and Cash Equivalents - Investment Company - consolidated VIE, End of Period</b>	\$ 11,878	\$ —
<b>Cash and Cash Equivalents - Non-Investment Manager - consolidated VIE, End of Period</b>	\$ 31,347	\$ —
<b>Supplemental Disclosure of Cash Flow Information</b>		
<b>Investment Manager</b>		
Cash paid during the period for interest	\$ 788	\$ 2,602
Cash paid during the period for income taxes	\$ 3,447	\$ 1,982
<b>Non-Investment Manager - consolidated VIE:</b>		
Cash paid during the period for interest	\$ 5,100	\$ —
<b>Supplemental Schedule of Non-cash Investing and Financing Activities</b>		
<b>Investment Manager</b>		
Employee compensation invested directly in subsidiaries	\$ 33,450	\$ 44,110
Investments of incentive receivable amounts into Fortress Funds	\$ 249,740	\$ 182,059
Dividends, dividend equivalents and Fortress Operating Group unit distributions declared but not yet paid	\$ 5,839	\$ 28,026
<i>Investment Company - consolidated VIE</i>		
Non-cash redeemable non-controlling interests - contributions	\$ 20,519	\$ —

See notes to consolidated financial statements.

**FORTRESS INVESTMENT GROUP LLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

**1. ORGANIZATION AND BASIS OF PRESENTATION**

**Investment Manager**

Fortress Investment Group LLC (the “Registrant,” or, together with its subsidiaries, “Fortress”) is a leading, highly diversified global investment management firm whose predecessor was founded in 1998. Its primary business is to sponsor the formation of, and provide investment management services for, various investment funds and companies, including related managed accounts (collectively, the “Fortress Funds”). Fortress generally makes principal investments in these funds.

Fortress has three primary sources of income from the Fortress Funds: management fees, incentive income, and investment income on its principal investments in the funds. The Fortress Funds fall into the following business segments in which Fortress operates:

- 1) Private equity:
  - a) General buyout and sector-specific funds focused on control-oriented investments in cash flow generating assets and asset-based businesses in North America and Western Europe; and
  - b) Publicly traded companies that are externally managed by Fortress pursuant to a management agreement, which Fortress refers to as “permanent capital vehicles,” that invest in a wide variety of real estate related assets, including securities, loans, real estate properties and mortgage servicing related assets, and media assets.
- 2) Liquid hedge funds that invest globally in fixed income, currency, equity and commodity markets, and related derivatives to capitalize on imbalances in the financial markets. In addition, this segment includes an endowment style fund, which invests in Fortress Funds, funds managed by external managers, and direct investments; a fund that primarily focuses on an international “event driven” investment strategy, particularly in Europe, Asia-Pacific and Latin America; and a fund that seeks to generate returns by executing a positively convex investment strategy.

In January 2014, Fortress announced that it is launching an affiliated manager platform. The first fund to join the new platform will be the Fortress Asia Macro Funds. Over the course of 2014, the Fortress Asia Macro Funds and related managed accounts will be transitioned to Graticule Asset Management Asia, L.P. (“Graticule Asset Management”), a new asset management business in which Fortress will have a non-controlling equity interest. Fortress will retain a perpetual minority interest in Graticule Asset Management amounting up to approximately 42.5% of earnings during 2014 and declining to approximately 27% of earnings over time. Fortress expects to receive additional fees for providing infrastructure services (technology, back office, and other services) to Graticule Asset Management. Upon completing the transition, Fortress will record this interest at its fair value, and expects to record a resulting gain and related compensation expense.

In January 2014, Fortress acquired software and technology-related assets which were accounted for as a business combination. These assets facilitate trading within Fortress's liquid hedge funds segment. The purchase price was \$26.0 million and has all been allocated to the acquired software and technology related assets which have an expected useful life of five years.

- 3) Credit funds:
  - a) Credit hedge funds, which make highly diversified investments in direct lending, corporate debt and securities, portfolios and orphaned assets, real estate and structured finance, on a global basis and throughout the capital structure, with a value orientation, as well as non-Fortress originated funds for which Fortress has been retained as manager as part of an advisory business; and
  - b) Credit private equity (“PE”) funds which are comprised of a family of “credit opportunities” funds focused on investing in distressed and undervalued assets, a family of “long dated value” funds focused on investing in undervalued assets with limited current cash flows and long investment horizons, a family of “real assets” funds focused on investing in tangible and intangible assets in four principal categories (real estate, capital assets, natural resources and intellectual property), a family of Asia funds, including Japan real estate funds and an Asian investor based global opportunities fund, and a family of real estate opportunities funds, as well as certain sector-specific funds with narrower investment mandates tailored for the applicable sector.
- 4) Logan Circle Partners, L.P. (“Logan Circle”), which represents Fortress's traditional asset management business providing institutional clients actively managed investment solutions across a broad spectrum of fixed income and growth equity strategies. Logan Circle's core fixed income products cover the breadth of the maturity and risk spectrums, including short, intermediate and long duration, core/core plus, investment grade credit, high yield and emerging market debt. In April 2013,

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Logan Circle launched a growth equities investment business focused on investing and managing concentrated portfolios of publicly traded U.S. equities.

- 5) Principal investments in the above described funds.

*Consolidation of Investment Company*

In June 2014, Fortress formed a new liquid hedge fund. Fortress determined that the fund qualifies as a variable interest entity and that it was the primary beneficiary and therefore consolidates the fund. The fund's unrelated limited partners or members have the substantive ability to liquidate the fund or otherwise remove Fortress as general partner or managing member without cause based on a simple unaffiliated majority vote. Fortress expects to deconsolidate the fund when sufficient third party capital is raised. Under U.S. generally accepted accounting principles ("GAAP"), this fund is an investment company and, as required, Fortress has retained the specialized accounting of this fund. Consequently, Fortress's financial statements reflect the assets, liabilities, related operations and cash flows of the consolidated fund ("Investment Company") on a gross basis. The ownership interests in the Investment Company which are not owned by Fortress are reflected as Redeemable Non-controlling Interests in the accompanying consolidated financial statements. The Investment Company allows investors to redeem their interests on a periodic basis at their net asset value.

The following table represents the activity in Redeemable Non-controlling Interests as presented in the consolidated balance sheets:

	Six Months Ended June 30, 2014
Beginning balance	\$ —
Capital contributions	36,772
Redeemable Non-controlling Interests in income (loss) of Investment Company	157
	<u>\$ 36,929</u>

The assets, liabilities, related operations and cash flows of Fortress's asset management business and the Investment Company (as described above) are disclosed under the Investment Manager caption in the consolidated financial statements and accompanying footnotes; the consolidated Investment Company's related amounts are included under the Investment Company caption. Fortress also consolidates New Media (as described below) whose assets, liabilities, related operations and cash flows are disclosed under the Non-Investment Manager caption in the consolidated financial statements and accompanying footnotes. The management fees and incentive income earned by Fortress from New Media and the Investment Company (if any) are eliminated in consolidation; however, Fortress's allocated share of the net income from New Media and the Investment Company are increased by the amount of these eliminated fees. Accordingly, the consolidation of New Media and the Investment Company have no material effect on Fortress's earnings from New Media and the Investment Company. For a reconciliation between the financial statements and the segment-based financial data that management uses for making operating decisions and assessing performance, see Note 11.

Fortress has no obligation to satisfy the liabilities of New Media or the Investment Company. Similarly, Fortress does not have the right to make use of New Media or the Investment Company's assets to satisfy its obligations.

**Non-Investment Manager**

*Consolidation of New Media*

On February 14, 2014, Newcastle Investment Corp. ("Newcastle") (NYSE: NCT) completed the distribution of all of the common shares it held of New Media Investment Group Inc. ("New Media" or the "Media Business") (NYSE: NEWM), publishers of locally based print and online media in the United States, to its stockholders. Fortress entered into a management agreement with New Media and under the terms of the management agreement, Fortress manages the operations of New Media and in return receives a management fee of 1.5% per annum of New Media's Total Equity (as defined in the management agreement) and incentive income. Fortress determined that New Media qualifies as a variable interest entity and, upon completion of Newcastle's distribution of New Media's common shares, that it was the primary beneficiary and therefore consolidates New Media. The operations of New Media consist of the consolidated operations of GateHouse Media, LLC ("GateHouse") and Local Media Group Holdings LLC ("Local Media"). Although New Media's operating results impact net income, they do not have a material impact on the net income (loss) attributable to Fortress's Class A shareholders, Class A basic and diluted earnings per share, or total Fortress's shareholders' equity, as substantially all of the operating results of New Media are attributable to non-controlling interests. As of June 30, 2014, Fortress owned approximately 0.25% of New Media's outstanding common stock.

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(dollars in tables in thousands, except share data)

The fiscal year of New Media ends on the Sunday closest to December 31. Fiscal year 2014 includes 52 weeks. New Media's second fiscal quarter ended on June 29, 2014, as such, all references to June 30, 2014 reflect New Media's interim consolidated financial statements as of June 29, 2014, for the three months ended June 29, 2014 or for the period from February 14, 2014 to June 29, 2014, as applicable.

New Media is one of the largest publishers of locally based print and online media in the United States as measured by the number of daily publications. New Media operates in 357 markets across 24 states. New Media's portfolio of products includes 425 community publications, 357 websites, 345 mobile sites, and six yellow page directories. New Media reaches over 12 million people per week and serves over 130,000 business customers.

For accounting purposes, the consolidation of New Media was treated as a business combination. The New Media assets and liabilities were recorded at their estimated fair values as of the date of consolidation. Any excess estimated New Media fair value was allocated to goodwill.

Significant assumptions used in estimating fair values included the following:

- *Intangible assets* - The estimated fair values of the acquired subscriber relationships, advertiser relationships and customer relationships were determined based on an excess earnings approach, a form of the income approach, which values assets based upon associated estimated discounted cash flows.

Masthead, which is a publication's designed title or nameplate as it appears on its front page, fair values were determined based on a relief from royalty method, an income approach.

- *Fixed assets* - The estimated fair values for fixed assets were determined under three approaches: the cost approach (used for equipment where an active secondary market is not available and building improvements), the direct sales comparison (market) approach (used for land and equipment where an active market is available), and the income approach (used for intangibles). These approaches are based on the cost to reproduce assets, market exchanges for comparable assets and the capitalization of income.

The following table summarizes the allocation of the estimated New Media fair value to identifiable assets and liabilities as of the date of consolidation:

	As of February 14, 2014
Cash and cash equivalents	\$ 23,845
Fixed assets	266,385
Goodwill	118,847
Intangibles assets	144,664
Other assets	108,072
Total assets	661,813
Less:	
Debt obligations payable	(177,955)
Accrued expenses and other liabilities	(99,858)
Net assets	\$ 384,000
Non-controlling interests in equity of New Media	\$ 383,040

During the period from February 14, 2014 to June 30, 2014, New Media completed an acquisition of local media assets (which include publications and newspapers) for a total purchase price of \$8.0 million. The related assets and liabilities were recorded at their estimated fair values as of the date of the acquisition.

If New Media and its related acquisition had been consolidated as of January 1, 2013, total revenue would have increased by approximately \$162.5 million for the three months ended June 30, 2013 and \$70.1 million and \$311.9 million for the six months ended June 30, 2014 and 2013, respectively. In addition, net income would have decreased by approximately \$(38.6) million for the three months ended June 30, 2013, and \$(3.9) million and \$(55.3) million for the six months ended June 30, 2014 and 2013, respectively.



**FORTRESS INVESTMENT GROUP LLC  
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<b>FINANCIAL STATEMENT GUIDE</b>		
<b>Selected Financial Statement Captions</b>	<b>Note Reference</b>	<b>Explanation</b>
<u>Balance Sheet</u>		
Due from Affiliates	7	Generally, management fees, expense reimbursements and incentive income due from Fortress Funds.
Investments and Investments in Options	4	Primarily the carrying value of Fortress's principal investments in the Fortress Funds. Also includes investments, at fair value of the Investment Company which Fortress consolidates.
Deferred Tax Asset, net	6	Relates to potential future net tax benefits.
Due to Affiliates	7	Generally, amounts due to the Principals related to their interests in Fortress Operating Group and the tax receivable agreement.
Deferred Incentive Income	3	Incentive income already received from certain Fortress Funds based on past performance, which is subject to contingent repayment based on future performance.
Debt Obligations Payable	5	The balance outstanding on the Investment Manager's and New Media's credit agreements.
		The debt obligations of New Media and the Investment Company are not cross collateralized with the debt obligations of Fortress. Fortress has no obligation to satisfy the liabilities of New Media or the Investment Company. Similarly, Fortress does not have the right to make use of New Media or the Investment Company's assets to satisfy its obligations.
		New Media and the Investment Company's debt obligations have no impact on Fortress's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.
Principals' and Others' Interests in Equity of Consolidated Subsidiaries	7	The GAAP basis of the Principals' and one senior employee's ownership interests in Fortress Operating Group as well as employees' ownership interest in certain subsidiaries.
<u>Statement of Operations</u>		
Management Fees: Affiliates	3	Fees earned for managing Fortress Funds, generally determined based on the size of such funds.
Management Fees: Non-Affiliates	3	Fees earned from managed accounts and our traditional fixed income asset management business, generally determined based on the amount managed.
Incentive Income: Affiliates	3	Income earned from Fortress Funds, based on the performance of such funds.
Incentive Income: Non- Affiliates	3	Income earned from managed accounts, based on the performance of such accounts.
Compensation and Benefits	8	Includes equity-based, profit-sharing and other compensation to employees.
Gains (Losses)	4	The result of asset dispositions or changes in the fair value of investments or other financial instruments which are marked to market (including the permanent capital vehicles and publicly traded portfolio companies).
Tax Receivable Agreement Liability Adjustment	6	Represents a change in the amount due to the Principals under the tax receivable agreement.
Earnings (Losses) from Equity Method Investees	4	Fortress's share of the net earnings (losses) of the Fortress Funds resulting from its principal investments.

**FORTRESS INVESTMENT GROUP LLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

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(dollars in tables in thousands, except share data)

FINANCIAL STATEMENT GUIDE		
Selected Financial Statement Captions	Note Reference	Explanation
Income Tax Benefit (Expense)	6	The net tax result related to the current period. Certain of Fortress's revenues are not subject to taxes because they do not flow through taxable entities. Furthermore, Fortress has significant permanent differences between its GAAP and tax basis earnings.
		Income tax benefit (expense) for the Investment Manager and Media Business are calculated separately and the taxable income (loss) of the Media Business does not impact the amount of income tax benefit (expense) for the Investment Manager (and vice versa).
Principals' and Others' Interests in (Income) Loss of Consolidated Subsidiaries	7	Primarily the Principals' and employees' share of Fortress's earnings based on their ownership interests in subsidiaries, including Fortress Operating Group.
Earnings Per Share	9	GAAP earnings per Class A share based on Fortress's capital structure, which is comprised of outstanding and unvested equity interests, including interests which participate in Fortress's earnings, at both the Fortress and subsidiary levels.
<u>Other</u>		
Distributions	9	A summary of dividends and distributions, and the related outstanding shares and units, is provided.
Distributable Earnings	11	A presentation of our financial performance by segment (fund type) is provided, on the basis of the operating performance measure used by Fortress's management committee.

In May 2014, the FASB issued a comprehensive new revenue recognition standard for contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. This standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The entity will recognize revenue to reflect the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The new standard is effective for Fortress beginning January 1, 2017 and early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. Fortress is currently evaluating the impact on its consolidated financial statements upon the adoption of this new standard.

In June 2014, the FASB's Emerging Issues Task Force ("EITF") reached a final consensus on measuring the financial assets and financial liabilities of a consolidated collateralized financing entity ("CFE"). The EITF consensus provides an entity with an election to measure the financial assets and financial liabilities of a consolidated CFE to be measured on the basis of either the fair value of the CFE's financial assets or financial liabilities, whichever is more observable. The effective date of the consensus will be for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 for public companies and early adoption will be permitted. Fortress is currently evaluating the impact on its consolidated financial statements.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, leases, financial instruments and hedging. Some of the proposed changes are significant and could have a material impact on Fortress's financial reporting. Fortress has not yet fully evaluated the potential impact of these proposals, but will make such an evaluation as the standards are finalized.

The accompanying consolidated financial statements and related notes of Fortress have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared under GAAP have been condensed or omitted. In the opinion of management, all adjustments considered necessary for a fair presentation of Fortress's financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with Fortress's consolidated financial statements for the year ended December 31, 2013 and notes thereto included in Fortress's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2014. Certain disclosures have been expanded to include information related to the consolidation of New Media (as described above) in accordance with GAAP. Capitalized

**FORTRESS INVESTMENT GROUP LLC**  
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JUNE 30, 2014

(dollars in tables in thousands, except share data)

terms used herein, and not otherwise defined, are defined in Fortress's consolidated financial statements for the year ended December 31, 2013.

All significant intercompany accounts and transactions have been eliminated.

Certain prior period amounts have been reclassified to conform to the current period's presentation.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### *General*

**Basis of Accounting and Consolidation** - The accompanying consolidated financial statements have been prepared in accordance with GAAP. The accompanying financial statements include the accounts of Fortress and its consolidated subsidiaries, which are comprised of (i) entities in which it has an investment of 50% or more and has control over significant operating, financial and investing decisions of the entity, (ii) variable interest entities ("VIEs") in which it is the primary beneficiary as described below and (iii) non-VIE partnerships in which it is the general partner where the limited partners do not have rights that would overcome the presumption of control by the general partner.

For those entities in which it has a variable interest, Fortress first determines whether the entity is a VIE. This determination is made by considering whether the entity's equity investment at risk is sufficient and whether the entity's at-risk equity holders have the characteristics of a controlling financial interest. A VIE must be consolidated by its primary beneficiary.

The primary beneficiary of a VIE is generally defined as the party who, considering the involvement of related parties and de facto agents, has (i) the power to direct the activities of the VIE that most significantly affect its economic performance, and (ii) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. This evaluation is updated continuously.

For investment companies and similar entities, the primary beneficiary of a VIE is the party who, considering the involvement of related parties and de facto agents, absorbs a majority of the VIE's expected losses or receives a majority of the expected residual returns, as a result of holding a variable interest. This evaluation is also updated continuously.

As the general partner or managing member of entities that are limited partnerships or limited liability companies and not VIEs, Fortress is presumed to control the partnership or limited liability company. This presumption is overcome when the unrelated limited partners or members have the substantive ability to liquidate the entity or otherwise remove Fortress as the general partner or managing member without cause based on a simple unaffiliated majority vote, or have other substantive participating rights.

Redeemable Non-controlling Interests represent the interests in the Investment Company which are not owned by Fortress.

Principals' and others' interests in consolidated subsidiaries represent the ownership interests in certain consolidated subsidiaries held by entities or persons other than Fortress. This is primarily related to the Principals' interests in Fortress Operating Group (Note 1). Non-Fortress interests also include employee interests in majority owned and controlled fund advisor and general partner entities.

Non-controlling interests in equity of Non-Investment Manager represent the interests in New Media that are not owned by Fortress.

For entities over which Fortress exercises significant influence but which do not meet the requirements for consolidation, Fortress uses the equity method of accounting whereby it records its share of the underlying income of these entities. These entities include the Fortress Funds. Virtually all of the Fortress Funds are, for GAAP purposes, investment companies. As required, Fortress has retained the specialized accounting of these funds. The Fortress Funds record realized and unrealized gains (losses) resulting from changes in the fair value of their investments as a component of current income. Additionally, these funds generally do not consolidate their majority-owned and controlled investments (the "Portfolio Companies").

Distributions by Fortress and its subsidiaries are recognized when declared.

**FORTRESS INVESTMENT GROUP LLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

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(dollars in tables in thousands, except share data)

**Risks and Uncertainties** - In the normal course of business, Fortress encounters primarily two significant types of economic risk: credit and market. Credit risk is the risk of default on Fortress's or the Fortress Funds' investments in debt securities, loans, leases, derivatives and other financial instruments that results from a borrower's, lessee's or counterparty's inability or unwillingness to make required or expected payments. Market risk reflects changes in the value of investments due to changes in interest rates, credit spreads or other market factors. Credit risk is enhanced in situations where Fortress or a Fortress Fund is investing in distressed assets, as well as unsecured or subordinate loans or securities, which is a material part of its business.

Fortress makes investments outside of the United States. Fortress's non-U.S. investments are subject to the same risks associated with its U.S. investments as well as additional risks, such as fluctuations in foreign currency exchange rates, unexpected changes in regulatory requirements, heightened risk of political and economic instability, difficulties in managing non-U.S. investments, potentially adverse tax consequences and the burden of complying with a wide variety of foreign laws.

Fortress is exposed to economic risk concentrations insofar as it is dependent on the ability of the Fortress Funds to compensate it for the services which Fortress provides to these funds. Further, the incentive income component of this compensation is based on the ability of the Fortress Funds to generate adequate returns on their investments. In addition, substantially all of Fortress's net assets, after deducting the portion attributable to non-controlling interests, are comprised of principal investments in, or receivables from, these funds.

**Use of Estimates** - The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

***Revenue Recognition***

***Investment Manager***

**Management Fees and Expense Reimbursements** - Management fees are recognized in the periods during which the related services are performed and the amounts have been contractually earned. Fortress is entitled to certain expense reimbursements pursuant to its management agreements. Fortress selects the vendors, incurs the expenses, and is the primary obligor under the related arrangements. Fortress is considered the principal under these arrangements and is required to record the expense and related reimbursement revenue on a gross basis. Expense reimbursements are recognized in the periods during which the related expenses are incurred and the reimbursements are contractually earned.

**Stock Options Received** - Fully vested stock options are issued to Fortress by certain of the permanent capital vehicles as compensation for services performed in raising capital for these entities. These options are recognized by Fortress as management fees at their estimated fair value at the time of issuance. Fair value was estimated using an option valuation model. Since the permanent capital vehicles' option plans have characteristics significantly different from those of traded options, and since the assumptions used in such models, particularly the volatility assumption, are subject to significant judgment and variability, the actual value of the options could vary materially from this estimate. Fortress has elected to account for these options at fair value with changes in fair value recognized in current income as Gains (Losses).

**Incentive Income** - Incentive income is calculated as a percentage of the profits earned by the Fortress Funds subject, in certain cases, to the achievement of performance criteria. Incentive income from certain funds is subject to contingent repayment based on the applicable Fortress Fund achieving earnings in excess of a specified minimum return. Incentive income that is not subject to contingent repayment is recognized as contractually earned. Incentive income subject to contingent repayment may be paid to Fortress as particular investments made by the funds are realized. However, if upon liquidation of each fund the aggregate amount paid to Fortress as incentive income exceeds the amount actually due to Fortress based upon the aggregate performance of each fund, the excess is required to be repaid by Fortress (i.e. "clawed back") to that fund. Fortress has elected to adopt the preferred method of recording incentive income subject to contingencies, whereby it does not recognize incentive income subject to contingent repayment until the termination of the related fund, or when and to the extent distributions from the fund exceed the point at which a clawback of a portion or all of the historic incentive income distributions could no longer occur due to the related contingencies being resolved. Recognition of incentive income allocated or paid to Fortress prior to that date is deferred and recorded as deferred incentive income liability.

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**Other Revenues and Other Income** - Fortress recognizes security transactions on the trade date. Gains and losses are recorded based on the specific identification method and generally include gains (losses) on investments in securities, derivatives, foreign exchange transactions, and contingent consideration accrued in business combinations. Dividend income is recognized on the ex-dividend date, or in the absence of a formal declaration, on the date it is received. Interest income is recognized as earned on an accrual basis.

**Non-Investment Manager**

**Media Revenues** - Advertising income from the publication of newspapers is recognized when advertisements are published in newspapers or placed on digital platforms or, with respect to certain digital advertising, each time a user either clicks on or views certain ads, net of commissions and provisions for estimated sales incentives including rebates, rate adjustments, and discounts.

Circulation revenue includes single-copy and subscription revenues. Circulation income is based on the number of copies of the printed newspaper (through home-delivery subscriptions and single-copy sales) and digital subscriptions sold and the rates charged to the respective customers. Single-copy income is recognized based on date of publication, net of provisions for related returns. Proceeds from subscription income are deferred at the time of sale and are recognized in earnings on a pro rata basis over the terms of the subscriptions.

Other revenue is recognized when the related service or product has been delivered.

Billings to clients and payments received in advance of the performance of services or delivery of products are recorded as deferred revenue in the consolidated balance sheets until the services are performed or the product is delivered.

**Balance Sheet Measurement**

**Investment Manager**

**Cash and Cash Equivalents** - Fortress considers all highly liquid short term investments with maturities of 90 days or less when purchased to be cash equivalents. Substantially all amounts on deposit with major financial institutions exceed insured limits.

**Cash and Cash Equivalents, Investment Company** - Cash held at the Investment Company that is not available to fund the general liquidity needs of Fortress as Investment Manager.

**Due from/to Affiliates** - For purposes of classifying amounts, Fortress considers its principals, employees, all of the Fortress Funds, and the Portfolio Companies to be affiliates. This definition is broader than the strict GAAP definition of affiliates. Amounts due from and due to affiliates are recorded at their contractual amount, subject to an allowance for uncollectible amounts if collection is not deemed probable.

**Other Assets and Other Liabilities:**

Other assets are presented net of allowances for uncollectible amounts of \$2.3 million as of June 30, 2014 and \$3.3 million as of December 31, 2013, respectively, and changes thereto were recorded as General and Administrative expense. Other assets and liabilities are comprised of the following:

- **Fixed Assets, Depreciation and Amortization** - Fixed assets consist primarily of leasehold improvements, furniture, fixtures and equipment, and computer hardware and software, and are recorded at cost less accumulated depreciation. Depreciation and amortization are calculated using the straight-line method over the assets' estimated useful lives, which are the life of the related lease for leasehold improvements, and three to seven years for other fixed assets.
- **Deferred Charges** - Deferred charges consist primarily of costs incurred in obtaining financing, which are amortized over the term of the financing generally using the effective interest method.
- **Equity Securities** - Equity securities consist primarily of investments in unaffiliated publicly traded companies, which are valued based on quoted market prices.



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- **Digital Currency (Bitcoin)** - Represents Fortress's holdings of digital currency which is recorded at the lower of cost or fair value. If fair value is below cost, Fortress records an unrealized loss measured as the excess of cost over fair value of the digital currency. Subsequently, to the extent that fair value increases, Fortress records an unrealized gain but shall not report digital currency above cost. Fortress determines fair value based on estimated exit value using significant observable inputs as of the balance sheet date. As of June 30, 2014, Fortress has recorded cumulative unrealized losses of \$6.0 million.
- **Prepaid Compensation** - Prepaid compensation consists of profit sharing compensation payments previously made to employees which are not considered probable of being incurred as expenses and would become receivable back from employees at the termination of the related funds.
- **Goodwill and Intangibles** - Goodwill and intangibles represent amounts recorded in connection with business combinations. Goodwill is not amortized but is tested for impairment at least annually. Other intangible assets are amortized over their estimated useful lives.
- **Deferred Rent** - Rent expense is recognized on a straight-line basis based on the total minimum rent required throughout the lease period. Deferred rent represents the difference between the rent expense recognized and cash paid to date.
- **Derivatives and Hedging Activities** - All derivatives are recognized as either assets or liabilities in the balance sheet and measured at fair value. Any unrealized gains or losses on derivatives not designated as hedges are recorded currently in Gains (Losses). Net payments under these derivatives are similarly recorded, but as realized. Fortress did not have any derivatives designated as hedges for the six months ended June 30, 2014 and 2013.

**Derivatives, Investment Company** - Derivatives held by the Investment Company are entered into as part of its trading and investment strategy. Derivatives can be exchange-traded or over the counter ("OTC") contracts. Derivatives include swap contracts, forward foreign currency contracts and futures contracts.

**Receivables from/Due to Brokers and Counterparties, Investment Company** - Securities transactions of the Investment Company are primarily maintained, cleared and held by registered U.S. broker-dealers pursuant to prime broker account agreements. As of June 30, 2014, the receivables from/due to brokers balances in the consolidated balance sheets include cash at and due to brokers and the net receivable/payable for investment transactions pending settlement. The cash at brokers includes proceeds received from securities sold, not yet purchased which is subject to certain restrictions until the securities are purchased. Substantially all investments owned are held as collateral by the brokers against various margin obligations and as collateral for securities sold, not yet purchased. The cash at brokers earns interest at the prevailing market rates.

**Securities Sold Not Yet Purchased, At Fair Value, Investment Company** - These are securities that the Investment Company sold but did not own prior to the sale. In order to facilitate short sales, the Investment Company borrows securities from another party and deliver them to the buyer. The Investment Company is required to "cover" short sales by purchasing securities in the market at the prevailing market prices and delivering them to the counterparties from which it borrowed. The Investment Company is exposed to losses to the extent that the security price increases during the time from when the Investment Company borrows the securities to when it purchases them in the market to cover the short sales. Changes in the value of these securities are reflected as gains (losses) in the accompanying statements of operations.

**Comprehensive Income (Loss)** - Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances, excluding those resulting from investments by and distributions to owners. For Fortress's purposes, comprehensive income represents net income, as presented in the accompanying consolidated statements of operations, adjusted for unrealized gains or losses on securities available for sale and on derivatives designated as cash flow hedges, as well as net foreign currency translation adjustments, including Fortress's relative share of these items from its equity method investees.

**Foreign Currency** - Assets and liabilities relating to foreign investments are translated using the exchange rates prevailing at the end of each reporting period. Results of foreign operations are translated at the weighted average exchange rate for each reporting period. Translation adjustments are included in current income to the extent that unrealized gains and losses on the related investment are included in income, otherwise they are included as a component of accumulated other comprehensive income until realized. Foreign currency gains or losses resulting from transactions outside of the functional currency of a consolidated entity are recorded in income as incurred and were not material during the six months ended June 30, 2014 and 2013.

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**Profit Sharing Arrangements** - Pursuant to employment arrangements, certain of Fortress's employees are granted profit sharing interests and are thereby entitled to a portion of the incentive income or other amounts realized from certain Fortress Funds, which is payable upon a realization event within the respective funds. Accordingly, incentive income resulting from a realization event within a fund gives rise to the incurrence of a profit sharing obligation. Amounts payable under these profit sharing plans are recorded as compensation expense when they become probable and reasonably estimable.

For profit sharing plans related to hedge funds, where incentive income is received on an annual basis, the related compensation expense is accrued during the period for which the related payment is made.

For profit sharing plans related to private equity funds and credit PE funds, where incentive income is received as investments are realized but is subject to clawback (see "Incentive Income" above), although Fortress defers the recognition of incentive income until all contingencies are resolved, accruing expense for employee profit sharing is based upon when it becomes probable and reasonably estimable that incentive income has been earned and therefore a profit sharing liability has been incurred. Based upon this policy, the recording of an accrual for profit sharing expense to employees generally precedes the recognition of the related incentive income revenue.

Fortress's determination of the point at which it becomes probable and reasonably estimable that incentive income will be earned and therefore a corresponding profit sharing expense should be recorded is based upon a number of factors, the most significant of which is the level of realized gains generated by the underlying funds which may ultimately give rise to incentive income payments. Accordingly, profit sharing expense is generally recorded upon realization events within the underlying funds. A realization event has occurred when an investment within a fund generates proceeds in excess of its related invested capital, such as when an investment is sold at a gain. In some cases, this accrual is subject to reversal based on a determination that the expense is no longer probable of being incurred (in other words, that a clawback is probable).

Fortress may withhold a portion of the profit sharing payments relating to private equity fund or credit PE fund incentive income as a reserve against contingent repayment (clawback) obligations to the funds. Employees may opt to have these withheld amounts invested in either a money market account or in one of a limited group of Fortress Funds.

**Equity-Based Compensation** - Fortress currently has several categories of equity-based compensation, which are accounted for as described in Note 8. Generally, the grant date fair value of equity-based compensation granted to employees or directors is expensed ratably over the required service period (or immediately if there is no required service period). Equity-based compensation granted to non-employees, primarily to employees of certain Portfolio Companies, is expensed ratably over the required service period based on its fair value at each reporting date.

**Income Taxes** - FIG Corp., a subsidiary of the Registrant, is a corporation for tax purposes. As a result, a substantial portion of Fortress's income earned by FIG Corp. is subject to U.S. federal and state income taxation, taxed at prevailing rates. The remainder of Fortress's income is allocated directly to its shareholders and is not subject to a corporate level of taxation. Certain subsidiaries of Fortress are subject to the New York City unincorporated business tax ("UBT") on their U.S. earnings based on a statutory rate of 4%. Certain subsidiaries of Fortress are subject to income tax of the foreign countries in which they conduct business. Interest and penalties, if any, are treated as additional taxes.

Fortress accounts for these taxes using the liability method under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. These temporary differences are expected to result in taxable or deductible amounts in future years and the deferred tax effects are measured using enacted tax rates and laws that will be in effect when such differences are expected to reverse. A valuation allowance is established when management believes it is more likely than not that a deferred tax asset will not be realized.

Fortress is party to a tax receivable agreement whereby the Principals will receive payments from Fortress related to tax savings realized by Fortress in connection with certain transactions entered into by the Principals.

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**Non-Investment Manager**

**Purchase Accounting** - In determining the allocation of the purchase price between net tangible and intangible assets and liabilities, management made estimates of the fair value of the tangible and intangible assets and liabilities using information obtained as a result of pre-acquisition due diligence and independent valuations and appraisals. Management allocates the purchase price to net tangible and identified intangible assets and liabilities based on their fair values. The determination of fair value involves the use of significant judgment and estimation. Acquisition costs in excess of the fair value of tangible and identifiable intangible net assets is recorded as goodwill.

**Fixed Assets** - Fixed assets are recorded at cost. Routine maintenance and repairs are expensed as incurred. Depreciation is calculated under the straight-line method over the estimated useful lives, principally 21 to 40 years for buildings, 3 to 10 years for buildings improvements, 1 to 20 years for machinery and equipment, and 1 to 7 years for furniture, fixtures and computer software. Leasehold improvements are amortized under the straight-line method over the shorter of the lease term or estimated useful life of the asset.

Fixed assets for New Media consisted of the following:

	June 30, 2014
Land	\$ 23,216
Buildings and improvements	111,620
Machinery and equipment	125,617
Furniture, fixtures, and computer software	9,999
Construction in progress and other non-depreciating assets	889
	<u>\$ 271,341</u>
Less: accumulated depreciation	(12,843)
Total	<u>\$ 258,498</u>

Depreciation expense related to fixed assets of New Media for the three months ended June 30, 2014 and for the period from February 14, 2014 to June 30, 2014, was \$8.5 million and \$12.8 million, respectively.

**Goodwill and Intangibles** - Intangible assets related to the Media Business consist of advertiser, customer and subscriber relationships, mastheads and trade names. These intangible assets are recorded at fair value at the date of acquisition. New Media estimates the fair value of the advertiser, customer and subscriber relationships and the trade names using the multi-period excess earnings method under the income approach. This valuation method is based on first forecasting revenue for the existing customer base and then applying expected attrition rates. Mastheads are not amortized because it has been determined that the useful lives of such mastheads are indefinite.

Amortization of intangible assets is included within depreciation and amortization on the consolidated statements of operations and is calculated using the straight-line method based on the following estimated useful lives:

Advertiser relationships	14 - 16 years
Customer relationships	14 - 16 years
Subscriber relationships	15 - 16 years
Trade names	10 years



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Goodwill and intangible assets related to New Media consisted of the following:

	June 30, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<b>Amortized intangible assets:</b>			
Advertiser relationships	\$ 58,461	\$ (1,448)	\$ 57,013
Customer relationships	5,769	(166)	5,603
Subscriber relationships	36,081	(854)	35,227
Trade name	262	(10)	252
Total	<u>\$ 100,573</u>	<u>\$ (2,478)</u>	<u>\$ 98,095</u>
<b>Nonamortized intangible assets:</b>			
Mastheads			46,380
Total intangible assets, net			<u>\$ 144,475</u>
Goodwill			<u>\$ 119,502</u>

As of June 30, 2014, the weighted average amortization periods for amortizable intangible assets are 15.9 years for advertiser relationships, 15.9 years for customer relationships, 16.0 years for subscriber relationships and 10.0 years for trade names. The weighted average amortization period in total for all amortizable intangible assets is 15.9 years.

Amortization expense related to amortizable intangible assets of New Media for the three months ended June 30, 2014 and for the period from February 14, 2014 to June 30, 2014 was \$1.6 million and \$2.5 million, respectively. Estimated future amortization expense as of June 30, 2014, is as follows:

July 1, 2014 to December 31, 2014	\$ 3,244
2015	6,457
2016	6,457
2017	6,457
2018	6,457
Thereafter	69,023
Total	<u>\$ 98,095</u>

Goodwill and intangible assets with indefinite lives are tested for impairment annually or when events indicate that an impairment could exist which may include an economic downturn in a market, a change in the assessment of future operations or a decline in New Media's stock price. An annual impairment assessment is performed on each of New Media's reporting units. The fair value of the applicable reporting unit is compared to its carrying value. Calculating the fair value of a reporting unit requires significant estimates and assumptions. Fair value is estimated by applying third-party market value indicators to projected cash flows and/or projected earnings before interest, taxes, depreciation, and amortization. In applying this methodology, the company relies on a number of factors, including current operating results and cash flows, expected future operating results and cash flows, future business plans, and market data. If the carrying value of the reporting unit exceeds the estimate of fair value, the amount of impairment is calculated as the excess of the carrying value of goodwill over its implied fair value. In June 2014, New Media performed an impairment assessment of its goodwill and intangible assets for each of its reporting units. Based on its assessment, no impairment was identified.

The recoverability of its long-lived assets, including fixed assets and definite lived intangible assets, is estimated whenever events or changes in business circumstances indicate the carrying amount of the assets, or related group of assets, may not be fully recoverable. Impairment indicators include significant under performance relative to historical or projected future operating losses,

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significant changes in the manner of use of the acquired assets or the strategy for New Media's overall business, and significant negative industry or economic trends. The assessment of recoverability is based on management's estimates by comparing the sum of the estimated undiscounted cash flows generated by the underlying asset, or other appropriate grouping of assets, to its carrying value to determine whether an impairment existed at its lowest level of identifiable cash flows. If the carrying amount of the asset is greater than the expected undiscounted cash flows to be generated by such asset, an impairment is recognized to the extent the carrying value of such asset exceeds its fair value.

The newspaper industry and New Media have experienced declining same store revenue and profitability over the past several years. Should general economic, market or business conditions decline, and have a negative impact on estimates of future cash flow and market transaction multiples, this may require impairment charges to be recorded in the future.

**Cash Equivalents** - Cash equivalents represent highly liquid certificates of deposit which have original maturities of three months or less.

**Deferred Revenue** - Billings to clients and payments received in advance of the performance of services or delivery of products are recorded as deferred revenue until services are performed or the product is delivered.

**Other Assets and Other Liabilities** - Other assets and liabilities of the Non-Investment Manager are comprised of the following. Other assets are presented net of allowances for uncollectible amounts of \$4.5 million as of June 30, 2014, which were recorded as general, administrative and other.

	Other Assets June 30, 2014		Other Liabilities June 30, 2014
Accounts receivable, net	\$ 65,322	Accounts payable	\$ 5,454
Inventory	7,463	Accrued expenses	39,309
Prepaid expenses	7,974	Pension and postretirement benefit obligations	9,803
Miscellaneous assets	27,239	Miscellaneous liabilities	5,802
	<u>\$ 107,998</u>		<u>\$ 60,368</u>

- **Accounts Receivable** - Accounts receivable are stated at amounts due from customers, net of an allowance for uncollectible accounts. Allowance for uncollectible accounts is based upon several factors including the length of time the receivables are past due, historical payment trends and current economic factors. New Media generally does not require collateral.
- **Inventory** - Inventory consists principally of newsprint, which is valued at the lower of cost or market. Cost is determined using the first-in, first-out ("FIFO") method. In 2014, New Media expects to purchase approximately 95% of newsprint from one vendor.
- **Pension and Other Postretirement Benefit Obligations** - Pension plan obligations and expense is based on a number of actuarial assumptions. Two critical assumptions are the expected long-term rate of return on plan assets and the discount rate applied to pension plan obligations. For other postretirement benefit plans, which provide for certain health care and life insurance benefits for qualifying retired employees and which are not funded, critical assumptions in determining other postretirement benefit obligations and expense are the discount rate and the assumed health care cost-trend rates.

New Media maintains a legacy pension plan and legacy postretirement medical and life insurance plans which cover qualifying employees of its subsidiaries. The pension plan and postretirement medical and life insurance plans are closed to new participants and the pension plan was frozen to all future benefit accruals. Also, medical and life insurance benefits for a select group of active employees are frozen and the plan limits future benefits.

The accrued benefit actuarial method is used and best estimate assumptions are used to determine pension costs, liabilities and other pension information for defined benefit plans.

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The following provides information on the components of net periodic benefit cost (income) for the pension plans and postretirement medical and life insurance plans for the three months ended June 30, 2014 and for the period from February 14, 2014 to June 30, 2014:

	Three Months Ended June 30, 2014		Period from February 14, 2014 to June 30, 2014	
	Pension	Postretirement	Pension	Postretirement
Service cost	\$ 75	\$ 9	\$ 150	\$ 17
Interest cost	295	63	590	127
Expected return on plan assets	(406)	—	(812)	—
Net periodic benefit cost (income)	\$ (36)	\$ 72	\$ (72)	\$ 144

The following assumptions were used to calculate the net periodic benefit cost (income) for New Media's defined benefit pension and postretirement plans:

	Pension	Postretirement
Weighted average discount rate	5.0%	4.5%
Expected return on assets	8.0%	N/A
Current year trend	N/A	7.8%
Ultimate year trend	N/A	4.8%
Year of ultimate trend	N/A	2025

Since the pension plan was frozen to all future benefit accruals and the medical and life insurance benefit plans limit future benefits, management assumed no rate of increase in future compensation levels.

**3. MANAGEMENT AGREEMENTS AND FORTRESS FUNDS**

***Investment Manager***

Fortress has two principal sources of income from its agreements with the Fortress Funds: contractual management fees, which are generally based on a percentage of fee paying assets under management, and related incentive income, which is generally based on a percentage of returns, or profits, subject to the achievement of performance criteria. Substantially all of Fortress's net assets, after deducting the portion attributable to non-controlling interests, are a result of principal investments in, or receivables from, these funds. The terms of agreements between Fortress and the Fortress Funds are generally determined in connection with third party fund investors.

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**Management Fees, Incentive Income and Related Profit Sharing Expense**

Fortress recognized management fees and incentive income as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
<b>Private Equity</b>				
<b>Private Equity Funds</b>				
Management fees: affil.	\$ 36,417	\$ 33,716	\$ 72,481	\$ 66,500
Management fees: non-affil.	162	118	311	222
Incentive income: affil.	22,094	4,854	22,094	15,309
<b>Permanent Capital Vehicles</b>				
Management fees: affil.	13,767	12,063	27,429	28,751
Management fees, options: affil.	1,604	10,096	1,604	36,470
Management fees: non-affil.	583	1,046	1,691	2,316
Incentive income: affil.	19,246	1,200	23,255	1,200
<b>Liquid Hedge Funds</b>				
Management fees: affil.	29,998	19,538	57,065	37,060
Management fees: non-affil.	6,164	6,183	12,575	11,684
Incentive income: affil.	908	4,677	986	6,464
Incentive income: non-affil.	44	1,434	44	2,487
<b>Credit Funds</b>				
<b>Credit Hedge Funds</b>				
Management fees: affil.	28,455	25,299	55,289	49,829
Management fees: non-affil.	20	94	44	125
Incentive income: affil.	16,429	17,423	17,733	20,574
Incentive income: non-affil.	—	—	—	—
<b>Credit PE Funds</b>				
Management fees: affil.	23,651	22,326	48,259	47,482
Management fees: non-affil.	34	34	68	69
Incentive income: affil.	1,765	2,731	30,625	18,695
Incentive income: non-affil.	—	—	643	376
<b>Logan Circle</b>				
Management fees: affil.	689	724	1,399	1,272
Management fees: non-affil.	10,753	7,880	20,649	15,754
<b>Total</b>				
Management fees: affil.	\$ 134,581	\$ 123,762	\$ 263,526	\$ 267,364
Management fees: non-affil.	\$ 17,716	\$ 15,355	\$ 35,338	\$ 30,170
Incentive income: affil. (A)	\$ 60,442	\$ 30,885	\$ 94,693	\$ 62,242
Incentive income: non-affil.	\$ 44	\$ 1,434	\$ 687	\$ 2,863

(A) See “Deferred Incentive Income” below. The incentive income amounts presented in this table are based on the estimated results of investment vehicles for the current period. These estimates are subject to change based on the final results of such vehicles.

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Deferred Incentive Income

Incentive income from certain Fortress Funds, primarily private equity funds and credit PE funds, is received when such funds realize returns, or profits, based on the related agreements. However, this incentive income is subject to contingent repayment by Fortress to the funds until certain overall fund performance criteria are met. Accordingly, Fortress does not recognize this incentive income as revenue until the related contingencies are resolved. Until such time, this incentive income is recorded on the balance sheet as deferred incentive income and is included as “distributed-unrecognized” deferred incentive income in the table below. Incentive income from such funds, based on their net asset value, which has not yet been received is not recorded on the balance sheet and is included as “undistributed” deferred incentive income in the table below.

Incentive income from certain Fortress Funds is earned based on achieving annual performance criteria. Accordingly, this incentive income is recorded as revenue at year end (in the fourth quarter of each year), is generally received subsequent to year end, and has not been recognized for these funds during the six months ended June 30, 2014 and 2013. If the amount of incentive income contingent on achieving annual performance criteria was not contingent on the results of the subsequent quarters, \$56.3 million and \$191.8 million of additional incentive income from affiliates would have been recognized during the six months ended June 30, 2014 and 2013, respectively. Incentive income based on achieving annual performance criteria that has not yet been recognized, if any, is not recorded on the balance sheet and is included as “undistributed” deferred incentive income in the table below.

During the six months ended June 30, 2014 and 2013, Fortress recognized \$30.6 million and \$18.7 million, respectively, of incentive income distributions from its credit PE funds which represented “tax distributions.” These tax distributions are not subject to clawback and reflect a cash amount approximately equal to the amount expected to be paid out by Fortress for taxes or tax-related distributions on the allocated income from such funds.

Deferred incentive income from the Fortress Funds was comprised of the following, on an inception-to-date basis. This does not include any amounts related to third party funds, receipts from which are reflected as Other Liabilities until all contingencies are resolved.

	Distributed-Gross	Distributed-Recognized (A)	Distributed-Unrecognized (B)	Undistributed, net of intrinsic clawback (C) (D)
Deferred incentive income as of December 31, 2013	\$1,015,084	\$ (767,528)	\$ 247,556	\$ 696,333
Fortress Funds which matured (no longer subject to clawback)	—	—	N/A	N/A
Share of income (loss) of Fortress Funds	N/A	N/A	N/A	289,408
Distribution of private equity incentive income, net	61,052	N/A	61,052	(61,052)
Recognition of previously deferred incentive income	N/A	(53,362)	(53,362)	N/A
Changes in foreign exchange rates	1,596	—	1,596	N/A
Deferred incentive income as of June 30, 2014	<u>\$1,077,732 (E)</u>	<u>\$ (820,890)</u>	<u>\$ 256,842</u>	<u>\$ 924,689 (E)</u>
Deferred incentive income including Fortress Funds which matured	<u>\$1,131,388</u>	<u>\$ (874,546)</u>		

(A) All related contingencies have been resolved.

(B) Reflected on the consolidated balance sheet.

(C) At June 30, 2014, the net undistributed incentive income is comprised of \$991.6 million of gross undistributed incentive income, net of \$66.9 million of intrinsic clawback. The net undistributed incentive income represents the amount that would be received by Fortress from the related funds if such funds were liquidated on June 30, 2014 at their net asset values.

(D) From inception to June 30, 2014, Fortress has paid \$480.8 million of compensation expense under its employee profit sharing arrangements (Note 8) in connection with distributed incentive income, of which \$21.5 million has not been expensed because management has determined that it is not probable of being incurred as an expense and will be recovered from the related individuals. As of June 30, 2014, Fortress has recovered \$6.4 million from individuals relating to their clawback obligations. If the \$991.6 million of gross undistributed incentive income were realized, Fortress would recognize and pay an additional \$478.6 million of compensation expense.

(E) See detailed reconciliations of Distributed-Gross and Undistributed, net of intrinsic clawback below.

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The amounts set forth under Distributed-Gross can be reconciled to the incentive income threshold tables (on the following pages) as follows:

	June 30, 2014
Distributed incentive income - Private Equity Funds	\$ 846,671
Distributed incentive income - Private Equity Funds in Investment or Commitment Period	527
Distributed incentive income - Credit PE Funds	443,023
Distributed incentive income - Credit PE Funds in Investment or Commitment Period	116,696
Less:	
Fortress Funds which are not subject to a clawback provision:	
— NIH	(94,513)
— GAGACQ Fund	(51,476)
Portion of Fund I distributed incentive income that Fortress is not entitled to (see footnote K of incentive income threshold tables)	(183,196)
Distributed-Gross	<u>\$ 1,077,732</u>

The amounts set forth under Undistributed, net of intrinsic clawback can be reconciled to the incentive income threshold tables (on the following pages) as follows:

	June 30, 2014
Undistributed incentive income - Private Equity Funds	\$ 404
Undistributed incentive income - Private Equity Funds in Investment or Commitment Period	10,166
Undistributed incentive income - Credit PE Funds	566,220
Undistributed incentive income - Credit PE Funds in Investment or Commitment Period	269,649
Undistributed incentive income - Hedge Funds (total)	145,153
Less: Gross intrinsic clawback per incentive income threshold tables - Private Equity Funds	(66,903)
Undistributed, net of intrinsic clawback	<u>\$ 924,689</u>

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The following tables summarize information with respect to the Fortress Funds and their related incentive income thresholds as of June 30, 2014:

Fund (Vintage) (A)	Maturity Date (B)	Inception to Date Capital Invested	Inception to Date Distributions (C)	Net Asset Value ("NAV")	NAV Surplus (Deficit) (D)	Current Preferred Return Threshold (E)	Gain to Cross Incentive Income Threshold (F)	Undistributed Incentive Income (G)	Distributed Incentive Income (H)	Distributed Incentive Income Subject to Clawback (I)	Gross Intrinsic Clawback (J)	Net Intrinsic Clawback (J)
<b>Private Equity Funds</b>												
NIH (1998)	In Liquidation	\$ 415,574	\$ (823,588)	\$ —	\$ N/A	\$ —	\$ N/A	\$ —	\$ 94,513	\$ —	\$ —	\$ —
Fund I (1999) (K)	Closed May-13	1,015,943	(2,847,929)	—	N/A	—	N/A	—	344,939	—	—	—
Fund II (2002)	In Liquidation	1,974,298	(3,442,900)	2,047	1,470,649	—	N/A	404	288,840	—	—	—
Fund III (2004)	Jan-15	2,762,992	(2,138,525)	1,670,800	1,046,333	1,895,856	849,523	—	66,903	66,903	66,903	45,108
Fund III Coinvestment (2004)	Jan-15	273,649	(225,188)	78,785	30,324	225,537	195,213	—	—	—	—	—
Fund IV (2006)	Jan-17	3,639,561	(1,029,981)	3,324,215	714,635	2,533,034	1,818,399	—	—	—	—	—
Fund IV Coinvestment (2006)	Jan-17	762,696	(225,794)	489,913	(46,989)	541,188	588,177	—	—	—	—	—
Fund V (2007) (K)	Feb-18	4,103,713	(782,717)	4,507,314	1,186,318	2,252,966	1,066,648	—	—	—	—	—
Fund V Coinvestment (2007) (K)	Feb-18	990,480	(90,598)	572,156	(327,726)	592,754	920,480	—	—	—	—	—
GAGACQ Fund (2004) (GAGFAH)	Closed Nov-09	545,663	(595,401)	N/A	N/A	N/A	N/A	N/A	51,476	N/A	N/A	N/A
FRID (2005) (GAGFAH)	In Liquidation	1,220,229	(1,199,599)	19,017	(1,613)	918,370	919,983	—	—	—	—	—
FRIC (2006) (Brookdale)	In Liquidation	328,754	(289,768)	1,461	(37,525)	265,546	303,071	—	—	—	—	—
FICO (2006) (Intrawest)	Jan-17	724,525	(5)	(61,512)	(786,032)	554,989	1,341,021	—	—	—	—	—
FHIF (2006) (Holiday)	Jan-17	1,543,463	(169,180)	2,250,105	875,822	1,078,540	202,718	—	—	—	—	—
FECI (2007) (Florida East Coast / Flagler)	Feb-18	982,779	(189)	973,272	(9,318)	685,174	694,492	—	—	—	—	—
								<u>\$ 404</u>	<u>\$ 846,671</u>	<u>\$ 66,903</u>	<u>\$ 66,903</u>	<u>\$ 45,108</u>
<b>Private Equity Funds in Investment or Commitment Period</b>												
WWTAI (2011)	Jan-25	\$ 367,542	\$ (50,231)	\$ 353,952	\$ 36,641	\$ —	N/A	\$ 2,993	\$ 527	\$ 527	\$ —	\$ —
MSR Opportunities Fund I A (2012)	Aug-22	314,037	(74,706)	292,497	53,166	—	N/A	5,132	—	—	—	—
MSR Opportunities Fund I B (2012)	Aug-22	76,063	(18,094)	70,685	12,716	—	N/A	1,271	—	—	—	—
MSR Opportunities Fund II A (2013)	Jul-23	47,436	(2,975)	48,658	4,197	—	N/A	620	—	—	—	—
MSR Opportunities Fund II B (2013)	Jul-23	676	(42)	688	54	—	N/A	8	—	—	—	—
MSR Opportunities II MA I (2013)	Jul-23	10,888	(683)	11,164	959	—	N/A	142	—	—	—	—
Italian NPL Opportunities (2013)	Aug-24	16,219	—	13,611	(2,608)	25	2,633	—	—	—	—	—
								<u>\$ 10,166</u>	<u>\$ 527</u>	<u>\$ 527</u>	<u>\$ —</u>	<u>\$ —</u>

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Fund (Vintage) (A)	Maturity Date (B)	Inception to Date Capital Invested	Inception to Date Distributions (C)	Net Asset Value ("NAV")	NAV Surplus (Deficit) (D)	Current Preferred Return Threshold (E)	Gain to Cross Incentive Threshold (F)	Undistributed Incentive Income (G)	Distributed Incentive Income (H)	Distributed Incentive Income Subject to Clawback (I)	Gross Intrinsic Clawback (J)	Net Intrinsic Clawback (J)
<b>Credit PE Funds</b>												
Long Dated Value Fund I (2005)	Apr-30	\$ 267,325	\$ (81,670)	\$ 301,587	\$ 115,932	\$ 136,963	\$ 21,031	\$ —	\$ —	\$ —	\$ —	\$ —
Long Dated Value Fund II (2005)	Nov-30	274,280	(147,790)	197,964	71,474	107,961	36,487	—	412	—	—	—
Long Dated Value Fund III (2007)	Feb-32	343,156	(265,033)	217,091	138,968	—	N/A	18,965	6,271	—	—	—
LDVF Patent Fund (2007)	Nov-27	46,014	(41,852)	40,805	36,643	—	N/A	2,808	461	—	—	—
Real Assets Fund (2007)	Jun-17	359,024	(308,700)	168,220	117,896	—	N/A	13,090	5,285	—	—	—
Credit Opportunities Fund (2008)	Oct-20	5,525,301	(6,634,277)	1,458,675	2,567,651	—	N/A	223,799	280,240	108,779	—	—
Credit Opportunities Fund II (2009)	Jul-22	2,253,960	(2,062,998)	1,275,949	1,084,987	—	N/A	154,910	57,901	5,624	—	—
FCO Managed Account (2010)	Jun-22	571,154	(465,116)	393,889	287,851	—	N/A	42,815	11,844	—	—	—
SIP Managed Account (2010)	Sep-20	11,000	(31,987)	10,325	31,312	—	N/A	2,065	4,197	—	—	—
Japan Opportunity Fund (2009)	Jun-19	1,049,279	(1,051,928)	816,520	819,169	—	N/A	101,587	65,821	19,715	—	—
Net Lease Fund I (2010)	Feb-20	152,234	(219,596)	6,282	73,644	—	N/A	269	9,396	6,613	—	—
Real Estate Opportunities Fund (2011)	Sep-24	532,036	(186,245)	427,725	81,934	—	N/A	5,912	1,195	628	—	—
								<u>\$ 566,220</u>	<u>\$ 443,023</u>	<u>\$ 141,359</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Credit PE Funds in Investment or Commitment Period</b>												
Credit Opportunities Fund III (2011)	Mar-24	\$ 2,156,290	\$ (898,797)	\$ 1,737,200	\$ 479,707	\$ —	N/A	\$ 78,402	\$ 15,496	\$ 4,757	\$ —	\$ —
FCO Managed Accounts (2008-2012)	Apr-22 to Mar-27	3,361,855	(2,541,876)	1,929,473	1,109,494	—	N/A	138,733	80,583	41,024	—	—
Japan Opportunity Fund II (Yen) (2011)	Dec-21	548,029	(199,185)	507,924	159,080	—	N/A	23,729	8,063	—	—	—
Japan Opportunity Fund II (Dollar) (2011)	Dec-21	466,604	(147,435)	449,116	129,947	—	N/A	14,743	10,282	—	—	—
Global Opportunities Fund (2010)	Sep-20	306,463	(152,415)	226,321	72,273	—	N/A	12,491	1,588	1,588	—	—
Life Settlements Fund (2010)	Dec-22	390,760	(299,330)	69,729	(21,701)	68,070	89,771	—	—	—	—	—
Life Settlements Fund MA (2010)	Dec-22	31,978	(24,482)	5,515	(1,981)	5,591	7,572	—	—	—	—	—
Real Estate Opportunities REOC Fund (2011)	Oct-23	41,462	(16,759)	35,937	11,234	—	N/A	1,551	684	684	—	—
								<u>\$ 269,649</u>	<u>\$ 116,696</u>	<u>\$ 48,053</u>	<u>\$ —</u>	<u>\$ —</u>

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	Equity Eligible for Incentive (L)	Gain to Cross Incentive Income Threshold (F)	Life-to-Date Incentive Income Crystallized (P)
<b><u>Permanent capital vehicles</u></b>			
Newcastle	\$ 1,449,018	(F) \$	41,283
Eurocastle Investment Limited ("Eurocastle")	552,834	\$ 157,827	39,217
New Residential Investment Corp. ("New Residential")	1,372,067	—	38,908
New Media (W)	390,449	5,058	—

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	Incentive Income Eligible NAV (L)	Gain to Cross Incentive Income Threshold (M)	Percentage of Incentive Income Eligible NAV Above Incentive Income Threshold (N)	Undistributed Incentive Income (O)	Year to Date Incentive Income Crystallized (P)
<b>Liquid Hedge Funds</b>					
<u>Macro Funds (Q) (T)</u>					
Main fund investments	\$ 1,536,731	\$ 83,922	9.3%	\$ 74	\$ 51
Single investor funds	871,521	54,952	0.0%	—	—
Sidepocket investments (R)	13,945	9,471	N/A	259	263
Sidepocket investments - redeemers (S)	151,590	85,159	N/A	1,978	593
Managed accounts	723,490	48,834	0.4%	5	1
<u>Asia Macro Funds (T)</u>					
Main fund investments	2,671,091	108,152	0.0%	—	—
Managed accounts	301,875	17,488	0.0%	—	—
<u>Fortress Convex Asia Funds (T)</u>					
Main fund investments	135,667	9,639	0.0%	—	—
<u>Fortress Partners Funds (T)</u>					
Main fund investments	39,490	18,140	0.0%	—	—
Sidepocket investments (R)	122,807	19,885	N/A	5,221	—
<b>Credit Hedge Funds</b>					
<u>Special Opportunities Funds (T)</u>					
Main fund investments	\$ 4,399,856	\$ —	100.0%	\$ 53,365	\$ —
Sidepocket investments (R)	70,439	11	N/A	4,599	—
Sidepocket investments - redeemers (S)	232,550	58,661	N/A	6,471	—
Main fund investments (liquidating) (U)	685,453	—	100.0%	70,459	17,769
Managed accounts	7,770	44,836	0.0%	—	—
<u>Worden Funds</u>					
Main fund investments	258,046	29	99.0%	2,655	2
<u>Fortress Japan Income Fund</u>					
Main fund investments	14,561	N/A	0.0%	—	—
<u>Value Recovery Funds (V)</u>					
Main fund investments	20,410	4,516	63.2%	67	—

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- (A) Vintage represents the year in which the fund was formed.
- (B) Represents the contractual maturity date including the assumed exercise of all extension options, which in some cases may require the approval of the applicable fund advisory board. Private equity funds that have reached their maturity date are included in the table to the extent they have generated incentive income.
- (C) Includes an increase to the NAV surplus related to the U.S. income tax expense of certain investment entities, which is considered a distribution for the purposes of computing incentive income.
- (D) A NAV deficit represents the gain needed to cross the incentive income threshold (as described in (F) below), excluding the impact of any relevant performance (i.e. preferred return) thresholds (as described in (E) below).
- (E) Represents the gain needed to achieve the current relevant performance thresholds, assuming the gain described in (D) above is already achieved.
- (F) Represents the immediate increase in NAV needed for Fortress to begin earning incentive income, including the achievement of any relevant performance thresholds. It does not include the amount needed to earn back intrinsic clawback (see (J) below), if any. Incentive income is not recorded as revenue until it is received and any related contingencies are resolved (see (I) below). For the permanent capital vehicles, represents the immediate increase of the company's applicable supplemental measure of operating performance needed for Fortress to begin earning incentive income. As of June 30, 2014, as a result of Newcastle not meeting the incentive income threshold, Fortress does not expect to earn incentive income from Newcastle for an indeterminate period of time.
- (G) Represents the amount of additional incentive income Fortress would receive if the fund were liquidated at the end of the period at its NAV. The incentive income amounts presented in this table are based on the estimated results of investment vehicles for the current period. These estimates are subject to change based on the final results of such vehicles.
- (H) Represents the amount of net incentive income previously received from the fund since inception.
- (I) Represents the amount of incentive income previously received from the fund which is still subject to contingencies and is therefore recorded on the consolidated balance sheet as Deferred Incentive Income. This amount will either be recorded as revenue when all related contingencies are resolved, or, if the fund does not meet certain performance thresholds, will be returned by Fortress to the fund (i.e., "clawed back").
- (J) Represents the amount of incentive income previously received from the fund that would be clawed back (i.e., returned by Fortress to the fund) if the fund were liquidated at the end of the period at its NAV, excluding the effect of any tax adjustments. Employees, former employees and affiliates of Fortress would be required to return a portion of this incentive income that was paid to them under profit sharing arrangements. "Gross" and "Net" refer to amounts that are gross and net, respectively, of this employee/affiliate portion of the intrinsic clawback. Fortress remains liable to the funds for these amounts even if it is unable to collect the amounts from employees/affiliates. Fortress withheld a portion of the amounts due to employees under these profit sharing arrangements as a reserve against future clawback; as of June 30, 2014, Fortress held \$35.5 million of such amounts on behalf of employees related to all of the private equity funds.
- (K) The Fund I distributed incentive income amount is presented for the total fund, of which Fortress was entitled to approximately 50%. Fund V includes Fund V (GLPI Sisterco) and Fund V Coinvestment includes Fund V Coinvestment (GLPI Sisterco).
- (L) Represents the portion of a fund's NAV or trading level that is eligible to earn incentive income. For the permanent capital vehicles, represents the equity basis that is used to calculate incentive income.
- (M) Represents, for those fund investors whose NAV is below the performance threshold Fortress needs to obtain before it can earn incentive income from such investors (their "incentive income threshold" or "high water mark"), the amount by which their aggregate incentive income thresholds exceed their aggregate NAVs. The amount by which the NAV of each investor within this category is below their respective incentive income threshold varies and, therefore, Fortress may begin earning incentive income from certain investors before this entire amount is earned back. Fortress earns incentive income whenever the assets of new investors, as well as of investors whose NAV exceeds their incentive income threshold, increase in value. For Fortress Japan Income Fund, Fortress earns incentive income based on investment income, which does not include unrealized and realized gains and losses, earned in excess of a preferred return threshold.
- (N) Represents the percentage which is computed by dividing (i) the aggregate NAV of all investors who are at or above their respective incentive income thresholds, by (ii) the total incentive income eligible NAV of the fund. The amount by which the NAV of each fund investor who is not in this category is below their respective incentive income threshold may vary, and may vary significantly. This percentage represents the performance of only the main fund investments and managed accounts relative to their respective incentive income thresholds. It does not incorporate the impact of unrealized losses on sidepocket investments that can reduce the amount of incentive income earned from certain funds. See footnote (R) below.
- (O) Represents the amount of additional incentive income Fortress would earn from the fund if it were liquidated at the end of the period at its NAV. This amount is currently subject to performance contingencies generally until the end of the year or, in the case of sidepocket investments, until such investments are realized. Main Fund Investments (Liquidating) pay incentive income only after all capital is returned. For the Fortress Japan Income Fund, represents the amount of incentive income Fortress would earn from the fund assuming the amount of investment income earned in excess of the preferred return threshold was distributed as of the end of the period. For the Value Recovery Fund managed accounts, Fortress can earn incentive income if aggregate realizations exceed an agreed threshold. The incentive income amounts presented in this table are based on the estimated results of investment vehicles for the current period. These estimates are subject to change based on the final results of such vehicles.
- (P) Represents the amount of incentive income Fortress has earned in the current period which is not subject to clawback. For the permanent capital vehicles, represents the life-to-date incentive income amount that Fortress has earned and which is not subject to clawback.

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- (Q) The Drawbridge Global Macro SPV (the “SPV”), which was established in February 2009 to liquidate illiquid investments and distribute the proceeds to then existing investors, is not subject to incentive income and is therefore not presented in the table. However, realized gains or losses within the SPV can decrease or increase, respectively, the gain needed to cross the incentive income threshold for investors with a corresponding investment in the main fund. The unrealized gains and losses within the SPV at June 30, 2014, as if they became realized, would not materially impact the amounts presented in the table.
- (R) Represents investments held in sidepockets (also known as special investment accounts), which generally have investment profiles similar to private equity funds. The performance of these investments may impact Fortress’s ability to earn incentive income from main fund investments. For the credit hedge funds and Fortress Partners Funds, realized and unrealized losses from individual sidepockets below original cost may reduce the incentive income earned from main fund investments. For the Macro Funds, only realized losses from individual sidepockets reduce the incentive income earned from main fund investments. Based on current unrealized losses in Macro Fund sidepockets, if all of the Macro Fund sidepockets were liquidated at their NAV at June 30, 2014, the undistributed incentive income from the Macro main fund would not be impacted.
- (S) Represents investments held in sidepockets for investors with no corresponding investment in the related main fund investments. In the case of the Macro Funds, such investors may have investments in the SPV (see (Q) above).
- (T) Includes onshore and offshore funds.
- (U) Relates to accounts where investors have provided return of capital notices and are subject to payout as underlying fund investments are realized.
- (V) Excludes the Value Recovery Funds which had a NAV of \$303.7 million at June 30, 2014. Fortress began managing the third party originated Value Recovery Funds in June 2009 and generally does not expect to earn any significant incentive income from the fund investments.
- (W) Fortress has a management agreement with New Media whereby it may earn incentive income. New Media is a VIE consolidated by Fortress (see Note 1) and as a result any New Media incentive income earned by Fortress is eliminated in consolidation. However, Fortress has included New Media in the above table solely for informational purposes.

*Logan Circle*

During the six months ended June 30, 2014, Logan Circle, Fortress's fixed income asset manager, began managing two new fixed income funds which had a total net asset value of \$105.6 million as of June 30, 2014.

*Private Equity Funds and Credit PE Funds*

During the six months ended June 30, 2014, Fortress formed new Private Equity and Credit PE funds which had capital commitments as follows as of June 30, 2014:

	Private Equity	Credit PE
Fortress	\$ 255	\$ 12,000
Fortress's affiliates	270,364	1,005
Third party investors	726,979	254,025
Total capital commitments	<u>\$ 997,598</u>	<u>\$ 267,030</u>

In May 2014, Fortress's senior living management subsidiary entered into agreements to manage three senior living properties which are owned by Newcastle. Fortress will receive management fees equal to 6.0% of revenues (as defined in the agreements) for the first two years and 7.0% thereafter and reimbursement of certain expenses, including the compensation expense of all on-site employees.

In June 2014, Fortress's senior living management subsidiary entered into agreements to manage two senior living properties owned by a third party. Fortress will receive management fees of 5.5% of revenues (as defined in the agreements) and reimbursement of certain expenses, including the compensation expense associated with all on-site employees. In connection with these agreements, Fortress has committed and is expected to pay the third party property owner \$1.9 million in the third quarter of 2014.

During the three months ended June 30, 2014, certain PE Funds (Fund II, FRID and FRIC) substantially liquidated their respective remaining investments. These funds distributed a majority of the sale proceeds to their respective investors and are in the process of final liquidation. During the three months ended June 30, 2014, Fortress received additional net incentive income of \$0.9 million from Fund II and returned \$16.4 million to FRID representing prior net incentive income distributions received (\$10.0 million net of employee amounts). No remaining clawback amount exists for these funds.

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*Liquid Hedge Funds and Credit Hedge Funds*

During the six months ended June 30, 2014, Fortress formed, or became the manager of, hedge funds with net asset values as follows as of June 30, 2014:

	Liquid Hedge Funds (B)	Credit Hedge Funds
Fortress	\$ 50,238	\$ —
Fortress's affiliates	36,929	—
Third party investors	—	14,561
Total capital NAV (A)	<u>\$ 87,167</u>	<u>\$ 14,561</u>

(A) Or other fee paying basis, as applicable.

(B) Liquid hedge funds includes the Investment Company, a consolidated VIE.

During the second quarter of 2014, certain credit hedge funds formed new investment vehicles. Fortress is the sub-advisor to the new entities but does not have a direct interest in the investment vehicles. Fortress determined that these investment vehicles qualify as variable interest entities and that it was the primary beneficiary and therefore consolidates the entities. The investment vehicles entered into a warehouse financing agreement with a third party lender which has agreed to lend the investment vehicles up to €300.0 million. As of June 30, 2014, the investment vehicles did not hold any assets or have any debt outstanding. The debt obligations of the investment vehicles are not cross collateralized with the debt obligations of the Investment Manager. Fortress has no obligation to satisfy the liabilities of the investment vehicles. Similarly, Fortress does not have the right to make use of the assets of the investment vehicles to satisfy its obligations. The investment vehicles' debt obligations have no impact on the Investment Manager's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.

**4. INVESTMENTS AND FAIR VALUE**

**Investment Manager**

Investments consist primarily of investments in equity method investees and options in these investees. The investees are primarily Fortress Funds.

Investments can be summarized as follows:

	June 30, 2014	December 31, 2013
Equity method investees	\$ 1,104,316	\$ 1,174,878
Equity method investees, held at fair value (A)	15,008	78,388
Total equity method investments	<u>\$ 1,119,324</u>	<u>\$ 1,253,266</u>
Options in equity method investees	<u>\$ 98,583</u>	<u>\$ 104,338</u>

(A) Includes publicly traded private equity portfolio companies, primarily GAGFAH (the sale of which was completed in June 2014), as well as the permanent capital vehicles (NCT, NRZ and ECT). Does not include New Media which is eliminated in consolidation.

Gains (losses) can be summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net realized gains (losses)	\$ 1,427	\$ 225	\$ 592	\$ (371)
Net realized gains (losses) from affiliate investments	44,922 (A)	66	44,348 (A)	(117)
Net unrealized gains (losses)	1,279	2,104	(5,524)	5,602
Net unrealized gains (losses) from affiliate investments	(43,260) (A)	(5,595)	(46,292) (A)	32,961
Total gains (losses)	<u>\$ 4,368</u>	<u>\$ (3,200)</u>	<u>\$ (6,876)</u>	<u>\$ 38,075</u>

(A) Includes the impact of the sale of GAGFAH which was completed in June 2014.

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These gains (losses) were generated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Mark to fair value on affiliate investments and options	\$ 1,661	\$ (5,599)	\$ (1,967)	\$ 32,964
Mark to fair value on derivatives	(2,345)	2,104	(3,694)	5,277
Mark to fair value on equity securities	693	—	770	—
Unrealized gains (losses) on digital currency (Bitcoin)	3,904	—	(2,272)	—
Other	455	295	287	(166)
Total gains (losses)	<u>\$ 4,368</u>	<u>\$ (3,200)</u>	<u>\$ (6,876)</u>	<u>\$ 38,075</u>

***Investments in Equity Method Investees***

Fortress holds investments in certain Fortress Funds which are recorded based on the equity method of accounting. Fortress's maximum exposure to loss with respect to these entities is generally equal to its investment plus its basis in any options received from such entities, plus any receivables from such entities as described in Note 7. In addition, unconsolidated affiliates also hold ownership interests in certain of these entities. Summary financial information related to these investments is as follows:

	Fortress's Investment		Fortress's Equity in Net Income (Loss)			
	June 30,	December 31,	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013	2014	2013
Private equity funds, excluding NIH	\$ 716,944	\$ 789,894	\$ 10,865	\$ 12,493	\$ 17,292	\$ 35,378
NIH	—	—	—	(640)	—	(554)
Publicly traded portfolio companies (A)(B)	1,118	63,001	N/A	N/A	N/A	N/A
Newcastle (B)	4,971	5,953	N/A	N/A	N/A	N/A
New Residential (B)	6,534	6,928	N/A	N/A	N/A	N/A
Eurocastle (B)	2,385	2,506	N/A	N/A	N/A	N/A
Total private equity	<u>731,952</u>	<u>868,282</u>	<u>10,865</u>	<u>11,853</u>	<u>17,292</u>	<u>34,824</u>
Liquid hedge funds	153,897	158,920	1,756	1,266	3,286	6,613
Credit hedge funds	59,060	58,825	2,440	3,237	4,809	5,665
Credit PE funds	165,965	159,044	7,387	12,200	17,394	17,850
Other	8,450	8,195	—	149	41	55
	<u>\$ 1,119,324</u>	<u>\$ 1,253,266</u>	<u>\$ 22,448</u>	<u>\$ 28,705</u>	<u>\$ 42,822</u>	<u>\$ 65,007</u>

- (A) Represents Fortress's direct investments in the common stock of publicly traded private equity portfolio companies, primarily GAGFAH (the sale of which was completed in June 2014).
- (B) Fortress elected to record these investments at fair value pursuant to the fair value option for financial instruments.

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A summary of the changes in Fortress's investments in equity method investees is as follows:

	Six Months Ended June 30, 2014							
	Private Equity			Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds	Other	Total
	NIH	Other Funds	Publicly Traded Portfolio Companies and Permanent Capital Vehicles (A)					
Investment, beginning	\$ —	\$ 789,894	\$ 78,388	\$ 158,920	\$ 58,825	\$ 159,044	\$ 8,195	\$ 1,253,266
Earnings from equity method investees	—	17,292	N/A	3,286	4,809	17,394	41	42,822
Other comprehensive income from equity method investees	—	—	N/A	—	—	—	—	—
Contributions to equity method investees (B)	—	5,920	—	89,324	160,416	7,750	532	263,942
Distributions of earnings from equity method investees	—	(30,035)	N/A	(3,977)	(4,725)	(12,467)	—	(51,204)
Distributions of capital from equity method investees (B)	—	(67,031)	N/A	(93,656)	(160,265)	(6,293)	(108)	(327,353)
Total distributions from equity method investees	—	(97,066)	—	(97,633)	(164,990)	(18,760)	(108)	(378,557)
Mark to fair value - during period (C)	N/A	(191)	4,725	N/A	N/A	N/A	N/A	4,534
Translation adjustment	—	—	(745)	—	—	539	—	(206)
Dispositions	—	—	(66,424)	—	—	(2)	(210)	(66,636)
Reclassification to Due to Affiliates (D)	—	1,095	—	—	—	—	—	1,095
Consolidation of Non-Investment Manager (E)	—	—	(936)	—	—	—	—	(936)
Investment, ending	\$ —	\$ 716,944	\$ 15,008	\$ 153,897	\$ 59,060	\$ 165,965	\$ 8,450	\$ 1,119,324
Ending balance of undistributed earnings	\$ —	\$ 60,381	\$ N/A	\$ 370	\$ 2,070	\$ 13,091	\$ 2,017	\$ 77,929

- (A) Fortress elected to record these investments at fair value pursuant to the fair value option for financial instruments.  
(B) The amounts presented above can be reconciled to the amounts presented on the statement of cash flows as follows:

	Six Months Ended June 30, 2014	
	Contributions	Distributions of Capital
Per consolidated statements of cash flows	\$ 6,012	\$ (321,085)
Investments of incentive receivable amounts into Fortress Funds	249,740	176
Change in distributions payable out of Fortress Funds	—	—
Net funded*	4,864	(4,864)
Other	3,326	(1,580)
Per Above	\$ 263,942	\$ (327,353)

\*In some instances, a private equity style fund may need to simultaneously make both a capital call (for new investments or expenses) and a capital distribution (related to realizations from existing investments). This results in a net funding.

- (C) Recorded to Gains (Losses).  
(D) Represents a portion of the general partner liability discussed in Note 10.  
(E) Represents the elimination of Fortress's direct investment in New Media, a consolidated VIE, as of the date of consolidation.

The ownership percentages presented in the following tables are reflective of the ownership interests held as of the end of the respective periods. For tables which include more than one Fortress Fund, the ownership percentages are based on a weighted average by total equity of the funds as of period end. NIH, the permanent capital vehicles, the publicly traded portfolio companies and Other are not presented as they are insignificant to Fortress's investments.

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	<i>Private Equity Funds excluding NIH (B)</i>	
	June 30, 2014	December 31, 2013
Assets	\$ 14,871,421	\$ 17,176,529
Debt	(3,250)	(1,626)
Other liabilities	(129,784)	(185,144)
Equity	\$ 14,738,387	\$ 16,989,759
Fortress's Investment	\$ 716,944	\$ 789,894
Ownership (A)	4.9%	4.6%
	Six Months Ended June 30,	
	2014	2013
Revenues and gains (losses) on investments	\$ 432,009	\$ 1,094,028
Expenses	(104,775)	(97,586)
Net Income (Loss)	\$ 327,234	\$ 996,442
Fortress's equity in net income (loss)	\$ 17,292	\$ 35,378

	<i>Liquid Hedge Funds</i>		<i>Credit Hedge Funds</i>		<i>Credit PE Funds (B) (C)</i>	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
Assets	\$ 13,676,802	\$ 13,167,316	\$ 10,789,110	\$ 10,226,023	\$ 10,738,279	\$ 10,544,754
Debt	—	—	(3,982,370)	(3,918,692)	(150,312)	(161,225)
Other liabilities	(6,609,178)	(6,735,989)	(421,299)	(332,510)	(289,992)	(311,538)
Non-controlling interest	—	—	(13,304)	(6,470)	(6,334)	(3,461)
Equity	\$ 7,067,624	\$ 6,431,327	\$ 6,372,137	\$ 5,968,351	\$ 10,291,641	\$ 10,068,530
Fortress's Investment	\$ 153,897	\$ 158,920	\$ 59,060	\$ 58,825	\$ 165,965	\$ 159,044
Ownership (A)	2.2%	2.5%	0.9%	1.0%	1.6%	1.6%

	Six Months Ended June 30,		Six Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013	2014	2013
Revenues and gains (losses) on investments	\$ (153,439)	\$ 537,704	\$ 553,237	\$ 681,939	\$ 1,293,764	\$ 888,338
Expenses	(97,666)	(70,798)	(150,968)	(155,380)	(132,624)	(163,291)
Net Income (Loss)	\$ (251,105)	\$ 466,906	\$ 402,269	\$ 526,559	\$ 1,161,140	\$ 725,047
Fortress's equity in net income (loss)	\$ 3,286	\$ 6,613	\$ 4,809	\$ 5,665	\$ 17,394	\$ 17,850

- (A) Excludes ownership interests held by other Fortress Funds, the Principals, employees and other affiliates.
- (B) For Private Equity Funds, includes four entities which are recorded on a one quarter lag (i.e. current year balances reflected for these entities are for the period ended March 31, 2014). For Credit PE Funds, includes one entity which is recorded on a one quarter lag and several entities which are recorded on a one month lag. They are recorded on a lag because they are foreign entities, or they have substantial operations in foreign countries, and do not provide financial reports under GAAP within the reporting time frame necessary for U.S. public entities.
- (C) Includes certain entities in which Fortress has both a direct and an indirect investment.



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***Investments in Variable Interest Entities and other Unconsolidated Entities***

All of Fortress's interests in unconsolidated entities relate to (i) entities in which Fortress has an investment, which are included in Investments on the consolidated balance sheet and described in Note 4, and/or (ii) entities from which Fortress earns fees, which are included in revenues and described in Note 3.

As of June 30, 2014 Fortress had interests in 191 entities, 135 of which were entities, primarily Fortress Funds, classified as voting interest entities. These entities generally provide their limited partners or members unrelated to Fortress with the substantive ability to liquidate the Fortress Fund or otherwise remove Fortress as the general partner.

A significant majority of the 56 entities classified as VIEs were investing vehicles set up on behalf of the Fortress Funds to make investments. A Fortress Fund will generally have a majority ownership and a majority economic interest in the investing vehicles that are VIEs. Most of the remaining VIEs are entities that are majority-owned and controlled by third parties and are insignificant in size.

A Fortress Fund is generally the primary beneficiary of each of these investing vehicles because it is the entity most closely associated with the VIE based on the applicable consolidation guidance. Fortress is not considered the primary beneficiary of, and, therefore, does not consolidate, any of the VIEs in which it holds an interest, except as described below. No reconsideration events occurred during the six months ended June 30, 2014 or 2013, respectively, which caused a change in Fortress's accounting, except as described below.

The following tables set forth certain information as of June 30, 2014 regarding variable interest entities in which Fortress holds a variable interest. The amounts presented below are included in, and not in addition to, the equity method investment tables above.

Entities initially classified as variable interest entities during the six months ended June 30, 2014:

Business Segment	Fortress is not Primary Beneficiary				Notes
	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	
Credit PE Funds	1	\$ 23,172	\$ 16,595	\$ 335	(D)
Logan Circle	2	108,698	—	—	(C)
Liquid Hedge Funds	2	37,040	—	101	(D)

Business Segment	Fortress is Primary Beneficiary				Notes
	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	
Private Equity Funds	1	\$ 3,465	\$ —	\$ 34	(F)
Permanent Capital Vehicles	1	661,820	192,398	1,453	(G)
Liquid Hedge Funds	1	123,375	28,625	50,238	(F)
Credit Hedge Funds	3	—	—	—	(G)

All variable interest entities:

Business Segment	Fortress is not Primary Beneficiary								Notes
	June 30, 2014				December 31, 2013				
	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	
Private Equity Funds	1	\$ 564	\$ —	\$ —	1	\$ 789	\$ —	\$ 155	(C)
Permanent Capital Vehicles	3	12,740,130	9,166,186	146,021	3	13,950,294	9,804,741	145,472	(C)
Liquid Hedge Funds	4	4,400,982	1,810,641	4,859	2	4,897,650	2,343,406	40,816	(D)
Credit Hedge Funds	6	1,990,692	295,302	3,460	6	1,966,802	370,607	50,945	(D) (E)
Credit PE Funds	32	1,007,256	360,131	6,544	33	1,229,250	362,642	5,350	(D) (E)
Logan Circle	3	374,074	—	194	1	244,828	—	144	(C)

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Business Segment	Fortress is Primary Beneficiary								Notes
	June 30, 2014				December 31, 2013				
	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	
Private Equity Funds	2	\$ 35,311	\$ —	\$ 11,573	1	\$ 52,976	\$ —	\$ 15,868	(F) (H)
Permanent Capital Vehicles	1	661,820	192,398	1,453	—	—	—	—	(G)
Liquid Hedge Funds	1	123,375	28,625	50,238	—	—	—	—	(F)
Credit Hedge Funds	3	—	—	—	—	—	—	—	(G)

- (A) Represents financial obligations of the VIEs, which are not recourse to Fortress. Financial obligations include financial borrowings, derivative liabilities and short securities. In many cases, these VIEs have additional debt within unconsolidated subsidiaries. The debt obligations of the VIEs are not cross collateralized with the debt obligations of Fortress. Fortress has no obligation to satisfy the liabilities of the VIEs. Similarly, Fortress does not have the right to make use of the assets of the VIEs to satisfy its obligations. The VIE's debt obligations have no impact on Fortress's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.
- (B) Represents Fortress's maximum exposure to loss with respect to these entities, which includes direct and indirect investments in these entities, plus any receivables due from these entities. In addition to the table above, Fortress is exposed to potential changes in cash flow and revenues attributable to the management fees and/or incentive income Fortress earns from those entities. For VIEs where Fortress is deemed to be the primary beneficiary, these investments and receivables are eliminated in consolidation but still represent Fortress's economic exposure to the VIEs.
- (C) Includes Fortress Funds that are VIEs because the funds' at-risk equity holders as a group lack the characteristics of a controlling financial interest because (i) the decision making is through a management contract that is not an at-risk equity investment and/or (ii) the voting rights of an investor are not proportional to its obligation to absorb the income or loss of the entity and substantially all of the entity's activities either involve or are conducted on behalf of that investor and its related parties. Fortress is the investment manager of these funds. Fortress is not the primary beneficiary of these funds because it and its related parties do not absorb a majority of the funds' expected losses or residual returns based on a quantitative analysis.
- (D) Includes entities (including investing vehicles and master funds) that are VIEs because the entity's at-risk equity holders as a group lack the characteristics of a controlling financial interest because either (i) the group of at-risk equity holders does not have the ability to make decisions or have power over the activities that most significantly affect the success of the entity or impact the entity's economic performance and/or (ii) the voting rights of an investor are not proportional to its obligation to absorb the income or loss of the entity and substantially all of the entity's activities either involve or are conducted on behalf of that investor and its related parties. Among the related party group, a Fortress Fund is determined to be most closely associated with, and thus is the primary beneficiary of, these VIEs because the VIE was designed to act on behalf of the Fortress Fund to make investments. In addition, the activities of the VIE are more significant to the Fortress Fund, and in evaluating exposure to the expected losses or variability associated with the economic performance of the VIEs, in most cases the Fortress Fund holds both a majority ownership and majority economic interest in the VIE.
- (E) Includes entities that are VIEs because the entity's equity investment at-risk is determined to be insufficient. Fortress is not the general partner, managing member or investment manager of these entities. The primary beneficiary of these entities is the third party investor who either is the general partner or has a majority ownership interest and a majority economic interest and power over the entity. These entities represent an insignificant portion of the amounts presented in the table.
- (F) Includes an entity that is a VIE because the entity's at-risk equity holders as a group lack the characteristics of a controlling financial interest because the voting rights of an investor are not proportional to its obligation to absorb the income or loss of the entity and substantially all of the entity's activities either involve or are conducted on behalf of that investor and its related parties. Fortress is determined to be most closely associated with, and thus is the primary beneficiary of, this VIE.
- (G) Includes entities that are VIEs because (i) the entity's equity investment at-risk is determined to be insufficient and/or (ii) the entity's at-risk equity holders as a group lack the characteristics of a controlling financial interest because the decision making is through a management contract that is not an at-risk equity investment. Fortress is the investment manager of these entities. Fortress is determined to be the primary beneficiary of these entities since it has both power over the activities that most significantly affect the success of the entity or impact the entity's economic performance and has the right to receive benefits from the VIE that potentially could be significant to the entity. Included in credit hedge funds are investment vehicles formed during the second quarter of 2014. As of June 30, 2014 the investment vehicles did not hold any assets or have any debt outstanding.
- (H) Includes an entity that is a VIE because the entity's equity investment at risk is determined to be insufficient. Fortress, as a result of directing the operations of the entity through its management contracts with certain funds, and providing financial support to the entity, was deemed to be its primary beneficiary.

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***Fair Value of Financial Instruments***

The following table presents information regarding Fortress's financial instruments that are recorded at fair value. Investments denominated in foreign currencies have been translated at the period end exchange rate. Changes in fair value are recorded in Gains (Losses).

	Fair Value		Valuation Method
	June 30, 2014	December 31, 2013	
<b><u>Investment Manager</u></b>			
Assets (within Investments)			
Newcastle, New Residential and Eurocastle common shares	\$ 13,890	\$ 15,387	Level 1 - Quoted prices in active markets for identical assets
Common stock of publicly traded private equity portfolio companies	1,118	63,001	Level 1 - Quoted prices in active markets for identical assets
Total equity method investments carried at fair value	\$ 15,008	\$ 78,388	
Newcastle, New Residential and Eurocastle options	\$ 98,583	\$ 104,338	Level 2 - Option valuation models using significant observable inputs
Assets (within Other Assets)			
Derivatives	\$ 6,187	\$ 9,749	Level 2 - See below
Equity Securities (A)	\$ 22,494	\$ 23,005	Level 1 - Quoted prices in active markets for identical assets
Liabilities (within Accrued Compensation and Benefits)			
Options in affiliates granted to employees	\$ (18,956)	\$ (16,390)	Level 2 - Option valuation models using significant observable inputs
Liabilities (within Other Liabilities)			
Derivatives	\$ (2,812)	\$ (1,820)	Level 2 - See below

(A) In June 2013, Fortress made a direct investment in accounts managed by Logan Circle's growth equities business. The equity investments in these accounts are owned on Fortress's behalf and are held at fair value and classified as trading.

See Note 5 regarding the fair value of outstanding debt.

During the three months ended June 30, 2014, Fortress sold 4,190,761 shares of GAGFAH and realized a gain of approximately \$44.7 million. From inception through March 31, 2014, Fortress recorded a cumulative unrealized gain of approximately \$41.0 million in its investment income, resulting approximately in a \$3.7 million gain in the second quarter of 2014.

In April 2014, New Residential issued approximately 28.8 million shares of its common stock in a public offering at a price to the public of \$6.10 per share. For the purposes of compensating Fortress for its successful efforts in raising capital for New Residential, in connection with this offering, New Residential granted options to Fortress to purchase approximately 2.9 million shares of New Residential's common stock at the public offering price, which were valued at approximately \$1.6 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term.

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**Derivatives**

Fortress is exposed to certain risks relating to its ongoing business operations. The primary risk managed by Fortress using derivative instruments is foreign currency risk. Fortress enters into foreign exchange forward contracts and options to economically hedge the risk of fluctuations in foreign exchange rates with respect to certain foreign currency denominated assets and expected revenues. Gains and losses on these contracts are reported currently in Gains (Losses).

Fortress's derivative instruments are carried at fair value and are generally valued using models with observable market inputs that can be verified and which do not involve significant judgment. The significant observable inputs used in determining the fair value of our Level 2 derivative contracts are contractual cash flows and market based parameters such as foreign exchange rates. Fortress's derivatives (not designated as hedges) are recorded as follows:

	Balance Sheet Location (A)	June 30, 2014 (or six months ended)			Maturity Date
		Fair Value	Notional Amount	Gains/(Losses) (B)	
Foreign exchange option contracts	Other Assets	\$ 6,187	¥ 10,736,999	\$ (2,025)	Dec 14 - Jun 16
Foreign exchange option contracts	Other Liabilities	\$ (2,672)	¥ 22,083,718	\$ (1,618)	Dec 14 - Feb 17
Foreign exchange forward contracts	Other Liabilities	\$ (140)	¥ 1,776,837	\$ (140)	Dec 14 - Jun 16

- (A) Fortress has a master netting agreement with its counterparty.  
(B) Reflects unrealized gains (losses) related to contracts existing at period end.

The counterparty on the outstanding derivatives is Citibank N.A.

**Investment Company**

Investments, at fair value, consist primarily of financial instruments held by the Investment Company, and are comprised of the following:

	June 30, 2014		Percentage of Investment Company
	Cost	Fair Value	
Common stock	\$ 64,639	\$ 66,123	95%
Options	1,509	1,640	2%
Derivatives	—	2,252	3%
	<u>\$ 66,148</u>	<u>\$ 70,015</u>	<u>100%</u>

Investments, at fair value are predominantly concentrated in Europe at June 30, 2014.

Investment Company liabilities consist primarily of securities sold not yet purchased, at fair value and options and derivatives which are included in Other liabilities on the consolidated balance sheet.

	June 30, 2014		Percentage of Investment Company
	Cost	Fair Value	
Securities sold not yet purchased, at fair value	\$ 28,108	\$ 28,103	98%
Options	215	250	1%
Derivatives	—	272	1%
	<u>\$ 28,323</u>	<u>\$ 28,625</u>	<u>100%</u>

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The following summarizes the assets and liabilities held by the Investment Company measured at fair value, on a recurring basis within the fair value hierarchy as of June 30, 2014.

	Financial assets as of June 30, 2014			
	Level 1 (B)	Level 2 (C)	Level 3	Total
Common Stock	\$ 66,123	\$ —	\$ —	\$ 66,123
Options	1,635	5	—	1,640
Derivatives (A)	25	3,512	—	3,537
	<u>\$ 67,783</u>	<u>\$ 3,517</u>	<u>\$ —</u>	<u>\$ 71,300</u>

	Financial liabilities as of June 30, 2014			
	Level 1 (B)	Level 2 (C)	Level 3	Total
Securities sold not yet purchased, at fair value	\$ 28,103	\$ —	\$ —	\$ 28,103
Options	250	—	—	250
Derivatives (A)	—	1,557	—	1,557
	<u>\$ 28,353</u>	<u>\$ 1,557</u>	<u>\$ —</u>	<u>\$ 29,910</u>

- (A) GAAP requires that reporting entities provide sufficient information to permit a reconciliation of the fair value measurement hierarchy disclosures to the consolidated balance sheet. The amounts presented in the table above are presented on a gross basis and, therefore, do not take into consideration rights to offset in the netting agreements. Provided these investments are held with the same legal counterparty governed by the Investment Company's standard trading agreements (the "Netting agreement"), certain balances are presented on a net basis in the consolidated balance sheet. See table below for a reconciliation between the gross and net amounts of each financial instrument type.
- (B) Level 1 - Fair value is determined using quoted unadjusted prices in active markets for identical assets or liabilities.
- (C) Level 2 - Fair value is determined using quotations received from dealers making a market for these assets or liabilities, valuations obtained from independent third-party pricing services, the use of models or other valuation methodologies based on pricing inputs that are either directly or indirectly market observable as of the measurement date.

The Investment Company's end of period derivative notional balance of \$74.3 million as of June 30, 2014 is representative of its average derivative trading volume.

The Investment Company has agreements with certain counterparties with which it trades derivative instruments that contain credit-risk-related contingent features that could be triggered by certain circumstances (such as agreed upon capital balance thresholds). At times the Investment Company may have derivative instruments with counterparty credit-risk-related contingent features that are in a net liability position gross of collateral with various counterparties. If such credit-risk-related contingencies were triggered, the counterparties would have the option of terminating the agreements in the event the Investment Company was unable to renegotiate the terms of its agreements with such counterparties. Additionally, the Investment Company may be required to post collateral or settle the differences in the amount equal to the fair value of the derivative instruments less the collateral posted. During the six month period then ended June 30, 2014, no such contingencies were triggered.

The Investment Company has trading agreements with certain counterparties which do not allow the right to set off. Such amounts are presented on a gross basis in the consolidated balance sheet and in the following reconciliation. Additionally, management has elected not to net options in the consolidated balance sheet, even if the right to offset exists in the netting agreements.

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The following table sets forth the fair value of the Investment Company derivative contracts on a gross basis and any amount offset as permitted by the netting agreements as of June 30, 2014.

Offsetting of Financial Assets and Derivative Assets

	Gross Amounts of Recognized Assets as of June 30, 2014	Gross Amounts Offset in the Consolidated Balance Sheet as of June 30, 2014	Net Amounts of Assets Presented in the Consolidated Balance Sheet as of June 30, 2014
Options	\$ 1,640	\$ —	\$ 1,640
Derivatives	3,537	(1,285)	2,252
	<u>\$ 5,177</u>	<u>\$ (1,285)</u>	<u>\$ 3,892</u>

Offsetting of Financial Liabilities and Derivative Liabilities

	Gross Amounts of Recognized Liabilities as of June 30, 2014	Gross Amounts Offset in the Consolidated Balance Sheet as of June 30, 2014	Net Amounts of Liabilities Presented in the Consolidated Balance Sheet as of June 30, 2014
Options	\$ 250	\$ —	\$ 250
Derivatives	1,557	(1,285)	272
	<u>\$ 1,807</u>	<u>\$ (1,285)</u>	<u>\$ 522</u>

The Investment Company records written option contracts as liabilities in the consolidated balance sheet. In writing an option, the Investment Company bears the market risk of an unfavorable change in the financial instrument underlying the written option. The exercise of an option written by the Investment Company could result in the Investment Company buying or selling a financial instrument at a price higher or lower than the current fair value.

For the period from June 1, 2014 (commencement of operations) to June 30, 2014, the Investment Company wrote put and call options which may require it to purchase or sell certain investments if the written options are exercised against the Investment Company by the option holder. At June 30, 2014, the fair value of options written was \$0.3 million and is included in Other liabilities in the consolidated balance sheet. The written options have expiration dates ranging from August to December 2014. The maximum payout for written put options is limited to the number of contracts written and the related strike prices, whereas the maximum payout for written call options provides no limitation and is contingent upon the number of contracts written and the market price of the underlying instruments at the date of a payout. At June 30, 2014, the Investment Company had a maximum payout amount of approximately \$4.9 million relating to written put option contracts, which expire in less than 1 year. The maximum payout amount could be offset by the subsequent sale of assets obtained via the execution of a payout event. The fair value of these underlying assets of the written put options at June 30, 2014 is \$5.2 million. Written call option contracts expire in less than 1 year.

Gains (losses) can be summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net realized gains (losses)	\$ (3,001)	\$ —	\$ (3,001)	\$ —
Net unrealized gains (losses)	3,565	—	3,565	—
	<u>\$ 564</u>	<u>\$ —</u>	<u>\$ 564</u>	<u>\$ —</u>

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These gains (losses) were generated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Mark to fair value on investments and options	\$ 818	\$ —	\$ 818	\$ —
Mark to fair value on derivatives	(254)	—	(254)	—
	<u>\$ 564</u>	<u>\$ —</u>	<u>\$ 564</u>	<u>\$ —</u>

**5. DEBT OBLIGATIONS**

**Investment Manager**

	Face Amount and Carrying Value		Contractual Interest Rate	Final Stated Maturity	June 30, 2014
	June 30, 2014	December 31, 2013			Amount Available for Draws
Debt Obligation					
Revolving credit agreement (A)(B)	\$ 75,000	\$ —	LIBOR + 2.50% (C)	Feb 2016	\$ 72,332
Total	<u>\$ 75,000</u>	<u>\$ —</u>			

- (A) Collateralized by substantially all of Fortress Operating Group's assets as well as Fortress Operating Group's rights to fees from the Fortress Funds and its equity interests therein, other than fees from Fortress's senior living property manager.
- (B) The \$150.0 million revolving debt facility includes a \$15.0 million letter of credit subfacility of which \$2.7 million was utilized.
- (C) Subject to unused commitment fees of 0.4% per annum.

Management believes the fair value of its outstanding debt was approximately \$75.1 million as of June 30, 2014 (classified as a level 3 valuation, which is based on internal models using discounted future contractual cash flows and market interest rates).

Fortress was in compliance with all of its debt covenants as of June 30, 2014. The following table sets forth the financial covenant requirements as of June 30, 2014.

	June 30, 2014		Notes
	Requirement	Actual	
AUM, as defined	≥ \$ 25,000	\$ 44,335	(A)
Consolidated Leverage Ratio	≤ 2.00	0.23	(B)
Consolidated Interest Coverage Ratio	≥ 4.00	113.99	(B)

- (A) Impacted by capital raised in funds, redemptions from funds, and valuations of fund investments. The AUM presented here is based on the definition contained in the credit agreement.
- (B) The Consolidated Leverage Ratio is equal to Adjusted Net Funded Indebtedness, as defined, divided by the trailing four quarters' Consolidated EBITDA, as defined. The Consolidated Interest Coverage Ratio is equal to the quotient of (A) the trailing four quarters' Consolidated EBITDA, as defined, divided by (B) the trailing four quarters' interest charges as defined in the Credit Agreement. Consolidated EBITDA, as defined, is impacted by the same factors as distributable earnings, except Consolidated EBITDA is not impacted by changes in clawback reserves or gains and losses, including impairment, on investments.

Fortress's compliance with its debt covenants is not impacted by or dependent on the activities of the Media Business or on the terms and conditions of the New Media Credit Agreement.

The debt obligations of the Media Business are not cross collateralized with the debt obligations of the Investment Manager. Fortress has no obligation to satisfy the liabilities of New Media. Similarly, Fortress does not have the right to make use of the assets of New Media to satisfy its obligations.



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New Media's debt obligations have no impact on the Investment Manager's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.

**Non-Investment Manager**

***New Media Credit Agreement***

On June 4, 2014, New Media Holdings II LLC (the "New Media Borrower"), a wholly owned subsidiary of New Media, entered into a credit agreement (the "New Media Credit Agreement") among the New Media Borrower, New Media Holdings I LLC ("Holdings I"), the lenders party thereto, RBS Citizens, N.A. and Credit Suisse Securities (USA) LLC as joint lead arrangers and joint bookrunners, Credit Suisse AG, Cayman Islands Branch as syndication agent and Citizens Bank of Pennsylvania as administration agent which provides for (i) a \$200.0 million senior secured term facility (the "Term Loan Facility") and (ii) a \$25.0 million senior secured revolving credit facility, with a \$5.0 million sub-facility for letters of credit and a \$5.0 million sub-facility for swing loans (the "Revolving Credit Facility" and together with the Term Loan Facility, the "Senior Secured Credit Facilities"). In addition, the New Media Borrower may request one or more new commitments for term loans or revolving loans from time to time up to an aggregate total of \$75.0 million (the "Incremental Facility") subject to certain conditions. On June 4, 2014, the New Media Borrower borrowed \$200.0 million under the Term Loan Facility (the "Term Loans"). The Term Loans mature on June 4, 2020 and the maturity date for the Revolving Credit Facility is June 4, 2019.

The proceeds of the Term Loans, which included a \$6.7 million original issue discount, were primarily used to repay in full all amounts outstanding under the GateHouse Credit Facilities and the Local Media Credit Facility.

Borrowings under the Term Loan Facility bear interest, at the New Media Borrower's option, at a rate equal to either (i) the Eurodollar Rate (as defined in the New Media Credit Agreement), plus an applicable margin equal to 6.25% per annum (subject to a Eurodollar Rate floor of 1.00%) or (ii) the Base Rate (as defined in the New Media Credit Agreement), plus an applicable margin equal to 5.25% per annum (subject to a Base Rate floor of 2.00%).

Borrowings under the Revolving Credit Facility bear interest, at the New Media Borrower's option, at a rate equal to either (i) the Eurodollar Rate, plus an applicable margin equal to 5.25% per annum or (ii) the Base Rate, plus an applicable margin equal to 4.25% per annum, with a step down based on achievement of a certain total leverage ratio.

If any borrowings under the Incremental Facility have an all-in yield more than 50 basis points greater than the Term Loans (the "Incremental Yield"), the all-in yield for the Term Loans shall be adjusted to be 50 basis points less than the Incremental Yield.

The Senior Secured Credit Facilities are unconditionally guaranteed by Holdings I and certain subsidiaries of the New Media Borrower (collectively, the "Guarantors") and is required to be guaranteed by all future material wholly-owned domestic subsidiaries, subject to certain exceptions. All obligations under the New Media Credit Agreement are secured, subject to certain exceptions, by substantially all of the New Media Borrower's assets and the assets of the Guarantors, including (a) a pledge of 100% of the equity interests of the New Media Borrower and the Guarantors (other than Holdings I), (b) a mortgage lien on the New Media Borrower's material real property and that of the Guarantors and (c) all proceeds of the foregoing.

Repayments made under the Term Loans are equal to 1.0% annually of the original principal amount in equal quarterly installments for the life of the Term Loans, with the remainder due at maturity. The New Media Borrower is permitted to make voluntary prepayments at any time without premium or penalty, except in the case of prepayments made in connection with certain repricing transactions with respect to the Term Loans effected within six months of the closing date of the New Media Credit Agreement, to which a 1.00% prepayment premium applies. The New Media Borrower is required to repay borrowings under the Senior Secured Credit Facilities (without payment of a premium) with (i) net cash proceeds of certain debt obligations (except as otherwise permitted under the New Media Credit Agreement), (ii) net cash proceeds from non-ordinary course asset sales (subject to reinvestment rights and other exceptions), and (iii) commencing with New Media's fiscal year started December 30, 2013, 100% of Excess Cash Flow (as defined in the New Media Credit Agreement), subject to step-downs to 50%, 25% and 0% of Excess Cash Flow based on achievement of a total leverage ratio of less than or equal to 3.0 to 1.0 but greater than 2.75 to 1.0; less than or equal to 2.75 to 1.0 but greater than 2.5 to 1.0; and less than or equal to 2.5 to 1.0, respectively.

The New Media Credit Agreement contains customary representations and warranties and customary affirmative and negative covenants applicable to Holdings I, the New Media Borrower and the New Media Borrower's subsidiaries, including, among other



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things, restrictions on indebtedness, liens, investments, fundamental changes, dispositions, and dividends and other distributions. The New Media Credit Agreement contains a financial covenant that requires Holdings I, the New Media Borrower and the New Media Borrower's subsidiaries to maintain a maximum total leverage ratio of 3.25 to 1.0. The New Media Credit Agreement contains customary events of default. The foregoing description of the Senior Secured Credit Facilities are qualified in their entirety by reference to the Senior Secured Credit Facilities. The New Media Credit Agreement was amended July 17, 2014 to cure an omission.

One lender under the New Media Credit Agreement was also a lender under the GateHouse Credit Facilities. This portion of the transaction was accounted for as a modification, as the difference between the present value of the cash flows under the New Media Credit Agreement and the present value of the cash flows under the GateHouse Credit Facilities was less than 10%. The unamortized deferred financing costs of \$1.9 million and original issuance discount balance of \$0.9 million as of the refinance date pertaining to this lender's portion of the GateHouse Credit Facilities will be amortized over the terms of the new facility. The remaining portion of the Gatehouse Credit Facilities and Local Media Facility debt refinancing constituted an extinguishment of debt, and was accounted for accordingly. In connection with this transaction, New Media incurred approximately \$10.2 million of fees and expenses, of which \$6.7 million were recognized as original issue discount and \$1.7 million were recognized as deferred financing costs. These amounts were capitalized and will be amortized over the terms of the Senior Secured Credit Facilities. Additionally, New Media recorded a loss on early extinguishment of debt of \$9.0 million associated with this transaction, which consisted of the write-off of unamortized deferred financing costs and other expenses not eligible for capitalization.

During the six months ended June 30, 2014, New Media paid \$0.9 million of deferred financing costs related to the GateHouse Credit Facilities and Local Media Credit Facility and \$1.6 million related to the New Media Credit Agreement.

***GateHouse Credit Facilities***

The Revolving Credit, Term Loan and Security Agreement (the "First Lien Credit Facility") dated November 26, 2013 by and among GateHouse, GateHouse Media Intermediate Holdco, LLC formerly known as GateHouse Media Intermediate Holdco, Inc. ("GMIH"), certain wholly-owned subsidiaries of GMIH, all of which are wholly owned subsidiaries of New Media (collectively with GMIH and GateHouse, the "Loan Parties"), PNC Bank, National Association, as the administrative agent, Crystal Financial LLC, as term loan B agent, and each of the lenders party thereto provided for (i) a term loan A in the aggregate principal amount of \$25.0 million, a term loan B in the aggregate principal amount of \$50.0 million, and a revolving credit facility in an aggregate principal amount of up to \$40.0 million.

The Term Loan and Security Agreement (the "Second Lien Credit Facility" and together with the First Lien Credit Facility, the "GateHouse Credit Facilities") dated November 26, 2013 by and among the Loan Parties, Mutual Quest Fund and each of the lenders party thereto provided for a term loan in an aggregate principal amount of \$50.0 million. The GateHouse Credit Facilities were secured by a first and second priority security interest in substantially all the assets of the Loan Parties.

The GateHouse Credit Facilities were paid in full on June 4, 2014.

***Local Media Credit Facility***

Certain of Local Media Parent's subsidiaries (together, the "Borrowers") and Local Media entered into a Credit Agreement, dated as of September 3, 2013, with a syndicate of financial institutions with Credit Suisse AG, Cayman Islands Branch, as administrative agent (the "Local Media Credit Facility").

The Local Media Credit Facility provided for: (a) a \$33.0 million term loan facility; and (b) a \$10.0 million revolving credit facility, with a \$3.0 million sub-facility for letters of credit and a \$4.0 million sub-facility for swing loans. The Local Media Credit Facility was secured by a first priority security interest in substantially all assets of the Borrowers and Local Media Parent. In addition, the loans and other obligations of the Borrowers under the Local Media Credit Facility are guaranteed by Local Media Group Holdings LLC.

The Local Media Credit Facility was paid in full on June 4, 2014.

***Fair Value***

As of June 30, 2014, the estimated fair value of long-term debt under the New Media Credit Agreement was \$200.0 million, based on discounted future contractual cash flows and a market interest rate adjusted for necessary risks, including New Media's credit

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risk as there are no rates currently observable in publicly traded debt markets of risk with similar terms and average maturities. Accordingly, New Media's long-term debt under the New Media Credit Agreement is classified within Level 3 of the fair value hierarchy.

***Payment Schedule***

As of June 30, 2014, scheduled principal payments of New Media's outstanding debt are as follows:

	Amount
July 1, 2014 through December 31, 2014	\$ 500
2015	2,000
2016	2,000
2017	2,500
2018	1,500
2019	191,500
	<u>200,000</u>
Less: Original issue discount	7,602
Total New Media debt obligations	<u><u>\$ 192,398</u></u>

**6. INCOME TAXES AND TAX RELATED PAYMENTS*****Investment Manager***

A portion of Fortress's income is not subject to U.S. federal income tax, but is allocated directly to Fortress's shareholders.

Fortress recognizes compensation expense from the issuance of RSUs and RPUs (Note 8) over their vesting period. Consequently, Fortress records an estimated income tax benefit associated with RSUs and RPUs. However, Fortress is not entitled to an actual deduction on its income tax returns until a later date when the compensation is considered taxable to the employee. The actual income tax deduction can vary significantly from the amount recorded as an income tax benefit in earlier periods and is based on the value of the stock at the date the compensation is taxable to the employee.

At each tax deduction date, Fortress is required to compare the amount of the actual income tax benefit to the estimated amount recognized earlier. Excess tax benefits associated with RSUs and RPUs are credited to stockholder's equity to the extent that the actual tax benefit is greater than what was previously estimated. If the actual tax benefit is less than that estimated, which will occur if the price of the stock has declined during the vesting period, Fortress has a "tax shortfall." The tax shortfall must be charged to income tax expense to the extent Fortress does not have prior excess tax benefits (i.e., prior actual tax benefits associated with RSUs and RPUs that were greater than the estimated benefits).

For the six months ended June 30, 2014, Fortress recorded \$2.9 million to paid in capital for excess tax benefits from RSUs delivered during the period and as a financing activity on the consolidated statements of cash flows.

Based on the value of the RSUs and RPUs which vested during the six months ended June 30, 2013, Fortress estimated tax shortfalls of \$26.3 million which were charged to income tax expense during the period.

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The provision for income taxes consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
<b>Current</b>				
Federal income tax expense (benefit)	\$ (4,384)	\$ (9,101)	\$ (4,452)	\$ (19,516)
Foreign income tax expense (benefit)	1,470	1,787	4,608	2,904
State and local income tax expense (benefit)	560	(467)	998	(1,100)
	<u>(2,354)</u>	<u>(7,781)</u>	<u>1,154</u>	<u>(17,712)</u>
<b>Deferred</b>				
Federal income tax expense (benefit)	9,096	8,432	10,613	38,550
Foreign income tax expense (benefit)	(107)	(559)	676	40
State and local income tax expense (benefit)	1,281	1,074	1,467	6,564
	<u>10,270</u>	<u>8,947</u>	<u>12,756</u>	<u>45,154</u>
<b>Total expense (benefit)</b>	<b>\$ 7,916</b>	<b>\$ 1,166</b>	<b>\$ 13,910</b>	<b>\$ 27,442</b>

The tax effects of temporary differences have resulted in deferred income tax assets and liabilities as follows:

	June 30, 2014	December 31, 2013
Total deferred tax assets	\$ 425,713	\$ 421,027
Less:		
Valuation allowance	(29,470)	(49,805)
Deferred tax liabilities (A)	(13,241)	(16,696)
<b>Deferred tax assets, net</b>	<b>\$ 383,002</b>	<b>\$ 354,526</b>

- (A) The deferred tax liabilities primarily relate to timing differences in the recognition of income from compensatory options received from the permanent capital vehicles. Deferred tax assets are shown net of deferred tax liabilities since they are both primarily of similar tax character and tax jurisdiction.

The following table summarizes the change in the deferred tax asset valuation allowance:

Valuation Allowance at December 31, 2013	\$ 49,805
Changes due to FIG Corp ownership change	(1,622)
Net decreases (A)	(18,713)
<b>Valuation Allowance at June 30, 2014</b>	<b>\$ 29,470</b>

- (A) Primarily related to the write-off of certain fully reserved deferred tax assets associated with funds in the process of liquidation, offset by the change in the portion of the deferred tax asset that would be realized in connection with future capital gains.

For the six months ended June 30, 2014, a net deferred income tax provision of \$0.3 million was credited to other comprehensive income, primarily related to the equity method investees. A current income tax benefit of \$0.3 million was credited to paid-in capital, related to (i) dividend equivalent payments on RSUs (Note 9), as applicable, and (ii) distributions to Fortress Operating Group restricted partnership unit holders (Note 9), which are currently deductible for income tax purposes.

FIG Corp decreased its ownership in the underlying Fortress Operating Group entities during the six months ended June 30, 2014 as a result of the purchase of Class A shares from Nomura. This decrease was offset by an increase from the delivery of vested RSUs (Note 8) and the offering of Class A shares and the repurchase of an equivalent number of outstanding Fortress Operating Group units and an equal number of Class B shares. As a result of this change in ownership and other factors, the deferred tax asset decreased by \$10.2 million with an offsetting decrease of \$2.5 million to the valuation allowance. In addition, the deferred tax asset was increased by \$49.0 million related to a step-up in tax basis due to the repurchase of Fortress Operating Group units which will result in additional tax deductions, with an offsetting increase of \$0.9 million to the valuation allowance, while the liability for the tax receivable agreement was increased by \$39.1 million to represent 85.0% of the expected cash savings resulting

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from the increase in tax basis deductions. The establishment of these net deferred tax assets, net of the change in the tax receivable agreement liability, also increased additional paid-in capital.

***Tax Receivable Agreement***

Although the tax receivable agreement payments are calculated based on annual tax savings, for the six months ended June 30, 2014, the payments which would have been made pursuant to the tax receivable agreement, if such period was calculated by itself, were estimated to be \$9.3 million.

***Non-Investment Manager***

Income tax expense (benefit) consists of the following:

	Three Months Ended June 30, 2014	Period from February 14, 2014 June 30, 2014
<u>Current</u>		
Federal income expense (benefit)	\$ —	\$ —
State and local income expense (benefit)	—	—
	<u>—</u>	<u>—</u>
<u>Deferred</u>		
Federal income expense (benefit)	(939)	(1,130)
State and local income expense (benefit)	(234)	(282)
	<u>(1,173)</u>	<u>(1,412)</u>
Total New Media income tax expense (benefit)	<u>\$ (1,173)</u>	<u>\$ (1,412)</u>

The tax effects of temporary differences that give rise to significant portions of the net deferred tax assets, included in other assets, net on the consolidated balance sheets, as of June 30, 2014 are presented below:

	June 30, 2014
Definite and indefinite lived intangible assets	\$ 84,385
Net operating losses	97,431
Other	21,646
Total deferred tax assets	<u>203,462</u>
Less:	
Valuation allowance	(162,597)
Deferred tax liabilities (A)	(39,453)
Deferred tax assets, net	<u>\$ 1,412</u>

(A) The deferred tax liabilities primarily relate to timing differences in the recognition of depreciation expense related to fixed assets. Deferred tax assets are shown net of deferred tax liabilities since they are both primarily of similar tax character and tax jurisdiction.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible.

For the period from February 14, 2014 to June 30, 2014, the valuation allowance decreased by \$2.2 million.

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As of June 30, 2014, New Media had net operating loss carryforwards for federal and state income tax purposes of approximately \$97.4 million, which are available to offset future taxable income, if any. These federal and state net operating loss carryforwards begin to expire on various dates from 2019 through 2033. The majority of the operating losses are subject to the limitations of Internal Revenue Code (the “Code”) Section 382. This section provides limitations on the availability of net operating losses to offset current taxable income if significant ownership changes have occurred for Federal tax purposes.

As of June 30, 2014, New Media had uncertain tax positions of \$1.1 million which, if recognized, would impact the effective tax rate. New Media did not record significant amounts of interest and penalties related to uncertain tax positions for the period from February 14, 2014 to June 30, 2014.

New Media does not anticipate significant increases or decreases in its uncertain tax positions within the next twelve months. New Media recognizes penalties and interest relating to uncertain tax positions in the provision for income taxes. For the period from February 14, 2014 to June 30, 2014, New Media did not recognize any accrued interest or penalties. As of June 30, 2014, of the accrued uncertain tax positions, New Media has \$0.3 million of interest and penalties accrued.

New Media files a U.S. federal consolidated income tax return for which the statute of limitations remains open for the 2010 tax year and beyond. U.S. state jurisdictions have statute of limitations generally ranging from 3 to 6 years.

**7. RELATED PARTY TRANSACTIONS AND INTERESTS IN CONSOLIDATED SUBSIDIARIES**

***Investment Manager***

***Affiliate Receivables and Payables***

Due from affiliates was comprised of the following:

	Private Equity		Liquid Hedge Funds	Credit			Total
	Funds	Permanent Capital Vehicles		Hedge Funds	PE Funds	Other	
June 30, 2014							
Management fees and incentive income (A)	\$ 35,281	\$ 28,225	\$ 875	\$ 2,394	\$ 16,165	\$ 732	\$ 83,672
Expense reimbursements (A)	2,687	4,950	11,515	8,211	7,037	219	34,619
Expense reimbursements - FCF (B)	22,285	—	—	—	—	—	22,285
Dividends and distributions	—	405	—	—	—	—	405
Other	997	—	—	—	—	14,987	15,984
	<u>\$ 61,250</u>	<u>\$ 33,580</u>	<u>\$ 12,390</u>	<u>\$ 10,605</u>	<u>\$ 23,202</u>	<u>\$ 15,938</u>	<u>\$ 156,965</u>

	Private Equity		Liquid Hedge Funds	Credit			Total
	Funds	Permanent Capital Vehicles		Hedge Funds	PE Funds	Other	
December 31, 2013							
Management fees and incentive income (A)	\$ 41,720	\$ 20,437	\$ 89,400	\$ 144,749	\$ 18,143	\$ 689	\$ 315,138
Expense reimbursements (A)	2,599	4,905	6,437	7,118	14,656	64	35,779
Expense reimbursements - FCF (B)	42,972	—	—	—	—	—	42,972
Dividends and distributions	—	405	—	—	—	—	405
Other	698	—	—	—	4	12,128	12,830
	<u>\$ 87,989</u>	<u>\$ 25,747</u>	<u>\$ 95,837</u>	<u>\$ 151,867</u>	<u>\$ 32,803</u>	<u>\$ 12,881</u>	<u>\$ 407,124</u>

- (A) Net of allowances for uncollectible management fees and expense reimbursements of \$12.2 million and \$6.5 million as of June 30, 2014, respectively, and of \$12.2 million and \$6.3 million as of December 31, 2013, respectively. Allowances are recorded as General and Administrative expenses. As of June 30, 2014, excludes \$0.5 million of management fees due from New Media.
- (B) Represents expense reimbursements due to FCF, a consolidated VIE.

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As of June 30, 2014, amounts due from Fortress Funds recorded in Due from Affiliates included \$31.1 million of past due management fees, excluding \$12.2 million which has been fully reserved by Fortress, and \$12.5 million of private equity general and administrative expenses advanced on behalf of certain Fortress Funds, excluding \$6.5 million which has been fully reserved by Fortress. Although such funds are currently experiencing liquidity issues, Fortress believes the unreserved portion of these fees and reimbursable expenses will ultimately be collectible. The unreserved amounts are primarily due from a fund and the amount represents less than 5% of this fund's NAV.

Due to affiliates was comprised of the following:

	June 30, 2014	December 31, 2013
Principals - tax receivable agreement - Note 6	\$ 280,151	\$ 241,006
Principals - Principal Performance Payments - Note 8	14,262	45,524
Distributions payable on Fortress Operating Group units	5,839	5,160
Other	8,231	11,345
General partner liability - Note 10	42,892	41,797
	<u>\$ 351,375</u>	<u>\$ 344,832</u>

***Other Related Party Transactions***

For the six months ended June 30, 2014 and 2013, Other Revenues included approximately \$1.4 million and \$1.0 million, respectively, of revenues from affiliates, primarily interest and dividends.

During 2014, Fortress advanced \$3.6 million to two of its senior employees who are not officers. These advances bear interest at LIBOR+4.00%. All principal and interest is due and payable no later than February 2018. In addition, three senior employees repaid advances aggregating \$3.4 million.

***Principals' and Others' Interests in Consolidated Subsidiaries***

These amounts relate to equity interests in Fortress's consolidated, but not wholly owned, subsidiaries, which are held by the Principals, employees, and others.

This balance sheet caption was comprised of the following:

	June 30, 2014	December 31, 2013
Fortress Operating Group units held by the Principals and one senior employee	\$ 554,047	\$ 725,424
Employee interests in majority owned and controlled fund advisor and general partner entities	62,322	62,381
Other	2,060	2,033
Total	<u>\$ 618,429</u>	<u>\$ 789,838</u>

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The Fortress Operating Group portion of these interests is computed as follows:

	June 30, 2014	December 31, 2013
Fortress Operating Group equity (Note 13)	\$ 1,502,871	\$ 1,489,701
Less: Others' interests in equity of consolidated subsidiaries (Note 13)	(64,382)	(64,414)
Non-controlling interests in equity of Non-Investment Manager - consolidated VIE	(375,749)	—
Total Fortress shareholders' equity in Fortress Operating Group	\$ 1,062,740	\$ 1,425,287
Fortress Operating Group units outstanding (A)	226,331,513	249,534,372
Class A shares outstanding	207,799,156	240,741,920
Total	434,130,669	490,276,292
Fortress Operating Group as a percent of total (B)	52.1%	50.9%
Equity of Fortress Operating Group units held by Principals and one senior employee	\$ 554,047	\$ 725,424

(A) Held by the Principals and one senior employee; exclusive of Class A shares.

(B) As a result, the Registrant owned 47.9% and 49.1% of Fortress Operating Group as of June 30, 2014 and December 31, 2013, respectively.

This statement of operations caption was comprised of shares of consolidated net income (loss) related to the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Fortress Operating Group units held by the Principals and one senior employee	\$ 40,612	\$ (3,352)	\$ 45,562	\$ 47,433
Employee interests in majority owned and controlled fund advisor and general partner entities	1,505	2,939	2,516	5,109
Other	18	53	26	75
Total	\$ 42,135	\$ (360)	\$ 48,104	\$ 52,617

The Fortress Operating Group portion of these interests is computed as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Fortress Operating Group net income (loss) (Note 13)	\$ 74,756	\$ (3,542)	\$ 82,652	\$ 94,627
Less: Others' interests in net income (loss) of consolidated subsidiaries (Note 13)	(1,523)	(2,992)	(2,542)	(5,184)
Adjust: Non-controlling interests in (income) loss of Non-Investment Manager - consolidated VIE	4,557	—	7,291	—
Adjust: Redeemable Non-controlling interests in (income) loss of Investment Company - consolidated VIE	(157)	—	(157)	—
Total Fortress shareholders' net income (loss) in Fortress Operating Group	\$ 77,633	\$ (6,534)	\$ 87,244	\$ 89,443
Fortress Operating Group as a percent of total (A)	52.3%	51.3%	52.2%	53.0%
Fortress Operating Group net income (loss) attributable to the Principals and one senior employee	\$ 40,612	\$ (3,352)	\$ 45,562	\$ 47,433

(A) Represents the weighted average percentage of total Fortress shareholders' net income (loss) in Fortress Operating Group attributable to the Principals and one senior employee.



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The purpose of this schedule is to disclose the effects of changes in Fortress's ownership interest in Fortress Operating Group on Fortress's equity:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net Income (loss) attributable to Class A shareholders	\$ 31,220	\$ (2,076)	\$ 34,156	\$ 12,253
Transfers (to) from the Principals' and Others' Interests:				
Increase in Fortress's shareholders' equity for the conversion of Fortress Operating Group units by the Principals and one senior employee	—	—	—	10,143
Increase in Fortress's shareholders' equity for the delivery of Class A shares primarily in connection with vested RSUs and RPUs	4,359	323	4,776	9,486
Increase in Fortress's shareholders' equity for the public offering of Class A shares and repurchase of Class B shares and FOGUs	—	—	53,510	—
Decrease in Fortress's shareholders' equity for the repurchase and cancellation of Class A shares and FOGUs	—	—	(101,156)	—
Change from net income (loss) attributable to Fortress and transfers (to) from Principals' and Others' Interests	\$ 35,579	\$ (1,753)	\$ (8,714)	\$ 31,882

**8. EQUITY-BASED AND OTHER COMPENSATION**

***Investment Manager***

Fortress's total compensation and benefits expense, including Principal Performance Payments, is comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Equity-based compensation, per below	\$ 9,661	\$ 10,380	\$ 18,334	\$ 19,975
Profit-sharing expense, per below	41,426	96,407	105,747	164,553
Discretionary bonuses	55,283	51,776	112,721	103,088
Other payroll, taxes and benefits	61,744	53,492	119,831	105,518
	\$ 168,114	\$ 212,055	\$ 356,633	\$ 393,134

***Equity-Based Compensation***

The following tables set forth information regarding equity-based compensation activities.

	RSUs				Restricted Shares	
	Employees		Non-Employees		Issued to Directors	
	Number	Value (A)	Number	Value (A)	Number	Value (A)
Outstanding at December 31, 2013	19,228,466	\$ 4.14	14,500	\$ 3.12	955,744	\$ 5.41
Issued	7,409,319	7.33	237,498	7.18	89,390	7.38
Transfers	—	—	—	—	—	—
Converted to Class A shares	(4,325,825)	3.81	(7,437)	3.28	—	—
Forfeited	(1,388,622)	3.83	—	—	—	—
Outstanding at June 30, 2014 (B)	20,923,338	\$ 5.36	244,561	\$ 7.06	1,045,134	\$ 5.58



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	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Expense incurred (B)				
Employee RSUs	\$ 5,477	\$ 6,187	\$ 11,364	\$ 13,287
Non-Employee RSUs	4	—	10	1
Principal Performance Payments (C)	4,180	4,193	6,960	6,687
Restricted Shares (D)	—	—	—	—
Total equity-based compensation expense	\$ 9,661	\$ 10,380	\$ 18,334	\$ 19,975

- (A) Represents the weighted average grant date estimated fair value per share or unit.
- (B) In future periods, Fortress will further recognize compensation expense on its non-vested equity based awards outstanding as of June 30, 2014 of \$65.6 million, with a weighted average recognition period of 2.3 years. This does not include contingent amounts.
- (C) Accrued based on year-to-date performance; the actual number of RSUs granted are determined at year end. Based on year-to-date performance, a total of approximately 0.9 million RSUs would be awarded as Principal Performance Payments.
- (D) Certain restricted shares granted to directors are recorded in General and Administrative Expense (\$0.3 million and \$0.3 million for the six months ended June 30, 2014 and 2013, respectively) and therefore are not included above.

When Fortress records equity-based compensation expense it records a corresponding increase in capital.

Fortress's management reviewed the estimated forfeiture factor as of June 30, 2014 and, based on the actual forfeiture rate incurred and the remaining vesting period of certain grants, determined that the forfeiture assumptions for certain grants required adjustment. The result of these changes in estimates did not materially impact equity-based compensation expense.

In January 2014, Fortress granted 3.2 million non-dividend paying RSUs to its employees and affiliates valued at an aggregate of \$22.8 million on the grant date. These RSUs generally vest over three years.

In February 2014, Fortress awarded 3.2 million dividend paying RSUs as Principal Performance Payments based on 2013 results valued at an aggregate of \$25.8 million on the grant date. These RSUs vest over three years.

The expense for Principal Performance Payments was comprised of the following:

	Six Months Ended June 30, 2014		
	Equity-Based Compensation	Profit Sharing Expense	Total
Private equity business	\$ —	\$ 2,784	\$ 2,784
Liquid hedge fund business	1,782	968	2,750
Credit business	5,178	9,305	14,483
Total	\$ 6,960	\$ 13,057	\$ 20,017

***Profit Sharing Expense***

Recognized profit sharing compensation expense is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Private equity funds	\$ 303	\$ 1,796	\$ 303	\$ 2,135
Permanent capital vehicles	4,170	1,861	9,085	8,217
Liquid hedge funds	5,944	28,813	8,407	39,036
Credit hedge funds	19,698	32,028	35,332	50,703
Credit PE funds	5,152	18,907	39,563	44,090
Principal Performance Payments (A)	6,159	13,002	13,057	20,372
Total	\$ 41,426	\$ 96,407	\$ 105,747	\$ 164,553

- (A) Relates to all applicable segments. Accrued based on year-to-date performance; the actual payments due to each Principal are determined at year end.

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**Non-Investment Manager**

***New Media 401(K) Plan***

New Media maintains the New Media Investment Group, Inc. Retirement Savings Plan (the “New Media 401(k) Plan”), which is intended to be a qualified defined contribution plan with a cash or deferred arrangement under Section 401(k) of the Code. In general, eligible employees of New Media and participating affiliates who satisfy minimum age and service requirements are eligible to participate. Eligible employees can contribute amounts up to 100% of their eligible compensation to the New Media 401(k) Plan, subject to IRS limitations. The New Media 401(k) Plan also provides for discretionary matching and nonelective contributions that can be made in separate amounts among different allocation groups. For the period ended June 30, 2014, New Media’s matching contributions to the New Media 401(k) Plan were \$0.3 million. New Media did not make nonelective contributions for the six months ended June 30, 2014.

***Stock Option and Incentive Award Plan***

In February 2014, the Board of Directors of New Media adopted the New Media Investment Group Inc. Nonqualified Stock Option and Incentive Award Plan (the “Incentive Plan”).

Also in February 2014, the New Media Board adopted a form of the New Media Investment Group Inc. Non-Officer Director Restricted Stock Grant Agreement (the “Form Grant Agreement”) to govern the terms of awards of restricted stock (“New Media Restricted Stock”) granted under the Incentive Plan to directors who are not officers or employees of New Media (the “Non-Officer Directors”). The Form Grant Agreement provides for the grant of New Media Restricted Stock that vests in equal annual installments on each of the first, second and third anniversaries of the grant date, subject to the Non-Officer Director’s continued service as a member of the New Media Board, and immediate vesting in full upon his or her death or disability. If the non-officer director’s service terminates for any other reason, all unvested shares of New Media Restricted Stock will be forfeited. Any dividends or other distributions that are declared with respect to the shares of New Media Restricted Stock will be paid to the Non-Officer Director at the time such shares vest. On March 14, 2014, a grant of New Media restricted shares totaling 15,870 was made to New Media’s Non-Officer Directors with a grant date fair value of \$0.2 million.

**9. EARNINGS PER SHARE AND DISTRIBUTIONS**

Fortress's potentially dilutive equity instruments fall primarily into two general categories: (i) instruments that Fortress has issued as part of its compensation plan, and (ii) ownership interests in Fortress's subsidiary, Fortress Operating Group, that are owned by the Principals (and one senior employee) and are convertible into Class A shares. Based on the rules for calculating earnings per share, there are two general ways to measure dilution for a given instrument: (a) calculate the net number of shares that would be issued assuming any related proceeds are used to buy back outstanding shares (the treasury stock method), or (b) assume the gross number of shares are issued and calculate any related effects on net income available for shareholders (the if-converted and two-class methods). Fortress has applied these methods as prescribed by GAAP to each of its outstanding equity instruments as shown below.

Substantially all of Fortress's business is conducted at the Fortress Operating Group (“FOG”) level and FOG’s net income (loss) is allocated pro rata between the Fortress Operating Group units held by the Registrant, on the one hand, and the Principals and one senior employee, on the other hand. The FOG income allocated to the Principals and one senior employee is not subject to corporate income tax. A substantial portion of the Registrant’s income is allocated to FIG Corp. and is subject to U.S federal and state income taxation (taxed at prevailing rates), while the remainder of the Registrant’s portion of FOG income is allocated directly to its shareholders and is not subject to a corporate level of taxation.

The primary difference between basic and diluted earnings per share (“EPS”), if any, is income tax related. If the Principals and one senior employee converted all of their Fortress Operating Group units into Class A shares, their portion of FOG’s income would become subject to corporate level taxation. Certain permanent differences in the Registrant’s tax calculation are not based on FIG Corp.’s ownership percentage of FOG. Thus, the effective tax rate changes when more income or loss is allocated to FIG Corp. This change in the effective tax rate results in incremental per share income or loss in the diluted EPS calculation, depending on whether the Registrant has income tax expense or benefit for the period. The comparison of the Registrant’s effective tax rate and the if-converted tax rate determines the dilutive or anti-dilutive impact of the Fortress Operating Group units held by the Principals and one senior employee.

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The computations of basic and diluted net income (loss) per Class A share are set forth below:

	Three Months Ended June 30, 2014		Six Months Ended June 30, 2014	
	Basic	Diluted	Basic	Diluted
<b>Weighted average shares outstanding</b>				
Class A shares outstanding	205,351,556	205,351,556	208,688,070	208,688,070
Fully vested restricted Class A share units with dividend equivalent rights	1,431,885	1,431,885	2,653,378	2,653,378
Fully vested restricted Class A shares	1,000,310	1,000,310	986,867	986,867
Fortress Operating Group units exchangeable into Class A shares (1)	—	226,331,513	—	236,074,150
Class A restricted shares and Class A restricted share units granted to employees and directors (eligible for dividend and dividend equivalent payments) (2)	—	1,415,845	—	1,433,170
Class A restricted share units granted to employees (not eligible for dividend and dividend equivalent payments) (3)	—	9,035,738	—	9,837,501
Total weighted average shares outstanding	<u>207,783,751</u>	<u>444,566,847</u>	<u>212,328,315</u>	<u>459,673,136</u>
<b>Basic and diluted net income (loss) per Class A share</b>				
Net income (loss) attributable to Class A shareholders	\$ 31,220	\$ 31,220	\$ 34,156	\$ 34,156
Dilution in earnings due to fully vested restricted Class A share units with dividend equivalent rights treated as outstanding Fortress Operating Group units (4)	—	—	—	—
Dividend equivalents declared on, and undistributed earnings allocated to, non-vested restricted Class A shares and restricted Class A share units (2)	(712)	(712)	(487)	(487)
Add back Principals' and others' interests in income of Fortress Operating Group, net of assumed income taxes at enacted rates, attributable to Fortress Operating Group units (1)	—	24,913	—	31,397
Net income (loss) available to Class A shareholders	<u>\$ 30,508</u>	<u>\$ 55,421</u>	<u>\$ 33,669</u>	<u>\$ 65,066</u>
Weighted average shares outstanding	<u>207,783,751</u>	<u>444,566,847</u>	<u>212,328,315</u>	<u>459,673,136</u>
Basic and diluted net income (loss) per Class A share	<u>\$ 0.15</u>	<u>\$ 0.12</u>	<u>\$ 0.16</u>	<u>\$ 0.14</u>

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	Three Months Ended June 30, 2013		Six Months Ended June 30, 2013	
	Basic	Diluted	Basic	Diluted
<b>Weighted average shares outstanding</b>				
Class A shares outstanding	235,941,595	235,941,595	227,741,269	227,741,269
Fully vested restricted Class A share units with dividend equivalent rights	584,851	584,851	3,755,642	3,755,642
Fully vested restricted Class A shares	900,457	900,457	888,102	888,102
Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	—	—	254,444,133
Class A restricted shares and Class A restricted share units granted to employees and directors (eligible for dividend and dividend equivalent payments) (2)	—	—	—	1,710,597
Class A restricted share units granted to employees (not eligible for dividend and dividend equivalent payments) (3)	—	—	—	9,737,422
Total weighted average shares outstanding	<u>237,426,903</u>	<u>237,426,903</u>	<u>232,385,013</u>	<u>498,277,165</u>
<b>Basic and diluted net income (loss) per Class A share</b>				
Net income (loss) attributable to Class A shareholders	\$ (2,076)	\$ (2,076)	\$ 12,253	\$ 12,253
Dilution in earnings due to RPU's treated as a participating security of Fortress Operating Group and fully vested restricted Class A share units with dividend equivalent rights treated as outstanding Fortress Operating Group units (4)	—	—	—	—
Dividend equivalents declared on, and undistributed earnings allocated to, non-vested restricted Class A shares and restricted Class A share units (2)	(115)	(115)	(226)	(226)
Add back Principals' and others' interests in income of Fortress Operating Group, net of assumed income taxes at enacted rates, attributable to Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	—	—	8,621
Net income (loss) available to Class A shareholders	<u>\$ (2,191)</u>	<u>\$ (2,191)</u>	<u>\$ 12,027</u>	<u>\$ 20,648</u>
Weighted average shares outstanding	<u>237,426,903</u>	<u>237,426,903</u>	<u>232,385,013</u>	<u>498,277,165</u>
Basic and diluted net income (loss) per Class A share	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ 0.05</u>	<u>\$ 0.04</u>

- (1) The Fortress Operating Group units and fully vested RPU's not held by Fortress (that is, those held by the Principals and one senior employee) are exchangeable into Class A shares on a one-to-one basis (fully vested RPU's would first have to be exchanged for Fortress Operating Group units and Class B shares). These units and fully vested RPU's are not included in the computation of basic earnings per share. These units and fully vested RPU's enter into the computation of diluted net income (loss) per Class A share when the effect is dilutive using the if-converted method, which includes the income tax effects of nondiscretionary adjustments to the net income (loss) attributable to Class A shareholders from assumed conversion of these units and fully vested RPU's. To the extent charges, particularly tax related charges, are incurred by the Registrant (i.e. not at the Fortress Operating Group level), the effect may be anti-dilutive. The final vesting of the RPU's occurred on January 1, 2013.
- (2) Restricted Class A shares granted to directors and certain restricted Class A share units granted to employees are eligible to receive dividend or dividend equivalent payments when dividends are declared and paid on Fortress's Class A shares and therefore participate fully in the results of Fortress's operations from the date they are granted. They are included in the computation of both basic and diluted earnings per Class A share using the two-class method for participating securities, except during periods of net losses.
- (3) Certain restricted Class A share units granted to employees are not entitled to dividend or dividend equivalent payments until they are vested and are therefore non-participating securities. These units are not included in the computation of basic earnings per share. They are included in the computation of diluted earnings per share when the effect is dilutive using the treasury stock method. The effect of the units on the calculation is generally anti-dilutive during periods of net losses. The weighted average restricted Class A share units which are not entitled to receive dividend or dividend equivalent payments outstanding were:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Share Units	13,418,337	16,786,047	12,932,088	16,266,780

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- (4) Fortress Operating Group RPU's are eligible to receive partnership distribution equivalent payments when distributions are declared and paid on Fortress Operating Group units. The RPU's represent a participating security of Fortress Operating Group and the resulting dilution in Fortress Operating Group earnings available to Fortress is reflected in the computation of both basic and diluted earnings per Class A share using the method prescribed for securities issued by a subsidiary. For purposes of the computation of basic and diluted earnings per Class A share, the fully vested restricted Class A share units with dividend equivalent rights are treated as outstanding Class A shares of Fortress and as outstanding partnership units of Fortress Operating Group.

The Class B shares have no net income (loss) per share as they do not participate in Fortress's earnings (losses) or distributions. The Class B shares have no dividend or liquidation rights. Each Class B share, along with one Fortress Operating Group unit, can be exchanged for one Class A share, subject to certain limitations. The Class B shares have voting rights on a pari passu basis with the Class A shares.

Fortress's dividend paying shares and units were as follows:

	Weighted Average		Weighted Average	
	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Class A shares (public shareholders)	205,351,556	235,941,595	208,688,070	227,741,269
Restricted Class A shares (directors)	1,000,310	900,457	986,867	888,102
Restricted Class A share units (employees) (A)	1,431,885	584,851	2,653,378	3,755,642
Restricted Class A share units (employees) (B)	7,513,984	4,970,562	6,763,630	4,259,267
Fortress Operating Group units (Principals and one senior employee)	226,331,513	249,534,372	236,074,150	249,534,372
Fortress Operating Group RPU's (one senior employee)	—	—	—	4,909,761
<b>Total</b>	<b>441,629,248</b>	<b>491,931,837</b>	<b>455,166,095</b>	<b>491,088,413</b>

	As of June 30, 2014	As of December 31, 2013
Class A shares (public shareholders)	206,754,022	239,786,176
Restricted Class A shares (directors)	1,045,134	955,744
Restricted Class A share units (employees) (A)	143,995	6,704
Restricted Class A share units (employees) (B)	7,513,986	5,232,536
Fortress Operating Group units (Principals and one senior employee)	226,331,513	249,534,372
<b>Total</b>	<b>441,788,650</b>	<b>495,515,532</b>

(A) Represents fully vested restricted Class A share units which are entitled to dividend equivalent payments.

(B) Represents unvested restricted Class A share units which are entitled to dividend equivalent payments.

On February 13, 2014, Fortress entered into a purchase agreement with Nomura Investment Managers U.S.A. ("Nomura") to acquire 60,568,275 Class A shares for \$363.4 million. All of the purchased Class A shares (and underlying Fortress Operating Group units) were canceled and ceased to be outstanding. As part of the purchase agreement, Fortress agreed for each year, until the third anniversary of the date of the agreement, to engage Nomura and its affiliates to provide certain financial advisory and financing services and/or pay Nomura certain annual sums in lieu thereof equal to the difference, if any, between (i) \$12.0 million minus (ii) all fees earned or received by Nomura for the services provided to Fortress and its affiliates during each year.

In connection with the agreement to engage Nomura and its affiliates as described above, Fortress recorded a liability (included in Investment Manager other liabilities on the consolidated balance sheet) of approximately \$30.0 million, which has been recorded as a reduction to equity as part of the repurchase of Class A shares.

In March 2014, Fortress issued and sold 23,202,859 Class A shares for approximately \$186.6 million. Fortress used all of the proceeds from the sale of the Class A shares to purchase from the Principals an equivalent number of outstanding Fortress Operating Group units and an equal number of Class B shares.

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Dividends and distributions during the six months ended June 30, 2014 are summarized as follows:

	Declared in Prior Year, Paid in Current Year	Declared in Current Year		Total
		Declared and Paid	Declared but not yet Paid	
Dividends on Class A Shares	\$ —	\$ 31,100	\$ —	\$ 31,100
Dividend equivalents on restricted Class A share units (A)	—	1,483	—	1,483
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	5,160	38,567	5,839	44,406
Total distributions	\$ 5,160	\$ 71,150	\$ 5,839	\$ 76,989

(A) A portion of these dividend equivalents, if any, related to RSUs expected to be forfeited, is included as compensation expense in the consolidated statement of operations and is therefore considered an operating cash flow.

(B) Fortress Operating Group made tax-related distributions to the FOG unit holders (the Principals and one senior employee).

On April 30, 2014, Fortress declared a first quarter cash dividend of \$0.08 per Class A share. The dividend was payable on May 16, 2014 to holders of record of Class A shares on May 13, 2014. The aggregate amount of this dividend payment, including dividend equivalent payments paid to holders of restricted Class A share units, was approximately \$17.2 million.

On July 30, 2014, Fortress declared a base quarterly cash dividend of \$0.08 per Class A share and a special cash dividend of \$0.18 per Class A share resulting in total dividends of \$0.26 per Class A share for the second quarter of 2014. The dividend is payable on August 15, 2014 to holders of record of Class A shares on August 12, 2014. The aggregate amount of this dividend payment, including dividend equivalent payments to holders of restricted Class A share units, is approximately \$56.0 million.

**10. COMMITMENTS AND CONTINGENCIES****Investment Manager**

Other than as described below, Fortress's commitments and contingencies remain materially unchanged from December 31, 2013.

**General Partner Liability** — Certain of Fortress's consolidated subsidiaries act as the general partner of various Fortress Funds and accordingly have potentially unlimited liability for the obligations of the funds under applicable partnership law principles. In the event that any such fund was to fall into a negative net equity position (Note 3), the full amount of the negative net equity would be recorded on the balance sheet of the general partner entity. Such amount would be recorded on the Fortress balance sheet in consolidation until it is legally resolved. While these entities are limited liability companies and generally have no material assets other than their general partner interests, these entities and Fortress may be subject to litigation in connection with such amounts if fund creditors choose to sue Fortress to seek repayment. See "Litigation" below.

In March 2011, a private equity fund fell into a negative equity position, after considering all of Fortress's interests in such fund and its reserves related thereto. As described above, the amount of the negative equity was recorded, through earnings (losses) from equity method investees, by the general partner entity and is therefore included in the consolidated financial statements of Fortress. When the fund matures and is liquidated, Fortress will record a gain in the event and to the extent it does not fund this negative equity. The amount of negative equity recorded at June 30, 2014 was \$42.9 million.

**Litigation** — Fortress is, from time to time, a defendant in legal actions from transactions conducted in the ordinary course of business. Management, after consultation with legal counsel, believes the ultimate liability arising from such actions that existed as of June 30, 2014, individually and in the aggregate, will not materially affect Fortress's results of operations, liquidity or financial position.

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In some cases, Fortress is named as a defendant in legal actions pertaining to one of the Fortress Funds and/or their portfolio companies. In such cases, Fortress is generally indemnified by the fund against potential losses arising from Fortress's role as investment manager.

**Private Equity Fund and Credit PE Fund Capital Commitments**—Fortress has remaining capital commitments, which aggregated \$153.7 million as of June 30, 2014, primarily to certain of the Fortress Funds. These commitments can be drawn by the funds on demand.

**Minimum Future Rentals**—Fortress is a lessee under operating leases for office space located in a number of locations worldwide.

Minimum future rental payments (excluding expense escalations) under these leases are as follows:

July 1, 2014 to December 31, 2014	\$	12,891
2015		25,638
2016		23,114
2017		3,182
2018		671
2019		51
Thereafter		—
Total	\$	<u><u>65,547</u></u>

Rent expense, including operating expense escalations, for the Investment Manager during the six months ended June 30, 2014 and 2013 was \$11.3 million and \$12.2 million, respectively, and was included in general, administrative and other expense on the consolidated statements of operations.

**Non-Investment Manager**

Minimum future rental payments (excluding expense escalations) related to New Media's non-cancelable operating lease commitments are as follows:

July 1, 2014 to December 31, 2014	\$	2,224
2015		4,255
2016		3,811
2017		3,691
2018		2,776
2019		834
Thereafter		3,407
Total minimum lease payments	\$	<u><u>20,998</u></u>

Rent expense under operating leases for New Media for the period from February 14, 2014 to June 30, 2014 was \$2.4 million and was primarily included in operating costs on the consolidated statements of operations.

In addition to minimum lease payments, certain leases require payment of the excess of various percentages of gross revenue or net operating income over the minimum rental payments. The leases generally require the payment of taxes assessed against the leased property and the cost of insurance and maintenance. The lease terms typically range from 1 to 10 years with the longest term of 99 years, and typically, the leases contain renewal options. Certain office space leases provide for rent adjustments relating to changes in real estate taxes and other operating costs. These scheduled rent increases are recognized on a straight-line basis over the term of the lease, resulting in an accrual, which is included in accrued expenses, for the amount by which the cumulative straight-line rent exceeds the contractual cash rent.



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***Litigation***

New Media becomes involved from time to time in claims and lawsuits incidental to the ordinary course of its business, including with respect to such matters as libel, invasion of privacy, intellectual property infringement, wrongful termination actions, and complaints alleging employment discrimination. In addition, New Media is involved from time to time in governmental and administrative proceedings concerning employment, labor, environmental and other claims. Insurance coverage maintained by New Media mitigates potential loss for certain of these matters. While management is unable to predict the ultimate outcome of any currently outstanding legal actions, it is the opinion of management that it is a remote possibility that the disposition of these matters would have a material adverse effect upon the consolidated results of operations, financial condition or cash flow.

**11. SEGMENT REPORTING**

Fortress conducts its management and investment business through the following primary segments: (i) private equity funds, (ii) permanent capital vehicles, (iii) liquid hedge funds, (iv) credit hedge funds, (v) credit PE funds, (vi) Logan Circle and (vii) principal investments in these funds as well as cash that is available to be invested.

“Distributable earnings” is a measure of operating performance used by management in analyzing its segment and overall results. For the existing Fortress businesses it is equal to net income (loss) attributable to Fortress’s Class A shareholders adjusted as follows:

**Incentive Income**

- (i) a. for Fortress Funds which are private equity funds and credit PE funds, adding (a) incentive income paid (or declared as a distribution) to Fortress, less an applicable reserve for potential future clawbacks if the likelihood of a clawback is deemed greater than remote by Fortress’s chief operating decision maker (net of the reversal of any prior such reserves that are no longer deemed necessary), minus (b) incentive income recorded in accordance with GAAP,
- b. for other Fortress Funds, at interim periods, adding (a) incentive income on an accrual basis as if the incentive income from these funds were payable on a quarterly basis, minus (b) incentive income recorded in accordance with GAAP,
- c. adding the incentive income earned by Fortress in connection with New Media and the Investment Company, which is eliminated under GAAP as a result of the consolidation of New Media and the Investment Company,

**Other Income**

- (ii) with respect to income from certain principal investments and certain other interests or assets that cannot be readily transferred or redeemed:
  - a. for equity method investments in the private equity funds and credit PE funds as well as indirect equity method investments in hedge fund special investment accounts (which generally have investment profiles similar to private equity funds), treating these investments as cost basis investments by adding (a) realizations of income, primarily dividends, from these funds, minus (b) impairment with respect to these funds, if necessary, minus (c) equity method earnings (or losses) recorded in accordance with GAAP,
  - b. subtracting gains (or adding losses) on stock options held in the permanent capital vehicles,
  - c. subtracting unrealized gains (or adding unrealized losses) on derivatives, direct investments in publicly traded portfolio companies and in the permanent capital vehicles,
  - d. adding equity method earnings (or losses) earned by Fortress in connection with the Investment Company, which is eliminated under GAAP,
- (iii) adding (a) proceeds from the sale of shares received pursuant to the exercise of stock options in certain of the permanent capital vehicles, in excess of their strike price, minus (b) management fee income recorded in accordance with GAAP in connection with the receipt of these options,
- (iv) adding the management fee income earned by Fortress in connection with New Media and the Investment Company, which is eliminated under GAAP as a result of the consolidation of New Media and the Investment Company,



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Expenses

- (v) adding or subtracting, as necessary, the employee profit sharing in incentive income described in (i) above to match the timing of the expense with the revenue,
- (vi) adding back equity-based compensation expense (including permanent capital vehicle options assigned to employees, RSUs and RPU's (including the portion of related dividend and distribution equivalents recorded as compensation expense), and restricted shares),
- (vii) adding or subtracting, as necessary, any changes in the fair value of contingent consideration payable with respect to the acquisition of a business, to the extent management intends to pay it in equity and it is recorded on the statement of operations under GAAP,
- (viii) adding back the amortization of intangible assets and any impairment of goodwill or intangible assets recorded under GAAP,
- (ix) adding back compensation expense recorded in connection with the forfeiture arrangements entered into among the principals, which expired in December 2011,
- (x) adding the income (or subtracting the loss) allocable to the interests in consolidated subsidiaries attributable to Fortress Operating Group units,
- (xi) subtracting the income (or adding the loss) of the Non-Investment Manager and Investment Company allocable to the Class A shareholders, and
- (xii) adding back income tax benefit or expense and any income or expense recorded in connection with the tax receivable agreement (Note 6).

Fund management DE is equal to distributable earnings excluding investment-related results (specifically, investment income (loss) and interest expense) and is used by management to measure performance of the operating (management) business on a stand-alone basis. As such, fund management DE is presented with the Non-Investment Manager business and Investment Company on an unconsolidated basis. Fortress defines its segment operating margin to be equal to fund management DE divided by segment revenues.

Total segment assets are equal to total GAAP assets adjusted for:

- (i) any difference between the GAAP carrying amount of equity method investments and their carrying amount for segment reporting purposes, which is generally fair value for publicly traded investments and net asset value for nonpublic investments,
- (ii) employees' and others' portions of investments, which are reported gross for GAAP purposes (as assets offset by Principals' and others' interests in equity of consolidated subsidiaries) but net for segment reporting purposes,
- (iii) Fortress's investments in the Non-Investment Manager and Investment Company and receivables due to Fortress in connection with the related management agreements,
- (iv) total assets of the Non-Investment Manager and Investment Company,
- (v) the difference, if any, between the GAAP carrying amount of intangible assets and goodwill and their carrying amount for segment reporting purposes resulting from the distributable earnings adjustments listed above, and
- (vi) at interim periods, the accrued incentive income recorded for distributable earnings purposes in relation to the incentive income reconciling item in (i)(b) above.

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*Distributable Earnings Impairment*

Clawback Reserve on Incentive Income for DE Purposes

Fortress had recognized incentive income for DE purposes from certain private equity funds and credit PE funds, which are subject to contingent clawback, as of June 30, 2014:

Fund (A)	Net Intrinsic Clawback (B)	Periods in Intrinsic Clawback	Prior Year End Inception-to-Date Net DE Reserve	Current Year-to-Date Gross DE Reserve (Reversal)	Current Year-to-Date Net DE Reserve (Reversal)	Inception-to-Date Net DE Reserve	Notes
Fund II	\$ —	N/A	\$ 1,334	\$ (1,999)	\$ (1,334)	\$ —	(C)
Fund III	45,108	26 Quarters	45,108	—	—	45,108	(D)
FRID	—	N/A	10,041	(16,447)	(10,041)	—	(E)
Total	<u>\$ 45,108</u>		<u>\$ 56,483</u>	<u>\$ (18,446)</u>	<u>\$ (11,375)</u>	<u>\$ 45,108</u>	

- (A) Fortress has recognized incentive income for DE purposes from the following funds, which do not have intrinsic clawback and for which the chief operating decision maker ("CODM") has determined no clawback reserve is necessary: WWTAI, Credit Opportunities Fund, Credit Opportunities Fund II, Credit Opportunities Fund III, certain FCO Managed Accounts, Real Estate Opportunities Fund, Real Estate Opportunities REOC Fund, Net Lease Fund I, Japan Opportunity Fund and Global Opportunities Fund.
- (B) See Note 3.
- (C) The previously recorded reserves with respect to this fund exceeded its net intrinsic clawback by approximately \$1.3 million immediately prior to March 31, 2014. Based on the criteria determined by the CODM, management determined that a net reversal of \$1.3 million of clawback reserve was appropriate for the three months ended March 31, 2014. The fund is in process of liquidation and no clawback exists as of June 30, 2014.
- (D) The potential clawback on this fund has been fully reserved in prior periods.
- (E) During the second quarter of 2014, Fortress returned all prior net incentive income distributions received from the fund. The fund is in liquidation and no clawback exists as of June 30, 2014.

Impairment Determination and Embedded Gain/Loss

During the six months ended June 30, 2014, Fortress recorded less than \$0.1 million of impairment on its direct and indirect investments in its funds for segment reporting purposes. As of June 30, 2014, Fortress had \$6.1 million of unrealized losses on certain investments that have not been recorded as impairment. As of June 30, 2014, Fortress's share of the net asset value of its direct and indirect investments exceeded its segment cost basis by \$542.9 million, representing net unrealized gains.

During the six months ended June 30, 2014, Fortress recorded an aggregate net reversal of \$1.3 million of clawback reserve for DE purposes.

Fortress expects aggregate returns on its private equity funds and credit PE funds that are in an unrealized investment loss or intrinsic clawback position, after taking reserves into account, to ultimately exceed their carrying amount or breakeven point, as applicable. If such funds were liquidated at their June 30, 2014 NAV (although Fortress has no current intention of doing so), the result would be additional impairment losses and reserves for DE purposes of approximately \$6.1 million.

Embedded Incentive Income

As of June 30, 2014, Fortress had \$991.6 million of gross undistributed incentive income (Note 3), or \$924.7 million net of intrinsic clawback. Of the \$991.6 million, \$56.3 million has been recognized in distributable earnings. This amount represents accrued hedge fund incentive income recorded during the six months ended June 30, 2014.

In addition, if Fortress had exercised all of its in-the-money Newcastle, New Residential, and Eurocastle options (Note 4) and sold all of the resulting shares at their June 30, 2014 closing price, it would have recorded \$95.3 million of gross additional distributable earnings, or \$76.6 million net of employee interests.

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Segment Results of Operations

Summary financial data on Fortress's segments is presented on the following pages, together with a reconciliation to revenues, assets and net income (loss) for Fortress as a whole. Fortress's investments in, and earnings (losses) from, its equity method investees by segment are presented in Note 4.

**June 30, 2014 and the Six Months Then Ended**

	Private Equity		Liquid Hedge Funds	Credit		Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
	Permanent			Hedge Funds	PE Funds				
	Funds	Capital Vehicles							
Segment revenues									
Management fees	\$72,751	\$ 30,662	\$ 69,640	\$ 55,333	\$ 48,327	\$ 22,048	\$ —	\$ —	\$ 298,761
Incentive income	2,854	24,740	1,288	74,130	78,772	—	—	—	181,784
Segment revenues - total	<u>\$75,605</u>	<u>\$ 55,402</u>	<u>\$ 70,928</u>	<u>\$ 129,463</u>	<u>\$ 127,099</u>	<u>\$ 22,048</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 480,545</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)	\$47,841	\$ 23,292	\$ 15,507	\$ 60,294	\$ 32,737	\$ (3,532)	\$ —	\$ —	\$ 176,139
Fund management distributable earnings (loss)	<u>\$47,841</u>	<u>\$ 20,508</u>	<u>\$ 14,539</u>	<u>\$ 52,063</u>	<u>\$ 31,663</u>	<u>\$ (3,532)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 163,082</u>
Pre-tax distributable earnings (loss)	<u>\$47,841</u>	<u>\$ 20,508</u>	<u>\$ 14,539</u>	<u>\$ 52,063</u>	<u>\$ 31,663</u>	<u>\$ (3,532)</u>	<u>\$ 105,214</u>	<u>\$ —</u>	<u>\$ 268,296</u>
Total segment assets	<u>\$62,251</u>	<u>\$ 33,663</u>	<u>\$ 43,484</u>	<u>\$ 65,476</u>	<u>\$ 26,581</u>	<u>\$ 37,247</u>	<u>\$ 1,557,939</u>	<u>\$ 476,707</u>	<u>\$ 2,303,348</u>

(A)

(A) Unallocated assets include net deferred tax assets of \$383.0 million.

**Three Months Ended June 30, 2014**

	Private Equity		Liquid Hedge Funds	Credit		Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
	Permanent			Hedge Funds	PE Funds				
	Funds	Capital Vehicles							
Segment revenues									
Management fees	\$36,578	\$ 15,377	\$36,162	\$ 28,475	\$ 23,686	\$ 11,444	\$ —	\$ —	\$ 151,722
Incentive income	855	20,731	1,155	42,301	12,817	—	—	—	77,859
Segment revenues - total	<u>\$37,433</u>	<u>\$ 36,108</u>	<u>\$37,317</u>	<u>\$ 70,776</u>	<u>\$ 36,503</u>	<u>\$ 11,444</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 229,581</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)	\$23,444	\$ 16,896	\$ 7,027	\$ 33,733	\$ 2,577	\$ (1,461)	\$ —	\$ —	\$ 82,216
Fund management distributable earnings (loss)	<u>\$23,444</u>	<u>\$ 14,795</u>	<u>\$ 6,601</u>	<u>\$ 30,039</u>	<u>\$ 2,639</u>	<u>\$ (1,461)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 76,057</u>
Pre-tax distributable earnings (loss)	<u>\$23,444</u>	<u>\$ 14,795</u>	<u>\$ 6,601</u>	<u>\$ 30,039</u>	<u>\$ 2,639</u>	<u>\$ (1,461)</u>	<u>\$ 95,732</u>	<u>\$ —</u>	<u>\$ 171,789</u>

(B) See Note 8. Fund management distributable earnings (loss) is only reduced for the profit sharing component of the Principal Performance Payments.

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**Six Months Ended June 30, 2013**

	Private Equity		Liquid	Credit		Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
	Permanent	Capital Vehicles		Hedge Funds	PE Funds				
	Funds		Hedge Funds	Hedge Funds	PE Funds				
Segment revenues									
Management fees	\$ 66,722	\$ 30,817	\$ 48,744	\$ 49,954	\$ 47,551	\$ 17,026	\$ —	\$ —	\$ 260,814
Incentive income	7,637	1,200	124,712	96,646	84,358	—	—	—	314,553
Segment revenues - total	<u>\$ 74,359</u>	<u>\$ 32,017</u>	<u>\$ 173,456</u>	<u>\$ 146,600</u>	<u>\$ 131,909</u>	<u>\$ 17,026</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 575,367</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)	<u>\$ 46,939</u>	<u>\$ 14,653</u>	<u>\$ 98,468</u>	<u>\$ 67,832</u>	<u>\$ 37,419</u>	<u>\$ (4,285)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 261,026</u>
Fund management distributable earnings (loss)	<u>\$ 46,939</u>	<u>\$ 14,653</u>	<u>\$ 88,622</u>	<u>\$ 57,903</u>	<u>\$ 36,821</u>	<u>\$ (4,285)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 240,653</u>
Pre-tax distributable earnings (loss)	<u>\$ 46,939</u>	<u>\$ 14,653</u>	<u>\$ 88,622</u>	<u>\$ 57,903</u>	<u>\$ 36,821</u>	<u>\$ (4,285)</u>	<u>\$ 7,480</u>	<u>\$ —</u>	<u>\$ 248,133</u>
Total segment assets	<u>\$ 71,415</u>	<u>\$ 9,302</u>	<u>\$ 133,839</u>	<u>\$ 85,878</u>	<u>\$ 29,709</u>	<u>\$ 33,775</u>	<u>\$ 1,630,908</u>	<u>\$ 487,017</u>	<u>\$ 2,481,843</u>

**Three Months Ended June 30, 2013**

	Private Equity		Liquid	Credit		Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
	Permanent	Capital Vehicles		Hedge Funds	PE Funds				
	Funds		Hedge Funds	Hedge Funds	PE Funds				
Segment revenues									
Management fees	\$ 33,834	\$ 12,985	\$ 25,721	\$ 25,393	\$ 22,360	\$ 8,604	\$ —	\$ —	\$ 128,897
Incentive income	4,854	1,200	92,460	63,489	36,954	—	—	—	198,957
Segment revenues - total	<u>\$ 38,688</u>	<u>\$ 14,185</u>	<u>\$ 118,181</u>	<u>\$ 88,882</u>	<u>\$ 59,314</u>	<u>\$ 8,604</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 327,854</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)	<u>\$ 25,376</u>	<u>\$ 4,211</u>	<u>\$ 71,099</u>	<u>\$ 42,533</u>	<u>\$ 16,391</u>	<u>\$ (3,236)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 156,374</u>
Fund management distributable earnings (loss)	<u>\$ 25,376</u>	<u>\$ 4,211</u>	<u>\$ 63,989</u>	<u>\$ 36,609</u>	<u>\$ 16,422</u>	<u>\$ (3,236)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 143,371</u>
Pre-tax distributable earnings (loss)	<u>\$ 25,376</u>	<u>\$ 4,211</u>	<u>\$ 63,989</u>	<u>\$ 36,609</u>	<u>\$ 16,422</u>	<u>\$ (3,236)</u>	<u>\$ 4,270</u>	<u>\$ —</u>	<u>\$ 147,641</u>

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## Reconciling items between segment measures and GAAP measures:

	Three Months Ended		Six Months Ended	
	June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013
Fund management distributable earnings	\$ 76,057	\$ 143,371	\$ 163,082	\$ 240,653
Investment income (loss)	96,598	5,970	106,752	11,459
Interest expense	(866)	(1,700)	(1,538)	(3,979)
Pre-tax distributable earnings	171,789	147,641	268,296	248,133
Adjust incentive income				
Incentive income received from private equity funds and credit PE funds, subject to contingent repayment	(13,672)	(36,955)	(79,627)	\$ (85,319)
Incentive income received from third parties, subject to contingent repayment	—	—	(86)	—
Incentive income accrued from private equity funds and credit PE funds, not subject to contingent repayment	23,859	7,584	53,362	34,379
Incentive income received from private equity funds and credit PE funds, not subject to contingent repayment	—	(4,854)	—	(4,854)
Incentive income from hedge funds, subject to annual performance achievement	(25,784)	(132,413)	(56,278)	(191,832)
Incentive income received from the sale of shares related to options	(1,485)	—	(1,485)	—
Reserve for clawback, gross (see discussion above)	—	—	(1,999)	(1,823)
	(17,082)	(166,638)	(86,113)	(249,449)
Adjust other income				
Distributions of earnings from equity method investees**	(47,122)	(4,290)	(56,349)	(8,844)
Earnings (losses) from equity method investees**	19,602	25,329	37,216	59,216
Equity method (earnings) losses earned by Fortress in the Investment Company	(226)	—	(226)	—
Gains (losses) on options in equity method investees	(1,088)	(5,695)	(5,871)	23,745
Gains (losses) on other investments	(41,599)	1,055	(46,632)	12,540
Impairment of investments (see discussion above)	38	514	64	727
Adjust income from the receipt of options	1,604	10,096	1,604	36,470
	(68,791)	27,009	(70,194)	123,854
Adjust employee, Principal and director compensation				
Adjust employee, Principal and director equity-based compensation expense (including permanent capital vehicle options assigned)	(7,811)	(12,265)	(21,131)	(28,354)
Adjust employee portion of incentive income from private equity funds and credit PE funds, accrued prior to the realization of incentive income	2,039	—	3,174	655
	(5,772)	(12,265)	(17,957)	(27,699)
Adjust amortization of intangible assets and impairment of goodwill and intangible assets	(11)	(11)	(22)	(22)
Adjust non-controlling interests related to Fortress Operating Group units	(40,612)	3,352	(45,562)	(47,433)
Adjust tax receivable agreement liability	—	—	—	(7,739)
Adjust income taxes - Investment Manager	(7,961)	(1,164)	(13,945)	(27,392)
Adjust consolidated Non-Investment Manager income (loss) allocable to Class A Shareholders	(566)	—	(573)	—
Adjust consolidated Investment Company income (loss) allocable to Class A Shareholders	226	—	226	—
Total adjustments	(140,569)	(149,717)	(234,140)	(235,880)
Net Income (Loss) Attributable to Class A Shareholders	31,220	(2,076)	34,156	12,253
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	42,135	(360)	48,104	52,617
Redeemable non-controlling interests in Income (Loss) of Consolidated Investment Company	157	—	157	—
Non-controlling interests in Income (Loss) of Consolidated Non-Investment Manager	(4,557)	—	(7,291)	—
Net Income (Loss) (GAAP)	\$ 68,955	\$ (2,436)	\$ 75,126	\$ 64,870

\*\* This adjustment relates to all of the private equity and credit PE Fortress Funds and hedge fund special investment accounts in which Fortress has an investment.

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Total segment assets	\$ 2,303,348
Adjust equity investments from segment carrying amount	(42,564)
Adjust investments gross of employees' and others' portion	40,165
Adjust goodwill and intangible assets to cost	(22,778)
Accrued incentive income subject to annual performance achievement	(56,278)
Less: Fortress's investment in and receivables from Non-Investment Manager - consolidated VIE	(1,453)
Less: Fortress's investment in and receivables from Investment Company - consolidated VIE	(50,238)
Add: Total assets of consolidated Non-Investment Manager	661,820
Add: Total assets of consolidated Investment Company	123,375
<b>Total assets (GAAP)</b>	<b>\$ 2,955,397</b>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Segment revenues	\$ 229,581	\$ 327,854	\$ 480,545	\$ 575,367
Adjust management fees	435	125	727	250
Adjust management fees for Non-Investment Manager - consolidated VIE	(1,464)	—	(2,229)	—
Adjust management fees for Investment Company - consolidated VIE	—	—	—	—
Adjust incentive income	(17,373)	(166,638)	(86,403)	(249,449)
Adjust income from the receipt of options	1,604	10,096	1,604	36,470
Adjust other revenues (including expense reimbursements)*	56,049	51,637	110,933	104,791
Add: Total revenues - consolidated Non-Investment Manager	158,433	—	232,254	—
Add: Total revenues - consolidated Investment Company	48	—	48	—
<b>Total revenues (GAAP)</b>	<b>\$ 427,313</b>	<b>\$ 223,074</b>	<b>\$ 737,479</b>	<b>\$ 467,429</b>

\* Segment revenues do not include GAAP other revenues, except to the extent they represent management fees or incentive income; such revenues are included elsewhere in the calculation of distributable earnings.

Fortress's depreciation and amortization expense by segment was as follows. Amortization expense, related to intangible assets, is not a component of distributable earnings.

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Three Months Ended June 30,	Private Equity		Liquid	Credit			Unallocated	Total
	Funds	Permanent Capital Vehicles	Hedge Funds	Hedge Funds	PE Funds	Logan Circle		
<b>2014</b>								
Depreciation	\$ 404	\$ 196	\$ 1,974	\$ 1,376	\$ 275	\$ 82	\$ 719	\$ 5,026
Amortization	—	—	—	—	—	11	—	11
Total	<u>\$ 404</u>	<u>\$ 196</u>	<u>\$ 1,974</u>	<u>\$ 1,376</u>	<u>\$ 275</u>	<u>\$ 93</u>	<u>\$ 719</u>	<u>\$ 5,037</u>
<b>2013</b>								
Depreciation	\$ 385	\$ 147	\$ 510	\$ 1,415	\$ 46	\$ 65	\$ 775	\$ 3,343
Amortization	—	—	—	—	—	11	—	11
Total	<u>\$ 385</u>	<u>\$ 147</u>	<u>\$ 510</u>	<u>\$ 1,415</u>	<u>\$ 46</u>	<u>\$ 76</u>	<u>\$ 775</u>	<u>\$ 3,354</u>
<b>Six Months Ended June 30,</b>								
<b>2014</b>								
Depreciation	\$ 798	\$ 378	\$ 3,227	\$ 2,777	\$ 475	\$ 168	\$ 1,493	\$ 9,316
Amortization	—	—	—	—	—	22	—	22
Total	<u>\$ 798</u>	<u>\$ 378</u>	<u>\$ 3,227</u>	<u>\$ 2,777</u>	<u>\$ 475</u>	<u>\$ 190</u>	<u>\$ 1,493</u>	<u>\$ 9,338</u>
<b>2013</b>								
Depreciation	\$ 739	\$ 272	\$ 979	\$ 2,758	\$ 149	\$ 124	\$ 1,550	\$ 6,571
Amortization	—	—	—	—	—	22	—	22
Total	<u>\$ 739</u>	<u>\$ 272</u>	<u>\$ 979</u>	<u>\$ 2,758</u>	<u>\$ 149</u>	<u>\$ 146</u>	<u>\$ 1,550</u>	<u>\$ 6,593</u>

**12. SUBSEQUENT EVENTS**

These financial statements include a discussion of material events, if any, which have occurred subsequent to June 30, 2014 (referred to as “subsequent events”) through the issuance of these consolidated financial statements. Events subsequent to that date have not been considered in these financial statements.

For additional subsequent events, see Note 9.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

**13. CONSOLIDATING FINANCIAL INFORMATION**

The following consolidating financial information presents the balance sheet, statement of operations and statement of cash flows for Fortress Operating Group (on a combined basis), FOE II (New) LP, Certain Consolidated Entities (Non-Investment Manager and Investment Company) and Fortress Investment Group LLC (including its consolidated subsidiaries other than those within Fortress Operating Group) on a deconsolidated basis, as well as the related eliminating entries for intercompany balances and transactions, which sum to Fortress Investment Group's consolidated financial statements as of, and for the six months ended June 30, 2014.

Fortress Operating Group includes all of Fortress's operating and investing entities. The upper tier Fortress Operating Group entities, other than FOE II (New) LP, are the obligors on Fortress's credit agreement (Note 5). Segregating the financial results of this group of entities provides a more transparent view of the capital deployed in Fortress's businesses as well as the relevant ratios for borrowing entities.

The consolidating balance sheet information is as follows:

	As of June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Assets</b>							
<b>Investment Manager</b>							
Cash and cash equivalents	\$ 236,807	\$ 831	\$ —	\$ —	\$ 4,974	\$ —	\$ 242,612
Due from affiliates	155,573	2,112	—	(720)	5,361	(5,361)	156,965
Investments	1,170,606	175	—	(51,457)	508,693	(508,693)	1,119,324
Investments in options	98,583	—	—	—	—	—	98,583
Deferred tax asset, net	—	—	—	—	383,002	—	383,002
Other assets	154,947	227	—	(36)	14,578	—	169,716
<i>Investment Company - consolidated VIE</i>							
Cash and cash equivalents	—	—	11,878	—	—	—	11,878
Receivables from brokers and counterparties	—	—	41,302	—	—	—	41,302
Investments, at fair value	—	—	70,015	—	—	—	70,015
Other assets	—	—	180	—	—	—	180
	<u>1,816,516</u>	<u>3,345</u>	<u>123,375</u>	<u>(52,213)</u>	<u>916,608</u>	<u>(514,054)</u>	<u>2,293,577</u>
<b>Non-Investment Manager - consolidated VIE</b>							
Cash and cash equivalents	—	—	31,347	—	—	—	31,347
Fixed assets, net	—	—	258,498	—	—	—	258,498
Goodwill	—	—	119,502	—	—	—	119,502
Intangible assets, net	—	—	144,475	—	—	—	144,475
Other assets, net	—	—	107,998	—	—	—	107,998
	<u>—</u>	<u>—</u>	<u>661,820</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>661,820</u>
<b>Total Assets</b>	<u>\$ 1,816,516</u>	<u>\$ 3,345</u>	<u>\$ 785,195</u>	<u>\$ (52,213)</u>	<u>\$ 916,608</u>	<u>\$ (514,054)</u>	<u>\$ 2,955,397</u>

Continued on next page.



**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

	As of June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Liabilities and Equity</b>							
<b>Investment Manager</b>							
Accrued compensation and benefits	\$ 197,202	\$ 2,191	\$ —	\$ —	\$ —	\$ —	\$ 199,393
Due to affiliates	76,584	232	—	(232)	280,152	(5,361)	351,375
Deferred incentive income	256,842	—	—	—	—	—	256,842
Debt obligations payable	75,000	—	—	—	—	—	75,000
Other liabilities	84,299	85	—	—	—	—	84,384
<i>Investment Company - consolidated VIE</i>							
Due to brokers and counterparties	—	—	7,305	—	—	—	7,305
Securities sold not yet purchased, at fair value	—	—	28,103	—	—	—	28,103
Other liabilities	—	—	800	—	—	—	800
	<u>689,927</u>	<u>2,508</u>	<u>36,208</u>	<u>(232)</u>	<u>280,152</u>	<u>(5,361)</u>	<u>1,003,202</u>
<b>Non-Investment Manager - consolidated VIE</b>							
Deferred revenue	—	—	31,866	—	—	—	31,866
Debt obligations payable	—	—	192,398	—	—	—	192,398
Accrued expenses and other liabilities	—	—	60,856	(488)	—	—	60,368
	<u>—</u>	<u>—</u>	<u>285,120</u>	<u>(488)</u>	<u>—</u>	<u>—</u>	<u>284,632</u>
<b>Total Liabilities</b>	<u>689,927</u>	<u>2,508</u>	<u>321,328</u>	<u>(720)</u>	<u>280,152</u>	<u>(5,361)</u>	<u>1,287,834</u>
<b>Commitments and Contingencies</b>							
<b>Redeemable Non-controlling Interests, Investment Company - consolidated VIE</b>							
	—	—	—	36,929	—	—	36,929
<b>Equity</b>							
Paid-in capital	5,731,162	3,575	470,784	(470,958)	2,055,456	(5,734,563)	2,055,456
Retained earnings (accumulated deficit)	(4,662,455)	(2,738)	(6,917)	6,787	(1,416,932)	4,665,323	(1,416,932)
Accumulated other comprehensive income (loss)	(6,500)	—	—	—	(2,068)	6,500	(2,068)
Total Fortress shareholders' equity (D)	1,062,207	837	463,867	(464,171)	636,456	(1,062,740)	636,456
Principals' and others' interests in equity of consolidated subsidiaries	64,382	—	—	—	—	554,047	618,429
Non-controlling interests in equity of Non-Investment Manager - consolidated VIE	—	—	—	375,749	—	—	375,749
<b>Total Equity</b>	<u>1,126,589</u>	<u>837</u>	<u>463,867</u>	<u>(88,422)</u>	<u>636,456</u>	<u>(508,693)</u>	<u>1,630,634</u>
<b>Total Liabilities, Redeemable Non-controlling Interests and Equity</b>	<u>\$ 1,816,516</u>	<u>\$ 3,345</u>	<u>\$ 785,195</u>	<u>\$ (52,213)</u>	<u>\$ 916,608</u>	<u>\$ (514,054)</u>	<u>\$ 2,955,397</u>

(A) Excluding FOE II (New) LP and certain consolidated entities.

(B) Comprised of the Investment Company and Non-Investment Manager.

(C) Other than Fortress Operating Group.

(D) Includes the Principals' (and one senior employee's) equity in the Fortress Operating Group column, which is eliminated in consolidation.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

The consolidating statement of operations information is as follows:

	Six Months Ended June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Revenues</b>							
<b>Investment Manager</b>							
Management fees: affiliates	\$ 263,468	\$ 2,287	\$ —	\$ (2,229)	\$ —	\$ —	\$ 263,526
Management fees: non-affiliates	35,107	231	—	—	—	—	35,338
Incentive income: affiliates	94,693	—	—	—	—	—	94,693
Incentive income: non-affiliates	687	—	—	—	—	—	687
Expense reimbursements: affiliates	87,331	15,517	—	—	—	—	102,848
Expense reimbursements: non-affiliates	5,062	—	—	—	—	—	5,062
Other revenues (affiliate portion disclosed in Note 7)	3,023	—	—	—	—	—	3,023
<i>Investment Company - consolidated VIE</i>							
Interest and dividend income	—	—	48	—	—	—	48
	<u>489,371</u>	<u>18,035</u>	<u>48</u>	<u>(2,229)</u>	<u>—</u>	<u>—</u>	<u>505,225</u>
<b>Non-Investment Manager - consolidated VIE</b>							
Advertising	—	—	139,673	—	—	—	139,673
Circulation	—	—	68,246	—	—	—	68,246
Commercial printing and other	—	—	24,335	—	—	—	24,335
	<u>—</u>	<u>—</u>	<u>232,254</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>232,254</u>
<b>Total Revenues</b>	<u>489,371</u>	<u>18,035</u>	<u>232,302</u>	<u>(2,229)</u>	<u>—</u>	<u>—</u>	<u>737,479</u>
<b>Expenses</b>							
<b>Investment Manager</b>							
Compensation and benefits	339,136	17,497	—	—	—	—	356,633
General, administrative and other	78,976	816	—	—	(1)	—	79,791
Depreciation and amortization	9,304	34	—	—	—	—	9,338
Interest expense	1,539	1	—	—	98	—	1,638
<i>Investment Company - consolidated VIE</i>							
Other	—	—	219	—	—	—	219
	<u>428,955</u>	<u>18,348</u>	<u>219</u>	<u>—</u>	<u>97</u>	<u>—</u>	<u>447,619</u>
<b>Non-Investment Manager - consolidated VIE</b>							
Operating Costs	—	—	131,533	—	—	—	131,533
General, administrative and other	—	—	78,754	(2,229)	—	—	76,525
Depreciation and amortization	—	—	15,347	—	—	—	15,347
Interest expense	—	—	6,294	—	—	—	6,294
Loss on extinguishment of debt	—	—	9,047	—	—	—	9,047
	<u>—</u>	<u>—</u>	<u>240,975</u>	<u>(2,229)</u>	<u>—</u>	<u>—</u>	<u>238,746</u>
<b>Total Expenses</b>	<u>428,955</u>	<u>18,348</u>	<u>241,194</u>	<u>(2,229)</u>	<u>97</u>	<u>—</u>	<u>686,365</u>

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

	Six Months Ended June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Other Income (Loss)</b>							
<b>Investment Manager</b>							
Gains (losses) (affiliate portion disclosed in Note 4)	(6,755)	—	—	(121)	—	—	(6,876)
Tax receivable agreement liability adjustment	—	—	—	—	—	—	—
Earnings (losses) from equity method investees	43,048	—	—	(226)	41,682	(41,682)	42,822
<i>Investment Company - consolidated VIE</i>							
Gains (losses)	—	—	564	—	—	—	564
<b>Total Other Income (Loss)</b>	<b>36,293</b>	<b>—</b>	<b>564</b>	<b>(347)</b>	<b>41,682</b>	<b>(41,682)</b>	<b>36,510</b>
<b>Income (Loss) Before Income Taxes</b>							
	96,709	(313)	(8,328)	(347)	41,585	(41,682)	87,624
Income tax benefit (expense) - Investment Manager	(6,491)	10	—	—	(7,429)	—	(13,910)
Income tax benefit (expense) - Non-Investment Manager - consolidated VIE	—	—	1,412	—	—	—	1,412
<b>Total Income Tax Benefit (Expense)</b>	<b>(6,491)</b>	<b>10</b>	<b>1,412</b>	<b>—</b>	<b>(7,429)</b>	<b>—</b>	<b>(12,498)</b>
<b>Net Income (Loss)</b>	<b>\$ 90,218</b>	<b>\$ (303)</b>	<b>\$ (6,916)</b>	<b>\$ (347)</b>	<b>\$ 34,156</b>	<b>\$ (41,682)</b>	<b>\$ 75,126</b>
<b>Allocation of Net Income (Loss)</b>							
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	2,542	—	—	—	—	45,562	48,104
Redeemable Non-controlling Interests in Income (Loss) of Investment Company - consolidated VIE	—	—	—	157	—	—	157
Non-controlling Interests in Income (Loss) of Non-Investment Manager - consolidated VIE	—	—	—	(7,291)	—	—	(7,291)
Net Income (Loss) Attributable to Class A Shareholders (D)	87,676	(303)	(6,916)	6,787	34,156	(87,244)	34,156
	<b>\$ 90,218</b>	<b>\$ (303)</b>	<b>\$ (6,916)</b>	<b>\$ (347)</b>	<b>\$ 34,156</b>	<b>\$ (41,682)</b>	<b>\$ 75,126</b>

- (A) Excluding FOE II (New) LP and certain consolidated entities.  
(B) Comprised of the Investment Company and Non-Investment Manager.  
(C) Other than Fortress Operating Group.  
(D) Includes net income (loss) attributable to the Principals' (and one senior employee's) interests in the Fortress Operating Group column, which is eliminated in consolidation.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

The consolidating statement of cash flows information is as follows:

	Six Months Ended June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Cash Flows From Operating Activities</b>							
Net income (loss)	\$ 90,218	\$ (303)	\$ (6,916)	\$ (347)	\$ 34,156	\$ (41,682)	\$ 75,126
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities							
<b>Investment Manager</b>							
Depreciation and amortization	9,304	34	—	—	—	—	9,338
Other amortization and accretion (included in interest expense)	390	—	—	—	—	—	390
(Earnings) losses from equity method investees	(43,048)	—	—	226	(41,682)	41,682	(42,822)
Distributions of earnings from equity method investees	51,204	—	—	—	—	—	51,204
(Gains) losses	6,755	—	—	121	—	—	6,876
Deferred incentive income	(53,362)	—	—	—	—	—	(53,362)
Deferred tax (benefit) expense	580	—	—	—	12,176	—	12,756
Options received from affiliates	(1,604)	—	—	—	—	—	(1,604)
Tax receivable agreement liability adjustment	—	—	—	—	—	—	—
Equity-based compensation	18,334	—	—	—	—	—	18,334
Options in affiliates granted to employees	2,566	—	—	—	—	—	2,566
Other	(764)	—	—	—	—	—	(764)
<i>Investment Company - consolidated VIE</i>							
(Gains) losses	—	—	(564)	—	—	—	(564)
<b>Non-Investment Manager - consolidated VIE</b>							
Depreciation and amortization	—	—	15,347	—	—	—	15,347
Loss on extinguishment of debt	—	—	5,949	—	—	—	5,949
Amortization of deferred financing costs (included in interest expense)	—	—	563	—	—	—	563
Other	—	—	437	—	—	—	437
Cash flows due to changes in							
<b>Investment Manager</b>							
Due from affiliates	3,394	(248)	—	489	—	—	3,635
Other assets	39,729	231	—	—	(6,787)	—	33,173
Accrued compensation and benefits	(185,453)	(94)	—	—	—	—	(185,547)
Due to affiliates	(30,340)	1	—	—	91	—	(30,248)
Deferred incentive income	59,128	—	—	—	—	—	59,128
Other liabilities	5,518	24	—	—	(1,517)	—	4,025
<i>Investment Company - consolidated VIE</i>							
Purchases of investments and payments to cover securities sold not yet purchased	—	—	(144,313)	—	—	—	(144,313)
Proceeds from sale of investments and securities sold not yet purchased	—	—	126,240	—	—	—	126,240
Receivables from brokers and counterparties	—	—	(41,302)	—	—	—	(41,302)
Other assets	—	—	(2,686)	—	—	—	(2,686)
Due to brokers and counterparties	—	—	7,305	—	—	—	7,305
Other liabilities	—	—	550	—	—	—	550

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

	Six Months Ended June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Non-Investment Manager - consolidated VIE</b>							
Other assets	—	—	(3,200)	—	—	—	(3,200)
Deferred revenue	—	—	(202)	—	—	—	(202)
Accrued expenses and other liabilities	—	—	(6,898)	(489)	—	—	(7,387)
Net cash provided by (used in) operating activities	(27,451)	(355)	(49,690)	—	(3,563)	—	(81,059)
<b>Cash Flows From Investing Activities</b>							
<b>Investment Manager</b>							
Contributions to equity method investees	(56,015)	—	—	50,003	(32,100)	32,100	(6,012)
Distributions of capital from equity method investees	321,085	—	—	—	36,079	(36,079)	321,085
Purchase of equity securities	(7,217)	—	—	—	—	—	(7,217)
Proceeds from sale of equity securities	74,922	—	—	—	—	—	74,922
Purchase of fixed assets	(4,176)	—	—	—	—	—	(4,176)
Purchase of software and technology-related assets	(25,976)	—	—	—	—	—	(25,976)
<b>Non-Investment Manager - consolidated VIE</b>							
Existing cash on consolidation date	—	—	23,845	—	—	—	23,845
Purchase of fixed assets	—	—	(1,171)	—	—	—	(1,171)
Acquisitions, net of cash acquired	—	—	(8,026)	—	—	—	(8,026)
Other	—	—	181	—	—	—	181
Net cash provided by (used in) investing activities	302,623	—	14,829	50,003	3,979	(3,979)	367,455
<b>Cash Flows From Financing Activities</b>							
<b>Investment Manager</b>							
Repayments of debt obligations	(50,000)	—	—	—	—	—	(50,000)
Borrowings under debt obligations	125,000	—	—	—	—	—	125,000
Proceeds from public offering (Note 9)	—	—	—	—	186,551	—	186,551
Repurchase of Class B shares (Note 9)	—	—	—	—	(186,551)	—	(186,551)
Issuance (purchase) of Class A shares (RSU settlements)	(32,100)	—	—	—	32,100	—	—
Repurchase of Class A shares (Note 9)	(363,260)	(150)	—	—	—	—	(363,410)
Capital contributions (distributions)	32,100	—	—	—	—	(32,100)	—
Dividends and dividend equivalents paid	(37,562)	—	—	—	(31,100)	36,079	(32,583)
Principals' and others' interests in equity of consolidated subsidiaries - contributions	3,670	—	—	—	—	—	3,670
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(78,833)	—	—	—	—	—	(78,833)
Excess tax benefits from delivery of RSUs	—	—	—	—	2,931	—	2,931
<b>Investment Company - consolidated VIE</b>							
Redeemable non-controlling interests - contributions	—	—	66,256	(50,003)	—	—	16,253

Continued on next page.

**FORTRESS INVESTMENT GROUP LLC**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

JUNE 30, 2014

(dollars in tables in thousands, except share data)

	Six Months Ended June 30, 2014						
	Fortress Operating Group Combined (A)	FOE II (New) LP	Certain Consolidated Entities (B)	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (C)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
<b>Non-Investment Manager - consolidated VIE</b>							
Repayments of debt obligations	—	—	(185,989)	—	—	—	(185,989)
Borrowings under debt obligations	—	—	200,343	—	—	—	200,343
Payment of debt issuance costs	—	—	(2,524)	—	—	—	(2,524)
Net cash provided by (used in) financing activities	(400,985)	(150)	78,086	(50,003)	3,931	3,979	(365,142)
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	(125,813)	(505)	43,225	—	4,347	—	(78,746)
<b>Cash and Cash Equivalents, Beginning of Period</b>	362,620	1,336	—	—	627	—	364,583
<b>Cash and Cash Equivalents, End of Period</b>	\$ 236,807	\$ 831	\$ 43,225	\$ —	\$ 4,974	\$ —	\$ 285,837
<b>Cash and Cash Equivalents - Investment Manager, End of Period</b>	\$ 236,807	\$ 831	\$ —	\$ —	\$ 4,974	\$ —	\$ 242,612
<b>Cash and Cash Equivalents - Investment Company - consolidated VIE, End of Period</b>	\$ —	\$ —	\$ 11,878	\$ —	\$ —	\$ —	\$ 11,878
<b>Cash and Cash Equivalents - Non-Investment Manager - consolidated VIE, End of Period</b>	\$ —	\$ —	\$ 31,347	\$ —	\$ —	\$ —	\$ 31,347

- (A) Excluding FOE II (New) LP and certain consolidated entities.  
(B) Comprised of the Investment Company and Non-Investment Manager.  
(C) Other than Fortress Operating Group.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(tables in thousands except as otherwise indicated and per share data)

*The following discussion should be read in conjunction with Fortress Investment Group's consolidated financial statements and the related notes (referred to as "consolidated financial statements" or "historical consolidated financial statements") included within this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that are subject to known and unknown risks and uncertainties. Actual results and the timing of events may differ significantly from those expressed or implied in such forward-looking statements due to a number of factors, including those included in Part II, Item 1A, "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q.*

### Overview

#### *Our Business*

Fortress is a leading, highly diversified global investment management firm with approximately \$63.8 billion in AUM as of June 30, 2014. Fortress applies its deep experience and specialized expertise across a range of investment strategies — private equity, credit, liquid markets and traditional fixed income — on behalf of approximately 1,600 institutional clients and private investors worldwide. We earn management fees based on the amount of capital we manage, incentive income based on the performance of our alternative investment funds, and investment income (loss) from our principal investments. We continue to invest capital in our alternative investment businesses.

The performance of our funds was mixed in the first six months of 2014, with strong performances in some funds and weakness in others, and overall our operating results were up slightly in comparison to the first six months of 2013. In addition, we have continued capital raising within our funds and we have improved our capital structure by repurchasing Class A shares at a discount to their market price. For more information about these topics, please refer to "— Performance of our Funds," "— Assets Under Management," and "— Liquidity and Capital Resources" below.

As of June 30, 2014, we managed the following businesses:

**Private Equity** — a business that manages approximately \$13.8 billion of AUM comprised of two business segments: (i) general buyout and sector-specific funds focused on control-oriented investments in cash flow generating assets and asset-based businesses in North America and Western Europe; and (ii) publicly traded permanent capital vehicles that invest in a wide variety of real estate related assets, including securities, loans, real estate properties and mortgage servicing related assets, and media assets.

**Liquid Hedge Funds** — a business that manages approximately \$7.9 billion of AUM. These funds invest globally in fixed income, currency, equity and commodity markets and related derivatives to capitalize on imbalances in the financial markets. In addition, this segment includes an endowment style fund, which invests in Fortress Funds, funds managed by external managers, and direct investments; a fund that primarily focuses on an international "event driven" investment strategy, particularly in Europe, Asia-Pacific and Latin America; and a fund that seeks to generate returns by executing a positively convex investment strategy.

**Credit Funds** — a business that manages approximately \$13.0 billion of AUM comprised of two business segments: (i) credit hedge funds which make highly diversified investments in direct lending, corporate debt and securities, portfolios and orphaned assets, real estate and structured finance on a global basis and throughout the capital structure, with a value orientation, as well as non-Fortress originated funds for which Fortress has been retained as manager as part of an advisory business; and (ii) credit private equity ("PE") funds which are comprised of a family of "credit opportunities" funds focused on investing in distressed and undervalued assets, a family of "long dated value" funds focused on investing in undervalued assets with limited current cash flows and long investment horizons, a family of "real assets" funds focused on investing in tangible and intangible assets in four principal categories (real estate, capital assets, natural resources and intellectual property), a family of Asia funds, including Japan real estate funds and an Asian investor based global opportunities fund, and a family of real estate opportunities funds, as well as certain sector-specific funds with narrower investment mandates tailored for the applicable sector.

**Logan Circle** — our traditional asset management business, which has approximately \$29.1 billion of AUM, provides institutional clients actively managed investment solutions across a broad spectrum of fixed income and growth equity strategies. Logan Circle's core fixed income products cover the breadth of the maturity and risk spectrums, including short, intermediate and long duration, core/core plus, investment grade credit, high yield and emerging market debt. Logan Circle's growth equities investment business is focused on investing and managing concentrated portfolios of publicly traded U.S. equities.



In addition, we treat our principal investments in these funds as a distinct business segment.

### *Understanding the Asset Management Business*

As an asset manager we perform a service — we use our investment expertise to make investments on behalf of other parties (our “fund investors”). An “alternative” asset manager is simply an asset manager that focuses on certain investment methodologies, typically hedge funds and private equity style funds as described below. Our private equity business also manages permanent capital vehicles, also described below.

Private equity style funds are typically “closed-end” funds, which means they work as follows. We solicit fund investors to make capital commitments to a fund. Fund investors commit a certain amount of capital when the fund is formed. We may “draw” or “call” this capital from the fund investors as the fund makes investments. Capital is returned to fund investors as investments are realized. The fund has a set termination date and we must use an investment strategy that permits the fund to realize all of the investments it makes in the fund within that period. Fund investors may not withdraw or redeem capital, barring certain extraordinary circumstances, and additional fund investors are not permitted to join the fund once it is fully formed. Typically, private equity style funds make longer-term, less liquid (i.e. less readily convertible to cash) investments.

Permanent capital vehicles are publicly traded entities which are externally managed by us. “Externally managed” means that their senior management is typically employed by us and that they rely on us for their decision making. In exchange, we receive management fees, incentive income and, when we assist these entities in raising equity capital, options to purchase their common stock. “Publicly traded” means that their equity, in the form of common stock, is typically traded on a major public stock exchange, such as the New York Stock Exchange. As a result, their equity investors (stockholders) may trade in and out of their positions, but Fortress continues to earn management fees and incentive income regardless of any turnover in ownership. These entities have indefinite lives and typically pay dividends or distributions to their stockholders only from earnings, while capital is reinvested.

Hedge funds are typically “open-end” funds, which means they work as follows. We solicit fund investors to invest capital at the fund formation and invest this capital as it is received. Additional fund investors are permitted to join the fund on a periodic basis. Fund investors are generally permitted to redeem their capital on a periodic basis. The fund has an indefinite life, meaning that it continues for an indeterminate period as long as it retains fund investors. Typically, hedge funds make short-term, liquid investments. Our credit hedge funds share certain characteristics of both private equity and hedge funds, and generally make investments that are relatively illiquid in nature.

In addition, Fortress has a traditional asset management business. The traditional asset management business works similarly to the hedge fund business, except that generally there is no provision for incentive income and management fee rates are lower.

In exchange for our services, we receive remuneration in the form of management fees and incentive income. Management fees are typically based on a fixed annual percentage of the capital we manage for each fund investor, and are intended to compensate us for the time and effort we expend in researching, making, managing and realizing investments. Incentive income is typically based on achieving specified performance criteria, and it is intended to align our interests with those of the fund investors and to incentivize us to earn attractive returns.

We also invest our own capital alongside the fund investors in order to further align our interests and to earn a return on the investments.

In addition, Fortress typically receives a number of options to purchase common stock of permanent capital vehicles equal to 10% of the number of shares of common stock sold by any such entity when raising equity capital. The options received by Fortress typically have a strike price equal to the market price of the relevant stock on the day of issuance and a ten year term. When an option is exercised, Fortress pays the strike price and receives a share of common stock of the permanent capital vehicle. If the value of the stock were to increase during the term of the option, the value of the share received by Fortress upon exercise would exceed the strike price paid by Fortress.

In order to be successful, we must do a variety of things including, but not limited to, the following:

- Increase the amount of capital we manage for fund investors, also known as our “assets under management,” or “AUM.”
- Earn attractive returns on the investments we make.
- Effectively manage our liquidity, including our debt, if any, and expenses.

Each of these objectives is discussed below.

### Assets Under Management

Management fee paying assets under management, or AUM, fluctuate based on four primary factors:

- *Capital raising*: AUM increases when we receive more capital from our fund investors to manage on their behalf. Typically, fund investors make this decision based on: (a) the amount of capital they wish, or are able, to invest in the types of investments a certain manager or fund makes, and (b) the reputation and track record of the manager and its key investment employees.
- *Realization of private equity investments and return of capital distributions*: In “closed-end” funds, AUM decreases when we return capital to fund investors as investments are realized. Investments are realized when they are sold or otherwise converted to cash by the manager. Similarly, AUM decreases in publicly traded investment vehicles when return of capital distributions are made to investors.
- *Redemptions*: In “open-end” funds, AUM decreases after fund investors ask for their capital to be returned, or “redeemed,” at periodic intervals. Typically, fund investors make this decision based on the same factors they used in making the original investment, which may have changed over time or based on circumstances, as well as on their liquidity needs.
- *Fund performance*: AUM increases or decreases in accordance with the performance of fund investments.

It is critical for us to continue to raise capital from fund investors. Without new capital, AUM declines over time as private equity investments are realized and hedge fund investors redeem capital based on their individual needs. Therefore, we strive to maintain a good reputation and a track record of strong performance. We strive to also form and market funds in accordance with investor demand.

We disclose the changes in our assets under management below, under “— Assets Under Management.”

### Performance

Performance can be evaluated in a number of ways, including the measures outlined below:

- *Fund returns*: Fund returns express the rate of return a fund earns on its investments in the aggregate. They can be compared to the returns of other managers, to returns offered by other investments or to broader indices. They can also be compared to the performance hurdles necessary to generate incentive income. We disclose our fund returns below, under “— Performance of Our Funds.”
- *Proximity to incentive income threshold*: This is a measure of a fund's performance relative to the performance criteria it needs to achieve in order for us to earn incentive income.

Incentive income is calculated differently for the hedge funds and private equity funds, as described below.

- We generally earn incentive income from hedge funds based on a straight percentage of the returns of each fund investor, since fund investors may enter the fund at different times. Incentive payments are made periodically, typically annually for the Fortress hedge funds. Once an incentive payment is made, it is not refundable. However, if a particular fund investor suffers a loss on its investment, either from the date of the Fund's inception or since the last incentive payment to the manager, this establishes a “high water mark” for that investor, meaning a threshold that has to be exceeded in order for us to begin earning incentive income again from that fund investor. Investors in the same fund could have different high water marks, in terms of both percentage return and dollar amount.
- Since it is impractical to disclose this information on a fund investor-by-investor basis, it may be disclosed based on the following metrics: the percentage of fund investors who have a high water mark, and the aggregate dollar difference between the value of those fund investors' investments and their applicable aggregate high water mark. The investments held by fund investors who do not have a high water mark are eligible to generate incentive income for us on their next dollar earned.
- We generally earn incentive income from private equity style funds based on a percentage of the returns of the fund, subject to the achievement of a minimum return (the “preferred” return) to fund investors. Incentive income is generally paid as each investment in a fund is realized, subject to a “clawback.” At the termination of a fund, a computation is done to determine how much incentive income we should have earned based on the fund's overall performance, and any incentive income payments received by us in excess of the amount we should have earned must be returned by us (or “clawed back”) to the fund for distribution to fund investors. Certain of our private equity style funds pay incentive income only after all of the fund's invested capital has been returned.

Depending on where they are in their life cycle and how they have performed, private equity funds will fall into one of several categories as shown below:

PE Style Fund Status			Key Disclosures
	In a liquidation of the fund's assets at their estimated fair value as of the reporting date:		
Has the fund made incentive income payments to us?	Would the fund owe us incentive income?	Would we owe a clawback of incentive income to the fund?	(Refer to Note 4 to our consolidated financial statements)
Yes	Yes	No	<ul style="list-style-type: none"> <li>- The amount of previously distributed incentive income.</li> <li>- The amount of "undistributed incentive income," which is the amount of incentive income that would be due to us upon a liquidation of the fund's remaining assets at their current estimated fair value.</li> </ul>
Yes	No	Yes	<ul style="list-style-type: none"> <li>- The amount of previously distributed incentive income.</li> <li>- The "intrinsic clawback," which is the amount of incentive income that we would have to return to the fund upon a liquidation of its remaining assets at their current estimated fair value.</li> <li>- The amount by which the total current fund value would have to increase as of the reporting date in order to reduce the intrinsic clawback to zero such that we would be in a position to earn additional incentive income from the fund in the future.</li> </ul>
No	Yes	N/A	<ul style="list-style-type: none"> <li>- The amount of "undistributed incentive income," which is the amount of incentive income that would be due to us upon a liquidation of the fund's remaining assets at their current estimated fair value.</li> </ul>
No	No	N/A	<ul style="list-style-type: none"> <li>- The amount by which the total current fund value would have to increase as of the reporting date such that we would be in a position to earn incentive income from the fund in the future.</li> </ul>

We disclose each of these performance measures, as applicable, for all of our funds in Note 4 to our consolidated financial statements contained herein.

## Liquidity, Debt and Expense Management

We may choose to use leverage, or debt, to manage our liquidity or enhance our returns. We strive to achieve a level of debt that is sufficient to cover working capital and investment needs, but not in an amount or manner which causes undue stress on performance, either through required payments or restrictions placed on Fortress.

Our liquidity, and our ability to repay our debt, as well as the amount by which our metrics exceed those required under our financial covenants are discussed below, under “— Liquidity and Capital Resources,” “— Debt Obligations,” and “— Covenants.”

We must structure our expenses, primarily compensation expense which is our most significant expense, so that key employees are fairly compensated and can be retained, while ensuring that expenses are not fixed in such a way as to endanger our ability to operate in times of lower performance or reduced liquidity. To this end, we generally utilize discretionary bonuses, profit sharing and equity-based compensation as significant components of our compensation plan.

- Profit sharing means that when profits increase, either of Fortress as a whole or of a specified component (such as a particular fund) of Fortress, employees receive increased compensation. In this way, employees' interests are aligned with Fortress's, employees can receive significant compensation when performance is good, and we are able to reduce expenses when necessary.
- Equity-based compensation means that employees are paid in equity of Fortress rather than in cash. This form of compensation has the advantage of not requiring a cash expenditure, while aligning employees' interests with those of Fortress.

Our liquidity is discussed below, under “— Liquidity and Capital Resources.” Our compensation expenses, including profit sharing and equity-based compensation, are discussed in Note 8 to our consolidated financial statements contained herein. Our segment operating margin, which we define as the ratio of our fund management distributable earnings to our segment revenues, and which is a measure of our profitability, is discussed in Note 11 to our consolidated financial statements contained herein.

### *Non-Investment Manager - New Media*

We consolidated New Media Investment Group Inc. (“New Media”) beginning in February 2014. We entered into a management agreement with New Media pursuant to which we receive annual management fees and incentive income. We determined that New Media qualified as a variable interest entity (“VIE”) and, upon the completion of the distribution of New Media's common shares, that we were the primary beneficiary. Therefore, in addition to our asset management business (disclosed under Investment Manager in our financial statements), we also consolidate New Media, a newly listed company primarily focused on investing in a high quality portfolio of local media assets (disclosed under Non-Investment Manager in our financial statements and also referred to as the “Media Business”). As of June 30, 2014, Fortress owned approximately 0.25% of New Media's outstanding common stock.

New Media's results impact our net income, but do not have a material impact on our net income attributable to Class A shareholders, Class A basic and diluted earnings per share or total Fortress shareholders' equity as substantially all of the operating results of New Media are attributable to non-controlling interests. New Media's assets and liabilities are also recorded on our balance sheet. However, Fortress has no obligation to satisfy the liabilities of New Media. Similarly, Fortress does not have the right to make use of New Media's assets to satisfy its obligations. In addition, the debt obligations of the Media Business are not cross collateralized with the debt obligations of Fortress. New Media's debt obligations have no impact on Fortress's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.

New Media had no operations until November 2013, when it became the owner of GateHouse Media, LLC (“GateHouse” or the predecessor) and Local Media Group Holdings LLC, the parent of Local Media Group, Inc. (formerly known as Dow Jones Local Media Group, Inc.) (“Local Media”). New Media has a particular focus on owning and acquiring local media assets in small to mid-size markets. They focus on two large business categories: consumers and small to medium size businesses (“SMBs”). Consumer revenue comes primarily from subscription income as consumers pay for local content, primarily in print and to a lesser extent online. SMB revenue comes from a variety of print and digital advertising products, digital service products offered through the Propel business, a digital marketing services business, and commercial printing services. Operating costs consist primarily of labor, newsprint, and delivery costs. Selling, general and administrative expenses consist primarily of labor costs.

Advertising revenue tends to follow a seasonal pattern, with higher advertising revenue in months containing significant events or holidays. Accordingly, first quarter, followed by third quarter, historically are the weakest quarters of the year in terms of revenue. Correspondingly, second and fourth fiscal quarters, historically, are the strongest quarters. We expect that this seasonality will continue to affect advertising revenue in future periods.

New Media's predecessor, GateHouse, has experienced on-going declines in print advertising revenue streams and increased volatility of operating performance, despite geographic diversity, well-balanced portfolio of products, broad customer base and reliance on smaller markets. New Media may experience additional declines and volatility in the future. These declines in print advertising revenue have come with the shift from traditional media to the internet for consumers and businesses. New Media is making investments in digital platforms, such as Propel, as well as online, and mobile applications, to support print publications in order to capture this shift.

### *Understanding our Financial Statements*

#### Balance Sheet

Our assets consist primarily of the following:

- 1) Investments in our funds, recorded generally based on our share of the funds' underlying net asset value, which in turn is based on the estimated fair value of the funds' investments. In addition, we hold options to purchase shares of common stock of our permanent capital vehicles.
- 2) Cash.
- 3) Amounts due from our funds for fees and expense reimbursements.
- 4) Deferred tax assets, which relate to potential future tax benefits. This asset is not tangible - it was not paid for and does not represent a receivable or other claim on assets.
- 5) Media related assets of New Media, a consolidated VIE.
- 6) Assets of the Investment Company, a consolidated VIE.

Our liabilities consist primarily of the following:

- 1) Debt owed under our credit facility or other debt obligations (if any).
- 2) Accrued compensation, generally payable to employees shortly after year-end.
- 3) Amounts due to our Principals under the tax receivable agreement. These amounts partially offset the deferred tax assets and do not become payable to the Principals until the related future tax benefits are realized.
- 4) Deferred incentive income, which is incentive income that we have already received in cash but is subject to contingencies and may have to be returned ("clawed back") to the respective funds if certain performance hurdles are not met.
- 5) Media related liabilities of New Media, a consolidated VIE.
- 6) Liabilities of the Investment Company, a consolidated VIE.

Management, in considering the liquidity and health of the company, mainly focuses on the following aspects of the consolidated balance sheet:

- 1) Expected cash flows from funds, including the potential for incentive income.
- 2) Cash on hand.
- 3) Collectibility of receivables.
- 4) Current amounts due under our credit facility or other debt obligations (if any).
- 5) Other current liabilities, primarily accrued compensation.
- 6) Financial covenants under our debt obligations.
- 7) Likelihood of clawback of incentive income.

#### Income Statement

Our revenues and other income consist primarily of the following:

- 1) Fees and expense reimbursements from our funds, including management fees, which are based on the size of the funds, and incentive income, which is based on the funds' performance.
- 2) Returns on our investments in the funds.
- 3) Advertising, circulation and commercial printing revenues related to New Media.
- 4) Interest and dividends related to the Investment Company, a consolidated VIE.

Our expenses consist primarily of the following:

- 1) Employee compensation paid in cash, including profit sharing compensation.
- 2) Equity-based compensation, which is not paid in cash but has a dilutive effect when it vests because it results in additional shares being issued. (This amount is broken out from total compensation in the compensation footnote in our consolidated financial statements.)
- 3) Other general and administrative expenses and interest expense.
- 4) Taxes.
- 5) New Media related operating expenses and interest expense.
- 6) Expenses relating to the Investment Company, a consolidated VIE.

Essentially, the key components of our income are the fees we are earning from our funds in comparison to the compensation and other corporate expenses we are paying in cash, and the resulting operating margin. Other significant components include (i) the unrealized changes in value of our funds, reported as unrealized gains (losses) and earnings (losses) from equity method investees, as this is indicative of changes in potential future cash flows, (ii) taxes, and (iii) equity-based compensation, because it will eventually have a dilutive effect when the related shares are issued.

For additional information regarding the Investment Company see Note 1 and Note 4 to our consolidated financial statements.

### *Managing Business Performance*

We conduct our management and investment business through the following primary segments: (i) private equity funds, (ii) permanent capital vehicles, (iii) liquid hedge funds, (iv) credit hedge funds, (v) credit PE funds, (vi) Logan Circle, and (vii) principal investments in those funds, as well as cash that is available to be invested. These segments are differentiated based on their varying strategies and, secondarily, on fund investor terms.

The amounts not allocated to a segment consist primarily of certain general and administrative expenses. Where applicable, portions of the general and administrative expenses have been allocated between the segments.

Management assesses our segments on a Fortress Operating Group and pre-tax basis, and therefore adds back the interests in consolidated subsidiaries related to Fortress Operating Group units (held by the principals and one senior employee) and income tax expense.

Management assesses the performance of each segment based on its "distributable earnings." Distributable earnings is not a measure of cash generated by operations that is available for distribution. Rather distributable earnings is a supplemental measure of operating performance used by management in analyzing its segment and overall results. Distributable earnings should not be considered as an alternative to cash flow in accordance with GAAP or as a measure of our liquidity, and is not necessarily indicative of cash available to fund cash needs (including dividends and distributions).

We believe that the presentation of distributable earnings enhances a reader's understanding of the economic operating performance of our segments. For a more detailed discussion of distributable earnings and how it reconciles to our GAAP net income (loss), see "— Results of Operations — Segments Analysis" below.

### **Market Considerations**

Our revenues consist primarily of (i) management fees based generally on the size of our funds, (ii) incentive income based on the performance of our funds and (iii) investment income from our investments in those funds. Our ability to maintain and grow our revenues - both at Fortress and within our funds - depends on our ability to retain existing investors, attract new capital and investors, secure investment opportunities, obtain financing for transactions, consummate investments and deliver attractive risk-adjusted returns.

Our ability to execute our business strategy depends upon a number of market conditions, including:

*The strength and liquidity of the U.S. and global equity and debt markets and related financial and economic conditions.*

U.S. and global financial and economic conditions have a substantial impact on the success of our business strategy, including our ability to effect realizations and make new investments. In addition, equity market conditions impact the ability of our private equity funds to increase the value, and effect realizations, of their portfolio company investments and the ability of our funds that invest in equities to generate positive investment returns. The condition of the debt markets also has a meaningful impact on our business. Several of our funds are directly and indirectly exposed to the debt markets: we invest in debt instruments, our funds borrow money to make investments and our funds utilize leverage in order to increase investment returns, which ultimately drive the performance of our funds. Our portfolio companies also require access to financing for their operations and refinancing of their debt. Furthermore, from time to time, we utilize debt to finance our investments in our funds and for working capital purposes. In general, strong financial and economic conditions including equity and debt markets enable us to execute our business strategy and generate attractive returns while dampening distressed investment strategies, and periods of weakening economies and markets and increased volatility can also present opportunities to invest at reduced valuations and in distressed asset classes, while negatively impacting fees, realizations and value creation. For example, a significant decline in the value of our funds' investments would require that our funds satisfy minimum return or "high water mark" requirements before generating incentive income and could subject us to "clawback" payments relating to incentive income previously collected. For hedge funds, opportunities to generate returns depend on their investment strategies, which may benefit from market declines or volatility.

Global markets have been impacted by an overall challenging environment characterized by uncertainty and absence of clear trends. This environment, however, combined with lower volatility, can create positive dynamics for equity and debt markets generally, which have been up in the second quarter continuing into June. This was supported by significant easing from the European Central Bank, which also contributed to ongoing reduction in volatility. In addition, markets continue to focus on the path of U.S. monetary policy as an indicator of the likely direction of global interest rates and have begun to focus on inflation as well. The Federal Reserve began tapering its asset purchase program in January 2014 and is expected to end it in the fall. It is unclear what action the Federal Reserve may take after tapering, given uneven growth and the levels of unemployment and inflation, which may be close or over targets by year-end. Although the U.S. economy appears to be recovering, the recovery has been subject to intermittent disruptions, such as the U.S. government shutdown in the fall of 2013, and uneven growth, with weakness in some areas, such as consumer spending, and improvement in others, such as the labor market. These disruptions together with inconsistent economic data points have made the recovery's progress more difficult to assess. This imbalance presents a challenge for the Federal Reserve and, given the uncertainty of a broader recovery, markets could potentially become more sensitive to key economic data points and indications by the Federal Reserve of their revised policy. While markets are expected to continue to be optimistic, they will be looking for clarity from the Federal Reserve and other central banks and governments and indicators of growth performance.

In the Eurozone, the European Central Bank adopted a wide ranging package of easing measures which exceeded market expectations. It decreased its refinancing and deposit rates, took liquidity enhancing measures aimed at increasing funding for the non-financial sector through a series of targeted long-term refinancing operations, and announced its intention to pursue asset-backed securities asset purchases. While this was important for continued Eurozone recovery, growth and economic recovery remains uneven across regions and, in general, at a more gradual pace than that of the U.S. Although we believe sovereign risk has decreased in the Eurozone, inflation remains below the European Central Bank's price stability mandate, which makes the Eurozone vulnerable to another external shock and creates uncertainty over its capacity to regain competitiveness. Prospects for a more politically-stable Eurozone were moving in a positive direction, with the potential for political crisis largely on the regional level, but increasing geopolitical risk relating to the Ukraine could impact the broader Eurozone. The broader Eurozone is also likely to face difficult discussions around additional support packages and restructuring of financial institutions. Our hedge funds hold actively-traded long and short positions, with frequently changing levels of exposure, in the debt of several European sovereigns. Based on the positions held by our funds as of June 30, 2014, there was not a material risk to the performance of the company under typical market stress scenarios. However, the investments held by certain of our funds could be material to the individual performance of such funds and, therefore, our reputation.

In Japan, the underlying performance of the economy following the implementation of the consumption tax increase has been in line with expectations and the Bank of Japan continues to implement its easing policy, without indicating whether they will accelerate or decelerate from the aggressive pace initiated earlier. Before the end of the year, we expect the Bank of Japan to be more explicit on continuing its asset purchase policy into 2015. GDP for the first half of the year will be an important gauge of the economy, which will be a key consideration in contemplating a second consumption tax increase in October, which we expect will occur together with additional fiscal stimulus. These dynamics contributed to declines in the Japanese equity market so far this year, after increases in 2013. In addition, the Bank of Japan continues to express confidence that it remains on track to achieve its inflation targets for the year. We believe this will require additional monetary easing beyond what the Bank of Japan pre-announced a year ago.

The overall view on emerging markets remains mixed. On the one hand, emerging markets may have renewed surge in inflows given the European Central Bank's measures, but on the other hand, higher rates in the U.S. are expected eventually. In Brazil, the October 2014 elections are likely to be extremely polarizing, which may increase uncertainty. Markets are also cautious given Brazil's vulnerability to an eventual increase in rates by the Federal Reserve.

Market conditions over the last several years have impacted our business in several ways:

- Volatility in the markets since the financial crisis in 2008 increased the importance of maintaining sufficient liquidity without relying upon additional infusions of capital from the equity and debt markets. Based on cash balances, committed financing and short-term operating cash flows, in the judgment of management we have sufficient liquidity in the current market environment. The maintenance of sufficient liquidity may limit our ability to make investments, distributions, or engage in other strategic transactions.
- Improved economic conditions over the last several years, including relatively low interest rates, have benefited our business in a number of ways, including, but not limited to, a strong financing environment that has enabled our private equity funds and their portfolio companies to secure long-term financing, refinance debt at attractive levels, raise public and private equity capital and improve portfolio company profitability. Improving economic conditions and higher valuations in private equity funds have also contributed to their ability to launch new investment vehicles



and raise capital for them. While improved conditions have created a more challenging environment for identifying new investments, we continue to deploy meaningful amounts of new capital.

- Following a period of deleveraging, that resulted in significant opportunities for investors with sufficient capital to acquire assets at reduced prices, near-term investment opportunities have become more sporadic in nature given pricing and market dynamics. However, potential opportunities exist, particularly where access to capital is restricted and in Europe where economies may remain uncertain.
- Despite the uncertain economic recovery, our funds continue to make investments on an opportunistic basis, and we continue to raise new funds as discussed above and illustrated in the AUM table below.

*The strength of, and competitive dynamics within, the alternative asset management industry, including the amount of capital invested in, and withdrawn from, alternative investments.*

The strength of the alternative asset management industry, and our competitive strength relative to our peers, are dependent upon several factors, including, among other things, (1) the investment returns alternative asset managers can provide relative to other investment options, (2) the amount of capital investors allocate to alternative asset managers, and (3) our performance relative to our competitors and the related impact on our ability to attract new capital.

The strength of the alternative asset management industry is dependent upon the investment returns alternative asset managers can provide relative to other investment options. This factor depends, in part, on returns available from traditional investment products, and to a lesser extent on interest rates and credit spreads (which represent the yield demanded on financial instruments by the market in comparison to a benchmark rate, such as the relevant U.S. Treasury rate or LIBOR) available on other investment products. This is because as interest rates rise and/or spreads widen, returns available on such investments would tend to increase and, therefore, become more attractive relative to the returns of investment products offered by alternative asset managers.

Solving for funding gaps and historically low interest rates have caused pension plans and other institutional investors to look to alternative investments in order to increase the yield on their investments. As a result, the amount of capital being invested into the alternative investment sector appears to have increased significantly in the first half of 2014 and the outlook for 2014 remains positive. However, certain investors appear to have become increasingly focused on the liquidity and redemption terms of alternative investment funds and have expressed a desire to have the ability to redeem or otherwise liquidate their investments in a more rapid time frame than what is permitted under the terms of many existing funds. Investors in long-term, locked-up (i.e., “private equity style”) funds have engaged in longer, more intensive and detailed due diligence procedures prior to making commitments to invest in such funds, which has led to the general perception across the alternative asset management industry that capital raising for long-term capital will require longer time periods, a greater commitment of capital raising resources and will generally be more difficult overall than it was previously. Moreover, some investors are increasingly shifting to managed accounts with fee structures that are less favorable to us.

The factor which most directly impacts our results is our investment performance relative to our competitors, including products offered by other alternative asset managers. As illustrated in “- Performance of Our Funds” below, we have generated strong returns in some funds and weaker returns in others, and the performance of our more recent vintage private equity funds has rebounded significantly since 2008, with slight increases in the first half of 2014. As illustrated in “- Assets Under Management” below, we have been able to raise additional capital in our funds, including existing hedge funds and permanent capital vehicles. However, our ongoing ability to raise capital for new and existing funds will be a function of investors' assessment of our investment performance relative to that of our competition in the current market environment, as well as other factors.

*The strength of the industries or sectors in which our funds have concentrated investments, or in which variable interest entities that we consolidate operate.*

Our private equity funds, as well as certain of our managed accounts, currently have significant investments in companies whose assets are concentrated in the following industries and sectors: financial services (particularly loan servicing and consumer finance), transportation and infrastructure, gaming, real estate (including Florida commercial real estate and German residential real estate), and senior living. The overall performance of our funds may be affected by market conditions and trends related to these industries and sectors. Within the financial services industry, regulatory pressures on the banks combined with a gradually improving economy resulted in a positive market for non-bank financial institutions domestically, though regulatory focus on non-bank financial institutions may increase in the future. Worldwide growth in trade and transportation continued to expand in the first quarter of 2014 albeit at a more modest pace than in the previous years. The senior living sector benefited during the first half from a recovery in housing prices and favorable consolidation and supply/demand dynamics. European markets have presented opportunities for distressed investments in country specific markets such as Italy.

We believe that unfolding developments in the U.S. residential housing market are generating significant investment opportunities. The residential mortgage industry is undergoing major structural changes that are transforming the way mortgages are originated, owned and serviced. In particular, we believe that mortgage servicing rights, excess mortgage servicing rights and other servicing related investments present an attractive investment opportunity. Nationstar Mortgage Holdings Inc. ("Nationstar") is a mortgage servicer, which is majority owned by our Fortress Funds, and New Residential Investment Corp. ("New Residential"), which is managed by Fortress, and the MSR Opportunities Funds have made significant investments in excess MSRs and other servicing related assets. The timing, size and potential returns of future investments in this sector may differ from prior investments due to increased competition and other factors.

Our macro liquid hedge funds actively trade in global markets. Overall performance for the first half of 2014 has been negative, with losses resulting from a decline in Japanese equities and long position in the U.S. Dollar, which offset profits that were recognized in emerging markets and European credit. Global market conditions and trends formed around them are always subject to change as are the positions held by our liquid hedge funds.

In addition, we consolidated New Media, which exposes us to the industry in which it operates. The newspaper industry and New Media's predecessor experienced declining same store revenue and profitability over the past several years. General economic conditions, including declines in consumer confidence, continued high unemployment levels, declines in real estate values, and other trends, have also impacted the industry in which New Media operates. Additionally, media companies continue to be impacted by the migration of consumers and businesses to an internet and mobile-based, digital medium. These conditions may continue to negatively impact print advertising and other revenue sources as well as increase operating costs in the future, even after an economic recovery.

### Assets Under Management

We measure AUM by reference to the fee paying assets we manage. Our AUM has changed as a result of the factors set forth in the table below (in millions):

	Private Equity			Credit (I)			Total
	Funds (I)	Permanent Capital Vehicles	Liquid Hedge Funds	Hedge Funds	PE Funds	Logan Circle	
<b>AUM December 31, 2013</b>	\$ 12,036	\$ 3,547	\$ 7,398	\$ 5,856	\$ 7,527	\$ 25,386	\$ 61,750
Capital raised (A)	—	171	1,825	357	—	—	2,353
Increase in invested capital	216	59	—	15	298	—	588
Redemptions (B)	—	—	(876)	(36)	—	—	(912)
RCA distributions (C)	—	—	—	(307)	—	—	(307)
Return of capital distributions (D)	(2,154)	(84)	(37)	(28)	(984)	—	(3,287)
Adjustment for capital reset (E)	—	—	—	—	—	—	—
Crystallized incentive income (F)	—	—	(129)	(160)	—	—	(289)
Net client flows (traditional)	—	—	—	—	—	2,207	2,207
Income (loss) and foreign exchange (G)	43	(3)	(314)	387	57	1,540	1,710
<b>AUM June 30, 2014 (H)</b>	<u>\$ 10,141</u>	<u>\$ 3,690</u>	<u>\$ 7,867</u>	<u>\$ 6,084</u>	<u>\$ 6,898</u>	<u>\$ 29,133</u>	<u>\$ 63,813</u>

- (A) Includes offerings of shares by the permanent capital vehicles, if any.
- (B) Excludes redemptions which reduced AUM subsequent to June 30, 2014. Redemptions are further detailed below.
- (C) Represents distributions from (i) assets held within redeeming capital accounts ("RCA") in our Drawbridge Special Opportunities Funds, which represent accounts where investors have provided withdrawal notices and are subject to payout as underlying fund investments are realized, and (ii) the Value Recovery Funds.
- (D) For private equity and credit PE funds, return of capital distributions are based on realization events. Such distributions include, in the case of private equity and credit PE funds that are in their capital commitment periods, recallable capital distributions. For credit hedge funds, return of capital distributions include income distributions from Fortress Japan Income Fund. For permanent capital vehicles, return of capital distributions represent the portion of dividends paid and categorized as return of capital.
- (E) The reset date of certain private equity or credit PE funds is an event determined by the earliest occurrence of (i) the first day following the expiration of the capital commitment period of a fund, (ii) a successor fund or entity draws capital contributions or charges management fees (not applicable to credit PE funds) or (iii) the date on which all unpaid capital obligations have been canceled. For the period commencing with the initial closing of or contribution to the fund and ending on the last day of the semi-annual or quarterly period ending on or after the reset date, certain funds generate management fees as a percentage of the fund's capital commitments and certain funds generate management fees as a percentage of the fund's aggregate capital contributions. Thereafter, such funds generally generate

management fees as a percentage of the aggregate capital contributed adjusted for the fair value of each investment that is below the associated investment's contributed capital.

- (F) Represents the transfer of value from investors (fee paying) to Fortress (non-fee paying) related to realized hedge fund incentive income.
- (G) Represents the change in AUM resulting from realized and unrealized changes in the reported value of the funds. For certain private equity funds, also includes the impact of a change in AUM basis from invested capital to fair value for certain portfolio companies which became publicly traded.
- (H) AUM is presented mainly in reference to Fortress's ability to generate management fees. Note 3 to our consolidated financial statements, contained herein, provides further information regarding incentive income, and Note 4 provides further information regarding Fortress's investments in the funds, including gains and losses thereon. The percentage of capital invested by Fortress across different funds varies.
- (I) As of June 30, 2014, the private equity funds and credit funds had approximately \$2.3 billion and \$5.1 billion of uncalled and callable capital, respectively, that will become assets under management if deployed/called, of which an aggregate of \$1.7 billion is only available for follow-on investments, management fees and other fund expenses.

*Redemptions*

Fortress's liquid hedge funds, other than the Fortress Partners Funds, are subject to varying redemption terms based on investor classes, but generally offer monthly or quarterly redemption terms. Redemption notices generally must be received in the period prior to payment.

Certain of Fortress's liquid managed accounts provide for management fees based on a leverage factor (which cannot go below 1.0) that is applied to net asset value, meaning that increasing or decreasing the leverage factor impacts management fees. Investors in these accounts may redeem their capital on a periodic basis similarly to the liquid hedge fund investors, and may also elect on a monthly basis to increase or decrease the leverage factor in their accounts. An election to decrease the leverage factor is treated similarly to a redemption request in the tables set forth below due to its impact on AUM.

The Fortress Partners Funds provide for annual redemption terms. Redemption notices must be received at least 180 days prior to a calendar year end, and related payments are made subsequent to year end. For instance, the 2013 redemption notice date was July 5, 2013 for redemptions to be paid in the first quarter of 2014.

The credit hedge funds generally provide for annual return of capital terms. Return of capital requests must be received at least 90 days prior to a calendar year end, and related payments are made subsequent to year end. For instance, the 2013 return of capital request notice date was October 3, 2013 for capital to be returned after December 31, 2013. Such returns of capital may be paid over time as the underlying fund investments are realized, in accordance with the governing terms of the applicable funds. During the period prior to the return of capital for which a return request has been submitted, such amounts continue to be subject to management fees and, as applicable, incentive income. In particular, return of capital requests within the flagship credit hedge fund (onshore only) in 2009, 2010, 2011, 2012 and 2013 are being paid over time as the underlying fund investments are realized. In such a case, pending payment, this capital is referred to as a redeeming capital account or "RCA."

In certain cases, redemption notices may be subject to cancellation after receipt and prior to payment.

Redemption notices and return of capital requests received from fee-paying investors, and related payments which are made in periods after notices are received, are shown in the table below.

Redemption Notices / Return of Capital Requests Received and Outstanding through June 30, 2014 (in thousands):

Notice Receipt Period	Liquid Hedge Fund Redemption Notices Received	Payments Made with Respect to those Notices - Inception to Date	Liquid Hedge Fund Remaining Outstanding Notices	Credit Hedge Fund Return of Capital Requests Received	Payments Made with Respect to those Requests - Inception to Date (C)	Credit Hedge Fund Remaining Outstanding Notices
2014	\$ 1,160,840	\$ 341,122	\$ 819,678	\$ 751	\$ —	\$ 751
2013	957,414	981,914	—	157,251	101,382	60,574
2012	1,482,907	1,483,319	—	248,402	187,961	99,237
Prior			— (A)			455,184 (A)
			<u>\$ 819,678 (B)</u>			<u>\$ 615,746 (B)</u>

- (A) Includes all prior periods with notices / requests that are still outstanding as of period end.
- (B) For liquid hedge funds, reflects \$511.7 million to be paid primarily within one quarter and \$308.0 million to be paid in the first quarter of 2015. For credit hedge funds, reflects \$0.8 million to be paid within one quarter and approximately \$614.9 million in RCAs to be paid as the underlying investments are realized. Excludes any notices received from investors whose status has changed from fee-paying to non-fee-paying subsequent to notice receipt.
- (C) RCA payments are reflected in the AUM rollforward table as RCA distributions rather than as redemptions.

We note that performance between the notice / request date and the payment date may result in differences between the amount of redemption notices / return of capital requests received and the ultimate payments. The table above reflects the actual notices / requests received, the actual payments made, and the actual remaining NAV of related investors. Therefore, the aggregate notices / requests received will not equal the total payments made plus the remaining outstanding notices / requests, due primarily to post-notice performance and redemption cancellations.

## Performance of Our Funds

The performance of our funds has been as follows (dollars in millions):

Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)
			June 30,		Inception to
			2014	2013	June 30, 2014
<b>Private Equity</b>					
<i>Private Equity Funds that Report IRR's</i>					
Fund I	Nov-99	Closed May-13	\$ —	\$ —	25.7 %
Fund II	Jul-02	In Liquidation	—	—	35.5 %
Fund III	Sep-04	Jan-15	767	1,225	6.6 %
Fund III Coinvestment	Nov-04	Jan-15	49	101	1.9 %
Fund IV	Mar-06	Jan-17	2,383	2,983	2.7 %
Fund IV Coinvestment	Apr-06	Jan-17	349	473	(0.9)%
Fund V (E)	May-07	Feb-18	3,903	2,774	4.4 %
Fund V Coinvestment (E)	Jul-07	Feb-18	485	601	(6.5)%
GAGACQ Coinvestment Fund (GAGFAH)	Sep-04	In Liquidation	—	—	19.4 %
FRID (GAGFAH)	Mar-05	In Liquidation	—	786	(0.3)%
FRIC (Brookdale)	Mar-06	In Liquidation	—	160	(1.6)%
FICO (Intrawest)	Aug-06	Jan-17	—	—	(100.0)%
FHIF (Holiday)	Dec-06	Jan-17	1,015	1,083	6.8 %
FECI (Florida East Coast/Flagler)	Jun-07	Feb-18	426	437	(0.1)%
WWTAI	Jul-11	Jan-25	330	148	(C)
MSR Opportunities Fund I A	Aug-12	Aug-22	231	195	(C)
MSR Opportunities Fund I B	Aug-12	Aug-22	58	49	(C)
MSR Opportunities Fund II A	Jul-13	Jul-23	44	—	(C)
MSR Opportunities Fund II B	Jul-13	Jul-23	1	—	(C)
MSR Opportunities MA I	Jul-13	Jul-23	10	—	(C)
Italian NPL Opportunities Fund	Dec-13	Aug-24	12	—	(C)

Continued on next page.

Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)		
			June 30,		Inception to Date (D)	Six Months Ended	
			2014	2013		2014	2013
<b>Private Equity - Permanent Capital Vehicles</b>							
Newcastle Investment Corp.	Jun-98	Permanent	\$ 1,381	\$ 1,486	N/A	8.4 %	7.7%
New Residential Investment Corp.	May-13	Permanent	1,366	1,204	N/A	11.1 %	8.3%
Eurocastle Investment Limited	Oct-03	Permanent	553	526	N/A	7.0 %	N/A
New Media Investment Group Inc.	Feb-14	Permanent	390	—	N/A	N/A	N/A
<b>Liquid Hedge Funds</b>							
Drawbridge Global Macro Funds (A)	Jun-02	Redeemable	261	340	8.0 %	(6.0)%	12.8%
Fortress Macro Funds	May-09	Redeemable	1,507	1,856	6.7 %	(5.9)%	13.2%
Fortress Macro MA1	Nov-11	Redeemable	331	299	9.4 %	(6.1)%	13.8%
Fortress Partners Fund LP (A)	Jul-06	Redeemable	490	547	2.9 %	3.2 %	0.1%
Fortress Partners Offshore Fund LP (A)	Nov-06	Redeemable	475	644	3.3 %	3.1 %	2.2%
Fortress Asia Macro Funds	Mar-11	Redeemable	2,812	1,258	10.3 %	(5.4)%	12.9%
Fortress Convex Asia Funds	May-12	Redeemable	136	85	(5.4)%	(3.7)%	0.7%
Fortress Redwood Fund LTD	Aug- 13	Redeemable	574	—	(C)	(C)	N/A
<b>Credit Hedge Funds</b>							
Drawbridge Special Opp's Fund LP (F)	Aug-02	PE style redemption	4,172	3,844	11.7 %	5.8 %	9.4%
Drawbridge Special Opp's Fund LTD (F)	Aug-02	PE style redemption	1,307	1,195	11.4 %	3.8 %	10.5%
Worden Fund	Jan-10	PE style redemption	220	223	12.4 %	4.4 %	9.1%
Worden Fund II	Aug-10	PE style redemption	38	34	10.7 %	3.4 %	8.4%
Japan Income Fund	Dec-13	Redeemable	15	—	(C)	(C)	N/A
Value Recovery Funds and related assets	(G)	Non-redeemable	324	458	(G)	(G)	(G)

Continued on next page.

Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)
			June 30,		Inception to
			2014	2013	June 30, 2014
<b>Credit PE Funds</b>					
Credit Opportunities Fund	Jan-08	Oct-20	\$ 580	\$ 722	25.7%
Credit Opportunities Fund II	Jul-09	Jul-22	623	737	18.9%
Credit Opportunities Fund III	Sep-11	Mar-24	1,379	785	(C)
FCO Managed Accounts	Sep-08 to Oct-10	Apr-22 to Jun-24	1,027	805	19.8%
FCO Managed Accounts (C)	Apr-12 to Jun-12	Mar-24 to Mar-27	470	566	(C)
Long Dated Value Fund I	Apr-05	Apr-30	170	185	5.2%
Long Dated Value Fund II	Nov-05	Nov-30	121	153	4.1%
Long Dated Value Fund III	Feb-07	Feb-32	81	104	8.5%
LDVF Patent Fund	Nov-07	Nov-27	3	16	11.9%
Real Assets Fund	Jun-07	Jun-17	70	86	8.3%
Japan Opportunity Fund	Jun-09	Jun-19	367	425	27.9%
Japan Opportunity Fund II (Dollar)	Dec-11	Dec-21	714	713	(C)
Japan Opportunity Fund II (Yen)	Dec-11	Dec-21	723	739	(C)
Net Lease Fund I	Jan-10	Feb-20	4	74	21.2%
Global Opportunities Fund	Sep-10	Sep-20	265	271	11.8%
Life Settlements Fund	Dec-10	Dec-22	84	210	(C)
Life Settlements Fund MA	Dec-10	Dec-22	7	18	(C)
Real Estate Opportunities Fund	May-11	Sep-24	171	76	13.9%
Real Estate Opportunities REOC Fund	Oct-11	Oct-23	33	17	(C)
Subtotal - all funds			33,307	31,716	
Managed accounts			1,373	1,497	
Total - Alternative Investments			34,680	33,213	
<b>Logan Circle</b>			29,133	21,397	
Total (H)			\$ 63,813	\$ 54,610	

(A) For funds with a contractual maturity date, maturity date represents the final contractual maturity date including the assumed exercise of extension options, which in some cases require the approval of the applicable fund advisory board. The permanent capital vehicles are considered to have permanent equity as they have an indefinite life and no redemption terms. Investor capital in the liquid hedge funds and the Fortress Partners Funds is generally redeemable at the option of the fund investors; however, a substantial portion of the Drawbridge Global Macro Funds' and Fortress Partner Funds' investor capital is not redeemable by its investors and such capital will only be distributed as underlying assets are realized, in accordance with their governing documents. The Drawbridge Special Opportunities Funds and Worden Funds may pay redemptions over time, as the underlying investments are realized, in accordance with their governing documents ("PE style redemption"). The Value Recovery Funds generally do not allow for redemptions, but are in the process of realizing their remaining investments in an orderly liquidation. Management notes that funds which had a term of three years or longer at inception, funds which have permanent equity, funds which have a PE style redemption and funds which do not allow for redemptions aggregated approximately 77% of our alternative investment AUM as of June 30, 2014.

(B) Represents the following:

For private equity funds and credit PE funds, returns represent net annualized internal rates of return to limited partners after management fees and incentive allocations, and are computed on an inception to date basis consistent with industry standards. Incentive allocations are computed based on a hypothetical liquidation of the net assets of each fund as of the balance sheet date. Returns are calculated for the investors as a whole. The computation of such returns for an individual investor may vary from these returns based on different management fee and incentive arrangements, and the timing of capital transactions.

For permanent capital vehicles, returns represent the current dividend yield which is calculated by annualizing the most recently declared base dividend and dividing the result by the closing stock price for the period. Eurocastle Investment Limited ("Eurocastle") did not declare a dividend during the six months ended June 30, 2013. New Media did not declare a dividend during the six months ended June 30, 2014. Excludes the impact of special dividends declared in connection with REIT compliance, which may increase returns. There can be no assurance regarding the permanent capital vehicles' respective dividend yields, which may fluctuate meaningfully as a result of changes in the amount of dividends paid in the future and/or changes in their respective stock prices.

For liquid and credit hedge funds, returns represent net returns after taking into account any fees borne by the funds for a "new issue eligible," single investor class as of the close of business on the last date of the relevant period. Specific performance may vary based on, among other things, whether fund investors are invested in one or more special investments.

- (C) These funds had no successor fund formed and either (a) were in their investment or commitment periods and had capital, other than callable capital, remaining to invest, or (b) had less than one year elapsed from their inception, through the end of these periods.
- (D) For liquid hedge funds and credit hedge funds, reflects a composite of monthly returns presented on an annualized net return basis.
- (E) Fund V includes Fund V (GLPI Sisterco) and Fund V Coinvestment includes Fund V Coinvestment (GLPI Sisterco).
- (F) The returns for the Drawbridge Special Opportunities Funds reflect the performance of each fund excluding the performance of the redeeming capital accounts (i.e. investors who requested redemptions in prior periods and who are being paid out as investments are realized).
- (G) Fortress began managing the third party originated Value Recovery Funds in June 2009. Their returns are not comparable since we are only managing the realization of existing investments within these funds which were acquired prior to Fortress becoming their manager.
- (H) In addition to the funds listed, Fortress manages NIH, FPRF and Mortgage Opportunities Funds I and II. Such funds are excluded from the table because they did not include any fee paying assets under management at the end of the periods presented. Fund I, Fund II, FRID, FRIC, GAGACQ Coinvestment Fund (GAGFAH) and FICO (Intrawest) had zero AUM as of June 30, 2014 and 2013, but for purposes of continuity of presentation, the returns of these funds have been left in the table.



## Results of Operations

The following is a discussion of our results of operations as reported under GAAP. For a detailed discussion of distributable earnings, revenues and expenses from each of our segments, see “— Segment Analysis” below.

The results of operations of Fortress’s asset management business are disclosed in the table below under the Investment Manager caption, including the Investment Company. The results of operations of New Media, a consolidated VIE, are disclosed in the table below under the Non-Investment Manager caption. See Notes 1 and 4 to our consolidated financial statements for information on consolidation of the Investment Company, New Media, and other variable interest entities.

	Six Months Ended June 30,		Variance	Three Months Ended June 30,		Variance
	2014	2013	\$	2014	2013	\$
	(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)	
<b>Revenues</b>						
<b>Investment Manager</b>						
Management fees: affiliates	\$ 263,526	\$ 267,364	\$ (3,838)	\$ 134,581	\$ 123,762	\$ 10,819
Management fees: non-affiliates	35,338	30,170	5,168	17,716	15,355	2,361
Incentive income: affiliates	94,693	62,242	32,451	60,442	30,885	29,557
Incentive income: non-affiliates	687	2,863	(2,176)	44	1,434	(1,390)
Expense reimbursements: affiliates	102,848	100,007	2,841	51,662	49,341	2,321
Expense reimbursements: non-affiliates	5,062	2,848	2,214	2,614	1,477	1,137
Other revenues	3,023	1,935	1,088	1,773	820	953
<i>Investment Company - consolidated VIE</i>						
Interest and dividend income	48	—	48	48	—	48
	<u>505,225</u>	<u>467,429</u>	<u>37,796</u>	<u>268,880</u>	<u>223,074</u>	<u>45,806</u>
<b>Non-Investment Manager - consolidated VIE</b>						
Advertising	139,673	—	139,673	95,837	—	95,837
Circulation	68,246	—	68,246	46,102	—	46,102
Commercial printing and other	24,335	—	24,335	16,494	—	16,494
	<u>232,254</u>	<u>—</u>	<u>232,254</u>	<u>158,433</u>	<u>—</u>	<u>158,433</u>
<b>Total Revenues</b>	<u>737,479</u>	<u>467,429</u>	<u>270,050</u>	<u>427,313</u>	<u>223,074</u>	<u>204,239</u>
<b>Expenses</b>						
<b>Investment Manager</b>						
Compensation and benefits	356,633	393,134	(36,501)	168,114	212,055	(43,941)
General, administrative and other expense (including depreciation and amortization)	89,129	73,248	15,881	47,005	36,011	10,994
Interest expense	1,638	4,078	(2,440)	947	1,783	(836)
<i>Investment Company - consolidated VIE</i>						
Other	219	—	219	219	—	219
	<u>447,619</u>	<u>470,460</u>	<u>(22,841)</u>	<u>216,285</u>	<u>249,849</u>	<u>(33,564)</u>
<b>Non-Investment Manager - consolidated VIE</b>						
Operating costs	131,533	—	131,533	87,960	—	87,960
General, administrative and other expense (including depreciation and amortization)	91,872	—	91,872	61,543	—	61,543
Interest expense	6,294	—	6,294	4,160	—	4,160
Loss on extinguishment of debt	9,047	—	9,047	9,047	—	9,047
	<u>238,746</u>	<u>—</u>	<u>238,746</u>	<u>162,710</u>	<u>—</u>	<u>162,710</u>
<b>Total Expenses</b>	<u>686,365</u>	<u>470,460</u>	<u>215,905</u>	<u>378,995</u>	<u>249,849</u>	<u>129,146</u>

	Six Months Ended June 30,		Variance	Three Months Ended June 30,		Variance
	2014	2013	\$	2014	2013	\$
	(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)	
<b>Other Income (Loss)</b>						
<b>Investment Manager</b>						
Gains (losses)	(6,876)	38,075	(44,951)	4,368	(3,200)	7,568
Tax receivable agreement liability adjustment	—	(7,739)	7,739	—	—	—
Earnings (losses) from equity method investees	42,822	65,007	(22,185)	22,448	28,705	(6,257)
<i>Investment Company - consolidated VIE</i>						
Gains (losses)	564	—	564	564	—	564
<b>Total Other Income (Loss)</b>	<b>36,510</b>	<b>95,343</b>	<b>(58,833)</b>	<b>27,380</b>	<b>25,505</b>	<b>1,875</b>
<b>Income (Loss) Before Income Taxes</b>	<b>87,624</b>	<b>92,312</b>	<b>(4,688)</b>	<b>75,698</b>	<b>(1,270)</b>	<b>76,968</b>
Income tax benefit (expense) - Investment Manager	(13,910)	(27,442)	13,532	(7,916)	(1,166)	(6,750)
Income tax benefit (expense) - Non-Investment Manager - consolidated VIE	1,412	—	1,412	1,173	—	1,173
<b>Total Income Tax Benefit (Expense)</b>	<b>(12,498)</b>	<b>(27,442)</b>	<b>14,944</b>	<b>(6,743)</b>	<b>(1,166)</b>	<b>(5,577)</b>
<b>Net Income (Loss)</b>	<b>\$ 75,126</b>	<b>\$ 64,870</b>	<b>\$ 10,256</b>	<b>\$ 68,955</b>	<b>\$ (2,436)</b>	<b>\$ 71,391</b>
<b>Allocation of Net Income (Loss)</b>						
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	48,104	52,617	(4,513)	42,135	(360)	42,495
Redeemable Non-controlling Interests in Income (Loss) of Investment Company - consolidated VIE	157	—	157	157	—	157
Non-controlling Interests in Income (Loss) of Non-Investment Manager - consolidated VIE	(7,291)	—	(7,291)	(4,557)	—	(4,557)
Net Income (Loss) Attributable to Class A Shareholders	34,156	12,253	21,903	31,220	(2,076)	33,296
	<b>\$ 75,126</b>	<b>\$ 64,870</b>	<b>\$ 10,256</b>	<b>\$ 68,955</b>	<b>\$ (2,436)</b>	<b>\$ 71,391</b>

#### Factors Affecting Our Business and Results of Operations

During the periods discussed herein, the following are significant factors that have affected our business and/or materially impacted our results of operations:

- changes in our AUM;
- level of performance of our funds;
- changes in the size of our fund management and investment platform and our related compensation structure; and
- consolidation of New Media.

Each of these factors is described below, except for the consolidation of New Media, which is described under "- Non-Investment Manager - New Media."

#### Average Management Fee Paying AUM

Average management fee paying AUM represents the reference amounts upon which our management fees are based. The reference amounts for management fee purposes are: (i) capital commitments or invested capital (or NAV, on an investment by investment basis, if lower) for the private equity funds and credit PE funds, which in connection with private equity funds raised after March 2006 includes the mark-to-market value on public securities held within the fund, (ii) contributed capital for the permanent capital vehicles, or (iii) the NAV for hedge funds and the NAV or fair value for managed accounts (including Logan Circle).

Average fee paying AUM, based on a simple quarterly average, was as follows (in millions):

Six Months Ended	Private Equity						Total
	Funds	Permanent Capital Vehicles	Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds	Logan Circle	
June 30, 2014	\$ 11,318	\$ 3,567	\$ 7,668	\$ 5,969	\$ 7,135	\$ 27,037	\$ 62,694
June 30, 2013	\$ 10,935	\$ 3,251	\$ 5,670	\$ 5,682	\$ 7,166	\$ 21,340	\$ 54,044

Three Months Ended	Private Equity						Total
	Funds	Permanent Capital Vehicles	Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds	Logan Circle	
June 30, 2014	\$ 10,960	\$ 3,577	\$ 7,803	\$ 6,026	\$ 6,939	\$ 27,863	\$ 63,168
June 30, 2013	\$ 11,097	\$ 3,047	\$ 5,976	\$ 5,690	\$ 6,874	\$ 21,667	\$ 54,351

We note that, in certain cases, there are timing differences between an event's impact on average AUM and its impact on management fees earned. For instance, AUM is adjusted upon the occurrence of a private equity fund's reset date, but management fees are not impacted until the next contractual management fee calculation date (generally semi-annual).

### *Management Fees*

Changes in average AUM have an effect on our management fee revenues. Depending on the timing of capital contributions in a given period, the full economic benefits of an increase in AUM may not be recognized until the following period.

In July 2012, Fortress formed a senior living property management subsidiary which has agreements to manage certain senior living properties, most of which are owned by Newcastle Investment Corp. ("Newcastle"). For these services, Fortress receives management fees based on a percentage of revenues from the properties.

### *Incentive Income*

Incentive income is calculated as a percentage of returns (or in some cases taxable income) earned by the Fortress Funds. Incentive income that is not subject to contingent repayment is recorded as earned. Incentive income received from funds that continues to be subject to contingent repayment is deferred and recorded as a deferred incentive income liability until the related contingency is resolved. The contingencies related to a portion of the incentive income we have received from certain private equity Fortress Funds have been resolved.

In determining our segment measure of operations, distributable earnings, we generally recognize private equity style incentive income when gains are realized and hedge fund incentive income based on current returns, and we recognize our employees' share of this income as compensation expense at the same time. In contrast, GAAP requires that we likewise recognize the compensation when incurred, but we must defer the recognition of the revenue until all contingencies, primarily minimum returns over the lives of the private equity style funds and annual performance requirements of the hedge funds, are resolved - regardless of the probability of such returns being met. As a result, when we have significant private equity style realizations or positive returns in interim periods in our hedge funds, which we regard as positive events, the related incentive income impact improves our segment distributable earnings while reducing our GAAP results for the same period.

### *Employees*

#### Fund Management and Investment Platform

In order to accommodate the demands of our funds' investment portfolios, we have created investment platforms, which are comprised primarily of our people, financial and operating systems and supporting infrastructure. Expansion of our investment platform historically required increases in headcount, consisting of newly hired investment professionals and support staff, as well as leases and associated improvements to corporate offices to house the increasing number of employees, and related augmentation of systems and infrastructure. Our headcount changed from 1,035 asset management employees as of June 30, 2013, to 1,127 asset management employees as of June 30, 2014. Additionally, as of June 30, 2014 we have 1,267 employees at the senior living properties that we manage (whose compensation expense is reimbursed to us by the owners of the facilities) compared to 986 such employees as of June 30, 2013.

## Non-Investment Manager

As of June 30, 2014, New Media had approximately 5,552 employees, consisting of hourly and salaried employees. New Media employs union personnel at a number of their core publications representing approximately 695 employees. As of June 30, 2014, there were 27 collective bargaining agreements covering union personnel. Most of New Media's unionized employees work under collective bargaining agreements that expire in 2014.

## Revenues

### *Six months ended June 30*

Total revenues were \$737.5 million for the six months ended June 30, 2014, a net increase of \$270.1 million, compared to \$467.4 million for the six months ended June 30, 2013. The increase in revenues was primarily attributable to an increase of \$232.3 million from the Media Business as a result of the consolidation of New Media beginning February 14, 2014, and an increase of \$37.8 million in Investment Manager revenues.

The increase in Investment Manager revenues of \$37.8 million was primarily attributable to (i) an increase of \$32.5 million in incentive income from affiliates, (ii) an increase of \$5.2 million in management fees from non-affiliates, (iii) an increase of \$2.8 million in expense reimbursements from affiliates and (iv) an increase of \$2.2 million in expense reimbursements from non-affiliates. These increases were partially offset by a decrease in management fees from affiliates of \$3.8 million and a decrease in incentive income from non-affiliates of \$2.2 million.

The increase in incentive income from affiliates of \$32.5 million was primarily attributable to (i) an increase of \$22.1 million in crystallized incentive income recognized from the permanent capital vehicles, primarily relating to New Residential, (ii) an increase of \$11.9 million in incentive income from our credit PE funds, primarily due to an increase in deemed tax distributions, which are no longer subject to clawback, and (iii) an increase of \$11.6 million of incentive income recognized from Fund II as a result of a realization event during the six months ended June 30, 2014, which resulted in the recognition of income as certain contingencies for repayment were resolved. These increases were partially offset by (i) a decrease of \$4.9 million of incentive income recognized in the prior period from the liquidation of Fund I in May 2013, (ii) a net decrease of \$5.5 million primarily as a result of a decrease of crystallized incentive income from liquid hedge fund redemptions in the six months ended June 30, 2014 as compared to the prior period and (iii) a decrease of \$2.8 million in incentive income earned from our credit hedge funds primarily due to a decrease in incentive income recognized from the Worden Funds and a decrease in incentive income earned on distributions from the Drawbridge Special Opportunities Funds' redeeming capital accounts (or "RCA"), which represent accounts where investors have provided withdrawal notices and are subject to payout as underlying fund investments are realized.

The increase in management fees from non-affiliates of \$5.2 million was primarily related to an increase in average fee paying AUM, based on a simple quarterly average, of \$5.7 billion and \$0.2 billion in Logan Circle and our liquid hedge fund managed accounts, respectively.

The increase in expense reimbursements from affiliates of \$2.8 million is primarily related to an increase in operating expenses eligible for reimbursement from the funds, for the six months ended June 30, 2014 as compared to the prior comparative period.

The increase in expense reimbursements from non-affiliates of \$2.2 million was primarily related to an increase in operating expenses eligible for reimbursements from our managed accounts.

The decrease in management fees from affiliates of \$3.8 million was mainly due to a decrease of \$34.9 million in management fees resulting from permanent capital vehicle options granted to Fortress during the six months ended June 30, 2014 as compared to the prior period. This decrease was partially offset by a net increase of \$31.4 million in our liquid hedge funds, private equity funds and credit hedge funds, respectively, as a result of increases in average fee paying AUM, based on a simple quarterly average, of \$1.8 billion, \$0.4 billion and \$0.3 billion, respectively.

The \$2.2 million decrease in incentive income from non-affiliates was primarily related to a decrease in crystallized incentive income of \$2.4 million from our liquid hedge fund managed accounts, as compared with the prior period.

## Expenses

### *Six months ended June 30*

Expenses were \$686.4 million for the six months ended June 30, 2014, a net increase of \$215.9 million, compared to \$470.5 million for the six months ended June 30, 2013. The increase was primarily attributable to \$238.7 million of expenses from the Media Business as a result of the consolidation of New Media beginning February 14, 2014, offset by a decrease of \$22.8 million in Investment Manager expenses. The decrease in Investment Manager expenses is primarily due to a decrease in compensation and benefits of \$36.5 million and a decrease in interest expense of \$2.4 million. These decreases were partially offset by an increase in general, administrative and other expenses (including depreciation and amortization) of \$15.9 million.

Total compensation and benefits decreased primarily due to (i) a \$58.8 million decrease in profit-sharing expenses primarily related to our liquid hedge funds, credit hedge funds, credit PE funds, private equity funds and Principal Performance Payments, as a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods, and (ii) a \$1.6 million decrease in equity-based compensation. These decreases were partially offset by (i) a \$14.3 million increase in payroll, taxes and benefits as a result of an increase in headcount, and (ii) a \$9.6 million increase in discretionary bonus accruals.

The increase in general, administrative and other expenses was primarily due to (i) an increase of \$6.6 million in professional fees, (ii) an increase of \$6.6 million in general and other expenses and (iii) an increase of \$2.7 million in depreciation and amortization expenses.

The decrease in interest expense of \$2.4 million primarily relates to a decrease in the average outstanding Investment Manager debt balance and average interest rate for the six months ended June 30, 2014, as compared to the prior period.

## Revenues

### *Three months ended June 30*

Total revenues were \$427.3 million for the three months ended June 30, 2014, a net increase of \$204.2 million, compared to \$223.1 million for the three months ended June 30, 2013. The increase in revenues was primarily attributable to an increase of \$158.4 million from the Media Business as a result of the consolidation of New Media beginning February 14, 2014 and an increase of \$45.8 million in Investment Manager revenues.

The increase in Investment Manager revenues of \$45.8 million was primarily attributable to (i) an increase in incentive income from affiliates of \$29.6 million, (ii) an increase in management fees from affiliates of \$10.8 million, (iii) an increase in management fees from non-affiliates of \$2.4 million, (iv) an increase of \$2.3 million in expense reimbursements from affiliates and (v) an increase of \$1.1 million in expense reimbursements from non-affiliates. These increases were partially offset by a decrease of \$1.4 million in incentive income from non-affiliates.

The increase in incentive income from affiliates of \$29.6 million was primarily attributable to an increase of \$22.1 million of incentive income recognized from Fund II as a result of a realization event during the three months ended June 30, 2014, which resulted in the recognition of income as certain contingencies for repayment were resolved and an increase of \$18.0 million in crystallized incentive income recognized from our permanent capital vehicles primarily relating to New Residential. These increases were partially offset by a decrease of \$4.9 million of incentive income recognized in the prior period from the liquidation of Fund I in May 2013 and a net decrease of \$3.8 million in crystallized incentive income from our liquid hedge funds primarily as a result of a decrease of redemptions in the three months ended June 30, 2014 as compared to the prior period.

The increase in management fees from affiliates of \$10.8 million was due to an increase of \$19.3 million primarily in our liquid hedge funds, permanent capital vehicles and credit hedge funds as a result of increases in the average management fee paying AUM, based on a simple quarterly average, of \$1.8 billion, \$0.5 billion, and \$0.3 billion, respectively. These increases were partially offset by a decrease of \$8.5 million in management fees resulting from a decrease of permanent capital vehicle options granted to Fortress during the three months ended June 30, 2014, as compared to the prior period.

The increase in management fees from non-affiliates of \$2.4 million was primarily related to an increase in average management fee paying AUM, based on a simple quarterly average, of \$6.3 billion in Logan Circle.

The increase in expense reimbursements from affiliates of \$2.3 million is primarily related to an increase in operating expenses eligible for reimbursement from the funds, for the three months ended June 30, 2014 as compared to the prior comparative period.

The increase in expense reimbursements from non-affiliates of \$1.1 million was primarily related to an increase in operating expenses eligible for reimbursements from our managed accounts.

The decrease in incentive income from non-affiliates of \$1.4 million relates to a decrease in crystallized incentive income from liquid hedge fund managed accounts.

## Expenses

### *Three months ended June 30*

Expenses were \$379.0 million for the three months ended June 30, 2014, a net increase of \$129.1 million, compared to \$249.8 million for the three months ended June 30, 2013. The increase was primarily attributable to \$162.7 million of expenses from the Media Business as a result of the consolidation of New Media beginning February 14, 2014, partially offset by a decrease of \$33.6 million in Investment Manager expenses. The decrease in Investment Manager expenses is primarily due to a decrease in compensation and benefits of \$43.9 million. The decrease was partially offset by an increase in general, administrative and other expenses (including depreciation and amortization) of \$11.0 million.

Total compensation and benefits decreased primarily due to (i) a \$55.0 million decrease in profit-sharing expenses primarily related to our liquid hedge funds, credit hedge funds, credit PE funds and Principal Performance Payments, as a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods, and (ii) a \$0.7 million decrease equity-based compensation. These decreases were partially offset by (i) a \$8.3 million increase in payroll, taxes and benefits as a result of an increase in headcount and (ii) a \$3.5 million increase in discretionary bonus accruals.

The increase in general, administrative and other expenses was primarily due to (i) an increase of \$4.2 million in professional fees, (ii) an increase of \$5.1 million in general and other expenses and (iii) an increase of \$1.7 million in depreciation and amortization expenses.

### *Current and Future Compensation Expense - Investment Manager*

We seek to compensate our Investment Manager employees in a manner that aligns their compensation with the creation of long-term value for our shareholders. We aim to reward sustained financial and operational performance for all of our businesses and to motivate key employees to remain with us for long and productive careers. We must achieve our goals of alignment, motivation, and retention within the confines of current performance and liquidity. Aside from base salary, there are three significant components in our compensation structure.

Discretionary bonuses are awarded annually based on performance and on our estimation of market compensation. We note that while the payment of discretionary bonuses is optional, it is important for us to maintain a certain level of discretionary bonuses, based on the level of market compensation, even in periods of weaker performance, in order to retain and motivate employees. Equity-based compensation awards, primarily RSUs, which are typically subject to service-based vesting conditions, are a key component of this compensation as they achieve all three goals. We set the level of our equity-based compensation each year based on performance (firm and individual) and our liquidity, as well as the number of shares available under our equity incentive plan and the dilutive impact they would have upon vesting.

In future periods, we will further recognize non-cash compensation expense on our non-vested equity-based awards outstanding as of June 30, 2014 of \$65.6 million with a weighted average recognition period of 2.3 years.

Profit-sharing compensation is awarded, generally upon fund formation and, in certain cases, subject to vesting, based on certain employees' roles within the fund businesses, and serves to motivate these employees and align their interests with both our and our funds' investors. Private equity and credit PE profit-sharing expense is generally based on a percentage of realized fund incentive income. Liquid and credit hedge fund profit sharing expense may be based on a percentage of fund incentive income, a percentage of fund "net management fees" (management fees less related expenses), or a percentage of the incentive income generated by an individual trader (regardless of overall fund performance). The actual expense is based on actual performance within the funds and is detailed by segment in Note 8 to our consolidated financial statements contained herein. We note the following with respect to profit-sharing expense:

- Within our hedge funds, profit-sharing expenses can vary greatly by fund, depending on the compensation packages negotiated with key traders and investment officers within these funds. Therefore, the overall profit-sharing percentage of a given hedge fund segment will vary from year to year depending on which funds and which employees generate the most profits within the segment.



From time to time, senior management engages a compensation consultant to provide management with surveys to help us understand how the compensation we offer to our employees compares to the compensation our peers offer to their employees.

### Other Income (Loss)

#### *Six months ended June 30*

Other Income (Loss) was \$36.5 million for the six months ended June 30, 2014, a net decrease of \$58.8 million, compared to \$95.3 million for the six months ended June 30, 2013. This decrease is primarily related to (i) losses of \$2.0 million in the fair value of options and common stock in our permanent capital vehicles and publicly traded private equity portfolio companies for the six months ended June 30, 2014, as compared to gains of \$33.0 million in the prior comparative period, resulting in a net decrease of \$34.9 million, (ii) a net decrease of \$22.2 million in earnings from equity method investees primarily with respect to our investments in our private equity funds, liquid hedge funds, credit hedge funds and credit PE funds for the six months ended June 30, 2014 relative to the prior comparative period, (iii) a decrease of \$9.0 million in the fair value of the derivatives held, primarily Japanese Yen foreign exchange contracts, and (iv) unrealized losses of \$2.3 million associated with the fair value of our holdings of digital currency. These decreases were partially offset by the recognition of a \$7.7 million expense in the first quarter of 2013 associated with an increase in the tax receivable agreement liability and a \$0.8 million increase relating to our trading securities.

#### *Three months ended June 30*

Other Income (Loss) was \$27.4 million for the three months ended June 30, 2014, a net increase of \$1.9 million, compared to \$25.5 million for the three months ended June 30, 2013. This increase is primarily related to (i) gains of \$1.7 million in the fair value of options and common stock in our permanent capital vehicles and publicly traded private equity portfolio companies for the three months ended June 30, 2014, as compared to losses of \$5.6 million in the prior comparative period, resulting in a net increase of \$7.3 million, (ii) unrealized gains of \$3.9 million associated with the fair value of our holdings of digital currency, (iii) \$0.7 million increase relating to our trading securities, and (iv) \$0.6 million increase relating to Investment Company gains. These increases were partially offset by (i) a net decrease of \$6.3 million in earnings from equity method investees primarily with respect to our investments in our credit PE funds, private equity funds and credit hedge funds, partially offset by an increase in liquid hedge funds for the three months ended June 30, 2014 relative to the prior comparative period, and (ii) a decrease of \$4.4 million in the fair value of the derivatives held, primarily Japanese Yen foreign exchange contracts.

### Income Tax Benefit (Expense)

#### *Six months ended June 30*

Fortress has recorded a significant deferred tax asset. A substantial portion of this asset is offset by a liability associated with the tax receivable agreement with our Principals. This deferred tax asset is further discussed under “— Critical Accounting Policies” below and the tax receivable agreement is discussed in our consolidated financial statements included herein.

For the six months ended June 30, 2014 and 2013, Fortress recognized income tax expense (benefit) for the Investment Manager of \$13.9 million and \$27.4 million, respectively. The primary reasons for changes in income tax expense (benefit) are (i) changes in annual taxable income and related foreign and state income taxes (and forecasts thereof which are used to calculate the tax provision during interim periods), (ii) changes in the mix of businesses producing income, which may be subject to tax at different rates, and related changes in our structure, and (iii) the tax impact of RSUs and RPU that vested and were delivered at a value substantially less than their original value.

For the period from February 14, 2014 to June 30, 2014, New Media recognized an income tax benefit of \$1.4 million.



*Three months ended June 30*

Fortress has recorded a significant deferred tax asset. A substantial portion of this asset is offset by a liability associated with the tax receivable agreement with our Principals. This deferred tax asset is further discussed under “— Critical Accounting Policies” below and the tax receivable agreement is discussed in our consolidated financial statements included herein.

For the three months ended June 30, 2014 and 2013, Fortress recognized income tax expense (benefit) for the Investment Manager of \$7.9 million and \$1.2 million, respectively. The primary reasons for changes in income tax expense (benefit) are (i) changes in annual taxable income and related foreign and state income taxes (and forecasts thereof which are used to calculate the tax provision during interim periods), (ii) changes in the mix of businesses producing income, which may be subject to tax at different rates, and related changes in our structure, and (iii) the tax impact of RSUs and RPU that vested and were delivered at a value substantially less than their original value.

Factors that impacted the period-over-period change in the Investment Manager's income tax expense (benefit) are detailed as follows:

	<b>Comparative Periods</b>	
	<b>Six Months Ended June 30, 2014 vs. 2013</b>	
Change in pre-tax income applicable to Class A Shareholders (A)	\$	(524)
Change in foreign and state income taxes		(661)
Change in mix of business (B)		653
Change in deferred tax asset-impact of equity compensation vesting (C)		(23,364)
Change in deferred tax asset valuation allowance and related adjustments (D)		11,577
Other		(1,213)
<b>Total change (E)</b>	<b>\$</b>	<b>(13,532)</b>

- (A) Changes in pre-tax income applicable to Class A shareholders are caused by changes in the pre-tax income of Fortress Operating Group and by changes in the Class A shareholders' ownership interest in Fortress Operating Group.
- (B) For the first six months of 2014 a greater proportion of our total income was subject to corporate tax, as compared to the first six months of 2013. In 2013, we generated more unrealized gains and certain other income, which income is passed directly to shareholders, increasing the proportion of our total income which was not subject to corporate tax and thereby reducing the proportion which was subject to corporate income tax.
- (C) This factor changes based on the amount of equity-based compensation delivered in a given year and the stock price on the date of delivery.
- (D) Primarily related to the write-off of certain fully reserved deferred tax assets associated with funds in the process of liquidation, offset by the change in the portion of the deferred tax asset that would be realized in connection with future capital gains.
- (E) Interim period tax provisions are based on estimates, including estimates of full year taxable amounts, and are therefore subject to significant judgment and uncertainty. This can result in significant variability from period to period and comparability may be limited.

For the three months ended June 30, 2014, New Media recognized an income tax benefit of \$1.2 million.

Redeemable Non-controlling Interests in Income (Loss)

Beginning June 1, 2014, Redeemable Non-controlling Interests in Income (Loss) of Investment Company were recognized by us as a result of the consolidation of the Investment Company, representing the equity interests in the Investment Company not owned by Fortress, for the period from June 1, 2014 to June 30, 2014.

Non-controlling Interests in Income (Loss)

*Six months ended June 30*

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries decreased from \$52.6 million to \$48.1 million, a decrease of \$4.5 million, primarily attributable to (i) a decrease of \$1.2 million resulting from a \$1.9 million decrease in Fortress Operating Group consolidated net income during the six months ended June 30, 2014 as compared to the six months ended June 30, 2013, (ii) a decrease of \$0.7 million resulting from the dilution of non-controlling interests in Fortress Operating Group caused by the net impact of the repurchase of Class A shares from Nomura, the issuance of Class A shares, the repurchase from the Principals of an equivalent amount of Fortress Operating Group units and Class B shares, as well as the delivery of Class A shares primarily in connection with vested RSUs and RPU, and (iii) a decrease of \$2.6 million resulting from Others' interests in the net income of consolidated subsidiaries of Fortress Operating Group.

Beginning February 14, 2014, Non-controlling Interests in Income (Loss) of Non-Investment Manager were recognized by us as a result of the consolidation of New Media, representing 99.75% of the equity interest in New Media not owned by Fortress for the period from February 14, 2014 to June 30, 2014.

*Three months ended June 30*

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries increased from \$(0.4) million to \$42.1 million, an increase of \$42.5 million, primarily attributable to (i) an increase of \$44.6 million resulting from a \$44.0 million increase in Fortress Operating Group consolidated net income during the three months ended June 30, 2014 as compared to the three months ended June 30, 2013, (ii) a decrease of \$0.6 million resulting from the dilution of non-controlling interests in Fortress Operating Group caused by the delivery of Class A shares primarily in connection with vested RSUs and RPU's, and (iii) a decrease of \$1.5 million resulting from Others' interests in the net income of consolidated subsidiaries of Fortress Operating Group.

Non-controlling Interests in Income (Loss) of Non-Investment Manager were recognized by us as a result of the consolidation of New Media, representing 99.75% of the equity interest in New Media not owned by Fortress, for the three months ended June 30, 2014.

### **Segment Analysis**

Fortress conducts its management and investment business through the following primary segments: (i) private equity funds, (ii) permanent capital vehicles, (iii) liquid hedge funds, (iv) credit hedge funds, (v) credit PE funds, (vi) Logan Circle and (vii) principal investments in these funds as well as cash that is available to be invested. These segments are differentiated based on their varying strategies and, secondarily, on fund investor terms.

Discussed below are our results of operations for each of our reportable segments. They represent the separate segment information available and utilized by our management committee, which consists of our principals and certain key officers, and which functions as our chief operating decision maker to assess performance and to allocate resources. Management evaluates the performance of each segment based on its distributable earnings.

Management assesses our segments on a Fortress Operating Group (with the Non-Investment Manager and Investment Company on an unconsolidated basis) and pre-tax basis, and therefore adds back the non-controlling interests in consolidated subsidiaries related to Fortress Operating Group units (held by the principals and one senior employee), non-controlling interest in the consolidated Non-Investment Manager business and income tax expense.

Distributable earnings is described in Note 11 to Part I, Item 1, "Financial Statements — Segment Reporting," which includes a complete discussion of distributable earnings basis impairment and reserves, including the methodology used in estimating the amounts as well as the amounts incurred in the relevant periods.

"Distributable earnings" for the existing Fortress businesses is equal to net income (loss) attributable to Fortress's Class A shareholders adjusted as follows:

#### **Incentive Income**

- (i) a. for Fortress Funds which are private equity funds and credit PE funds, adding (a) incentive income paid (or declared as a distribution) to Fortress, less an applicable reserve for potential future clawbacks if the likelihood of a clawback is deemed greater than remote by Fortress's chief operating decision maker (net of the reversal of any prior such reserves that are no longer deemed necessary), minus (b) incentive income recorded in accordance with GAAP,
- b. for other Fortress Funds, at interim periods, adding (a) incentive income on an accrual basis as if the incentive income from these funds were payable on a quarterly basis, minus (b) incentive income recorded in accordance with GAAP,
- c. adding the incentive income earned by Fortress in connection with New Media and the Investment Company, which is eliminated under GAAP as a result of the consolidation of New Media and the Investment Company,

#### **Other Income**

- (ii) with respect to income from certain principal investments and certain other interests or assets that cannot be readily transferred or redeemed:
  - a. for equity method investments in the private equity funds and credit PE funds as well as indirect equity method investments in hedge fund special investment accounts (which generally have investment profiles similar to private equity funds), treating these investments as cost basis investments by adding (a) realizations of income,

- primarily dividends, from these funds, minus (b) impairment with respect to these funds, if necessary, minus (c) equity method earnings (or losses) recorded in accordance with GAAP,
- b. subtracting gains (or adding losses) on stock options held in the permanent capital vehicles,
- c. subtracting unrealized gains (or adding unrealized losses) on derivatives, direct investments in publicly traded portfolio companies and in the permanent capital vehicles,
- d. adding equity method earnings (or losses) earned by Fortress in connection with the Investment Company, which is eliminated under GAAP,
- (iii) adding (a) proceeds from the sale of shares received pursuant to the exercise of stock options in certain of the permanent capital vehicles, in excess of their strike price, minus (b) management fee income recorded in accordance with GAAP in connection with the receipt of these options,
- (iv) adding the management fee income earned by Fortress in connection with New Media and the Investment Company, which is eliminated under GAAP as a result of the consolidation of New Media and the Investment Company,

Expenses

- (v) adding or subtracting, as necessary, the employee profit sharing in incentive income described in (i) above to match the timing of the expense with the revenue,
- (vi) adding back equity-based compensation expense (including permanent capital vehicle options assigned to employees, RSUs and RPU's (including the portion of related dividend and distribution equivalents recorded as compensation expense), and restricted shares),
- (vii) adding or subtracting, as necessary, any changes in the fair value of contingent consideration payable with respect to the acquisition of a business, to the extent management intends to pay it in equity and it is recorded on the statement of operations under GAAP,
- (viii) adding back the amortization of intangible assets and any impairment of goodwill or intangible assets recorded under GAAP,
- (ix) adding back compensation expense recorded in connection with the forfeiture arrangements entered into among the principals, which expired in December 2011,
- (x) adding the income (or subtracting the loss) allocable to the interests in consolidated subsidiaries attributable to Fortress Operating Group units,
- (xi) subtracting the income (or adding the loss) of the Non-Investment Manager and the Investment Company allocable to the Class A shareholders, and
- (xii) adding back income tax benefit or expense and any income or expense recorded in connection with the tax receivable agreement (Note 6).

Private Equity Funds

The following table presents our results of operations for our private equity funds segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Segment revenues						
Management Fees	\$ 72,751	\$ 66,722	\$ 6,029	\$ 36,578	\$ 33,834	\$ 2,744
Incentive Income	2,854	7,637	(4,783)	855	4,854	(3,999)
Segment revenues — total	\$ 75,605	\$ 74,359	\$ 1,246	\$ 37,433	\$ 38,688	\$ (1,255)
Pre-tax distributable earnings	\$ 47,841	\$ 46,939	\$ 902	\$ 23,444	\$ 25,376	\$ (1,932)

*Six months ended June 30*

Pre-tax distributable earnings increased by \$0.9 million primarily due to:

*Revenues*

Management fees were \$72.8 million for the six months ended June 30, 2014, a net increase of \$6.0 million, compared to \$66.7 million for the six months ended June 30, 2013. Management fees increased by \$6.0 million due to (i) a net increase of \$5.7 million in management fees primarily from Fund IV, Fund V, and FRID as a result of an increase in the market values of certain portfolio companies, some of which were below their invested capital in prior periods, which impacted the computation of fees for the six months ended June 30, 2014, (ii) an increase of \$1.2 million in management fees from the MSR Opportunities Funds which called initial capital in January 2013, and (iii) an increase of \$0.9 million in management fees from WWTAI due to an increase in investor commitments and net capital inflows. These increases were offset by a decrease of \$1.7 million in Fund III, Fund IV Co and FRIC

as a result of a decrease in the market values of certain portfolio companies, which impacted the computation of fees for the six months ended June 30, 2014 as compared to the prior period.

Incentive income was \$2.9 million for the six months ended June 30, 2014, a net decrease of \$4.8 million, compared to \$7.6 million of incentive income recognized for the six months ended June 30, 2013. Incentive income decreased by \$4.8 million primarily as a result of a decrease in the amount of incentive income earned from realization events that occurred as a result of the liquidation of Fund I during the prior six months ended June 30, 2013.

*Expenses*

Expenses were \$27.8 million for the six months ended June 30, 2014, a net increase of \$0.4 million, compared to \$27.4 million for the six months ended June 30, 2013. The net increase of \$0.4 million in expenses was primarily attributable to a net increase of \$2.5 million in net compensation and benefits expense due to increased headcount. This increase was partially offset by a decrease of \$1.1 million in placement fees associated with capital raises for WWTAI.

*Three months ended June 30*

Pre-tax distributable earnings decreased by \$1.9 million primarily due to:

*Revenues*

Management fees were \$36.6 million for the three months ended June 30, 2014, a net increase of \$2.7 million, compared to \$33.8 million for the three months ended June 30, 2013. Management fees increased by \$2.7 million primarily due to (i) a net increase of \$2.8 million in management fees primarily from Fund IV, Fund V, and FRID as a result of an increase in the market values of certain portfolio companies, some of which were below their invested capital in prior periods, which impacted the computation of fees for the three months ended June 30, 2014, (ii) an increase of \$0.6 million in management fees from the MSR Opportunities Funds which called initial capital in January 2013, and (iii) an increase of \$0.5 million in management fees from WWTAI due to net capital inflows. These increases were partially offset by a decrease of \$1.0 million in management fees from Fund III and FRIC as a result of a decrease in the market values of certain portfolio companies, which impacted the computation of fees for the three months ended June 30, 2014 as compared to the prior period.

Incentive income was \$0.9 million for the three months ended June 30, 2014, a net decrease of \$4.0 million, compared to \$4.9 million of incentive income recognized for the three months ended June 30, 2013. Incentive income decreased by \$4.0 million primarily as a result of a decrease in the amount of incentive income earned from realization events that occurred as a result of the liquidation of Fund I during the prior three months ended June 30, 2013.

*Expenses*

Expenses were \$14.0 million for the three months ended June 30, 2014, a net increase of \$0.7 million, compared to \$13.3 million for the three months ended June 30, 2013. The net increase of \$0.7 million in expenses was primarily attributable to a net increase of \$0.5 million in net compensation and benefit expenses due to increased headcount.

Publicly Traded Permanent Capital Vehicles

The following table presents our results of operations for our permanent capital vehicles segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Segment revenues						
Management Fees	\$ 30,662	\$ 30,817	\$ (155)	\$ 15,377	\$ 12,985	\$ 2,392
Incentive Income	24,740	1,200	23,540	20,731	1,200	19,531
Segment revenues — total	\$ 55,402	\$ 32,017	\$ 23,385	\$ 36,108	\$ 14,185	\$ 21,923
Pre-tax distributable earnings	\$ 20,508	\$ 14,653	\$ 5,855	\$ 14,795	\$ 4,211	\$ 10,584

*Six months ended June 30*

Pre-tax distributable earnings increased by \$5.9 million primarily due to:

*Revenues*

Management fees were \$30.7 million for the six months ended June 30, 2014, a net decrease of \$0.2 million, compared to \$30.8 million for the six months ended June 30, 2013. Management fees decreased by \$0.2 million primarily as a result of a \$4.6 million decrease in Eurocastle management fees primarily due to a decrease in AUM as a result of their restructuring process and amended management agreement in April 2013. This decrease was partially offset by a \$4.4 million increase in management fees primarily due to an increase in Newcastle and New Residential AUM resulting from their equity raises during 2013 and 2014, respectively.

Incentive income was \$24.7 million for the six months ended June 30, 2014, an increase of \$23.5 million, compared to \$1.2 million of incentive income recognized for the six months ended June 30, 2013. Incentive income increased by \$23.5 million as a result of (i) a \$22.0 million increase in the recognition of incentive income related to New Residential for the six months ended June 30, 2014 and (ii) an increase of \$1.5 million in the exercise of our permanent capital vehicle options allocated to employees.

*Expenses*

Expenses were \$34.9 million for the six months ended June 30, 2014, a net increase of \$17.5 million, compared to \$17.4 million for the six months ended June 30, 2013. The increase of \$17.5 million in expenses was primarily attributable to (i) a \$5.2 million increase in net compensation and benefits expense primarily due to higher headcount in Newcastle, New Residential and the senior living property management business, (ii) a net increase of \$3.0 million in general and administrative and allocable expenses, (iii) an increase of \$6.5 million in profit sharing expense related to the recognition of the incentive above, and (iv) an increase of \$2.8 million in accruals for Principal Performance Payments as compared to the prior period.

*Three months ended June 30*

Pre-tax distributable earnings increased by \$10.6 million primarily due to:

*Revenues*

Management fees were \$15.4 million for the three months ended June 30, 2014, a net increase of \$2.4 million, compared to \$13.0 million for the three months ended June 30, 2013. Management fees increased by \$2.4 million primarily due to an increase in Newcastle and New Residential AUM resulting from their equity raises in 2013 and 2014, respectively.

Incentive income was \$20.7 million for the three months ended June 30, 2014, a net increase of \$19.5 million, compared to \$1.2 million of incentive income recognized for the three months ended June 30, 2013. Incentive income increased by \$19.5 million as a result of (i) a \$18.0 million increase in the recognition of incentive income related to New Residential for the three months ended June 30, 2014 and (ii) an increase of \$1.5 million in the exercise of our permanent capital vehicle options allocated to employees.

*Expenses*

Expenses were \$21.3 million for the three months ended June 30, 2014, a net increase of \$11.3 million, compared to \$10.0 million for the three months ended June 30, 2013. The increase of \$11.3 million in expenses was primarily attributable to (i) a \$1.6 million increase in net compensation and benefits expense primarily due to higher headcount in Newcastle, New Residential and the senior living property management business, (ii) a net increase of \$1.4 million in general and administrative and allocable expenses, (iii) an increase of \$2.1 million in accruals for Principal Performance Payments, and (iv) an increase of \$6.2 million in profit sharing compensation expense as compared to the prior period.

Liquid Hedge Funds

The following table presents our results of operations for our liquid hedge funds segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Segment revenues						
Management Fees	\$ 69,640	\$ 48,744	\$ 20,896	\$ 36,162	\$ 25,721	\$ 10,441
Incentive Income	1,288	124,712	(123,424)	1,155	92,460	(91,305)
Segment revenues - total	\$ 70,928	\$ 173,456	\$ (102,528)	\$ 37,317	\$ 118,181	\$ (80,864)
Pre-tax distributable earnings	\$ 14,539	\$ 88,622	\$ (74,083)	\$ 6,601	\$ 63,989	\$ (57,388)

*Six months ended June 30*

Pre-tax distributable earnings decreased by \$74.1 million primarily due to:

*Revenues*

Management fees were \$69.6 million for the six months ended June 30, 2014, a net increase of \$20.9 million, compared to \$48.7 million for the six months ended June 30, 2013. Management fees increased by \$20.9 million primarily due to \$18.7 million, \$3.3 million, \$1.0 million and \$0.3 million increases in management fees earned from the Fortress Asia Macro Funds (including related managed accounts), Fortress Macro Funds (including related managed accounts and Fortress Redwood Fund which launched in August 2013), Fortress Macro MA I Fund, and Fortress Convex Asia Funds, respectively, primarily as a result of an increase in net capital inflows. These increases were partially offset by \$1.8 million and \$0.6 million in net decreases in management fees from the Fortress Partners Funds and Drawbridge Global Macro Funds, respectively, primarily as a result of net capital outflows.

Incentive income, which is determined on a fund-by-fund basis, was \$1.3 million for the six months ended June 30, 2014, a net decrease of \$123.4 million, compared to \$124.7 million for the six months ended June 30, 2013. Incentive income decreased by \$123.4 million primarily due to decreases of \$84.9 million, \$29.2 million, \$7.4 million, and \$1.9 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts), the Fortress Asia Macro Funds (including related managed accounts), Fortress Macro MA I Fund, and Drawbridge Global Macro Funds, respectively, due to lower returns during the six months ended June 30, 2014.

*Expenses*

Expenses were \$56.4 million for the six months ended June 30, 2014, a net decrease of \$28.4 million, compared to \$84.8 million for the six months ended June 30, 2013. The decrease of \$28.4 million in expenses was primarily attributable to (i) a decrease of \$30.6 million in profit sharing compensation expense related to the recognition of incentive above, and (ii) a decrease of \$8.9 million in accruals for Principal Performance Payments. These decreases were partially offset by an increase of \$9.2 million in net compensation and benefits expense and by an increase of \$1.9 million in general and administrative expenses and corporate allocable expenses.

*Three months ended June 30*

Pre-tax distributable earnings decreased by \$57.4 million primarily due to:

*Revenues*

Management fees were \$36.2 million for the three months ended June 30, 2014, a net increase of \$10.4 million, compared to \$25.7 million for the three months ended June 30, 2013. Management fees increased by \$10.4 million primarily due to \$10.3 million, \$0.8 million, \$0.3 million and \$0.2 million increases in management fees earned from the Fortress Asia Macro Funds (including related managed accounts), Fortress Macro Funds (including related managed accounts and Fortress Redwood Fund which launched in August 2013), Fortress Macro MA I Fund, and Fortress Convex Asia Funds, respectively, primarily as a result of an increase in net capital inflows. These increases were partially offset by \$0.9 million and \$0.3 million in net decreases in management fees from the Fortress Partners Funds and Drawbridge Global Macro Funds, respectively, primarily as a result of net capital outflows.



Incentive income, which is determined on a fund-by-fund basis, was \$1.2 million for three months ended June 30, 2014, a net decrease of \$91.3 million, compared to \$92.5 million for the three months ended June 30, 2013. Incentive income decreased by \$91.3 million primarily due to decreases of \$60.6 million, \$24.1 million, \$5.5 million, and \$1.1 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts), the Fortress Asia Macro Funds (including related managed accounts), Fortress Macro MA I Fund, and Drawbridge Global Macro Funds, respectively, due to lower returns in the second quarter of 2014 as compared to the prior period.

*Expenses*

Expenses were \$30.7 million for the three months ended June 30, 2014, a net decrease of \$23.5 million, compared to \$54.2 million for the three months ended June 30, 2013. The decrease of \$23.5 million in expenses was primarily attributable to (i) a decrease of \$22.9 million in profit sharing compensation expense related to the recognition of incentive income above and (ii) a decrease of \$6.7 million in accruals for Principal Performance Payments. These decreases were partially offset by (i) a net increase of \$5.4 million in compensation and benefits expense and (ii) a net increase of \$0.7 million in general and administrative expenses and corporate allocable expenses.

Credit Hedge Funds

The following table presents our results of operations for our credit hedge funds segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Segment revenues						
Management Fees	\$ 55,333	\$ 49,954	\$ 5,379	\$ 28,475	\$ 25,393	\$ 3,082
Incentive Income	74,130	96,646	(22,516)	42,301	63,489	(21,188)
Segment revenues - total	\$ 129,463	\$ 146,600	\$ (17,137)	\$ 70,776	\$ 88,882	\$ (18,106)
Pre-tax distributable earnings	\$ 52,063	\$ 57,903	\$ (5,840)	\$ 30,039	\$ 36,609	\$ (6,570)

*Six months ended June 30*

Pre-tax distributable earnings decreased by \$5.9 million primarily due to:

*Revenues*

Management fees were \$55.3 million for the six months ended June 30, 2014, a net increase of \$5.4 million, compared to \$50.0 million for the six months ended June 30, 2013. Management fees increased by \$5.4 million primarily due to an increase in management fees from the Drawbridge Special Opportunities Funds.

Incentive income, which is determined on a fund-by-fund basis, was \$74.1 million for six months ended June 30, 2014, a net decrease of \$22.5 million, compared to \$96.6 million for the six months ended June 30, 2013. Incentive income decreased by \$22.5 million primarily due to a decrease of \$17.9 million in incentive income generated by the Drawbridge Special Opportunities Funds primarily due to relatively lower returns, and a decrease of \$5.0 million in incentive income generated by the Worden Funds mainly due to lower returns during the six months ended June 30, 2014. These decreases were partially offset by a \$0.4 million increase in incentive income from other investments.

*Expenses*

Expenses were \$77.4 million for the six months ended June 30, 2014, a net decrease of \$11.3 million, compared to \$88.7 million for the six months ended June 30, 2013. The decrease of \$11.3 million in expenses was primarily attributable to (i) a decrease of \$12.6 million in profit sharing compensation expense, (ii) a decrease of \$1.7 million in accruals for Principal Performance Payments. These decreases were partially offset by a \$2.6 million increase in net compensation and benefits expense and net increase of \$0.4 million in general and administrative expenses and allocable expenses.

*Three months ended June 30*

Pre-tax distributable earnings decreased by \$6.6 million primarily due to:

*Revenues*

Management fees were \$28.5 million for the three months ended June 30, 2014, a net increase of \$3.1 million, compared to \$25.4 million for the three months ended June 30, 2013. Management fees increased by \$3.1 million primarily due to an increase in management fees from the Drawbridge Special Opportunities Funds.

Incentive income, which is determined on a fund-by-fund basis, was \$42.3 million for the three months ended June 30, 2014, a net decrease of \$21.2 million, compared to \$63.5 million for the three months ended June 30, 2013. Incentive income decreased by \$21.2 million primarily due to (i) a decrease of \$16.8 million in incentive income generated by the Drawbridge Special Opportunities Funds primarily due to lower returns and (ii) a \$4.7 million decrease in incentive income generated by the Worden Funds due to lower returns during the three months ended June 30, 2014 as compared to the prior period. These decreases were partially offset by a \$0.3 million increase in incentive income from other investments.

*Expenses*

Expenses were \$40.7 million for the three months ended June 30, 2014, a net decrease of \$11.5 million, compared to \$52.3 million for the three months ended June 30, 2013. The decrease of \$11.5 million in expenses was primarily attributable to (i) a decrease of \$10.0 million in profit sharing compensation expense, (ii) a decrease of \$2.2 million in accruals for Principal Performance Payments, and (iii) a decrease of \$0.4 million in general and administrative expenses and allocable expenses. These decreases were partially offset by an increase of \$1.1 million in net compensation and benefits expense.

Credit PE Funds

The following table presents our results of operations for our credit PE segment:

	<u>Six Months Ended June 30,</u>		<u>2014 vs. 2013</u>	<u>Three Months Ended June 30,</u>		<u>2014 vs. 2013</u>
	<u>2014</u>	<u>2013</u>	<u>\$</u>	<u>2014</u>	<u>2013</u>	<u>\$</u>
Segment Revenues						
Management Fees	\$ 48,327	\$ 47,551	\$ 776	\$ 23,686	\$ 22,360	\$ 1,326
Incentive Income	78,772	84,358	(5,586)	12,817	36,954	(24,137)
Segment revenues - total	<u>\$ 127,099</u>	<u>\$ 131,909</u>	<u>\$ (4,810)</u>	<u>\$ 36,503</u>	<u>\$ 59,314</u>	<u>\$ (22,811)</u>
Pre-tax distributable earnings	<u>\$ 31,663</u>	<u>\$ 36,821</u>	<u>\$ (5,158)</u>	<u>\$ 2,639</u>	<u>\$ 16,422</u>	<u>\$ (13,783)</u>

*Six months ended June 30*

Pre-tax distributable earnings decreased by \$5.2 million primarily due to:

*Revenues*

Management fees were \$48.3 million for the six months ended June 30, 2014, a net increase of \$0.8 million, compared to \$47.6 million for the six months ended June 30, 2013. Management fees increased by \$0.8 million primarily due to an increase of \$4.3 million related to Credit Opportunities Fund III attributable to net capital contributions. This increase in management fees was partially offset by decreases of \$1.4 million, \$1.7 million, and \$0.4 million in management fees in Credit Opportunities Fund I, Credit Opportunities II and Japan Opportunity Fund primarily due to net capital distributions made after the second quarter of 2013.

Incentive income was \$78.8 million for the six months ended June 30, 2014, a net decrease of \$5.6 million, compared to \$84.4 million for the six months ended June 30, 2013. Incentive income decreased by \$5.6 million primarily due to a net decrease of \$19.1 million in incentive income generated primarily by the Credit Opportunities Funds and FCO Managed Accounts as a result of a decrease in distributions generated by realization events. This decrease was partially offset by a net increase of \$13.9 million in incentive income generated by the Japan Opportunity Funds I and II.



*Expenses*

Expenses were \$95.4 million for the six months ended June 30, 2014, a net increase of \$0.3 million, compared to \$95.1 million for the six months ended June 30, 2013. The increase of \$0.3 million in expenses was primarily attributable to (i) an increase of \$0.5 million in accruals for Principal Performance Payments, and (ii) a \$1.9 million increase in general and administrative expenses and allocable expenses. These increases were partially offset by a \$2.0 million decrease in profit sharing compensation expense.

*Three months ended June 30*

Pre-tax distributable earnings decreased by \$13.8 million primarily due to:

*Revenues*

Management fees were \$23.7 million for the three months ended June 30, 2014, a net increase of \$1.3 million, compared to \$22.4 million for the three months ended June 30, 2013. Management fees increased by \$1.3 million primarily due to an increase of \$2.1 million in management fees earned from Credit Opportunities Fund III, attributable to net capital calls. This increase in management fees was partially offset by a \$0.5 million decrease in Credit Opportunities management fees and a \$0.6 million decrease in Credit Opportunities Fund II management fees primarily due to net capital distributions made after the second quarter of 2013.

Incentive income was \$12.8 million for the three months ended June 30, 2014, a net decrease of \$24.1 million, compared to \$37.0 million for the three months ended June 30, 2013. Incentive income decreased by \$24.1 million primarily due to (i) a \$26.2 million decrease in incentive income generated primarily by the Credit Opportunities Funds and FCO Managed Accounts as a result of a decrease in distributions generated by realization events. This decrease was partially offset by a \$2.5 million increase in incentive income generated by Japan Opportunity Funds I and II.

*Expenses*

Expenses were \$33.9 million for the three months ended June 30, 2014, a net decrease of \$9.0 million, compared to \$42.9 million for the three months ended June 30, 2013. The decrease of \$9.0 million in expenses was primarily attributable to a decrease of \$11.7 million in profit sharing compensation expense. This decrease was partially offset by a \$2.7 million increase in general and administrative expenses and allocable expenses.

Logan Circle

The following table presents our results of operations for our Logan Circle segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Segment Revenues						
Management Fees	\$ 22,048	\$ 17,026	\$ 5,022	\$ 11,444	\$ 8,604	\$ 2,840
Incentive Income	—	—	—	—	—	—
Segment revenues - total	\$ 22,048	\$ 17,026	\$ 5,022	\$ 11,444	\$ 8,604	\$ 2,840
Pre-tax distributable earnings (loss)	\$ (3,532)	\$ (4,285)	\$ 753	\$ (1,461)	\$ (3,236)	\$ 1,775

*Six months ended June 30*

Pre-tax distributable loss decreased by \$0.8 million primarily due to:

*Revenues*

Management fees were \$22.0 million for the six months ended June 30, 2014, a net increase of \$5.0 million, compared to \$17.0 million for the six months ended June 30, 2013. Management fees increased \$5.0 million due to an increase in average AUM as a result of net client inflows and positive performance.

*Expenses*

Expenses were \$25.6 million for the six months ended June 30, 2014, a net increase of \$4.2 million, compared to \$21.3 million for the six months ended June 30, 2013. The increase of \$4.2 million in expenses was primarily attributable to an increase of \$2.8

million in compensation and benefits expense, and an increase of \$1.4 million in general and administrative expenses and corporate allocable expenses as a result of an increase in average headcount within Logan Circle (including the growth equities business which commenced in April 2013) during the six months ended June 30, 2014 as compared to the prior comparative period.

*Three months ended June 30*

Pre-tax distributable loss decreased by \$1.8 million primarily due to:

*Revenues*

Management fees were \$11.4 million for the three months ended June 30, 2014, a net increase of \$2.8 million, compared to \$8.6 million for the three months ended June 30, 2013. Management fees increased by \$2.8 million due to an increase in average AUM primarily as a result of net client inflows.

*Expenses*

Expenses were \$12.9 million for the three months ended June 30, 2014, a net increase of \$1.1 million, compared to \$11.8 million for the three months ended June 30, 2013. The increase of \$1.1 million in expenses was primarily attributable to a net increase of \$1.0 million in compensation and benefits expense, and an increase of \$0.1 million in general and administrative expenses and corporate allocable expenses as a result of an increase in average headcount within Logan Circle (including the growth equities business which commenced in April 2013) during the three months ended June 30, 2014 as compared to the prior period.

Principal Investments

The following table presents our results of operations for our principal investments segment:

	Six Months Ended June 30,		2014 vs. 2013	Three Months Ended June 30,		2014 vs. 2013
	2014	2013	\$	2014	2013	\$
Pre-tax distributable earnings (loss)	\$ 105,214	\$ 7,480	\$ 97,734	\$ 95,732	\$ 4,270	\$ 91,462

*Six months ended June 30*

Pre-tax distributable income increased by \$97.7 million primarily due to:

- a \$94.4 million increase in net investment income from realizations and the performance of our investments in our funds. The \$94.4 million net increase in investment income was primarily due to (i) a net increase of \$47.5 million in distributions from realization events primarily from our private equity funds, and (ii) a \$45.9 million gain related to the sale of our GAGFAH stock;
- a \$0.7 million increase in net investment income primarily as a result of a decrease in recorded impairments with respect to our special investments in our hedge funds and certain illiquid investments for the six months ended June 30, 2014 as compared to the prior comparative period;
- a \$2.4 million increase in net investment income due to a decrease in interest expense primarily as a result of a decrease in the average debt balance and average interest rate for the six months ended June 30, 2014 as compared to the prior comparable period;
- a \$0.4 million increase in net investment income primarily due to the receipt of dividend income earned from a private investment for the six months ended June 30, 2014 and an increase in dividend income from our direct investments in Newcastle and New Residential common stock as well as investments held by the new Logan Circle growth equities business for the six months ended June 30, 2014, as compared to the prior comparative period;

*Three months ended June 30*

Pre-tax distributable income increased by \$91.5 million primarily due to:

- an \$89.5 million increase in net investment income from realizations and the performance of our investments in our funds. The \$89.5 million net increase in investment income was primarily due to (i) a net increase of \$42.8 million in distributions from realization events primarily from our private equity funds, and (ii) a \$45.9 million gain related to the sale of our GAGFAH stock;
- a \$0.5 million increase in net investment income primarily as a result of a decrease in recorded impairments with respect to our special investments in our hedge funds and certain illiquid investments for the three months ended June 30, 2014 as compared to the prior period;

- a \$0.8 million increase in net investment income due to a decrease in interest expense primarily as a result of a decrease in the average debt balance and average interest rate for the three months ended June 30, 2014 as compared to the prior comparable period;

The following table reflects all of our investments which are not marked to market through distributable earnings for segment reporting purposes as of June 30, 2014:

Fund	Fortress Share of NAV (A)	Fortress Segment Cost Basis (B)	Excess (C)	(Deficit) (C)
<b><u>Main Funds</u></b>				
Fund II	15	—	15	N/A
Fund III and Fund III Coinvestment	10,318	—	10,318	N/A
Fund IV and Fund IV Coinvestment	117,984	41,349	76,635	N/A
Fund V and Fund V Coinvestment (D)	172,515	38,965	133,550	N/A
Long Dated Value Funds	19,697	10,813	8,884	N/A
Real Assets Funds	18,368	4,288	14,080	N/A
Credit Opportunities Funds	92,468	46,039	46,438	(9)
Mortgage Opportunities Funds	—	—	N/A	N/A
Asia Funds (Japan Opportunity Funds and Global Opportunities Fund)	20,478	12,462	8,016	N/A
WWTAI	4,419	3,957	462	N/A
Real Estate Opportunities Funds	5,197	4,380	817	N/A
MSR Opportunities Funds	936	844	92	N/A
Italian NPL Opportunities	3	3	—	N/A
<b><u>Other Funds (combined)</u></b>				
Private investment #1	281,928	207,348	74,580	N/A
Private investment #2	106,227	38,611	67,616	N/A
<b><u>Permanent capital vehicles</u></b>				
Eurocastle (EURONEXT: ECT)	2,385	78	2,307	N/A
Newcastle (NYSE: NCT)	4,968	289	4,679	N/A
New Residential (NYSE: NRZ)	6,534	413	6,121	N/A
New Media (NYSE: NEWM)	1,056	54	1,002	N/A
<b><u>Other</u></b>				
Hedge fund sidepocket investments	90,322	47,153	46,071	(2,902)
Direct investments - Other	71,319	27,153	47,385	(3,219)
Total	<u>\$ 1,027,137</u>	<u>\$ 484,199</u>	<u>\$ 549,068</u>	<u>\$ (6,130)</u>

- (A) Represents the net asset value (“NAV”) of Fortress’s investment in each fund. This is generally equal to its GAAP and segment carrying value.
- (B) Represents Fortress’s cost basis in each investment for segment reporting purposes, which is net of any prior impairments taken for distributable earnings.
- (C) Represents the difference between NAV and segment cost basis. If negative (a deficit), this represents potential future impairment. If positive (an excess), this represents unrealized gains which, if realized, will increase future distributable earnings.
- (D) Includes Fund V (GLPI Sisterco) and Fund V Coinvestment (GLPI Sisterco).

### Sensitivity

For an analysis of the sensitivity of segment revenues to changes in the estimated fair value of the Fortress Fund investments, see Part I, Item 3, “Quantitative and Qualitative Disclosures About Market Risk.”

## Liquidity and Capital Resources

Liquidity is a measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, including our capital commitments (and clawback obligations, if any) to our funds, pay compensation, and satisfy our other general business needs including our obligation to pay U.S. federal income tax. In addition, we may use cash to make distributions, particularly the distributions we are required to make to our principals in connection with tax obligations, which can be material. Our primary sources of funds for liquidity consist of cash flows provided by operating activities, primarily the management fees and incentive income paid to us from the Fortress Funds, borrowings under loans, and the potential issuance of debt and equity securities, as well as the investment returns on our principal investments in these funds. The cash received from these investment returns is limited based on the liquidity terms of the respective funds; for instance, private equity funds generally only distribute cash upon investment realization events. Our primary uses of liquidity include operating expenses (which include compensation, rent and interest, among others), payments under our credit agreement and other debt, capital commitments to our funds and tax and tax-related payments and distributions.

The receipt of management fees generally occurs on a fixed and fairly predictable schedule, subject to changes in the NAV of the Fortress Funds (due to performance or capital transactions). From time to time, we may elect, in our discretion, to defer the receipt of management or other fees or reimbursements, to which we are legally entitled, in order to optimize the operations of the underlying funds. As of June 30, 2014, the aggregate amount of management fees that various of our managed funds owed but had not yet paid was approximately \$31.1 million, excluding \$12.2 million which has been fully reserved by us, and the ultimate timing of their payment is currently uncertain. In addition, \$12.5 million of private equity general and administrative expenses had been advanced on behalf of certain funds, excluding \$6.5 million which has been fully reserved by Fortress. The amount of deferred management fees and reimbursements may increase in the future. Also, while we still believe that we will receive these amounts, if these deferrals continue or increase, they could meaningfully constrain our liquidity in the future.

The timing of receipt of cash flows from other operating activities is in large part dependent on the timing of distributions from our private equity funds and credit PE funds, which are subject to restrictions and to management's judgment regarding the optimal timing of the monetization of underlying investments, and to dates specified in our hedge funds' operating documents, which outline the determination and payment of our incentive income, if any. The timing of capital requirements to cover fund commitments is subject to management's judgment regarding the acquisition of new investments by the funds, as well as the ongoing liquidity requirements of the respective funds. The timing of capital requirements and the availability of liquidity from operating activities may not always coincide, and we may make short-term, lower-yielding investments with excess liquidity or fund shortfalls with short-term debt or other sources of capital.

We expect that our cash on hand and our cash flows from operating activities, capital receipts from balance sheet investments and available financing will be sufficient to satisfy our liquidity needs with respect to expected current commitments relating to investments and with respect to our debt obligations over the next twelve months. We estimate that our expected management fee receipts over the next twelve months, a portion of which may be deferred, will be sufficient (along with our cash on hand of \$242.6 million as of June 30, 2014, our available draws under our credit facility of \$72.3 million as of June 30, 2014, and capital receipts from our balance sheet investments) to meet our operating expenses (including compensation and lease obligations), required debt payments, tax distribution requirements, incentive income clawback obligations (if any), and fund capital commitments, in each case to be funded during the next twelve months (see obligation tables below). From time to time, we evaluate alternative uses for excess cash resources, including debt prepayments, payment of recurring or special dividends, funding investments or share repurchases, which may be subject to approval by our board of directors and will depend on various factors. These uses of cash would not (barring changes in other relevant variables, such as EBITDA and Consolidated EBITDA, as defined in our credit agreement) cause us to violate any of our financial covenants under our credit agreement. We believe that the compensation we will be able to pay from these available sources will be sufficient to retain key employees and maintain an effective workforce. We may elect, if we deem it appropriate, to defer certain payments due to our principals and affiliates or raise capital to enable us to make payments required under our credit agreement or for other working capital needs.

We expect to meet our long-term liquidity requirements, including the repayment of our debt obligations and any new commitments or increases in our existing commitments (and clawback obligations, if any) relating to principal investments, through the generation of operating income (including management fees, a portion of which may be deferred), capital receipts from balance sheet investments and, potentially, additional borrowings and equity offerings. Our ability to execute our business strategy, particularly our ability to form new funds and increase our AUM, depends on our ability to raise additional investor capital within our funds and on our ability to monetize our balance sheet investments. Furthermore, strategic initiatives and the ability to make principal investments in funds may be dependent on our ability to raise capital at the Fortress level. Decisions by counterparties to enter into transactions with us will depend upon a number of factors, such as our historical and projected financial performance and condition, compliance with the terms of our credit arrangements, industry and market trends and performance, the availability of capital and our counterparties' policies and rates applicable thereto, the rates at which we are willing to borrow, and the relative

attractiveness of alternative investment or lending opportunities. Furthermore, raising equity capital could be dilutive to our current shareholders and issuing debt obligations could result in significant increases to operating costs. The level of our share price may also limit our ability to use our equity as currency in the potential acquisition of businesses, other companies or assets.

We are a publicly traded partnership and have established a wholly owned corporate subsidiary (“FIG Corp.”). Accordingly, a substantial portion of our income earned by the corporate subsidiary is subject to U.S. federal income taxation and taxed at prevailing rates. The remainder of our income is allocated directly to our shareholders and is not subject to any corporate level of taxation.

As of June 30, 2014, our material cash commitments and contractual cash requirements were related to our capital commitments to our funds, lease obligations and debt obligations. Our potential liability for the contingent repayment of incentive income is discussed under “— Contractual Obligations” below.

Fortress has no obligation to satisfy the liabilities of New Media or the Investment Company. Similarly, Fortress does not have the right to make use of New Media or the Investment Company's assets to satisfy its obligations. Therefore, we do not believe New Media or the Investment Company's liquidity, including cash requirements for working capital, debt obligations and capital expenditures, are material to our Class A shareholders.

#### *Capital Commitments - Investment Manager*

We determine whether to make capital commitments to our private equity funds and credit PE funds in excess of the minimum required amounts based on a variety of factors, including estimates regarding our liquidity over the estimated time period during which commitments will have to be funded, estimates regarding the amounts of capital that may be appropriate for other funds which we are in the process of raising or are considering raising, and our general working capital requirements.

We generally fund our principal investments in the Fortress Funds with cash, either from working capital or borrowings, and not with carried interest. We do not hold any principal investments in the funds other than through the Fortress Operating Group entities. Our principals do not own any portion of the carried interest in any fund personally. Accordingly, their personal investments in the funds are funded directly with cash.

Our capital commitments to our funds with outstanding commitments as of June 30, 2014 consisted of the following.

	<b>Outstanding Commitment</b>
<b>Private Equity Funds</b>	
Fund III Coinvestment	\$ 2
Fund IV	4,053
Fund IV Coinvestment	3
Fund V (A)	6,143
Fund V Coinvestment (A)	2
FHIF (Holiday)	8,089
FECI (Florida East Coast / Flagler)	1,551
WWTAI	3,859
MSR Opportunities Fund I A	19
MSR Opportunities Fund I B	19
MSR Opportunities Fund II A	12,037
MSR Opportunities Fund II B	95
MSR Opportunities MA I	2,884
A&K Global Health	125
Fortress Equity Partners	16
Italian NPL Opportunities Fund	197
<b>Credit PE Funds</b>	
Credit Opportunities Fund	6,219
Credit Opportunities Fund II	3,513
Credit Opportunities Fund III	12,153
FCO Managed Accounts	40,538
Long Dated Value Fund I	460
Long Dated Value Fund II	1,640
Long Dated Value Fund III	160
LDVF Patent Fund	96
Real Assets Fund	11,068
Japan Opportunity Fund	3,328
Japan Opportunity Fund II	12,369
Net Lease Fund I	164
Global Opportunities Fund	1,782
Life Settlements Fund	62
Life Settlements Fund MA	40
Real Estate Opportunities Fund	920
Real Estate Opportunities Fund II	12,000
Real Estate Opportunities REOC Fund	98
Karols Development Co	7,715
Other	234
Total	<u>\$ 153,653</u>

(A) Fund V includes Fund V (GLPI Sisterco) and Fund V Coinvestment includes Fund V Coinvestment (GLPI Sisterco).

*Lease Obligations*

Minimum future rental payments (excluding expense escalations) under our operating leases are as follows:

	<b>Investment Manager</b>	<b>Non-Investment Manager</b>
July 1, 2014 to December 31, 2014	\$ 12,891	\$ 2,224
2015	25,638	4,255
2016	23,114	3,811
2017	3,182	3,691
2018	671	2,776
2019	51	834
Thereafter	—	3,407
<b>Total</b>	<b>\$ 65,547</b>	<b>\$ 20,998</b>

*Debt Obligations*

Investment Manager

As of June 30, 2014, our debt obligations consisted of our credit agreement, as described below.

In February 2013, we entered into a \$150.0 million revolving credit facility with a \$15.0 million letter of credit subfacility (the “Credit Agreement”). The Credit Agreement generally bears interest at an annual rate equal to LIBOR plus an applicable rate that fluctuates depending upon our credit rating, and a commitment fee on undrawn amounts that fluctuates depending upon our credit rating, as well as other customary fees.

Increases in the interest rate on our debt obligations under the Credit Agreement, whether through amendments, refinancings, increases in LIBOR, or a downgrade of our credit rating, may result in a direct reduction in our earnings and cash flow from operations and, therefore, impact our liquidity.

The following table presents information regarding our debt obligations:

Debt Obligation	Face Amount and Carrying Value		Contractual Interest Rate	Final Stated Maturity	June 30, 2014
	June 30, 2014	December 31, 2013			Amount Available for Draws
Revolving credit agreement (A)(B)	\$ 75,000	\$ —	LIBOR + 2.50% (C)	Feb 2016	\$ 72,332
<b>Total</b>	<b>\$ 75,000</b>	<b>\$ —</b>			

- (A) Collateralized by substantially all of Fortress Operating Group’s assets as well as Fortress Operating Group’s rights to fees from the Fortress Funds and its equity interests therein, other than fees from Fortress’s senior living property manager.
- (B) The \$150.0 million revolving debt facility includes a \$15.0 million letter of credit subfacility of which \$2.7 million was utilized.
- (C) Subject to unused commitment fees of 0.4% per annum.

As a result of our initial public offering and related transactions, secondary public offerings, and other transactions, FIG Asset Co. LLC lent aggregate excess proceeds of approximately \$756.6 million to FIG Corp., pursuant to a demand note. As of June 30, 2014, the outstanding balance was approximately \$660.9 million, including unpaid interest. This intercompany debt is eliminated in consolidation.



*Covenants*

Fortress Operating Group is required to prepay any amounts outstanding under the Credit Agreement upon the occurrence of certain events.

The events of default under the Credit Agreement are typical of such agreements and include payment defaults, failure to comply with credit agreement covenants, cross-defaults to material indebtedness, bankruptcy and insolvency, and change of control. A default under the Credit Agreement would likely have a material, adverse impact on our liquidity.

The Credit Agreement contains customary representations and warranties and affirmative and negative covenants that, among other things, restrict the ability of Fortress to create or incur certain liens, incur or guarantee additional indebtedness, merge or consolidate with other companies or transfer all or substantially all of their respective assets, transfer or sell assets, make restricted payments, engage in transactions with affiliates and insiders, and incur restrictions on the payment of dividends or other distributions and certain other contractual restrictions. These covenants are subject to a number of limitations and exceptions set forth in the Credit Agreement. In addition, Fortress Operating Group must not:

- Permit AUM (as defined as Management Fee Earning Assets in the Credit Agreement) to be less than \$25.0 billion as of the end of any calendar month;
- Permit the Consolidated Leverage Ratio (a measure of Adjusted Net Funded Indebtedness compared to Consolidated EBITDA, each such term as defined in the Credit Agreement) to be greater than 2.00 to 1.0 as of the end of any fiscal quarter for the four quarter period ending on such date; or
- Permit the Consolidated Interest Coverage Ratio (a measure of Consolidated EBITDA compared to Consolidated Interest Charges, each such term as defined in the Credit Agreement) to be less than 4.00 to 1.0 as of the end of any fiscal quarter for the four quarter period ending on such date.

The following table sets forth the financial covenant requirements under the Credit Agreement as of June 30, 2014.

	June 30, 2014		Notes
	(dollars in millions)		
	Requirement	Actual	
AUM, as defined	≥ \$	25,000	\$ 44,335 (A)
Consolidated Leverage Ratio	≤	2.00	0.23 (B)
Consolidated Interest Coverage Ratio	≥	4.00	113.99 (B)

- (A) Impacted by capital raised in funds, redemptions from funds, and valuations of fund investments. The AUM presented here is based on the definition of Management Fee Earning Assets contained in the Credit Agreement.
- (B) The Consolidated Leverage Ratio is equal to Adjusted Net Funded Indebtedness, as defined, divided by the trailing four quarters' Consolidated EBITDA, as defined. The Consolidated Interest Coverage Ratio is equal to the quotient of (A) the trailing four quarters' Consolidated EBITDA, as defined, divided by (B) the trailing four quarters' interest charges as defined in the Credit Agreement. Adjusted Net Funded Indebtedness and Consolidated EBITDA are computed as shown below (in millions). Consolidated EBITDA, as defined, is impacted by the same factors as distributable earnings, except Consolidated EBITDA is not impacted by changes in clawback reserves or gains and losses, including impairment, on investments.

	June 30, 2014 (in millions)
Outstanding debt	\$ 75.0
Plus: Outstanding letters of credit	2.7
Less: Cash (up to \$50 million)	—
Adjusted Net Funded Indebtedness	<u>\$ 77.7</u>



	Twelve Months Ended June 30, 2014 (in millions)
Fortress Investment Group LLC net income	\$ 222.4
Depreciation and amortization, interest expense and income taxes	71.6
Extraordinary or non-recurring gains and losses	(0.8)
Incentive Income Adjustment	(142.1)
Other Income Adjustment	(132.6)
Compensation expenses recorded in connection with the assignment of permanent capital vehicle options and Stock Based Compensation	38.7
Non-controlling interest and tax receivable agreement adjustments at FIG Corp.	275.9
(Income) loss of excluded entities (as defined in the 2013 Credit Agreement)	0.5
Consolidated Fortress Fund adjustment	0.3
Consolidated EBITDA	<u>\$ 333.9</u>
Interest charges	<u>\$ 2.9</u>

The foregoing summary is not complete and is qualified in its entirety by reference to the Credit Agreement, which is filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2013 and is incorporated by reference herein.

#### Non-Investment Manager

As of June 30, 2014, New Media had an aggregate outstanding amount of \$200.0 million, net of \$7.6 million of original issue discount, in term loans related to the financing of the Media Business, and an additional \$25.0 million in revolving loans were undrawn. In addition, New Media may request one or more new commitments for term loans or revolving loans from time to time up to an aggregate total of \$75.0 million subject to certain conditions. The minimum variable rate is 1.0% and the fixed margin is 6.25%. The term loans mature on June 4, 2020 and the maturity date for the revolving credit facility is June 4, 2019. As of June 30, 2014, New Media was in compliance with all of the applicable covenants under the New Media credit agreement. See Note 5 to our consolidated financial statements for more information.

The debt obligations of the Media Business are not cross collateralized with the debt obligations of Fortress. New Media's debt obligations have no impact on the Fortress's cash flows and its ability to borrow or comply with its debt covenants under its revolving credit agreement.

#### *Dividends / Distributions*

On July 30, 2014, our board of directors adopted a new dividend policy. On an annual basis, we expect to distribute substantially all of our after-tax distributable earnings from all sources, including net management fees, net incentive income and distributable earnings generated by balance sheet investment realizations (with potential for incremental distributions based on returns of capital from balance sheet realizations). These distributions will include quarterly base dividends in an amount generally equal to net management fees and potential quarterly special dividends, which would be primarily balance sheet related, with potential special dividends at year-end also taking into consideration net incentive income. Any dividend declared by us will be subject to our determination of cash necessary or appropriate to provide for the conduct of our business, including making investments in our business or funds, and maintaining compliance with applicable laws and covenants associated with our debt instruments or other obligations.

Dividend declarations are announced concurrently with earnings releases. The declaration and payment of any dividends will be made in the sole discretion of our board of directors, which may decide to change our dividend policy at any time. No assurance can be given that any dividends, whether quarterly or otherwise, will or can be paid. Actual dividends paid to Class A shareholders depend upon the board's assessment of a number of factors, including general economic and business conditions, our strategic plans and prospects, business and investment opportunities, our financial condition, liquidity and operating results, working capital requirements and anticipated cash needs, contractual restrictions and obligations, including fulfilling our current and future capital commitments, legal, tax and regulatory restrictions and other factors that our board of directors may deem relevant. The amount of dividends we are able to pay may also be limited by the covenants under our credit agreement.

On July 30, 2014, Fortress declared a base quarterly cash dividend of \$0.08 per Class A share and a special cash dividend of \$0.18 per Class A share resulting in total dividends of \$0.26 per Class A share for the second quarter of 2014. The dividend is payable

on August 15, 2014 to holders of record of Class A shares on August 12, 2014. The aggregate amount of this dividend payment, including dividend equivalent payments paid to holders of restricted Class A share units, is approximately \$56.0 million.

On April 30, 2014, Fortress declared a first quarter cash dividend of \$0.08 per Class A share. The dividend was payable on May 16, 2014 to holders of record of Class A shares on May 13, 2014. The aggregate amount of this dividend payment, including dividend equivalent payments paid to holders of restricted Class A share units, was approximately \$17.2 million.

On February 26, 2014, Fortress declared a fourth quarter dividend of \$0.08 per Class A share. This dividend was payable on March 14, 2014 to holders of record of our Class A shares on March 11, 2014. The aggregate amount of this dividend was approximately \$14.5 million. In connection with this dividend, dividend equivalent payments of approximately \$0.9 million were paid to holders of restricted Class A share units.

During the six months ended June 30, 2014, Fortress Operating Group declared distributions of \$44.4 million to the principals and one senior employee.

### *Cash Flows*

Our primary cash flow activities are: (i) generating cash flow from operations, (ii) making investments in Fortress Funds, (iii) meeting financing needs through, and making required payments under, our credit agreement and other debt, and (iv) distributing cash flow to equity holders, as applicable. Fortress has no obligation to satisfy New Media or the Investment Company's cash obligations and, similarly, does not have the right to make use of New Media or the Investment Company's cash flows.

As described above in "— Results of Operations," our AUM has changed throughout the periods reflected in our financial statements included in this Quarterly Report on Form 10-Q. This change is a result of the Fortress Funds raising and investing capital, and generating gains from investments, offset by redemptions, capital distributions and losses.

Our dividend policy has certain risks and limitations, particularly with respect to liquidity. Although we may pay dividends in accordance with our stated dividend policy, we may not pay the amount of dividends suggested by our policy, or at all, if, among other things, we do not have the cash necessary to pay the intended dividends, if such payment would violate the terms of our credit agreement, or if our board of directors determines it would be prudent to reduce or eliminate future dividend payments. To the extent we do not have cash on hand sufficient to pay dividends, we may borrow funds to pay dividends, but we are not obligated to do so. By paying cash dividends rather than investing that cash in our future growth, we risk slowing the pace of our growth, or not having a sufficient amount of cash to fund our operations or unanticipated capital expenditures, should the need arise.

### Operating Activities

Our net cash flow provided by (used in) operating activities was \$(81.1) million and \$192.1 million during the six months ended June 30, 2014 and 2013, respectively.

### Operating Activities — Comparative

#### Investment Manager:

Cash received for affiliate and non-affiliate management fees increased by \$46.2 million from \$258.5 million in 2013 to \$304.7 million in 2014. Management fees are based on average fee paying AUM, which, based on a simple quarterly average, increased within our alternative and traditional investment businesses from 2013 to 2014 (private equity funds increased by \$0.4 billion, permanent capital vehicles increased by \$0.3 billion, liquid hedge funds increased by \$2.0 billion, credit hedge funds increased by \$0.3 billion, credit PE funds decreased by \$0.0 billion, and Logan Circle increased by \$5.7 billion) as a result of capital raising, including new fund formation, and returns, offset by redemptions, capital distributions, and losses. The average management fee rate earned by Logan Circle is significantly lower than that earned by Fortress's alternative asset management businesses. In addition to changes in AUM, management fee receipts were impacted by the collection of approximately \$8.8 million of previously past due fees.

Incentive income is calculated as a percentage of returns, or profits, earned by the Fortress Funds and non-affiliates or is based on profitable realization events within private equity funds and credit PE funds and based on cash realizations in Value Recovery Funds. A \$16.2 million decrease in cash incentive income received was mainly due to \$16.4 million returned to FRID representing prior net incentive income distributions received.

Cash received as Distributions of Earnings from Equity Method Investments increased \$11.7 million from 2013 as a result of realization events within certain funds.

Cash paid for compensation increased by \$278.4 million from the six months ended June 30, 2013 to June 30, 2014. Bonuses and profit sharing payments are generally paid in January or February of the year following the year in which they are earned, so the amounts paid in 2014 and 2013 primarily related to bonuses and profit sharing earned in 2013 and 2012, respectively. However, a portion (approximately \$176.2 million) of the bonuses and profit sharing earned in 2012 were also paid in 2012.

Cash flow provided by (used in) operating activities from the Investment Company - consolidated VIE was \$(54.8) million for the period from June 1, 2014 to June 30, 2014.

Non-Investment Manager:

Cash flow provided by (used in) operating activities from the Media Business was \$4.2 million for the period from February 14, 2014 to June 30, 2014.

Investing Activities

Investment Manager:

Our net cash flow provided by (used in) investing activities was \$352.6 million and \$195.4 million during the six months ended June 30, 2014 and 2013, respectively. Our investing activities primarily included: (i) contributions to equity method investees of \$(6.0) million and \$(18.8) million during the six months ended June 30, 2014 and 2013, respectively, (ii) distributions of capital from equity method investees of \$321.1 million and \$236.2 million during these periods, respectively, (iii) the purchase of \$26.0 million of software and technology related assets during the six months ended June 30, 2014, (iv) purchases of fixed assets of \$(4.2) million and \$(5.0) million during these periods, respectively, and (v) net proceeds of \$67.7 million from the sale of equity securities during the six months ended June 30, 2014 as compared to the purchase of equity securities of \$(16.9) million during the six months ended June 30, 2013.

Non-Investment Manager:

Net cash provided by (used in) investing activities from the Media Business was \$14.8 million for the period from February 14, 2014 to June 30, 2014. This activity primarily included \$23.8 million of cash on hand on the consolidation date which was partially offset by \$8.0 million, net of cash acquired, for an acquisition.

Financing Activities

Investment Manager:

Our net cash flow provided by (used in) financing activities was \$(393.2) million and \$(199.2) million during the six months ended June 30, 2014 and 2013, respectively. Our financing activities primarily included (i) distributions made to principals and one senior employee, including those classified within "principals' and others' interests in consolidated subsidiaries," of \$(43.7) million and \$(52.5) million during these periods, respectively, (ii) distributions to employees and others related to their interests in consolidated subsidiaries of \$(35.1) million and \$(56.5) million during these periods, respectively, (iii) contributions from employees and others related to their interests in consolidated subsidiaries of \$3.7 million and \$0.3 million during these periods, respectively, (iv) dividend and dividend equivalent payments of \$(32.6) million and \$(28.4) million during these periods, respectively, (v) our net borrowing and debt repayment, including payments for deferred financing costs, (vi) our purchase of 60,568,275 Class A shares from Nomura for \$(363.4) million, (vii) the issuance of 23,202,859 Class A shares for \$186.6 million all of which was used to purchase an equivalent number of Class B shares from the Principals and (viii) excess tax benefits from delivery of RSU's.

Net cash provided by (used-in) financing activities from the Investment Company - consolidated VIE was \$16.3 million for the period June 1, 2014 to June 30, 2014, due to cash contributions from redeemable non-controlling interests.

Non-Investment Manager:

Net cash provided by (used in) financing activities from the Media Business was \$11.8 million for the period from February 14, 2014 to June 30, 2014, due to net borrowing and debt repayment, including payments for debt issuance costs.

## **Critical Accounting Policies**

### General

#### *Consolidation*

For those entities in which it has a variable interest, Fortress first determines whether the entity is a VIE. This determination is made by considering whether the entity's equity investment at risk is sufficient and whether the entity's at-risk equity holders have the characteristics of a controlling financial interest. A VIE must be consolidated by its primary beneficiary. The primary beneficiary of a VIE is generally defined as the party who, considering the involvement of related parties and de facto agents, has (i) the power to direct the activities of the VIE that most significantly affect its economic performance, and (ii) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. This evaluation is updated continuously.

For investment companies and similar entities, the primary beneficiary of a VIE is the party who, considering the involvement of related parties and de facto agents, absorbs a majority of the VIE's expected losses or receives a majority of the expected residual returns, as a result of holding a variable interest. This evaluation is also updated continuously.

As the general partner or managing member of entities that are limited partnerships or limited liability companies and not VIEs, Fortress is presumed to control the partnership or limited liability company. This presumption is overcome when the unrelated limited partners or members have the substantive ability to liquidate the entity or otherwise remove Fortress as the general partner or managing member without cause based on a simple unaffiliated majority vote, or have other substantive participating rights.

The analysis as to whether to consolidate an entity is subject to a significant amount of judgment. Some of the criteria considered are the determination as to the degree of control over an entity by its various equity holders, the design of the entity, how closely related the entity is to each of its equity holders, the relation of the equity holders to each other and a determination of the primary beneficiary in entities in which we have a variable interest. These analyses involve estimates, based on the assumptions of management, as well as judgments regarding significance and the design of the entities. If, as a result of such analysis, Fortress were required to consolidate a fund, portfolio company, or related entity, it could have a material impact on our gross revenues, expenses, net income, assets, liabilities and total equity. However, we would not expect it to materially impact our net income, or equity, attributable to Class A shareholders.

As of June 30, 2014, the investment vehicles in which Fortress held an interest were comprised of 56 VIEs and 135 non-VIEs. For a more detailed discussion about our VIEs and other unconsolidated entities, please see Note 4 to Part I, Item I, "Financial Statements - Investments and Fair Value."

### Investment Manager

#### *Revenue Recognition on Incentive Income*

Incentive income is calculated as a percentage of the returns, or profits, earned by the Fortress Funds subject to the achievement of performance criteria. Incentive income from certain of the private equity funds and credit PE funds we manage is subject to contingent repayment (or clawback) and may be paid to us as particular investments made by the funds are realized. If, however, upon liquidation of a fund the aggregate amount paid to us as incentive income exceeds the amount actually due to us based upon the aggregate performance of the fund, the excess is required to be returned by us (i.e. "clawed back") to that fund. We have elected to adopt the preferred method of recording incentive income subject to contingencies. Under this method, we do not recognize incentive income subject to contingent repayment (or clawback) until all of the related contingencies have been resolved. Deferred incentive income related to a particular private equity fund, or credit PE fund, each of which has a limited life, would be recognized upon the termination of a private equity fund, or credit PE fund, or when distributions from a fund exceed the point at which a clawback of a portion or all of the historic incentive income distributions could no longer occur. Recognition of incentive income allocated to us prior to that date is deferred and recorded as a deferred incentive income liability. For GAAP purposes, the determination of when incentive income is recognized as income is formulaic in nature, resulting directly from each fund's governing documents. For certain funds, a portion (or all) of any incentive income distribution may be deemed a "tax distribution." Tax distributions are not subject to contingencies. The determination of the amount of a distribution which represents a tax distribution is based on an estimate of both the amount of taxable income generated and the applicable tax rate. Estimates of taxable income are subject to significant judgment.

### *Profit Sharing Arrangements*

Pursuant to employment arrangements, certain of Fortress's employees are granted profit sharing interests and are thereby entitled to a portion of the incentive income realized from certain Fortress Funds, which is payable upon a realization event within the respective funds. Accordingly, incentive income resulting from a realization event within a fund gives rise to the incurrence of a profit sharing obligation. Amounts payable under these profit sharing plans are recorded as compensation expense when they become probable and reasonably estimable.

For profit sharing plans related to hedge funds, where incentive income is received on a quarterly or annual basis, the related compensation expense is accrued during the period for which the related payment is made.

For profit sharing plans related to private equity funds and credit PE funds, where incentive income is received as investments are realized but is subject to clawback (see “— Revenue Recognition on Incentive Income” above), although Fortress defers the recognition of incentive income until all contingencies are resolved, accruing expense for employee profit sharing is based upon when it becomes probable and reasonably estimable that incentive income has been earned and therefore a profit sharing liability has been incurred. Based upon this policy, the recording of an accrual for profit sharing expense to employees generally precedes the recognition of the related incentive income revenue. As a result, private equity and credit PE incentive income realization events, which benefit Fortress economically, cause our GAAP earnings to decline in the short term as expense is recognized before the corresponding revenue. Such profit sharing expense may be reversed upon determination that the expense is no longer probable of being incurred based on the performance of the fund.

Our determination of the point at which it becomes probable and reasonably estimable that incentive income will be earned and therefore a corresponding profit sharing expense should be recorded is based upon a number of factors, the most significant of which is the level of realized gains generated by the underlying funds that may ultimately give rise to incentive income payments. Accordingly, profit sharing expense is generally recorded upon realization events within the underlying funds. A realization event has occurred when an investment within a fund generates proceeds in excess of its related invested capital, such as when an investment is sold at a gain. Changes in the judgments and estimates made in arriving at the appropriate amount of profit sharing expense accrual could materially impact net income.

For further information on amounts paid and payable in the future under our profit sharing arrangements, please see Note 3 to Part I, Item 1, “Financial Statements — Management Agreements and Fortress Funds.”

### *Valuation of Investments*

Our investments in the Fortress Funds are recorded based on the equity method of accounting. The Fortress Funds themselves apply specialized accounting principles for investment companies. As such, our results are based on the reported fair value of the investments held by the funds as of the reporting date with our pro rata ownership interest (based on our principal investment) in the changes in each fund's NAV reflected in our results of operations. Fair value generally represents the amount at which an investment could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. We are the manager of these funds and in certain cases participate in the valuation of underlying investments, many of which are illiquid and/or without a public market. The fair value of these investments is generally estimated based on either values provided by independent valuation agents, who use their own proprietary valuation models, or proprietary models developed by us, which include discounted cash flow analyses, public market comparables, and other techniques and may be based, at least in part, on independently sourced market parameters. The material estimates and assumptions used in these models include the timing and expected amount of cash flows, the appropriateness of discount rates used, and, in some cases, the ability to execute, timing of, and estimated proceeds from expected financings. Significant judgment and estimation goes into the selection of an appropriate valuation methodology as well as the assumptions which generate these models, and the actual values realized with respect to investments could be materially different from values obtained based on the use of those estimates. The valuation methodologies applied impact the reported value of our investments in the Fortress Funds in our consolidated financial statements.

With respect to valuation information provided by independent valuation agents, or pricing services, Fortress performs procedures to verify that such information is reasonable and determined in accordance with GAAP, and that the information is properly classified in the valuation hierarchy. Depending on the circumstances, these procedures generally include the following: (i) using established procedures to assess and approve agents, and their valuation methodologies, prior to their selection, (ii) obtaining a report from an independent auditing firm regarding the reliability of the internal controls of the pricing service providers (formerly known as a “SAS 70 review”), if available, (iii) performing due diligence on the agent's processes and controls, including developing an understanding of the agent's methodologies, (iv) obtaining broker quotations and/or performing an internal valuation in order to gauge the reasonableness of the information provided by the agent, (v) challenging the information provided, as appropriate, and (vi) performing back-testing of valuation information against actual prices received in transactions.



In addition, our investments in the permanent capital vehicles, including options, are held at fair value. The significant assumptions used in valuing the options include volatility, which is subject to significant judgment and estimation. We base this assumption on historical experience, current expectations, the market environment, and other factors.

#### Private Equity Funds

Under the valuation policies and guidelines of our private equity funds, investments are categorized into two types of securities: those for which there is a market quotation and those for which there is no market quotation. Securities for which there is a market quotation are valued at their quoted market price. A discount may be applied to those securities with sale restrictions. Securities for which there is no market quotation are referred to as private securities and are valued at fair value. Our guidelines state that the fair values of private securities are generally based on the following methods:

1. Public market transactions of similar securities
2. Private market transactions of similar or identical securities
3. Analytical methods

Our private equity funds have not to date based a valuation of a private security solely upon public or private market transactions in a similar security. There have been no circumstances to date in which a security in a public market transaction, or a private market transaction of which we were aware, has been considered to be sufficiently similar to a private security owned by one of our private equity funds to be used as the measure of valuation for such private security investment.

Our private equity funds have used the price of private market transactions in identical securities as a valuation method for investments. In cases in which there has been a significant private transaction in a private security held by our private equity funds, the value of private equity fund investments in the private security are based upon the price of such recent private transaction in that security and no sensitivity analysis is used.

If the fair value of private security investments held by our private equity funds cannot be valued by reference to a public or private market transaction, then the primary analytical methods used to estimate the fair value of such private securities are the discounted cash flow method, by reference to performance statistics of similar public companies (for example, EBITDA multiples) or the use of third party valuations. Sensitivity analysis is applied to the estimated future cash flows using various factors depending on the investment, including assumed growth rates (in cash flows), capitalization rates (for determining terminal values) and appropriate discount rates based on the investment to determine a range of reasonable values. The valuation based on the inputs determined to be the most probable is used as the fair value of the investment.

#### Liquid Hedge Funds

A substantial portion of the investments in our liquid hedge funds are valued based on quoted market prices. Investments valued based on other observable market parameters in our liquid hedge funds include interest rate swaps and swaptions, equity swaps and foreign exchange swaps which are verified by the independent fund administrator using models with significant observable market parameters. The fair value of interest rate swaps and swaptions is calculated using the current market yield of the relevant interest rate durations and an appropriate discount rate to determine a present value. The fair value of equity swaps and foreign exchange swaps is calculated using the market price of the underlying stock or foreign exchange pair, plus the financing cost of carrying the transaction. The fair value of these investments is also confirmed independently with the counterparty to the transaction. Investments valued using methods, including internal models, with significant unobservable market parameters consist primarily of investments in other funds and certain illiquid securities. Counterparty risk is also considered.

Investments in other funds are valued primarily based on the net asset values provided by the fund managers of those funds.

#### Credit Hedge Funds

In our credit hedge funds, investments are valued using quoted market prices, to the extent available. Independent valuation agents are used by our credit hedge funds to provide estimates of the fair value of investments, other than investments in other funds, for which quoted market prices are not available. For these investments, we understand that the independent valuation agents use some or all of the following methods and techniques to estimate the fair value of the relevant type of investments:

Private loans - The most common method used to value private loans is a discounted cash flow analysis. In this method, the estimated future payments to be made by the borrower under the loan agreement are discounted to the present using a discount rate appropriate to the risk level of the borrower and current market interest rates.

If it is likely that a borrower will not be able to repay a loan in full, the loan may be valued by estimating how much the borrower will be able to repay based on obtaining refinancing from a new lender. Under this method, the borrower's business must be examined in detail, and then compared to known loans in the market to estimate how much the borrower will likely be able to borrow, and therefore repay under the existing loan. If the amount likely to be able to be refinanced is less than the total payments due under the loan, the fair value of the loan will be reduced.

Another method used to value loans that may not be repaid in full is a recoverability analysis, which values the total amount of assets of the borrower that might be sold to raise proceeds to repay the loan (and debt, if any, that has a higher claim against assets) if necessary. Under this method, all assets of the borrower must be analyzed and valued. If the total value is less than the total payments due under the loan (and debt, if any, that has a higher claim against assets), the fair value of the loan will be reduced.

Asset-backed securities and collateralized debt obligations for which there are no quoted market prices are valued using a discounted cash flow analysis based on the estimated cash flows to be generated by the relevant underlying assets and the appropriate interest rate based on the nature of the underlying assets.

Real estate is usually valued based on sales of comparable property and/or the discontinued cash flow method. The value of real estate which is net leased is also influenced by the credit quality of major tenants, as their ability to make lease payments is relevant to the value of the property under lease.

Other investments valued using methods, including internal models, with significant unobservable market parameters consist primarily of investments in other funds and certain illiquid investments.

#### Credit PE Funds

Investments held within these funds are valued in a consistent manner with either the private equity funds or credit hedge funds, as applicable depending on the nature of the investment.

#### Traditional Asset Management Business

Investments made within this business are valued in a consistent manner with our funds' policies as described above.

#### *Sensitivity*

Changes in the fair value of our funds' investments would impact our results of operations as described in Part I, Item 3, "Quantitative and Qualitative Disclosures About Market Risk."

As discussed above, the determination of investment fair values involves management's judgments and estimates. The degree of judgment involved is dependent upon the availability of quoted market prices or observable market parameters. The following table summarizes the investments held by the Fortress Funds by valuation methodology as of June 30, 2014. As of June 30, 2014, revenues from our traditional asset management business are not material to our operations and are therefore not included in the analysis below.

The categories displayed below correspond directly with the disclosures which are required under fair value accounting guidance.

Basis for Determining Fair Value	Private Equity Funds	Liquid Hedge Funds (B)		Credit Hedge Funds	Credit PE Funds	Total Fund Holdings	
		Fortress Partners Funds	Other Funds				
			Long				Short
1. Quoted market prices	3%	5%	50%	92%	5%	5%	4%
2. Other observable market parameters	30%	24%	48%	8%	8%	9%	18%
3. Significant unobservable market parameters (A)	67%	71%	2%	—%	87%	86%	78%
Total	100%	100%	100%	100%	100%	100%	100%

(A) A substantial portion of our funds' level 3 investment valuations are based on third party pricing services, broker quotes, or third party fund manager statements, in addition to internal models. In particular, approximately, 99% and 49% of our credit hedge funds' and credit PE funds', respectively, level 3 valuations were based on such sources.

(B) The level 3 investments within the "other funds" in the liquid hedge funds segment are primarily related to the illiquid SPV and sidepocket investments within the Drawbridge Global Macro Funds.

As of June 30, 2014, \$9.6 billion of investments in our private equity funds, \$0.9 billion of investments in our liquid hedge funds, \$8.3 billion of investments in our credit hedge funds, and \$8.3 billion of investments in our credit PE funds are valued with significant unobservable market parameters. A 10% increase or decrease in the value of investments held by the Fortress Funds valued at level 3 would have had the following effects on our results of operations on an unconsolidated basis for the six months ended June 30, 2014, consistent with the table above:

	<b>Private Equity Funds</b>	<b>Liquid Hedge Funds</b>	<b>Credit Hedge Funds</b>	<b>Credit PE Funds</b>
Management fees, per annum on a prospective basis	\$2.7 million or (\$2.8 million) (A)	\$1.0 million or (\$1.0 million)	\$15.1 million or (\$15.1 million)	\$0.1 million or (\$0.7 million) (A)
Incentive income	N/A (B)	N/A (C)	N/A (C)	N/A (B)
Earnings from equity method investees	\$55.5 million or (\$55.5million)	\$8.5 million or (\$8.5 million)	\$8.8 million or (\$8.8 million)	\$14.2 million or (\$14.2 million)

Note: The tables above exclude non-investment assets and liabilities of the funds, which are not classified in the fair value hierarchy. Such net assets may be material, particularly within the hedge funds.

- (A) Private equity fund and credit PE fund management fees would be generally unchanged as, for investments in non-publicly traded securities, they are generally not based on the NAV of the funds, but rather on the amount of capital invested in the funds. However, if the NAV of a portfolio investment of certain private equity funds or credit PE funds is reduced below its invested capital, there would be a reduction in management fees. As of June 30, 2014, \$3.1 billion of such portfolio companies valued at level 3 were carried at or below their invested capital. Management fees are generally calculated as of certain reset dates. The amounts disclosed show what the estimated effects would be to management fees over the next year assuming June 30, 2014 is the current reset date.
- (B) Private equity fund and credit PE fund incentive income would be unchanged as it is not recognized until received and all contingencies are resolved. Furthermore, incentive income would be based on the actual price realized in a transaction, not based on a valuation.
- (C) Hedge fund incentive income would be unchanged as it is not recognized until all contingencies are resolved in the fourth quarter (and Value Recovery Funds generally do not pay any current incentive income). Incentive income is generally not charged on amounts invested by liquid hedge funds in funds managed by external managers.

#### *Income Taxes*

FIG Corp. has recorded a significant deferred tax asset, primarily in connection with our initial public offering and related transactions. These transactions resulted in the basis of Fortress Operating Group's net assets being in excess of its book basis, which will result in future tax deductions. A substantial portion of this asset is offset by a liability associated with the tax receivable agreement with our Principals.

The realization of the deferred tax assets is dependent on the amount of our future taxable income before deductions related to the establishment of the deferred tax asset. The deferred tax asset is comprised of a portion that would be realized in connection with future ordinary income and a portion that would be realized in connection with future capital gains.

We project that we will have sufficient future taxable ordinary income in the normal course of business without any projected significant change in circumstances to fully realize the portion of the deferred tax asset that would be realized in connection with future ordinary income. Our projections do not include material changes in AUM or incentive income from the current levels. However, the projections do contain an estimated marginal growth assumption. Based on our historical and projected taxable income, we have concluded that the realization of the portion of the deferred tax asset that would be realized in connection with future taxable ordinary income is more likely than not. If our estimates change in the future and it is determined that it is more likely than not that some portion, or all, of this portion of the deferred tax asset will not be realized, a valuation allowance would be recorded for that portion. However, in most cases, any tax expense recorded in connection with the establishment of a valuation allowance or the reversal of a deferred tax asset would be partially offset by other income recorded in connection with a corresponding reduction of a portion of the tax receivable agreement liability (see below). The following table sets forth our federal taxable income for historical periods before deductions relating to the establishment of the deferred tax assets, other than deferred tax assets arising from equity-based compensation, as well as the average of ordinary income needed over the approximate period of the deductibility (approximately 15 years from the date of establishment, based on the amortization period of the tax basis



intangible assets recorded) in order to fully realize the portion of the deferred tax asset that would be realized in connection with future ordinary income (in millions):

2010	\$	77.6
2011	\$	53.5
2012	\$	80.9
2013: Estimated	\$	77.7
2014: Estimated	\$	83.4
<hr/>		
2015 - 2022: Average Required	\$	84.1

Based on the effects of the continuing challenging market conditions, we have made an assessment of the realizability of the portion of the deferred tax asset that would only be realized in connection with future capital gains. We have established a full valuation allowance for this portion of the deferred tax asset as management does not believe that the projected generation of material taxable capital gains is sufficiently assured in the foreseeable future. The establishment of the valuation allowance resulted in a reduction of the obligations associated with the tax receivable agreement and a corresponding reduction of the deferred tax asset.

For further information on our effective tax rate, and the tax receivable agreement, see Note 6 to our financial statements in Part I, Item 1, “Financial Statements — Income Taxes and Tax Related Payments.” Our effective tax rate for GAAP reporting purposes may be subject to significant variation from period to period. In addition, legislation has been introduced in the United States, which, if enacted in its current or similar form, could cause us to incur a material increase in our tax liability. See Part II, Item 1A, “Risk Factors — Risks Related to Taxation — Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis.”

#### *Equity-Based Compensation*

We currently have several categories of equity-based compensation which are described in Note 8 to Part I, Item 1, “Financial Statements — Equity-Based and Other Compensation.” The aggregate fair value of each of the RSU grants that are subject to service conditions is reduced by an estimated forfeiture factor (that is, the estimated amount of awards which will be forfeited prior to vesting). The estimated forfeiture factor is based upon historic turnover rates within our company adjusted for the expected effects of the grants on turnover, if any, and other factors in the judgment of management. The estimated forfeiture factor is updated at each reporting date.

The volatility assumption used in valuing certain awards, as described below, was based on five-year historical stock price volatilities observed for a group of comparable companies, since we did not have sufficient historical share performance to use our own historical volatility, adjusted for management's judgment regarding our expected volatility. Since our initial public offering in February 2007, our actual volatility has exceeded the volatility assumption used. To the extent that this trend continues, and management's judgment concerning volatility is changed, we would adjust the volatility assumption used. The risk-free discount rate assumptions used in valuing certain awards were based on the applicable U.S. Treasury rate of like term. The dividend yield assumptions used in valuing certain awards were based on our actual dividend rate at the time of the award; the dividend growth rate used with respect to one type of award was based on management's judgment and expectations.

The following elements of the accounting for equity-based compensation are subject to significant judgment and estimation:

- the determination of the grant date;
- the estimated forfeiture factor;
- the discount related to RSUs which do not entitle the recipients to dividend equivalents prior to the delivery of Class A shares. This discount was based on the estimated present value of dividends to be paid during the service period, which in turn was based on an estimated initial dividend rate, an estimated dividend growth rate and a risk-free discount rate of like term.

Each of these elements, particularly the forfeiture factor and dividend growth rate used in valuing certain awards, are subject to significant judgment and variability and the impact of changes in such elements on equity-based compensation expense could be material. Increases in the assumed forfeiture factor would decrease compensation expense. Increases in the assumed risk-free rate would (i) decrease compensation expense related to RSUs which do not entitle recipients to dividend equivalents since the

estimated value of the foregone dividends would have increased, thereby increasing the discount related to their non-receipt, and (ii) decrease compensation expense related to RSUs with no service conditions since the discount for delayed delivery would have increased. Except for the forfeiture factor, changes in these assumptions will only affect awards made in the future and awards whose accounting is impacted by changes in their fair value (generally those to non-employees, known as “liability awards”).

## Non-Investment Manager

### *Purchase Accounting*

The media assets and liabilities were recorded at fair value. In determining the allocation of the purchase price between net tangible and identified intangible assets and liabilities, management made estimates of the fair value of the tangible and intangible assets and liabilities using information obtained as a result of preacquisition due diligence, marketing, leasing activities, and independent appraisals. Management allocated the purchase price to net tangible and identified intangible assets and liabilities based on their fair values as of the acquisition date. The determination of fair value involved the use of significant judgment and estimation.

### *Goodwill and Intangible Assets*

We assess the potential impairment of goodwill and intangible assets with indefinite lives on an annual basis. We perform our impairment at the reporting level. The fair value of the applicable reporting unit is compared to its carrying value. Estimating the fair value of a reporting unit requires us to make significant judgments, estimates and assumptions. We estimate fair value by applying third-party market value indicators to projected cash flows and/or projected earnings before interest, taxes, depreciation, and amortization. In applying this methodology, we rely on a number of factors, including current operating results and cash flows, expected future operating results and cash flows, future business plans, and market data. If the carrying value of the reporting unit exceeds the estimate of fair value, we calculate the impairment as the excess of the carrying value of goodwill over its implied fair value. The sum of the fair values of the reporting units are reconciled to our current market capitalization (based upon the stock market price) plus an estimated control premium.

We assess the recoverability of our definite lived intangible assets, whenever events or changes in business circumstances indicate the carrying amount of the assets, or other appropriate grouping of assets, may not be fully recoverable. The assessment of recoverability is based on comparing management's estimates of the sum of the estimated undiscounted cash flows generated by the underlying asset, or other appropriate grouping of assets, to its carrying value to determine whether an impairment existed at its lowest level of identifiable cash flows. Factors leading to impairment include significant under-performance relative to historical or projected results, significant changes in the manner of use of the acquired assets or the strategy for our overall business and significant negative industry or economic trends.

### *Revenue Recognition*

Advertising revenue is recognized upon publication of the advertisement. Circulation revenue from subscribers is billed to customers at the beginning of the subscription period and is recognized on a straight-line basis over the term of the related subscription. Circulation revenue from single copy sales is recognized at the time of sale. Revenue for commercial printing is recognized upon delivery. Directory revenue is recognized on a straight-line basis over the period in which the corresponding directory is distributed.

### *Income Taxes*

Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using tax rates in effect for the year in which the differences are expected to affect taxable income. The assessment of the realizability of deferred tax assets involves a high degree of judgment and complexity. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are expected to be realized. When management determines that it is more likely than not that we will be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to the deferred tax asset would be made and reflected either in income or as an adjustment to goodwill. This determination will be made by considering various factors, including our expected future results, that in our judgment will make it more likely than not that these deferred tax assets will be realized.

The financial statements reflect expected future tax consequences of uncertain tax positions that New Media has taken or expects to take on its tax returns presuming the taxing authorities' full knowledge of the position and all relevant facts, but without considering time values.

## **Recent Accounting Pronouncements**

In May 2014, the FASB issued a comprehensive new revenue recognition standard for contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. This standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The entity will recognize revenue to reflect the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The new standard is effective for Fortress beginning January 1, 2017 and early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. Fortress is currently evaluating the impact on its consolidated financial statements upon the adoption of this new standard.

In June 2014, the FASB's Emerging Issues Task Force ("EITF") reached a final consensus on measuring the financial assets and financial liabilities of a consolidated collateralized financing entity ("CFE"). The EITF consensus provides an entity with an election to measure the financial assets and financial liabilities of a consolidated CFE to be measured on the basis of either the fair value of the CFE's financial assets or financial liabilities, whichever is more observable. The effective date of the consensus will be for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 for public companies and early adoption will be permitted. Fortress is currently evaluating the impact on its consolidated financial statements.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, leases, financial instruments and hedging. Some of the proposed changes are significant and could have a material impact on Fortress's financial reporting. Fortress has not yet fully evaluated the potential impact of these proposals, but will make such an evaluation as the standards are finalized.

## **Market Risks**

Our predominant exposure to market risk is related to our role as investment manager for the Fortress Funds and the sensitivities to movements in the fair value of their investments on management fee and incentive income revenue, as well as on returns on our principal investments in such funds. For a discussion of the impact of market risk factors on our financial instruments refer to Part I, Item 3 "Quantitative and Qualitative Disclosures About Market Risk" and "— Critical Accounting Policies — Valuation of Investments" above.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

See Note 10 to Part I, Item 1 "Financial Statements" for a discussion of our commitments and contingencies.

## Contractual Obligations

### Investment Manager

As of June 30, 2014, our material contractual obligations are our lease obligations, our debt obligations, our tax receivable agreement obligations, and our capital commitments to our funds as described above. Furthermore, we have potential clawback obligations with respect to our private equity deferred incentive income received to date.

Our future contractual obligations increased from \$598.8 million as of December 31, 2013 to \$698.8 million as of June 30, 2014.

Our operating lease agreement obligations decreased from \$70.9 million as of December 31, 2013 to \$65.5 million as of June 30, 2014.

Our debt obligations payable increased from \$1.4 million as of December 31, 2013 to \$78.9 million as of June 30, 2014, including estimates for interest payments and unused commitment fees.

The amount of clawback that would be due based on a liquidation of the related Fortress Funds at their net asset value, which we refer to as intrinsic clawback, decreased from \$83.4 million as of December 31, 2013 to \$66.9 million as of June 30, 2014.

Our estimated liability under the tax receivable agreement increased from \$241.0 million at December 31, 2013 to \$280.1 million as of June 30, 2014.

Our outstanding capital commitments, including our commitments to our funds, have decreased from \$160.5 million as of December 31, 2013 to \$153.7 million as of June 30, 2014.

In addition, we have entered into five-year employment agreements with our principals which are effective as of January 1, 2012. These agreements do not contain fixed and determinable payments, other than a base salary of \$0.2 million per annum per principal, as all payments are performance based. Payments under these agreements may be material.

### Non-Investment Manager

The following table reflects a summary of New Media's contractual cash obligations, including estimated interest payments where applicable, as of June 30, 2014:

	<b>July- December 2014</b>	<b>2015 - 2016</b>	<b>2017 - 2018</b>	<b>Thereafter</b>	<b>Total</b>
Debt obligations	\$ 7,888	\$ 33,200	\$ 33,690	\$ 213,522	\$ 288,300
Noncompete payments	—	450	400	—	850
Operating lease obligations	2,224	8,066	6,467	4,241	20,998
Letters of credit	5,182	—	—	—	5,182
<b>Total</b>	<b>\$ 15,294</b>	<b>\$ 41,716</b>	<b>\$ 40,557</b>	<b>\$ 217,763</b>	<b>\$ 315,330</b>

The table above excludes future cash requirements for pension and postretirement obligations. The periods in which these obligations will be settled in cash are not readily determinable and are subject to numerous future events and assumptions. New Media estimates cash requirements for these obligations for July 1 to December 31, 2014 total approximately \$1.0 million.

New Media's contractual obligations have no impact on Fortress's cash flows or ability to meet its contractual obligations described under Investment Manager above.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Investment Manager**

Our predominant exposure to market risk is related to our role as investment manager for the Fortress Funds and the sensitivities to movements in the fair value of their investments on management fee and incentive income revenue and investment income (loss).

The fair value of the financial assets and liabilities of the Fortress Funds may fluctuate in response to changes in the value of securities, foreign exchange, commodities and interest rates. Fluctuations in the fair value of the Fortress Funds will continue to directly affect the carrying value of our investments in the Fortress Funds and thereby our earnings (losses) from equity method investees, as well as the management fees and incentive income we record, to the extent that they are earned based on fair value or NAV. As of June 30, 2014, revenues from our traditional asset management business are not material to our operations and are therefore not included in the analysis below.

Risks are analyzed across funds from the “bottom up” and from the “top down” with a particular focus on asymmetric risk. Management gathers and analyzes data, monitors investments and markets in detail, and constantly strives to better quantify, qualify and circumscribe relevant risks.

Although the Fortress Funds share many common themes, each segment within the company has its own investment and risk management process and related infrastructure to address these risks.

- the investment process of our private equity funds involves a detailed analysis of potential acquisitions, and asset management teams assigned to oversee the strategic development, financing and capital deployment decisions of each portfolio investment;
- our credit hedge funds, credit PE funds and permanent capital vehicles perform credit and cash-flow analysis of borrowers, tenants and credit-based assets, and have asset management teams that monitor covenant compliance by, and relevant financial data of, borrowers, tenants and other obligors, asset pool performance statistics, tracking of cash payments relating to investments, and ongoing analysis of the credit status of investments; and
- our liquid hedge funds continuously monitor a variety of markets for attractive trading opportunities, applying various risk management techniques to analyze risk related to specific assets or portfolios, as well as fund-wide risks.

In addition, the fair value of the consolidated Investment Company's financial assets and liabilities may fluctuate in response to changes in the value of securities, foreign exchange and interest rates. The net effect of these fair value changes primarily impacts the gains (losses) of Investment Company - consolidated VIE in our consolidated statement of operations.

The following table summarizes our financial assets and liabilities that may be impacted by various market risks such as equity prices and exchange rates as of June 30, 2014 (in thousands):

**Investment Manager:****Assets:**

Investments	\$	1,119,324
Investments in options		98,583
<i>Investment Company - consolidated VIE</i>		
Investments, at fair value		70,015

**Liabilities:**

<i>Investment Company - consolidated VIE</i>		
Securities sold not yet purchased, at fair value	\$	28,103
Derivatives		250
Options		272

Since Fortress's investments in the various Fortress Funds are not equal, Fortress's risks from a management fee and incentive income perspective (which mirror the funds' investments) and its risks from an investment perspective are not proportional.

*Fortress Funds' Market Risk Impact on GAAP Management Fees*

Our management fees are generally based on either: (i) capital commitments to a Fortress Fund, (ii) capital invested in a Fortress Fund, or (iii) the NAV of a Fortress Fund, as described in our consolidated financial statements. Management fees will only be impacted by changes in market risk factors to the extent they are based on NAV. These management fees will be increased (or reduced) in direct proportion to the impact of changes in market risk factors on the investments in the related funds and would occur only in periods subsequent to the change, as opposed to having an immediate impact. The proportion of our management fees that are based on NAV is dependent on the number and types of Fortress Funds in existence and the current stage of each fund's life cycle. As of June 30, 2014, approximately 45% of the management fees earned from our alternative investment businesses (excluding fees based on senior living property revenues) were based on the NAV of the applicable funds.

- For private equity funds and certain credit PE funds, management fees are charged on committed capital during the investment period of a new fund, and then generally on invested capital after the investment or commitment period, with the exception of private equity funds formed after March 2006. For private equity funds formed after March 2006 that are no longer in the investment period, management fees are earned on NAV with respect to investments in publicly traded entities. Reductions in net asset value below invested capital for any fund investment will also cause reductions in management fees.
- For permanent capital vehicles, management fees are not calculated based on NAV but instead a fee is charged based on the vehicles' contributed capital (or on revenues, for senior living property management).
- For hedge funds, other than the Value Recovery Funds, management fees are based on their NAV, which in turn is dependent on the estimated fair values of their investments, and on the non-investment assets and liabilities of the funds. For the Value Recovery Funds, management fees are based on realizations, which are not dependent on current estimated fair value.

Changes in values of investments could also indirectly affect future management fees by, among other things, reducing the funds' access to capital or liquidity and their ability to currently pay management fees.

*Fortress Funds' Market Risk Impact on GAAP Incentive Income*

Our incentive income is generally based on a percentage of returns, or profits, of the various Fortress Funds subject to the achievement of performance criteria. Our incentive income will be impacted by changes in the values of the funds' investments which, in turn, are impacted by changes in market risk factors. However, several major factors will influence the degree of impact: (i) the performance criteria for each individual fund in relation to how that fund's results of operations are impacted by changes in the values of its investments, (ii) the period over which the Fortress Funds apply performance criteria (i.e. quarterly, annually or over the life of the fund), (iii) to the extent applicable, the previous performance of each fund in relation to its performance criteria, and (iv) whether each fund's incentive income is subject to contingent repayment. As a result, the impact of changes in market risk factors on incentive income will vary significantly from fund to fund, as summarized below, and is heavily dependent on the prior performance of each fund, and is therefore not readily predicted or estimated.

- Incentive income from our private equity funds and credit PE funds is not recorded as revenue but instead is deferred under GAAP until the related clawback contingency is resolved. Deferred incentive income, which is subject to contingencies, will be recognized as revenue to the extent it is received and all the associated contingencies are resolved. Assuming that the deferred incentive income earned to date would be equal to what would be recognized when all contingencies are resolved, a 10% increase or decrease in the fair values of investments held by all of the private equity funds and credit PE funds where incentive income is subject to contingencies at June 30, 2014 would increase or decrease future incentive income by \$203.1 million or \$199.7 million, respectively; however, this would have no effect on our current reported financial condition or results of operations.
- Incentive income from the permanent capital vehicles is generally not impacted by changes in the fair values of their investments, except to the extent they represent impairment, since these changes generally do not impact the measure of current operating results (i.e. FFO in excess of specified returns to the company's shareholders) upon which the incentive income is calculated. The definition of FFO excludes unrealized changes in the values of the permanent capital vehicles' investments (primarily real estate, loans, securities and other financial instruments), except for certain items (for example, the unrealized gain or loss on excess mortgage servicing rights or non-hedge derivatives).
- Incentive income from our hedge funds is directly impacted by changes in the fair value of their investments. Incentive income from certain of our hedge funds is earned based on achieving annual performance criteria. For certain hedge funds, a 10% decrease in the NAV of the funds on June 30, 2014 would have resulted in a loss to investors for the quarter. In future



periods, this loss could create, or cause a fund to fall further below, a “high water mark” (minimum future return to recover the loss to the investors) for our funds’ performance which would need to be achieved prior to any incentive income being earned by us. The Value Recovery Funds only pay incentive income if aggregate realizations exceed an agreed threshold and, therefore, this potential incentive income is not directly impacted by changes in fair value.

*Fortress Funds’ Market Risk Impact on GAAP Investment Income*

Our investments in the Fortress Funds, other than the permanent capital vehicles, are accounted for under the equity method. To the extent they are investment companies, our investments are directly affected by the impact of changes in market risk factors on the investments held by such funds, which could vary significantly from fund to fund.

*Market Risk — Quantitative Analysis*

The following table presents information on the impact to Fortress of a 10% change in the net asset values of the Fortress Funds at June 30, 2014 (in millions).

	10% Positive Change					
	GAAP Revenues			Segment Revenues (A)		
	Management Fees (B)	Incentive Income	Earnings from Equity Method Investees (C)	Management Fees (B)	Incentive Income	Investment Income
<b>Private Equity (D)</b>						
Funds	\$ 6.3	\$ N/A (E)	\$ 71.7	\$ 6.3	\$ N/A (E)	\$ N/A
Permanent Capital Vehicles (G)	N/A	N/A	N/A	N/A	N/A	N/A
Liquid Hedge Funds	13.6	N/A (H)	13.0	13.6	59.8	3.7
<b>Credit</b>						
Hedge Funds	11.4	N/A (H)	5.9	11.4	93.2	3.3
PE Funds	0.1	N/A (E)	15.8	0.1	N/A (E)	N/A
<b>Total</b>	<b>\$ 31.4</b>	<b>\$ —</b>	<b>\$ 106.4</b>	<b>\$ 31.4</b>	<b>\$ 153.0</b>	<b>\$ 7.0</b>

	10% Negative Change					
	GAAP Revenues			Segment Revenues (A)		
	Management Fees (B)	Incentive Income	Earnings from Equity Method Investees (C)	Management Fees (B)	Incentive Income	Investment Income
<b>Private Equity (D)</b>						
Funds	\$ (7.4)	\$ N/A (E)	\$ (71.7)	\$ (7.4)	\$ N/A (E) (F)	\$ N/A (F)
Permanent Capital Vehicles (G)	N/A	N/A	N/A	N/A	N/A	N/A (F)
Liquid Hedge Funds	(13.6)	N/A (H)	(13.0)	(13.6)	(0.1)	(3.7)
<b>Credit</b>						
Hedge Funds	(11.4)	N/A (H)	(5.9)	(11.4)	(56.0)	(3.3)
PE Funds	(0.7)	N/A (E)	(15.8)	(0.7)	N/A (E) (F)	N/A (F)
<b>Total</b>	<b>\$ (33.1)</b>	<b>\$ —</b>	<b>\$ (106.4)</b>	<b>\$ (33.1)</b>	<b>\$ (56.1)</b>	<b>\$ (7.0)</b>

- (A) See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Segment Analysis” for a discussion of the differences between GAAP and segment basis revenues.
- (B) Changes in management fees represent an annual change for the one year period following the measurement date assuming there is no change to the investments held by the funds during that period. For private equity funds and credit PE funds, it assumes that the management fees reset as of the reporting date. Private equity fund and credit PE fund management fees would be generally unchanged as, for investments in non-publicly traded securities, they are not based on the value of the funds, but rather on the amount of capital invested in the funds. However, if the NAV of a portfolio company of certain private equity funds or credit PE funds is reduced below its invested capital, there would be a reduction in management fees. As of the reporting date, \$3.6 billion of such private equity fund or credit PE fund portfolio companies were carried at or below their invested capital.
- (C) The changes presented do not include any effect related to our direct investment in Penn or GLPI common stock. A 10% increase (decrease) in the equity prices of these common shares would affect our unrealized gains and losses by \$0.1 million.



- (D) The private equity Fortress Funds held concentrated positions in certain industries as of June 30, 2014, as illustrated in the following table:

Industry	Percentage of Investments Based on Fair Value
Transportation and Infrastructure	30%
Financial Services and Assets	37%
Senior Living	21%
Real Estate	4%
Other	8%
	100%

- (E) For GAAP Revenues, private equity fund and credit PE fund incentive income would be unchanged as it is not recognized until received and all contingencies are resolved. Furthermore, incentive income would be based on the actual price realized in a transaction, not based on a valuation. For Segment Revenues, private equity fund and credit PE fund incentive income is based on realizations.
- (F) A reduction in the fair value of investments could impact our conclusion regarding the potential impairment of our investments or a potential segment basis incentive income reserve for funds which are subject to clawback.
- (G) Our investments in the permanent capital vehicles are held at fair value, based on the market value of the shares we own. Gains (losses) on our shares in the permanent capital vehicles and options granted to us by the permanent capital vehicles are affected by movements in the equity price of the shares. A 10% increase (decrease) in the equity price of the shares would increase unrealized gains by \$27.8 million or decrease unrealized gains by \$25.6 million. Compensation and benefits expense would increase by \$4.5 million or decrease by \$4.2 million. Furthermore, the permanent capital vehicles' management fees and incentive income are generally not directly impacted by changes in the fair value of their investments (unless the changes are deemed to be impairment, which could impact incentive income).
- (H) For GAAP Revenues, hedge fund incentive income would be unchanged as it is not recognized until all contingencies are resolved in the fourth quarter (and Value Recovery Funds generally do not pay any current incentive income). Incentive income is generally not charged on amounts invested by liquid hedge funds in funds managed by external managers.

The changes presented in the table above do not include any effect related to our direct investment in accounts managed by our Logan Circle growth equities business. The equity investments in these accounts are owned on Fortress's behalf and are held at fair value. A 10% increase (decrease) in the value of the equity prices of the shares held by those accounts would affect our unrealized gains and losses by \$2.2 million.

#### *Interest Rate Risk*

Fortress Operating Group has debt obligations payable that accrue interest at variable rates. Interest rate changes may therefore impact the amount of interest payments, future earnings and cash flows. Based on debt obligations payable as of June 30, 2014, we estimate that interest expense relating to variable rate debt obligations payable would increase \$0.8 million on an annual basis in the event interest rates were to increase by 100 basis points.

#### *Exchange Rate Risk*

Our investments in Eurocastle, Global Opportunities Fund, Japan Opportunity Funds and Japanese investments are directly exposed to foreign exchange risk. As of June 30, 2014, we had a \$3.9 million investment in Eurocastle, which is accounted for at fair value. We also had \$17.4 million of investments in Japanese funds and entities. In the event of a 10% change in the applicable foreign exchange rate against the U.S. dollar on June 30, 2014, we estimate the gains and losses for the six months ended June 30, 2014 on these investments would have an increase of approximately \$2.1 million or a decrease of approximately \$2.1 million. Also, the impact of a 10% change in the applicable foreign exchange rate on foreign exchange option contracts used to economically hedge future revenues would cause an increase of approximately \$14.4 million or a decrease of approximately \$17.6 million in our gains and losses. In addition, we held \$17.4 million of foreign-denominated cash as of June 30, 2014.

## **Non-Investment Manager**

### *Interest Rate Risk*

As of June 30, 2014, New Media has \$200.0 million of term debt with a minimum variable rate plus a fixed margin. The minimum variable rate is 1.0% and the fixed margin is 6.25%. New Media's primary exposure is to LIBOR. A 100 basis point change in LIBOR would change New Media's interest expense on an annualized basis by approximately \$0.3 million, based on average floating rate debt outstanding for the period February 14, 2014 to June 30, 2014 and after consideration of minimum variable rates.

### *Commodities*

Certain materials New Media uses are subject to commodity price changes. New Media manages this risk through instruments such as purchase orders, membership in a buying consortium, fixed pricing agreements for certain newsprint purchases and continuing programs to mitigate the impact of cost increases through identification of sourcing and operating efficiencies. Primary commodity price exposures are newsprint, energy costs and, to a lesser extent, ink.

A \$10 per metric ton newsprint price change would result in a corresponding annualized change in New Media's operating costs of \$0.4 million based on newsprint usage for the period from February 14, 2014 to June 30, 2014 of approximately 14,400 metric tons. As of June 30, 2014, 95% of New Media's newsprint is fixed through a pricing agreement, therefore only 5% of the usage would be impacted by a price increase.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. The Company's disclosure controls and procedures are designed to provide reasonable assurance that information is recorded, processed, summarized and reported accurately and on a timely basis. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

### **Changes in Internal Control Over Financial Reporting**

Except for the changes noted below, there have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The consolidation of a certain fund by Fortress during the second quarter of 2014 had a material impact on the Company's internal control over its financial close and reporting process. The Company has designed and implemented internal controls related to the financial close and reporting process in connection with the consolidation of the fund.

The Company is currently engaged in refining the internal controls and processes relating to the consolidation of New Media on February 14, 2014 with the Company's internal controls and processes. The operating results of New Media since the date of consolidation are included in the Company's consolidated financial statements as of and for the three and six months ended June 30, 2014 and constituted approximately 22.4% of total assets as of June 30, 2014, and approximately 37.1% and 31.5% of total revenue for the three and six months then ended, respectively. Although New Media's operating results impact net income, it does not have a material impact on the net income attributable to Fortress's Class A shareholders, Class A basic and diluted earnings per share, or total Fortress's shareholders' equity, as substantially all of the operating results of New Media are attributable to non-controlling interests. As of June 30, 2014, Fortress owned approximately 0.25% of New Media's outstanding common stock. Internal control over financial reporting of the New Media business will be excluded from the Company's annual assessment of the effectiveness of the Company's internal control over financial reporting in accordance with the general guidance issued by the SEC that an assessment of a recent business combination may be omitted from management's report on internal control over financial reporting in the year of consolidation.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

We may from time to time be involved in litigation and claims incidental to the conduct of our business. Our industry is generally subject to scrutiny by government regulators, which could result in litigation related to regulatory compliance matters. As a result, we maintain insurance policies in amounts and with the coverage and deductibles we believe are adequate, based on the nature and risks of our business, historical experience and industry standards. We believe that the cost of defending any pending or future litigation or challenging any pending or future regulatory compliance matter will not have a material adverse effect on our business. However, increased regulatory scrutiny of hedge fund trading activities combined with extensive trading in our liquid hedge funds may cause us to re-examine our beliefs regarding the likelihood that potential investigation and defense-related costs could have a material adverse effect on our business.

### Item 1A. Risk Factors

We face a variety of significant and diverse risks, many of which are inherent in our business. Described below are certain risks that we currently believe could materially affect us. Other risks and uncertainties that we do not presently consider to be material or of which we are not presently aware may become important factors that affect us in the future. The occurrence of any of the risks discussed below could materially and adversely affect our business, prospects, financial condition, results of operations or cash flow.

#### *Risks Related to Our Business*

**We depend on Messrs. Briger, Edens, Nardone and Novogratz, and the loss of any of their services could have a material adverse effect on us.**

The success of our business depends on the efforts, judgment and personal reputations of our principals, Peter Briger, Wesley Edens, Randal Nardone and Michael Novogratz. One of our principals, Randal Nardone, was appointed Chief Executive Officer of the company in addition to his other duties. Our principals' reputations, expertise in investing, relationships with our investors and relationships with members of the business community on whom our funds depend for investment opportunities and financing, are each critical elements in operating and expanding our businesses. We believe our performance is strongly correlated to the performance of these individuals. Accordingly, the retention of our principals is crucial to our success. In addition, if any of our principals were to join or form a competitor, some of our investors could choose to invest with that competitor rather than in our funds. The loss of the services of any of our principals could have a material adverse effect on us, including our ability to retain and attract investors and raise new funds, and the performance of our funds. Two or more of our principals occasionally travel together, which concentrates the potential impact of an accident on our company. We do not carry any "key man" insurance that would provide us with proceeds in the event of the death or disability of any of our principals.

Each of our principals has an employment agreement with us, which extends to January 1, 2017. If a principal terminates his employment voluntarily or we terminate his employment for cause (as defined in the agreement), the principal will be subject to eighteen-month post-employment covenants requiring him not to compete with us. However, if we terminate a principal's employment without cause, the principal will not be subject to the non-competition provisions.

There is no guarantee that our principals will not resign, join our competitors or form a competing company, or that the non-competition provisions in the employment agreements would be upheld by a court. If any of these events were to occur, our business, prospects, financial condition and results of operations could be materially adversely affected.

**Several of our funds have "key person" provisions pursuant to which the failure of one or more of our principals or senior employees (other than our principals) to be actively involved in the business provides investors with the right to redeem their investment or otherwise limits our rights to manage the funds. The loss of the services of any one of such senior employees could have a material adverse effect on certain of our funds to which such key person provisions relate and in some circumstances on us.**

Certain of our existing funds have key person provisions relating to our principals or senior employees other than our principals, and the resignation or termination of any such senior employee could result in a material adverse effect on the applicable fund or funds and on us.

Investors in most of our hedge funds may generally redeem their investment without paying redemption fees if the relevant key person ceases to perform his functions with respect to the fund for 90 consecutive days. In addition, the terms of certain of our hedge funds' financing arrangements contain "key person" provisions, which may result, under certain circumstances, in the acceleration of such funds' debt or the inability to continue funding certain investments if the relevant employee ceases to perform his functions with respect to the fund and a replacement has not been approved.

The loss of Mr. Novogratz or his inability to perform his services for 90 days could result in substantial withdrawal requests from investors in our Fortress Macro Funds. The loss of the chief investment officer of the Fortress Asia Macro Funds, Adam Levinson, also could result in withdrawal requests. Over the course of 2014, the Fortress Asia Macro Funds together with Mr. Levinson will transition into an autonomous business with Fortress as a non-control partner, which will reduce our overall economics from these funds and could result in withdrawal requests. Mr. Levinson also is expected to continue to invest for Fortress managed funds. Substantial withdrawals would have a material adverse effect on the Fortress Macro Funds, Fortress Asia Macro Funds, related managed accounts, and us by reducing our management fees from those funds. Further, such withdrawals could possibly lead to the liquidation of the funds and a corresponding elimination of our management fees and potential to earn incentive income from those funds. The loss of Mr. Novogratz could, therefore, ultimately result in a loss of a material portion of our earnings attributable to our liquid hedge fund business segment. In addition, the departure of Mr. Levinson from the new affiliated manager platform could ultimately result in the loss of our earnings attributable to this new platform.

The loss of Mr. Briger or his inability to perform his services for 90 days could result in substantial withdrawal requests from investors in our credit hedge funds and, in the event that a replacement for him is not approved, the termination of a substantial portion of the funds' financing arrangements. Such withdrawals and terminations would have a material adverse effect on the credit hedge funds and us by reducing our management fees from those funds. Further, such withdrawals and terminations could lead possibly to the eventual liquidation of the funds and a corresponding elimination of our management fees and potential to earn incentive income from those funds. Similarly, our credit PE funds contain key man provisions with respect to Mr. Briger, which would limit the ability of the funds to make future investments or call capital if both Mr. Briger and the funds' co-chief investment officer, Constantine Dakolias, were to cease to devote time to the funds. The loss of Mr. Briger could, therefore, ultimately result in a loss of a material portion of our earnings attributable to our credit hedge fund and/or credit PE business segments.

If either Mr. Edens or Mr. Nardone ceases to devote certain minimum portions of their business time to the affairs of certain of our private equity funds, the funds will not be permitted to make further investments, and then-existing investments may be liquidated if investors vote to do so. Our ability to earn management fees and realize incentive income from our private equity funds therefore would be adversely affected if we cannot make further investments or if we are required to liquidate fund investments at a time when market conditions result in our obtaining less for investments than could be obtained at later times. In addition, we may be unable to raise additional private equity funds if existing private equity fund key-man provisions are triggered. The loss of either Mr. Edens or Mr. Nardone could, therefore, ultimately result in a loss of substantially all of our earnings attributable to our private equity funds.

In addition, the terms of certain of our existing funds may be amended over time to add additional key persons, and senior employees (including, but not limited to, our principals) may also be deemed as key persons for funds that are formed in the future. Any such events would potentially have a direct material adverse effect on our revenues and earnings (depending on the size of the particular fund to which a key person event relates), and would likely harm our ability to maintain or grow management fee paying assets under management in existing funds or raise additional funds in the future.

**Our ability to retain our managing directors is critical to our success, and our ability to grow depends on our ability to attract additional key personnel.**

Our success depends on our ability to retain our managing directors and the other members of our investment management team and to recruit additional qualified personnel. We refer to these key employees (other than our principals) collectively as our "investment professionals." Our investment professionals possess substantial experience and expertise in investing, are responsible for locating and executing our funds' investments, have significant relationships with the institutions that are the source of many of our funds' investment opportunities, and in certain cases have strong relationships with our investors. Therefore, if our investment professionals join competitors or form competing companies, it could result in the loss of significant investment opportunities and certain existing investors. As a result, the loss of even a small number of our investment professionals could impact the performance of our funds, which could have a material adverse effect on our results of operations as well as our ability to retain and attract investors and raise new funds. Also, while we have non-competition and non-solicitation agreements with certain investment professionals, there is no guarantee that the agreements to which our investment professionals are subject, together with our other arrangements with them, will prevent them from leaving us, joining our competitors or otherwise competing with us or that these agreements will be enforceable in all cases. In particular, some jurisdictions in which we operate our businesses (for example,

California) have public policies limiting the enforcement of restrictive covenants applicable to employees. In addition, these agreements will expire after a certain period of time following resignation or termination, at which point such persons would be free to compete against us and solicit investors in our funds, clients and employees.

Efforts to retain or attract investment professionals may result in significant additional expenses, which could adversely affect our profitability, and changes in law could hamper our recruitment and retention efforts. We might not be able, or may elect not, to provide future investment professionals with equity interests in our business to the same extent or with the same tax consequences as our existing investment professionals, and the retentive utility of grants of equity of our public company is affected during periods of slow or negative stock price performance. Therefore, in order to recruit and retain existing and future investment professionals, we may need to increase the level of cash compensation that we pay to them. Accordingly, as we promote or hire new investment professionals over time, we may increase the level of cash compensation we pay to our investment professionals, which would cause our total employee compensation and benefits expense as a percentage of our total revenue to increase and adversely affect our profitability. In addition, we may deem it necessary to maintain compensation levels to retain employees even during periods when we generate less revenues than in previous periods, which would reduce our profit margins. Also, if proposed legislation were to be enacted by the U.S. Congress to treat carried interest as ordinary income rather than as capital gain for U.S. federal income tax purposes, such legislation would materially increase the amount of taxes that we and our investment professionals that are compensated in part with carried interest would be required to pay on such compensation, thereby adversely affecting our ability to recruit, retain and motivate our current and future professionals. See “- Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis.” Furthermore, in recent years, various legislative and regulatory bodies (particularly in Europe) have focused on the issue of compensation in the financial services industry. Although new regulations flowing out of these bodies have only just begun to take effect and the specific impact on the company is not yet clear, there is the potential that new compensation rules will make it more difficult for us to attract and retain talent by capping overall compensation levels, requiring the deferral of certain types of compensation over time, implementing “clawback” requirements, or other rules deemed onerous by potential employees.

Certain of our businesses face particular retention issues with respect to investment professionals whose compensation is tied, often in large part, to performance thresholds or “high water marks.” This retention risk is heightened during periods where market conditions make it more difficult to generate positive investment returns and where capital markets provide fewer opportunities for realization of portfolio company investments. Several investment professionals receive performance-based compensation at the end of each year based upon their annual investment performance, and this performance-based compensation has historically represented a substantial majority of the compensation those professionals are entitled to receive during the year. If an investment professional's annual performance is negative, or insufficient to overcome prior negative results, the professional may not be entitled to any performance-based compensation for the year. If an investment professional or fund, as the case may be, does not produce investment results sufficient to merit performance-based compensation, any affected investment professional may be incentivized to join a competitor because doing so would allow the professional to eliminate the burden of having to satisfy the high water mark before earning performance-based compensation. Similarly, many of our investment professionals in our private equity and credit PE fund businesses are compensated with grants of carried interest in our funds. During periods of economic volatility, realization events in our private equity and credit PE fund businesses may be delayed, and it may therefore take significantly longer for investments to result in payments to such professionals. In addition, in the event that overall returns for any of our private equity funds or credit PE funds result in the generation of less incentive income than anticipated, such professionals' grants of carried interest in such fund will have similarly decreased in value. To retain such professionals, the fund's manager may elect to compensate the professional using a portion of the management fees earned by the manager, which would, in turn, reduce the amount of cash available to the public company, thereby reducing the amount available for distribution to our Class A shareholders or for other liquidity needs.

### **Operational risks may disrupt our businesses, result in losses or limit our growth.**

We face operational risk from errors made in the negotiation, execution, confirmation or settlement of transactions. We also face operational risk from transactions not being properly recorded, valued, evaluated or accounted for in our funds. In particular, our liquid hedge and, to a lesser extent, credit fund businesses are highly dependent on our ability to process, value and evaluate, on a daily basis, transactions across markets and geographies in a time-sensitive, efficient and accurate manner. Consequently, we rely heavily on our financial, accounting and other data processing systems. For example, the efficacy of investment and trading strategies depends largely on the ability to establish and maintain an overall market position in a combination of financial instruments. If a fund's trading orders are not executed in a timely and efficient manner due to systems failures, human error or otherwise, the funds might only be able to acquire some but not all of the components of the position, or if the overall position were to need adjustment, the funds might not be able to make such adjustment. As a result, the funds would not be able to achieve the market position selected by the management company or general partner of such funds, and might incur a loss in liquidating their position. In addition, new investment products have created, and future investment products may create, a significant risk



that our existing systems may not be adequate to identify or control the relevant risks in the investment strategies employed by such new investment products. If any of these systems do not operate properly, are inadequately designed, disabled, or are the target of a cyber security attack (which we are subject to from time to time), we could suffer financial loss, disruption of our businesses, liability to our funds and their investors, regulatory intervention and reputational damage.

Although we take protective measures and endeavor to modify them as circumstances warrant, the security of our computer systems, software and networks may be vulnerable to breaches, unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact. Additionally, breaches of security may occur through intentional or unintentional acts by those having authorized or unauthorized access to our or our clients' or counterparties' confidential or other information. One or more such events could potentially jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations, which could result in significant losses or reputational damage to us. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures arising from operational and security risks, and we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by us. In addition, we operate in an industry that is highly dependent on its information systems and technology. We believe that we have designed, purchased and installed high-quality information systems to support our business. There can be no assurance, however, that our information systems and technology will continue to be able to accommodate our operations, or that the cost of maintaining such systems will not increase from its current level. Such a failure to accommodate our operations, or a material increase in costs related to such information systems, could have a material adverse effect on us.

Furthermore, we depend on our headquarters, which is located in New York City, and related infrastructure for the operation of our business. A disaster or a disruption in the infrastructure that supports our businesses, including a disruption involving electronic communications or other services used by us or third parties with whom we conduct business, or directly affecting our headquarters, may have an adverse impact on our ability to continue to operate our business without interruption, which could have a material adverse effect on us. Although we have disaster recovery programs in place, there can be no assurance that these will be sufficient to mitigate the harm that may result from such a disaster or disruption. In addition, insurance and other safeguards might only partially reimburse us for our losses.

Finally, we rely on third-party service providers for certain aspects of our business. In particular, we rely heavily on the services of third-party administrators in our hedge fund businesses, on the general ledger software provider for a number of our funds, and on third parties to provide critical front- and back-office systems support to Logan Circle. Any interruption or deterioration in the performance of these third parties, particularly with respect to the services provided to Logan Circle, could impair the quality of operations and could impact our reputation and adversely affect our business and limit our ability to grow.

**Our removal as the investment manager, or the liquidation, of one or more of our funds could have a material adverse effect on our business, results of operations and financial condition.**

We derive a substantial portion of our revenues from funds managed pursuant to investment management agreements that may be terminated or fund partnership agreements that permit investors to request liquidation of investments in our funds on short notice. Material defaults under the investment management agreements would constitute an event of default under our current credit agreement if such defaults continue after the applicable grace period.

The terms of our funds generally give either the general partner of the fund or the fund's board of directors the right to terminate our investment management agreement with the fund. However, insofar as we control the general partner of our funds that are limited partnerships, the risk of termination of any investment management agreement for such funds is limited, subject to our fiduciary or contractual duties as general partner. This risk is more significant for our offshore hedge funds for which we do not serve as the general partner and represent a significant portion of our hedge fund AUM. In addition, the boards of directors of certain hedge funds and our permanent capital vehicles have the right under certain circumstances to terminate the investment management agreements or otherwise attempt to renegotiate the terms of such agreements with the applicable fund or permanent capital vehicle. Termination of these agreements, or revisions to the terms that are detrimental to the manager, could affect the fees we earn from the relevant funds or permanent capital vehicles, which could have a material adverse effect on our results of operations.

In addition, investors in our private equity funds or credit PE funds and certain hedge funds have the ability to act, without cause, to accelerate the date on which the fund must be wound down. We will cease earning management fees on the assets of any such fund that is wound down. In addition, our ability to realize incentive income from such funds would be adversely affected if we are required to liquidate fund investments at a time when market conditions result in our obtaining less for investments than could be obtained at later times. Also, the winding down of a material fund or group of funds within a short period of time could trigger

an event of default under certain covenants in our current credit agreement, subject, in certain instances, to the expiration of applicable grace periods.

**We may become involved in lawsuits or investigations that could result in significant liabilities and reputational harm, which could materially adversely affect our results of operations, financial condition and liquidity.**

We could be sued by many different parties, including, but not limited to, our fund investors, creditors of our funds, shareholders of the companies in which our funds have investments, our shareholders, our employees, regulators, and residents of senior living facilities that we manage. We have been a defendant in many lawsuits filed by various parties in recent years. In addition, we may participate in transactions that involve litigation (including the enforcement of property rights) from time to time, and such transactions may expose us to increased risk from countersuits. Any of these parties could bring an array of claims not just against us but also against our funds and their portfolio companies, permanent capital vehicles or other investments and our new affiliated manager platform based on a variety of allegations relating to, among other things, conflicts of interest, improper related party transactions, breaches of financing or other agreements, violations of any of a multitude of laws applicable to us, non-compliance with organizational documents, misconduct by employees and improper influence over the companies in which our funds or accounts have investments. It is likely that we would be brought into any lawsuit that involves a fund-related issue and we may be brought into lawsuits involving our new affiliated manager platform. We also face the risk of lawsuits relating to claims for compensation, which may individually or in the aggregate be significant in amount, particularly since our workforce consists of many very highly paid investment professionals. Such claims are more likely to occur when individual employees experience significant volatility in their year-to-year compensation due to trading performance or other issues, and in situations where previously highly compensated employees are terminated for performance or efficiency reasons, as has occurred recently. The cost of settling such claims could adversely affect our results of operations.

Lawsuits or investigations in which we may become involved could be very expensive and highly damaging to our reputation, even if the underlying claims are without merit. We could potentially be found liable for significant damages. For instance, in a lawsuit based on an allegation of negligent management of any of our funds, plaintiffs could potentially recover damages in an amount equal to the fund's investment losses. In general, the applicable standard of care in our contracts with fund or account investors is gross negligence or willful misconduct. However, the majority of the capital in our Logan Circle business is managed under a negligence or reasonable person standard of care, which is more favorable to plaintiffs.

Fund investments may also be subject to litigation, which could impact the value of the investment and harm the performance of one or more of our funds. Although we have certain indemnification rights from the funds we manage, these rights may be challenged. Moreover, we could incur legal, settlement and other costs in an amount that exceeds the insurance coverage maintained by us or by our funds. The costs arising out of litigation or investigations could have a material adverse effect on our results of operations, financial condition and liquidity.

Certain of our consolidated subsidiaries have potentially unlimited liability for the obligations of various Fortress Funds under applicable partnership law principles, because they act as general partners of such funds. In the event that any such fund was to fall into a negative net equity position, the full amount of the negative net equity would be recorded as a liability on the balance sheet of the general partner entity. Such liability would be recorded on our balance sheet in consolidation until the time such liability was legally resolved.

As part of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”), so-called “whistleblower” provisions have been enacted that will entitle persons who report alleged wrongdoing to the SEC to cash rewards and the SEC has recently awarded a significant cash award to a whistleblower. We anticipate that these provisions will result in a significant increase in whistleblower claims across our industry, and dealing with such claims could generate significant expenses and take up significant management time, even for frivolous and non-meritorious claims. Moreover, as calls for additional regulation have increased, there may be a related increase in regulatory investigations of the trading and other investment activities of alternative asset management funds, including our funds. Such investigations may impose additional expense on us, may require the attention of senior management and may result in fines and/or reputational damage whether or not any of our funds are deemed to have violated any regulations.

**The U.S. government’s increased focus on the regulation of the financial services industry may adversely affect our business.**

Our business may be adversely affected by new or revised legislation or regulations imposed by the U.S. government, the SEC or other U.S. governmental regulatory bodies or self-regulatory organizations that supervise the financial markets. We may also



be adversely affected by changes in the interpretation or enforcement of existing laws and rules. Dodd-Frank imposes significant new rules on almost every aspect of the U.S. financial services industry, including aspects of our business and the markets in which we operate, which may adversely affect our business. These rules address, among other things, the following topics:

- oversight and regulation of systemic market risk (including the power to liquidate certain institutions);
- regulation by the Federal Reserve of non-bank institutions;
- prohibitions on insured depository institutions and their affiliates from conducting proprietary trading and investing in private equity funds and hedge funds;
- new registration, recordkeeping and reporting requirements for private fund investment advisers;
- comprehensive regulation of the OTC derivatives markets;
- minimum equity retention requirements for issuers of asset-backed securities;
- the establishment of a new bureau of consumer financial protection;
- new requirements and higher liability standards on credit rating agencies; and
- increased disclosure of executive compensation and mandatory shareholder votes on executive compensation.

Since the implementation of many key rules by various regulatory bodies and other groups is not yet complete, we do not know exactly what the final regulations under Dodd-Frank will require or how significantly they will affect us. However, it is likely that Dodd-Frank and the regulations promulgated thereunder will, among other things, require us to modify our business practices to comply with new regulations, increase our costs of operating in the financial markets and impose restrictions on our business activities. For example, Dodd-Frank imposes mandatory clearing, exchange-trading and margin requirements on many derivatives transactions (including formerly unregulated over-the-counter derivatives) in which we engage. Dodd-Frank also creates new categories of regulated market participants, such as “swap-dealers,” “security-based swap dealers,” “major swap participants” and “major security-based swap participants” who are subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements. The new regulations, even if they are not directly applicable to us, could increase our overall costs of entering into derivatives transactions and could also adversely affect the performance of certain of our trading strategies. Moreover, new exchange-trading and trade reporting requirements may lead to reductions in the liquidity of derivative transactions, causing higher pricing or reduced availability of derivatives, or the reduction of arbitrage opportunities for us, which could also adversely affect the performance of certain of our trading strategies.

Dodd-Frank also established a new regulatory body called the Financial Stability Oversight Counsel (“FSOC”), responsible for identifying, monitoring and constraining systemic risks and maintaining financial stability. Non-bank financial institutions designated as “systemically important” by the FSOC are subject to enhanced regulatory requirements established by the Federal Reserve. If we were designated a systemically important financial institution or “SIFI” by the FSOC, we would be subject to the Federal Reserve’s enhanced regulatory requirements, which could include, among other things, minimum capital requirements, restrictions on leverage, minimum liquidity requirements, heightened risk management and reporting requirements, and other restrictions on our business activities. Although we believe that it is unlikely that we will be designated as a SIFI, U.S. regulators have recently indicated an interest in reviewing the asset management industry generally with respect to these matters.

In addition, U.S. regulatory reforms also require us to comply with new registration and reporting requirements. In October 2011, the SEC adopted a rule that requires fund advisors with over \$1.5 billion in AUM, such as Fortress, to file substantial quarterly disclosure on fund assets, leverage, investment positions, valuations, trading practices and other topics. In addition, due to recently adopted regulations, certain of our affiliates have registered with the U.S. Commodity Futures Trading Commission (“CFTC”) as commodity pool operators (“CPOs”). The Commodity Exchange Act and CFTC regulations impose various requirements on CPOs, including record-keeping, reporting, operational and marketing requirements, disclosure obligations and prohibitions on fraudulent activities. Complying with these requirements could increase our expenses and negatively impact our financial results.

Finally, new regulatory initiatives that do not apply directly to us may have a negative impact on us indirectly. Even if certain new requirements are not directly applicable to us, they may still increase our costs of entering into transactions with the parties to whom the requirements are directly applicable, such as banks and other counterparties with whom we do business. For example, in December 2010, the Basel Committee on Banking Supervision, an international body comprised of senior representatives of bank supervisory authorities and central banks from various countries, including the United States, finalized a comprehensive set of capital, leverage and liquidity standards, commonly referred to as “Basel III,” for internationally active banking organizations. These new standards will require banks to hold more capital, reduce leverage and improve liquidity standards. Recently, U.S. federal banking agencies have issued rule proposals and final rules to comprehensively revise the regulatory capital framework for the U.S. banking sector, which implements many aspects of Basel III as well as changes required by Dodd-Frank. Compliance with the new standards is expected to result in significant costs to banks and may result in reduction of access to, or increase of costs for, certain types of credit for the private sector, including our funds and portfolio companies.

**Our reputation, business and operations could be adversely affected by regulatory compliance failures, the potential adverse effect of changes in laws and regulations applicable to our business and the effects of negative publicity surrounding the alternative asset management industry in general.**

Potential regulatory compliance failures pose a significant risk to our reputation and thereby to our business. Our business is subject to extensive regulation in the United States and in the other countries in which our investment activities occur. The SEC oversees our activities as a registered investment adviser under the Investment Advisers Act of 1940. We are subject to regulation under the Securities Exchange Act of 1934, the Investment Company Act of 1940, and various other statutes. We are subject to regulation by the Department of Labor under the Employee Retirement Income Security Act of 1974 (“ERISA”). We and our permanent capital vehicles, as public companies, are subject to applicable stock exchange regulations to the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”). One of the variable interest entities that we consolidate, New Media, is also a public company subject to stock exchange regulations and Sarbanes-Oxley. A number of portfolio companies are also publicly traded and/or are subject to significant regulatory oversight. For example, Springleaf Holdings Inc. is in the consumer finance industry and Nationstar Mortgage Holdings Inc. is in the mortgage servicing industry, both of which have recently been the focus of extensive regulation. Moreover, some of our portfolio companies are subject to regulation from non-financial bodies (such as our senior living and railroad investments). For example, as a manager of senior living facilities we are subject to regulations applicable to operators of independent living and assisted living facilities, as well as laws designed to protect Medicaid. As an affiliate of a registered broker-dealer, we are subject to certain rules promulgated by the Financial Industry Regulatory Authority (“FINRA”) and the SEC. A number of our investing activities, such as our lending business, are subject to regulation by various U.S. state regulators. In the United Kingdom, we are subject to regulation by the U.K. Financial Conduct Authority. Our other European operations, and our investment activities in Singapore, Australia, Japan and other parts of the globe, are subject to a variety of regulatory regimes that vary by country.

Many of the regulatory bodies with jurisdiction over us have regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular businesses and to conduct investigations and proceedings that may result in fines and other sanctions. A failure to comply with the obligations imposed by the Investment Advisers Act of 1940 on investment advisers, including record-keeping, advertising and operating requirements, disclosure obligations and prohibitions on fraudulent activities, or by the Investment Company Act of 1940 could result in investigations, sanctions and reputational damage and potentially revocation of our registration as an investment advisor and exemptions from investment company requirements. Private equity funds, in particular, may come under greater regulatory scrutiny from the SEC as recent examinations of private equity advisers have found violations or material weaknesses with respect to the collection of fees and allocation of expenses and the SEC has also highlighted valuation as a key risk area. Our liquid hedge fund business, and, to a lesser degree, our credit fund business, are involved regularly in trading activities which implicate a broad number of U.S. and foreign securities law regimes, including laws governing trading on inside information, market manipulation, anti-corruption (including the Foreign Corrupt Practices Act or “FCPA”) and a broad number of technical trading requirements that implicate fundamental market regulation policies. Violation of such laws could result in severe restrictions on our activities and in damage to our reputation. Furthermore, the mere investigation by authorities of alleged or potential wrong-doing, such as insider trading, mishandling of fees, expenses or valuation, or anti-bribery and FCPA violations, has the potential to create a material adverse effect on companies in our industry, including due to the effects of negative publicity surrounding the alternative asset management industry in general.

Changes in ERISA requirements, or a failure to comply with ERISA requirements, could adversely affect our business. Our funds generally operate pursuant to exemptions from the fiduciary requirements of ERISA with respect to their assets. However, it is possible that the U.S. Department of Labor may amend the relevant regulations or that the characteristics of our funds may change. If these funds fail to qualify for such exemptions or otherwise satisfy the requirements of ERISA, including the requirement of investment prudence and diversification or the prohibited transaction rules, it could materially interfere with our activities in relation to these funds or expose us to risks related to our failure to comply with such requirements. A meaningful portion of the capital managed in our Logan Circle business is subject to ERISA requirements, and our failure to comply with those requirements could have a material adverse effect on our business.

Our failure to comply with applicable laws or regulations could result in fines, censure, suspensions of personnel or investing activities or other sanctions. The regulations to which our businesses are subject are designed primarily to protect investors in our funds and to ensure the integrity of the financial markets. They are not designed to protect holders of our publicly traded Class A shares. Even if a sanction imposed against us or our personnel by a regulator is for a small monetary amount, the adverse publicity related to such sanction could harm our reputation, result in redemptions by our fund investors and impede our ability to raise additional capital or new funds, all of which would be materially damaging to the value of our Class A shares.

Our results of operations may also be negatively impacted if certain proposed tax legislation is enacted. If legislation were to be enacted by the U.S. Congress to treat carried interest as ordinary income rather than as capital gain for U.S. federal income tax

purposes, such legislation would materially increase the amount of taxes that we and possibly our equity holders are required to pay, thereby reducing the value of our Class A shares and adversely affecting our ability to recruit, retain and motivate our current and future professionals. President Obama has publicly stated that he supports similar changes to the tax code. See “-Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis” and “-Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis.”

**New legislation in Europe and in other international markets in which we operate could increase our costs and make it more difficult to operate and market our funds.**

Similar to the United States, our business may be adversely affected by new or revised legislation or regulation imposed by governmental regulators and other authorities in Europe or other jurisdictions in which we operate. European regulators have approved and begun to implement legislation (the Alternative Investment Fund Managers Directive, or "AIFMD") requiring fund managers to comply with new rules regarding their activities in the EU, including the marketing of fund interests to EU-domiciled investors. AIFMD additionally covers topics such as periodic reporting to fund investors, disclosures to shareholders of EU companies targeted for acquisition or disposition, limitations on dividends by fund-controlled EU companies, monitoring the use of leverage, and imposition of remuneration guidelines. The legislation came into effect in July 2013 although the implementation of the rules will be staggered over the next five years. AIFMD could impose significant additional costs on the operation of our business in the EU, limit our operating flexibility and generally hamper our ability to grow our business in Europe. In addition, similar to Dodd-Frank, European regulators have adopted the European Market Infrastructure Regulation relating to the regulation of derivative transactions, including reporting of derivative transactions, conduct standards and risk mitigation. Further, a new market abuse regime focused on anti-money laundering and insider trading, among other things, is expected to be implemented over the next two years, which may also impose additional costs on the operation of our business in Europe.

In addition, similar to Europe, lawmakers and regulators in Asia and other jurisdictions in which we operate are in the process of implementing derivatives reforms similar to those under Dodd-Frank, including as to mandatory clearing of derivatives, margin, reporting, business conduct standards and risk mitigation. Although regulators are working to harmonize these regulations across jurisdictions so as to create common global standards, such a result is unlikely. Monitoring and complying with divergent regulations across multiple jurisdictions may, among other things, increase our operating costs or otherwise force us to modify our business practices in respect of these financial markets, which may adversely affect our business.

**Our failure to deal appropriately with conflicts of interest could damage our reputation and adversely affect our business.**

As we have expanded the number and scope of our businesses, we increasingly confront potential conflicts of interest relating to our funds' investment activities, the management of our permanent capital vehicles and our other activities, such as our management of senior living facilities. Certain of our funds and permanent capital vehicles, which may have different fee structures, have overlapping investment objectives, and potential conflicts may arise with respect to our decisions regarding how to allocate investment opportunities among these vehicles. For example, a decision to receive material non-public information about a company while pursuing an investment opportunity for a particular fund gives rise to a potential conflict of interest if it results in our having to restrict the ability of other funds to take any action. In addition, perceived conflicts of interest regarding investment decisions for funds in which our principals, who have and may continue to make significant personal investments in a variety of Fortress Funds, are personally invested may also arise, particularly with respect to funds in which they have made significant investments. Similarly, conflicts of interest may exist or develop regarding decisions about the allocation of specific investment opportunities between Fortress and the Fortress Funds, in situations where multiple funds are making investments in one portfolio company at the same or different levels of the investee's capital structure or in situations where one portfolio company engages another portfolio company to provide goods or services. Moreover, because certain of our operating entities are held, in part, by FIG Corp., which is subject to U.S. federal corporate income tax, conflicts of interest may exist regarding decisions about which of Fortress's holdings should be held by these taxable entities and which by entities not subject to U.S. federal corporate income tax. We have, from time to time, made advances or loans to, or acquired preferred equity interests in, several of our investment funds or other investment vehicles. In addition, our principals have sometimes extended similar capital to our funds, or made equity investments in portfolio companies, in their individual capacities. The existence and the repayment of such obligations by the funds to us and our principals, or the existence of personal investments by our principals in our portfolio companies, creates the potential for claims of conflicts of interest by our fund and portfolio company investors.

Pursuant to the terms of our operating agreement, whenever a potential conflict of interest exists or arises between any of the principals, one or more directors or their respective affiliates, on the one hand, and the company, any subsidiary of the company or any member other than a principal, on the other, any resolution or course of action by our board of directors shall be permitted

and deemed approved by all shareholders if the resolution or course of action (i) has been specifically approved by a majority of the members of a committee composed entirely of two or more independent directors, or it is deemed approved because it complies with rules or guidelines established by such committee, (ii) has been approved by a majority of the total votes held by disinterested parties that may be cast in the election of directors, (iii) is on terms no less favorable to the company or shareholders (other than a principal) than those generally being provided to or available from unrelated third parties or (iv) is fair and reasonable to the company taking into account the totality of the relationships between the parties involved. In addition, we bring actual and potential conflicts of interest to the advisory boards of funds that we manage on a regular basis. Notwithstanding the foregoing, it is possible that potential or perceived conflicts could give rise to investor or shareholder dissatisfaction or litigation or regulatory enforcement actions. For example, fund investors could claim that a conflict should have been brought before a board or that disclosure of the conflict was inadequate. Appropriately dealing with conflicts of interest is complex and difficult and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest would have a material adverse effect on our reputation, which could lead to redemptions by investors in our hedge funds, hamper our ability to raise additional funds and discourage counterparties to do business with us. Any such development could have a material adverse effect on our business.

**Employee misconduct could harm us by impairing our ability to attract and retain investors and by subjecting us to significant legal liability, regulatory scrutiny and reputational harm.**

Our reputation is critical to maintaining and developing relationships with the investors in our funds, potential investors and third parties with whom we do business. In recent years, there have been a number of highly-publicized cases involving fraud, insider trading, conflicts of interest or other misconduct by individuals in the financial services industry in general and the hedge fund industry in particular. There is a risk that our employees or employees at entities we manage could engage in misconduct that adversely affects our business. For example, if an employee were to engage or be accused of engaging in illegal or suspicious activities (such as improper trading, disclosure of confidential information or breach of fiduciary duties), we could be subject to regulatory sanctions and suffer serious harm to our reputation, financial position, investor relationships and ability to attract future investors. Moreover, in July 2012, we entered into agreements to manage senior living facilities pursuant to which we became the employer of a significant number of on-site employees (the compensation expense of which is reimbursed to us by the owners of the facilities). As a result, we are now subject to the risk of employee misconduct with respect to the personal care of the residents of such facilities. Employee misconduct could prompt regulators to allege or to determine based upon such misconduct that we have not established adequate supervisory systems and procedures to inform employees of applicable rules or to detect and deter violations of such rules. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent misconduct may not be effective in all cases. Misconduct by employees, or even unsubstantiated allegations, could result in a material adverse effect on our reputation and our business.

Additionally, public state pension plans and retirement systems considering an investment in our funds may require us to make certain representations, warranties and covenants with respect to our and our employees' use of placement agents, political donations and gifts to state employees. A misrepresentation or breach of such covenants could result in damage to our reputation or in such investors seeking recovery of losses, withdrawal of their investment, repayment of management fees or liquidated damages, any of which could cause our revenues and earnings to decline.

**The alternative investment management business is intensely competitive.**

The alternative investment management business is intensely competitive and competition is based on a number of factors, including: investment performance; investor perception of investment managers' drive, focus and alignment of interest; terms of investment, including the level of fees and expenses charged for services; our actual or perceived financial condition, liquidity and stability; the quality and mix of services provided to, and the duration of relationships with, investors; and our business reputation. We compete in all aspects of our business with a large number of investment management firms, private equity fund sponsors, hedge fund sponsors and other financial institutions.

Competition in the alternative asset management business has been increasing, including the level of competition for capital raising, particularly for big-fund capital in the alternative investment industry. When trying to raise new capital, we are competing for fewer total available assets in an increasingly competitive environment, and there can be no assurance that we will be successful in continuing to raise capital at our historical growth rates. Depending on industry dynamics, we and our competitors may be compelled to offer investors improved terms (such as lower fees, improved liquidity or increased principal investments in funds) in order to continue to attract significant amounts of new investment capital. Such changes would adversely affect our revenues and profitability.



A number of factors increase our competitive risks:

- some of our funds may not perform as well as competitor funds or other available investment products;
- investors' liquidity and willingness to invest;
- changing decision making processes of investors, including concerns that we will allow a business to grow to the detriment of its performance or a preference to invest with an investment manager that is not publicly traded;
- investors may reduce their investments with us or not make additional investments with us based upon dissatisfaction with our investment performance, market conditions, their available capital or their perception of the health of our business;
- some of our competitors have greater capital, lower cost of capital, better access to financing, lower targeted returns or greater sector or investment strategy specific expertise than we do, which creates competitive disadvantages with respect to investment opportunities;
- some of our competitors may have greater technical, marketing and other resources than we possess;
- some of our competitors may perceive risk differently than we do, which could allow them either to outbid us for investments in particular sectors or, generally, to consider a wider variety of investments;
- some of our competitors may agree to more restrictive terms or policies (such as those related to electoral donations or a different standard of care), which would allow them to compete for the capital being invested by entities wishing to impose such terms;
- some of our competitors are corporate buyers and may be able to achieve synergistic cost savings in respect of an investment, which may provide them with a competitive advantage in bidding for an investment, particularly if conditions in the debt markets increase our financing costs or make debt financing generally unavailable or cost prohibitive; and
- other industry participants continuously seek to recruit our investment professionals, particularly our top performers, away from us.

These and other factors could reduce our earnings and revenues and materially adversely affect our business. In addition, if we are forced to compete with other alternative asset managers on the basis of fees, we may not be able to maintain our current management and performance fee structures.

**The due diligence process that we undertake in connection with investments by our investment funds or the public company may not reveal all relevant facts in connection with an investment.**

Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. When conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the target of the investment and outside advisors and, in some circumstances, third-party investigations. In addition, if investment opportunities are scarce or the process for selecting bidders is competitive, our ability to conduct a due diligence investigation may be limited, and we would be required to make investment decisions based upon a less thorough diligence process than would otherwise be the case. The due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, including, among other things, the existence of fraud or other illegal or improper behavior. Moreover, such an investigation will not necessarily result in the investment being successful.

**Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.**

As a public company, we are required to maintain effective internal control over financial reporting in accordance with Section 404 of Sarbanes-Oxley. While management has certified that our internal controls over financial reporting were effective as of December 31, 2013, because internal control over financial reporting is complex and may be revised over time to adapt to changes in our business, or changes in applicable accounting rules, we cannot assure you that our internal control over financial reporting will be effective in the future. For example, we consolidate New Media and a certain fund and may be required to consolidate other entities that we manage, and therefore document and test effective controls over financial reporting of any of these entities that we consolidate in accordance with Section 404. The consolidation of New Media and the consolidation of the fund have each resulted in a change to our internal control over financial reporting which has materially affected our internal control over financial reporting. Any failure to implement required controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. In addition, the FASB has proposed changes to the rules for consolidating entities in financial statements, which, if enacted with respect to our funds, may require us to consolidate entities that we do not currently consolidate, and, therefore, to document and test effective internal controls over the financial reporting of these entities in accordance with Section 404, which we may be unable to do. If we are not able to maintain or document effective internal

control over financial reporting, our independent registered public accounting firm would not be able to certify as to the effectiveness of our internal control over financial reporting as of the required dates. Matters impacting our internal controls may cause us to be unable to report our financial information on a timely basis, or may cause us to restate previously issued financial information, and thereby subject us to adverse regulatory consequences, including sanctions or investigations by the SEC, or violations of applicable New York Stock Exchange listing rules, and result in a breach of the covenants under our credit agreement. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements is also likely to suffer if we or our independent registered public accounting firm reports a material weakness in our internal control over financial reporting. This could materially adversely affect us by, for example, leading to a decline in our share price and impairing our ability to raise capital.

**Our continued growth places significant demands on our administrative, operational and financial resources.**

Our continued growth creates significant demands on our legal, accounting and operational infrastructure, and results in increased expenses. The complexity of these demands, and the expense required to address them, is a function not simply of our growth, but also of significant differences in the investing strategies of our different businesses and of the differences between lines of business. For example, in April 2010, we acquired Logan Circle, which requires operational infrastructure that differs from the infrastructure used in our alternative asset management business, which we were not familiar with prior to the acquisition, and in April 2013, Logan Circle launched a growth equities investment business. In July 2012, our workforce grew significantly when we became the manager of several senior living facilities (the compensation expense of which is reimbursed to us by the owners of the facilities), which has placed significant demands on our human resources and other infrastructure.

Our continued growth will depend, among other things, on our ability to maintain an operating platform and management system sufficient to address our growth and will require us to incur significant additional expenses and to commit additional senior management and operational resources. As a result, we face significant challenges:

- maintaining adequate accounting, financial, compliance, trading and other business controls,
- implementing new or updated information, financial and disclosure systems and procedures, and
- recruiting, training, managing and appropriately sizing our work force and other components of our business on a timely and cost-effective basis.

In addition, we are required to continuously develop our systems and infrastructure in response to the increasing sophistication of the investment management market and legal, accounting and regulatory developments. Moreover, the strains upon our resources caused by our growth are compounded by the additional demands imposed upon us as a public company with shares listed on the New York Stock Exchange and, thus, subject to an extensive body of regulations.

**Our organizational documents do not limit our ability to enter into new lines of businesses, and we may enter into new businesses, make future strategic investments or acquisitions or enter into joint ventures, each of which may result in additional risks and uncertainties in our business and reputation.**

We intend, to the extent that market conditions warrant, to grow our business by increasing management fee paying assets under management in existing businesses and creating new investment products. In addition, our organizational documents do not limit us to the investment management business and we may pursue growth through strategic investments, acquisitions or joint ventures, which may include entering into new lines of business, such as the banking, insurance or financial advisory industries, and which may involve assuming responsibility for the actual operation of assets or entire companies. For example, in July 2012, we entered into the business of managing senior living facilities on behalf of Newcastle and another owner of senior living facilities. In addition, opportunities may arise to acquire other alternative or traditional asset managers. To the extent we make strategic investments or acquisitions, enter into joint ventures, or enter into a new line of business, we will face numerous risks and uncertainties, including risks associated with (i) the required investment of capital and other resources, (ii) the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk, and (iii) combining or integrating operational and management systems and controls. Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar, or from which we are currently exempt, and may lead to increased litigation and regulatory risk and negative publicity. For example, in April 2010 we acquired Logan Circle, which is a traditional investment manager that is required to comply with ERISA regulations from which our other funds are currently generally exempt and which operates under a standard of care that is generally less favorable to us and exposes us to greater liability for simple negligence than do our alternative asset management businesses. In addition, our management of senior living facilities exposes us to licensing and regulatory regimes with which we have limited experience, as well as litigation risk arising from, among other things, the care of seniors. In the case of joint ventures, we are subject to additional risks and uncertainties in that we may be dependent upon, and subject to liability, losses or reputational damage relating to, systems, controls and personnel that are not

under our control. If a new business generates insufficient revenues or if we are unable to efficiently manage our expanded operations, our results of operations will be adversely affected.

In addition, generally, there are few limitations on the execution of our funds' investment strategies, which are, in some cases, subject to the sole discretion of the management company or the general partner of such funds. The execution of a particular fund's strategy - for example, a strategy involving the enforcement of intellectual property rights through litigation, or a strategy of purchasing pools of tax liens on residential properties or pools of life settlements - may negatively impact one or more other Fortress funds whether due to reputational or other concerns. We have historically been subjected to intermittent protests by groups affiliated with an animal rights movement related to a particular investment. Although no Fortress Fund continues to hold the investment targeted by such protesters, the protest activity may nevertheless have a negative effect on our reputation.

**Our revenue and profitability fluctuate, particularly inasmuch as we cannot predict the timing of realization events in our private equity and credit PE businesses, which may make it difficult for us to achieve steady earnings growth on a quarterly basis and may cause volatility in the price of our Class A shares.**

We experience significant variations in revenues and profitability during the year and among years because, among other reasons, we are paid incentive income from certain funds only when investments are realized, rather than periodically on the basis of increases in the funds' NAVs. The timing and receipt of incentive income generated by our private equity funds and credit PE funds is event driven and thus highly variable, which contributes to the volatility of our segment revenue, and our ability to realize incentive income from our private equity funds and credit PE funds may be limited. It takes a substantial period of time to identify attractive investment opportunities, to raise all the funds needed to make an investment and then to realize the cash value (or other proceeds) of an investment through a sale, public offering, recapitalization or other exit. Even if an investment proves to be profitable, it may be several years before any profits can be realized. We cannot predict when, or if, any realization of investments will occur. If we were to have a realization event in a particular quarter, it may have a significant impact on our segment revenues and profits for that particular quarter that may not be replicated in subsequent quarters. In addition, our private equity fund and credit PE fund investments are adjusted for accounting purposes to their NAV at the end of each quarter, resulting in income (loss) attributable to our principal investments, even though we receive no cash distributions from our private equity funds and credit PE funds, which could increase the volatility of our quarterly earnings. The terms of the operating documents of our private equity funds and credit PE funds generally require that if any investment in a particular fund has been marked down below its initial cost basis, the aggregate amount of any such markdowns (plus the amount of the accrued preferred return on the capital used to make such investments) be factored into the computation of the amount of any incentive income we would otherwise collect on the realization of other investments within the same fund. This provision generally will result in an overall lower level of incentive income being collected by the company in the near term for any private equity fund or credit PE fund that has investments that are carried both above and below their cost basis. To the extent that our principal investments in our private equity funds or credit PE funds (or direct investments in private equity transactions) are marked down, such mark-downs will flow through our statements of operations as a GAAP loss, even in circumstances where we have a long investment horizon and have no present intention of selling the investment.

With respect to our liquid and credit hedge funds, our incentive income is generally paid annually if the NAV of a fund has increased for the period. The amount (if any) of the incentive income we earn from our hedge funds depends on the increase in the NAV of the funds, which is subject to market volatility. Our liquid hedge funds have historically experienced significant fluctuations in NAV from month to month. Certain of our hedge funds also have "high water marks" whereby we do not earn incentive income for a particular period even though the fund had positive returns in such period if the fund had greater losses in prior periods. Therefore, if a hedge fund experiences losses in a period, we will likely not be able to earn incentive income from that fund until it surpasses the previous high water mark. Each fund must generate earnings, on an investor by investor basis, equal to any amount lost as a result of negative performance before it will generate additional incentive income for us from existing fund investors. See the "Management Agreements and Fortress Funds" note to the consolidated financial statements included herein for more information.

In addition, no private equity fund or credit PE fund will earn incentive income on any particular investment in the event that the aggregate carrying value of the other investments contained in the same fund is lower than the invested and unreturned capital in such fund plus, in some cases, any preferred return relating to such fund. The NAVs of some of these private equity style funds, as of period end, were below these amounts as they apply to the respective funds and, thus, these funds will not be able to earn incentive income until their respective NAVs exceed these amounts. See the "Management Agreements and Fortress Funds" note to the consolidated financial statements included herein for more information.

Furthermore, we earn investment income from our principal investments. Certain investments may be more speculative and more likely to result in loss of capital than other investments, which may contribute to volatility of our income. For example, investments



in digital currencies differ from traditional currencies, commodities or securities, and its value is entirely market-based, which subjects the investment to increased risks.

These quarterly fluctuations in our revenues and profits in any of our businesses could lead to significant volatility in the price of our Class A shares.

**The terms of our credit agreement may restrict our current and future operations, particularly our ability to respond to certain changes or to take future actions.**

We entered into a credit agreement, which we also refer to as the Credit Agreement, for a new revolving facility, which contains a number of restrictive covenants. These covenants collectively impose significant operating and financial restrictions on us, including restrictions that may limit our ability to engage in acts that may be in our long-term best interests. The financial covenants require that we:

- not exceed a total leverage ratio;
- maintain a minimum AUM; and
- maintain a minimum consolidated interest coverage ratio.

The leverage ratio and consolidated interest coverage ratio covenants are tested as of the end of each fiscal quarter, while the AUM covenant is tested as of the end of the each calendar month. Our ability to comply with these and other covenants is dependent upon a number of factors, some of which are beyond our control but could nonetheless result in noncompliance. For example, our leverage ratio fluctuates depending upon changes in revenues and expenses relative to our outstanding debt; our consolidated interest coverage ratio fluctuates depending upon changes in revenues and expenses relative to our interest payment obligations; and the value of our AUM fluctuates due to a variety of factors, including mark-to-market valuations of certain assets, other market factors, and our net capital raised or returned.

Our credit agreement also contains other covenants that restrict our operations and a number of events that would constitute an event of default under the agreement.

A failure by us to comply with the covenants in our credit agreement could result in an event of default under the agreement, which would give the lenders under the agreement the right to terminate their commitments to provide additional loans under our revolving credit facility and to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be immediately due and payable. In addition, the lenders would have the right to proceed against the collateral we granted to them, which would consist of substantially all our assets. If the debt under our credit agreement were accelerated, we might not have sufficient cash on hand or be able to sell sufficient collateral to repay this debt, which could have an immediate material adverse effect on our business, results of operations and financial condition. For more detail regarding our current credit agreement and the status of our compliance with the related covenants, please see “Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Debt Obligations,” and “-Covenants.”

In addition, our revolving credit facility matures in February 2016. The terms of any new revolving credit facility or other replacement financing may be less favorable to us than the terms of our existing credit agreement.

**An increase in our borrowing costs may adversely affect our earnings and liquidity.**

Under our current credit agreement, as of June 30, 2014, we had a \$150.0 million revolving credit facility (including a \$15.0 million letter of credit subfacility). As of June 30, 2014, \$72.3 million was available to be drawn, we had \$75.0 million outstanding thereunder and \$2.7 million of letters of credit were outstanding. Borrowings under our revolving credit facility mature in February 2016. As we approach the maturity date of a facility, we may seek to enter into new facilities or issue new debt, which could result in higher borrowing costs, or to issue equity, which would dilute existing shareholders. We could also repay a facility by using cash on hand (if available) or cash from the sale of our assets. No assurance can be given that we will be able to enter into new facilities, issue new debt or issue equity in the future on attractive terms, or at all.

Our credit facility loans are typically LIBOR-based floating-rate obligations, and the interest expense we incur will vary with changes in the applicable LIBOR reference rate. As a result, an increase in short-term interest rates will increase our interest costs and will reduce the spread between the returns on our investments and the cost of our borrowings. An increase in interest rates would adversely affect the market value of any fixed-rate debt investments and/or subject them to prepayment or extension risk, which may adversely affect our earnings and liquidity. We may, from time to time, hedge these interest rate related risks. There is no guarantee that any such hedges will be economically effective.

**The results of one of the variable interest entities that we consolidate, which will be affected by its business and the industry in which it operates, may have a material adverse effect on our results of operations.**

We may be required to consolidate certain variable interest entities that we manage though they are majority-owned by third parties. New Media was spun off by Newcastle to its stockholders and immediately after the spin-off, New Media became a publicly traded company independent from Newcastle. We consolidated New Media beginning February 14, 2014 and, therefore, New Media's income impacts our net income, but does not have a material impact on our net income attributable to Class A shareholders, Class A earnings per share or total Fortress shareholders' equity as substantially all of the operating results of New Media are attributable to non-controlling interests. New Media's assets and liabilities are also recorded on our balance sheet, including \$192.4 million of debt outstanding under New Media's credit facility as of June 30, 2014. New Media is focused on investing in a diversified portfolio of local media assets and also has an online advertising and digital marketing business. Risks related to New Media's business and industry, including general economic conditions, the economies and demographics of the local communities it serves and their indebtedness, may have a material adverse impact on New Media's results, which in turn could impact our results, primarily net income.

In addition, as of June 30, 2014, we recorded \$165.9 million in goodwill and intangible assets with indefinite lives in connection with the consolidation of New Media. Goodwill and intangible assets with indefinite lives are tested for impairment annually or when events indicate that impairment could exist, including potentially an economic downturn in their market, a change in the assessment of future operations or a decline in New Media's stock price. An annual impairment assessment is performed on each of New Media's reporting units. The fair value of the applicable reporting unit is compared to its carrying value. Calculating the fair value of a reporting unit requires significant estimates and assumptions. Fair value is estimated by applying third-party market value indicators to projected cash flows and/or projected earnings before interest, taxes, depreciation, and amortization. In applying this methodology, we rely on a number of factors, including current operating results and cash flows, expected future operating results and cash flows, future business plans, and market data. If the carrying value of the reporting unit exceeds the estimate of fair value, an impairment charge calculated as the excess of the carrying value of goodwill over its impaired value is recorded.

In addition, as a public company, New Media will be required to maintain effective internal control over financial reporting in accordance with Section 404 of Sarbanes-Oxley. To the extent that any material weakness or significant deficiency exists in New Media's internal control over financial reporting, it may adversely affect our ability to provide timely and reliable information necessary for the conduct of our business and satisfaction of our obligations under federal securities laws. See "Failure to maintain effective internal control over financial reporting in accordance with Section 404 of Sarbanes-Oxley Act could have a material adverse effect on our business and stock price."

***Risks Related to Our Funds***

Our results of operations are dependent on the performance of our funds. Poor fund performance will result in reduced revenues, reduced returns on our principal investments in the funds and reduced earnings. Poor performance of our funds will also make it difficult for us to retain or attract investors to our funds and to grow our business. The performance of each fund we manage is subject to some or all of the following risks.

**The historical performance of our funds should not be considered as indicative of the future results of our funds or of our future results or of any returns expected on our Class A shares.**

The historical and potential future returns of the funds we manage are not directly linked to returns on our Class A shares. Therefore, readers should not conclude that positive performance of the funds we manage will necessarily result in positive returns on our Class A shares.

Moreover, with respect to the historical performance of our funds:

- the historical performance of our funds should not be considered indicative of the future results that should be expected from such funds or from any future funds we may raise;
- our funds' returns have benefited historically from investment opportunities and general market conditions that currently may not exist and may not repeat themselves, and there can be no assurance that our current or future funds will be able to avail themselves of profitable investment opportunities;
- the performance of a number of our funds that is calculated on the basis of NAV of the funds' investments reflects unrealized gains that may never be realized;
- several of our private equity portfolio companies have become public companies and have experienced significant subsequent decreases in their public market value. There can be no assurance that we will be able to realize such investments

at profitable sale prices, particularly if market conditions are weak or the market perceives that the companies will perform less well when a Fortress fund reduces its investment in them; and

- Certain of the funds are newly established funds without any operating history or are managed by management companies or general partners who do not have a significant track record as an independent manager.

**Poor performance of our funds would cause a decline in our revenue and results of operations, could obligate us to repay incentive income previously paid to us, and could adversely affect our ability to raise capital for future funds.**

Poor performance of our funds could have a material adverse impact on our primary sources of revenue, which are: (1) management fees, which are based on the size of our funds; (2) incentive income, which is based on the performance of our funds; and (3) investment income (loss) from our investments in the funds, which we refer to as our “principal investments.” Losses in our funds result in a decrease in the size of our funds, which results in lower management fee revenues. In addition, our funds may be unable to pay all or part of the management fees that we are owed for an indeterminate period of time, or they may require advances to cover expenses if they perform poorly or suffer from liquidity constraints due to operational or market forces.

In situations where we have deferred the receipt of management or other fees in order to provide liquidity to one or more of our managed funds, amounts that we have receivable from those funds may be difficult to collect in the future (or may take longer than anticipated to collect) if such funds have continued liquidity problems or if fund investors raise objections to such collections. As of June 30, 2014, the aggregate amount of management fees that various of our managed funds owed but had not yet paid was approximately \$31.1 million, excluding \$12.2 million which has been fully reserved by us, and the aggregate amount of advances made by the public company on behalf of various of our managed funds to cover expenses was approximately \$12.5 million, excluding \$6.5 million which has been fully reserved by us. The amount of deferred management fees and reimbursements may increase in the future.

In addition, as a result of the performance of our funds or other factors, hedge fund investors may redeem their investments in our funds, while investors in private equity funds and credit PE funds may decline to invest in future funds we raise. Our liquid hedge funds received redemption requests from fee-paying investors for a total of \$1.2 billion and \$0.6 billion during the six months ended June 30, 2014 and 2013, respectively, and our credit hedge funds received return of capital requests from fee-paying investors for a total of \$0.8 million and \$41.1 million during the periods ended June 30, 2014 and 2013, respectively. The annual return of capital request date for our flagship credit hedge fund occurs in October.

If, as a result of poor performance of investments in a private equity fund or credit PE fund, the fund does not achieve total investment returns that exceed a specified investment return threshold for the life of the fund, we will be obligated to repay the amount by which incentive income that was previously distributed to us exceeds the amounts to which we are ultimately entitled. We have contractually agreed to guarantee the payment in certain circumstances of such “clawback” obligations for our managed investment funds that are structured as private equity funds and credit PE funds. During the three months ended June 30, 2014, we returned \$16.4 million to one of our private equity funds which is in the process of liquidation. If all of our existing private equity funds and credit PE funds were liquidated at their NAV as of June 30, 2014, the cumulative clawback obligation to investors in these funds would be approximately \$45.1 million (net of amounts that would be due from employees pursuant to profit sharing arrangements, and without regard to potential tax adjustments).

We may be unable — as a result of poor fund performance or other issues — to raise enough new capital and new funds to seize investment opportunities in the future. If our competitors are more successful than we are in raising new fund capital and seizing investment opportunities, we may face challenges in competing for future investor capital and investment opportunities.

**Difficult market conditions can adversely affect our funds in many ways, including by reducing the value or performance of the investments made by our funds and reducing the ability of our funds to raise or deploy capital, which could materially reduce our revenue and adversely affect our results of operations.**

Our funds are materially affected by conditions in the global financial markets and economic conditions throughout the world. The global market and economic climate may be adversely affected by factors beyond our control, including rising interest rates or accelerating asset deflation or inflation, deterioration in the credit and finance markets, deterioration in the credit of sovereign nations, terrorism or political uncertainty. In the event of a continued market downturn, each of our businesses could be affected in different ways. Our private equity funds have faced reduced opportunities to sell and realize value from their existing investments. In addition, adverse market or economic conditions as well as the slowdown of activities in particular sectors in which portfolio companies of these funds operate (including, but not limited to, transportation and infrastructure, financial services, gaming, real estate and senior living) have had an adverse effect on the earnings and liquidity of such portfolio companies, which in some cases has negatively impacted the valuations of our funds' investments and, therefore, our actual and potential earnings from management

and incentive fees. Our liquid hedge funds may also be adversely affected by difficult market conditions if they fail to predict the adverse effect of such conditions on particular investments, resulting in a significant reduction in the value of those investments. The 2008 financial crisis adversely affected our operating performance in a number of ways, and if the economy were to re-enter a period of recession, it may cause our revenue, results of operations and financial condition to decline by causing:

- AUM to decrease, lowering management fees;
- increases in costs associated with financial instruments;
- adverse conditions for our portfolio companies (e.g., decreased revenues, liquidity pressures, increased difficulty in obtaining access to financing and complying with the terms of existing financings as well as increased financing costs);
- lower investment returns, reducing incentive income or eliminating incentive income for a period of time;
- reduced demand to purchase assets held by our funds, which would negatively affect the funds' ability to realize value from such assets;
- material reductions in the value of our private equity fund investments in portfolio companies, which would reduce our ability to realize incentive income from these investments;
- difficulty raising additional capital;
- investor redemptions, resulting in lower fees and potential increased difficulty in raising new capital; and
- decreases in the carrying value of our principal investments.

The deterioration of market conditions in the future, particularly another failure of one or more major financial institutions, a default or serious deterioration in the financial condition of one or more sovereign nations, or another severe contraction of available debt or equity capital, would have a negative impact on our funds, which could materially reduce our revenue and adversely affect our results of operations. Furthermore, while difficult market conditions may increase opportunities to make certain distressed asset investments, our ability to take advantage of these opportunities may depend on our access to debt and equity capital and these trends may also be disadvantageous to us, for example such conditions also increase the risk of default with respect to debt investments held by our funds, in particular the mortgage opportunities funds and certain of our permanent capital vehicles.

**Our funds may make investments that are concentrated in certain companies, asset types or geographical regions, which means that negative developments in certain sectors could have a material adverse effect on our revenues and results of operations.**

The governing agreements of our funds contain limited investment restrictions and limited requirements as to diversification of fund investments, whether by geographic region or asset type. Many of our private equity funds have significant investments in particular companies whose assets are concentrated in certain industries, and from time to time we establish funds that target particular asset classes, such as our MSR Opportunities Fund, Real Estate Opportunities Fund, Japan Opportunity Fund and LDVF Patent and Life Settlements. Sectors in which our funds have significant investments include transportation and infrastructure, financial services (particularly loan servicing and consumer finance), gaming, real estate (including Florida commercial real estate) and senior living. If these sectors, or any other sector in which our funds have concentrated investments, were adversely affected by market conditions or other factors, certain of our funds may perform poorly. Moreover, poor performance by our private equity and credit businesses could harm our reputation, which could make it difficult for us to raise capital for our other businesses. For a description of the consequences to us of poor fund performance, see “-Poor performance of our funds would cause a decline in our revenue and results of operations, could obligate us to repay incentive income previously paid to us, and could adversely affect our ability to raise capital for future funds.”

**Certain of our permanent capital vehicles and funds could be adversely affected by a contraction of the structured finance and mortgage markets.**

Certain of our permanent capital vehicles have historically relied on the structured finance and mortgage markets in order to obtain leverage and thereby increase the yield on substantially all of their investments. To the extent that volatility in those credit markets leads to a situation where financing of that type is unavailable or limited (as was the case during the 2008 financial crisis and currently continues to be limited for certain assets), Newcastle, New Residential or Eurocastle may be unable to make new investments on a basis that is as profitable as during periods when such financing was available. Furthermore, it could significantly reduce the yield available for reinvesting capital received from prior investments, thereby reducing profits. As a result of impairments recorded in connection with the 2008-2009 structured finance and mortgage market disruption, we do not expect to earn incentive income from Newcastle for an indeterminate period of time.

Many of our funds also have relied on the structured finance markets. To the extent that financing of that type is unavailable or limited, such funds may be unable to make certain types of investments as the yield on those investments will be outside of the funds' target range without leverage. This could reduce the overall rate of return such funds obtain from their investments and

could lead to a reduction in overall investments by those funds and a slower rate of growth of fee paying assets under management in those funds, with a commensurate decrease in the rate of growth of our management fees.

**We and our funds are subject to counterparty default and concentration risks.**

Our funds enter into numerous types of financing arrangements with counterparties globally, including loans, hedge contracts, swaps, repurchase agreements and other derivative and non-derivative contracts. The terms of these contracts are often customized and complex, and many of these arrangements occur in markets or relate to products that are not subject to regulatory oversight. Generally, funds are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. In particular, some of our funds utilize prime brokerage arrangements with a relatively limited number of counterparties, which has the effect of concentrating the transaction volume (and related counterparty default risk) of these funds with these counterparties. Our funds may also experience counterparty concentration risk with respect to partners in coinvestments.

Our funds are subject to the risk that the counterparty to one or more of these contracts defaults, either voluntarily or involuntarily, on its performance under the contract. Any such default may occur rapidly and without notice to us. Moreover, if a counterparty defaults, we may be unable to take action to cover our exposure, either because we lack the contractual ability or because market conditions make it difficult to take effective action. This inability could occur in times of market stress, which are precisely the times when defaults may be most likely to occur. In the event of a counterparty default, particularly a default by a major investment bank, one or more of our funds could incur material losses, and the resulting market impact of a major counterparty default could harm our business, results of operations and financial condition. In the event that one of our counterparties becomes insolvent or files for bankruptcy, our ability to eventually recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable legal regime governing the bankruptcy proceeding.

Our funds are also exposed to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the fund to suffer a loss. Counterparty risk is increased for contracts with longer maturities where events may intervene to prevent settlement, or where the fund has concentrated its transactions with a single or small group of counterparties. The absence of a regulated market to facilitate settlement may increase the potential for losses.

In addition, our funds' risk-management models may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, we may not take sufficient action to reduce our risks effectively. Although each of our funds monitors its credit exposures, default risk may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large participant could lead to significant liquidity problems for other participants, which may in turn expose us to significant losses.

The counterparty risks that we face have increased in complexity and magnitude as a result of the insolvency of certain financial institutions (such as Lehman Brothers and MF Global) who served as counterparties for derivative contracts, insurance policies and other financial instruments. The consolidation and elimination of counterparties has increased our concentration of counterparty risk and decreased the universe of potential counterparties, and our funds are generally not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. For additional detail on counterparty risks, please see “-We are subject to risks in using prime brokers, custodians and other financial intermediaries.”

Because the public company is dependent on receiving cash from our funds, any loss suffered by a fund as a result of a counterparty default would also affect the results of the public company. In addition, the board of directors of the public company has only limited ability to influence any fund's choice of, or the amount of a fund's exposure to, any given counterparty. As a result, our funds may have concentrated exposure to one or more counterparties and thus be exposed to a heightened risk of loss if that counterparty defaults. This may mean that the company has a significant concentration of risk with one or more particular counterparties at any particular time if aggregate counterparty risk were to be measured across all of the various Fortress Funds.

**Third party investors in our investment funds with commitment-based structures may not satisfy their contractual obligation to fund capital calls when requested by us, which could adversely affect a fund's operations and performance.**

Investors in our private equity and credit PE funds make capital commitments to those funds that we are entitled to call from those investors at any time during prescribed periods. We depend on investors fulfilling their commitments when we call capital from them in order for those funds to consummate investments and otherwise pay their obligations (for example, management fees) when due. As of the end of this reporting period, we have not had investors fail to honor capital calls to any extent meaningful to us. Any investor that did not fund a capital call would generally be subject to several possible penalties, including having a significant amount of its existing investment forfeited in that fund. However, the impact of the penalty is directly correlated to the amount of capital previously invested by the investor in the fund and if an investor has invested little or no capital, for instance



early in the life of the fund, then the forfeiture penalty may not be as meaningful. Investors may also negotiate for lesser or reduced penalties at the outset of the fund, thereby inhibiting our ability to enforce the funding of a capital call. If investors were to fail to satisfy a significant amount of capital calls for any particular fund or funds, the operation and performance of those funds could be materially and adversely affected.

**Investors in our hedge funds may redeem their investments, and investors in our private equity funds and credit PE funds and certain hedge funds may elect to dissolve the funds, at any time without cause. These events would lead to a decrease in our AUM (and, therefore, our revenues), which could be substantial and could lead to a material adverse effect on our business.**

Investors in our hedge funds may generally redeem their investments on an annual or quarterly basis, subject to the applicable fund's specific redemption provisions, and our flagship liquid markets hedge fund has a monthly redemption class. Investors may decide to move their capital away from us to other investments for any number of reasons in addition to poor investment performance. Factors that could result in investors leaving our funds include the need to increase available cash reserves or to fund other capital commitments, changes in interest rates that make other investments more attractive, the publicly traded nature of the indirect parent of their manager, changes in investor perception regarding our focus or alignment of interest, dissatisfaction with changes in or broadening of a fund's investment strategy, changes in our reputation, and departures or changes in responsibilities of key investment professionals. In a declining financial market, the pace of redemptions and consequent reduction in our fee paying assets under management could accelerate. The decrease in our revenues that would result from significant redemptions in our hedge fund business would have a material adverse effect on our business.

Our liquid hedge funds received redemption requests from fee-paying investors for a total of \$1.2 billion and \$0.6 billion during the six months ended June 30, 2014 and 2013, respectively. Investors in our credit hedge funds are permitted to request that their capital be returned generally on an annual basis, and such returns of capital may be paid over time as the underlying investments are liquidated, in accordance with the governing documents of the applicable funds. Our credit hedge funds received return of capital requests from fee-paying investors for a total of \$0.8 million and \$41.1 million during the periods ended June 30, 2014 and 2013, respectively. The annual return of capital request date for our flagship credit hedge fund occurs in October.

In addition, the investors in our private equity, credit PE and certain hedge funds may, subject to certain conditions, act at any time to accelerate the liquidation date of the fund without cause, resulting in a reduction in management fees we earn from such funds and a significant reduction in the amounts of total incentive income we could earn from those funds. See “-Our removal as the investment manager, or the liquidation, of one or more of our funds could have a material adverse effect on our business, results of operations and financial condition.” Incentive income could be significantly reduced as a result of our inability to maximize the value of a fund's investments in a liquidation. The occurrence of such an event with respect to any of our funds would, in addition to the significant negative impact on our revenue and earnings, likely result in significant reputational damage as well.

**A significant decline in AUM could result in one or more defaults under certain fund agreements, which could negatively impact our business.**

Our funds have various agreements that create debt or debt-like obligations (such as repurchase arrangements, ISDAs, credit default swaps and total return swaps, among others) with a material number of counterparties. Such agreements in many instances contain covenants or “triggers” that require our funds to maintain specified amounts of AUM. In particular, many such covenants to which our hedge funds are party are designed to protect against sudden and pronounced drops in AUM over specified periods, so if our funds were to receive larger-than-anticipated redemption requests during a period of poor performance, such covenants may be breached. Decreases in such funds' AUM (whether due to performance, redemption, or both) that breach such covenants may result in defaults under such agreements, and such defaults could permit the counterparties to take various actions that would be adverse to the funds, including terminating the financing arrangements, increasing the amount of margin or collateral that the funds are required to post (so-called “supercollateralization” requirements) or decreasing the aggregate amount of leverage that such counterparty is willing to provide to our funds. Defaults under any such covenants would be likely to result in the affected funds being forced to sell financed assets (which sales would presumably occur in suboptimal or distressed market conditions) or otherwise raise cash by reducing other leverage, which would reduce the funds' returns and our opportunities to produce incentive income from the affected funds.

**Many of our funds invest in high-risk, illiquid assets that often have significantly leveraged capital structures, and we may fail to realize any profits from these activities for a considerable period of time or lose some or all of the principal amount we invest in these activities.**

Many of our funds invest in securities, loans or other assets that are not publicly traded. In many cases, our funds may be prohibited by contract or by applicable securities laws from selling such securities for a period of time. Our funds will generally not be able to sell these securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. The ability of many of our funds, particularly our private equity funds, to dispose of investments is heavily dependent on the public equity markets, inasmuch as our ability to realize any value from an investment may depend upon our ability to sell equity of the portfolio company in the public equity markets through an initial public offering or secondary public offering of shares of the portfolio company in which such investment is held. Furthermore, large holdings even of publicly traded equity securities can often be disposed of only over a substantial period of time, exposing the investment returns to risks of downward movement in market prices during the disposition period. Accordingly, our funds may be forced to sell securities at a loss under certain conditions. The illiquid nature of many of our funds' assets may also negatively affect a fund's ability to retain sufficient liquidity to satisfy its obligations as they become due. As a result, a fund with illiquid assets may be unable, for example, to generate sufficient liquidity to pay the management fees or other amounts due to the manager, which would, in turn, reduce the amounts we receive from our funds, thereby reducing the amount of funds available to us to satisfy our obligations, including any obligations under our credit agreement.

In addition, many of our funds invest in businesses with capital structures that have significant leverage. The large amount of borrowing in the leveraged capital structure of such businesses increases the risk of losses due to factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investment or its industry. In the event of defaults under borrowings, the assets being financed would be at risk of foreclosure, and the fund could lose its entire investment.

**Our funds are subject to risks due to potential illiquidity of assets and leverage of capital structure.**

Our funds may make investments or hold trading positions in markets that are volatile and which may be illiquid. Timely divestiture or sale of trading positions can be impaired by decreased trading volume, increased price volatility, concentrated trading positions, limitations on the ability to transfer positions in highly specialized or structured transactions to which we may be a party, and changes in industry and government regulations. When a fund holds a security or position it is vulnerable to price and value fluctuations and may experience losses to the extent the value of the position decreases and it is unable to timely sell, hedge or transfer the position. Therefore, it may be impossible or costly for our funds to liquidate positions rapidly, particularly if the relevant market is moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise. Alternatively, it may not be possible in certain circumstances for a position to be purchased or sold promptly, particularly if there is insufficient trading activity in the relevant market or otherwise.

In addition, the funds we manage may operate with a substantial degree of leverage. They may borrow, invest in derivative instruments and purchase securities using borrowed money, so that the positions held by the funds may in aggregate value exceed the NAV of the funds. This leverage creates the potential for higher returns, but also increases the volatility of a fund, including the risk of a total loss of the amount invested. In addition, our private equity funds have historically leveraged some of their investments in order to return capital to investors earlier than would have otherwise been possible without a sale of the asset. In many such cases, such debt was secured by publicly-traded stock of portfolio companies. To the extent that the value of such collateral decreases due to decreases in the share price of such portfolio companies, our funds may be subject to margin calls that require them to call additional capital from investors, sell assets or otherwise take actions that decrease the overall return of the impacted funds. Such actions would result in overall decreased revenues for us and a lower likelihood of generating incentive income from the affected investments.

The risks identified above will be increased if a fund is required to rapidly liquidate positions to meet redemption requests, margin requests, margin calls or other funding requirements on that position or otherwise. The inability to rapidly sell positions due to a lack of liquidity has historically been the cause of substantial losses in the hedge fund industry. The ability of counterparties to force liquidations following losses or a failure to meet a margin call can result in the rapid sale of highly leveraged positions in declining markets, which would likely subject our hedge funds to substantial losses. We may fail to adequately predict the liquidity that our funds require to address counterparty requirements due to falling values of fund investments being financed by such counterparties, which could result not only in losses related to such investments, but in losses related to the need to liquidate unrelated investments in order to meet the fund's obligations. Our funds may incur substantial losses in the event significant capital is invested in highly leveraged investments or investment strategies. Such losses would result in a decline in AUM, lead to investor requests to redeem remaining AUM (in the case of our hedge funds), and damage our reputation, each of which would materially and adversely impact our earnings.



**Valuation methodologies for certain assets in our funds can be subject to significant subjectivity, and the values of assets established pursuant to such methodologies may never be realized, which could result in significant losses for our funds.**

There are no readily-ascertainable market prices for a very large number of illiquid investments in our private equity and credit PE funds and, to a lesser extent, credit hedge funds as well as a small number of so-called “sidepocket” investments in our liquid hedge funds. The fair value of such investments of our funds is determined periodically by us based on the methodologies described in the funds’ valuation policies. These policies are based on a number of factors, including the nature of the investment, the expected cash flows from the investment, bid or ask prices provided by third parties for the investment, the length of time the investment has been held, the trading price of securities (in the case of publicly traded securities), restrictions on transfer and other recognized valuation methodologies. The methodologies we use in valuing individual investments are based on a variety of estimates and assumptions specific to the particular investments, and actual results related to the investment therefore often vary materially from such assumptions or estimates. In addition, because many of the illiquid investments held by our funds are in industries or sectors that are unstable, in distress, or in the midst of some uncertainty, such investments are subject to rapid changes in value caused by sudden company-specific or industry-wide developments. Moreover, in many markets, transaction flow is further limited by uncertainty about accurate asset valuations, which may cause hedge fund investors to become concerned about valuations of funds that have illiquid or hard-to-value assets. This concern may lead to increased redemptions by investors irrespective of the performance of the funds. In addition, uncertainty about asset values on redemptions from our investments in our hedge funds may lead to an increased risk of litigation by investors over NAVs.

Because there is significant uncertainty in the valuation of, or in the stability of the value of, illiquid investments, the fair values of such investments as reflected in a fund’s NAV do not necessarily reflect the prices that would actually be obtained by us on behalf of the fund when such investments are sold. Realizations at values significantly lower than the values at which investments have been reflected in fund NAVs would result in losses for the applicable fund, a decline in management fees and the loss of potential incentive income. Also, a situation where asset values turn out to be materially different than values reflected in fund NAVs could cause investors to lose confidence in us, which would, in turn, result in redemptions from our hedge funds or difficulties in raising additional private equity funds and credit PE funds. The SEC has highlighted valuation practices as one of its areas of focus in investment adviser examinations and has instituted enforcement actions against private equity fund advisers for misleading investors about valuation.

**Certain of our funds utilize special situation, distressed debt, mortgage-backed and short-selling investment strategies that involve significant risks.**

Our private equity and credit funds invest in obligors and issuers with weak financial conditions, poor operating results, substantial financial needs, negative net worth, and/or special competitive problems. These funds also invest in obligors and issuers that are involved in bankruptcy or reorganization proceedings. It may be difficult to obtain complete information as to the exact financial and operating conditions of these obligors and issuers. Additionally, the fair values of such investments are subject to abrupt and erratic market movements and significant price volatility if they are widely traded securities and significant uncertainty in general if they are not widely traded securities or have no recognized market. A fund’s exposure to such investments may be substantial in relation to the market for those investments, and the assets are likely to be illiquid and difficult to sell or transfer. As a result, it may take a number of years for the fair value of such investments to ultimately reflect their intrinsic value as perceived by us. For example, several of our funds from time to time make significant investments in mortgage-backed securities and other investments that are directly or indirectly related to the value of real estate in various locations globally, particularly in the United States. As a result, the results of a number of our funds have been, and may continue to be affected, in some cases materially, by fluctuations in the value of real estate and real estate related investments. Such fluctuations could have a meaningful impact on the performance of the applicable fund and potentially on our operating results.

A central feature of our distressed investment strategy is our ability to successfully predict the occurrence of events such as mortgage default rates, mortgage prepayment rates, the amounts of any prepayments, maturity extensions, interest rates for mortgage-backed securities and similar instruments as well as corporate events such as capital raises, restructurings, reorganizations, mergers and other transactions. Predicting any of these data points is difficult and subject to uncertainty, and if our analyses are inaccurate, the actual results of such investments could be materially lower than expected and the applicable fund’s investment results could decline sharply.

In addition, these investments could subject our private equity, credit PE funds and hedge funds to certain potential additional liabilities that may exceed the value of their original investment. Under certain circumstances, payments or distributions on certain investments may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, a preferential payment or similar transaction under applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed, or may be found liable for damages suffered by parties as a result of such actions. In the case where

the investment in securities of troubled companies is made in connection with an attempt to influence a restructuring proposal or plan of reorganization in bankruptcy, our funds may become involved in substantial litigation.

Furthermore, our funds may engage in short-selling, which is subject to the theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. A fund may be subject to losses if a security lender demands return of the lent securities and an alternative lending source cannot be found or if the fund is otherwise unable to borrow securities that are necessary to hedge its positions.

**If our risk management systems for our fund business are ineffective, we may be exposed to material unanticipated losses.**

In our fund business, we continue to refine our risk management techniques, strategies and assessment methods. However, our risk management techniques and strategies do not fully mitigate the risk exposure of our funds in all economic or market environments, or against all types of risk, including risks that we might fail to identify or anticipate. Some of our strategies for managing risk in our funds are based upon our use of historical market behavior statistics. We apply statistical and other tools to these observations to measure and analyze the risks to which our funds are exposed. Any failures in our risk management techniques and strategies to accurately quantify such risk exposure could limit our ability to manage risks in the funds or to seek adequate risk-adjusted returns. In addition, any risk management failures could cause fund losses to be significantly greater than the historical measures predict. Further, our mathematical modeling does not take all risks into account. Our more qualitative approach to managing those risks could prove insufficient, exposing us to material unanticipated losses.

**We participate in large-sized investments, which involve certain complexities and risks that are not encountered in small- and medium-sized investments.**

Our private equity funds participate in large transactions from time to time. The increased size of these investments involves certain complexities and risks that may not be encountered in small- and medium-sized investments. For example, larger transactions may be more difficult to finance and complete, and exiting larger deals may present challenges in many cases. In addition, larger transactions may entail greater scrutiny by regulators, labor unions, political bodies and other third parties and greater risk of litigation. Any of these factors could increase the risk that our larger investments could be unsuccessful. The consequences to our investment funds of an unsuccessful larger investment could be more severe than those of a smaller investment.

**Our investment funds often make investments in companies that we do not control and the new affiliated manager platform will involve having interests in funds that we do not control.**

Investments by most of our investment funds will include debt instruments and equity securities of companies that we do not control. Such instruments and securities may be acquired by our investment funds through trading activities or through purchases of securities from the issuer. In addition, our private equity funds and credit funds may acquire debt investments or minority equity interests and may also dispose of a portion of their majority equity investments in portfolio companies over time in a manner that results in the investment funds retaining a minority investment. In addition, we launched a new affiliated manager platform that involves taking a non-control economic interest in autonomous fund management businesses under a fee-for-services model for infrastructure services. Over the course of 2014, the Fortress Asia Macro Funds is expected to transition into an autonomous business with Fortress as a non-control partner and provider of infrastructure services. Although this model will be flexible on structure, the typical platform participant will pay fees to Fortress for support services in addition to Fortress having a significant minority ownership stake in the general partner and/or manager. Those investments will be subject to increased risk that the company or fund in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company or fund may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of investments by our investment funds and the fees we earn from the affiliated manager business could decrease, and our financial condition, results of operations and cash flow could suffer as a result.

**Some of our funds invest in foreign countries and securities of issuers located outside of the United States, which involves foreign exchange, political, social, regulatory and economic uncertainties and risks.**

Some of our funds invest a portion of their assets in the equity, debt, loans or other securities of issuers located outside the United States, which may entail risks that are not typically associated with an investment in a U.S. issuer. In addition to business uncertainties, such investments may be affected by changes in currency exchange values, including currencies in the Asia-Pacific region and the euro. Recently, the instability of the euro zone, including fears of sovereign debt defaults, and stagnant growth of certain euro zone member states have resulted in concerns regarding the suitability of a shared currency for the region, which could lead to the reintroduction of individual currencies for member states. If this were to occur, euro-denominated assets and liabilities of certain of our funds would be redenominated to such individual currencies, which could result in a mismatch in the

values of assets and liabilities and expose us and certain of our funds to additional currency risks. Even if the euro is maintained, continued concerns regarding the stability of the euro zone and the potential effects of government intervention intended to address it could materially adversely affect our business.

Foreign investments may also expose us to political, social, regulatory and economic uncertainties affecting a country or region, or to political hostility to investments by foreign or private equity investors. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity may be reduced and price volatility may be higher in those markets than in more developed markets. The legal and regulatory environment may also be different, particularly with respect to bankruptcy and reorganization, and may afford us less protection as a creditor than we may be entitled to under U.S. law. Financial accounting standards and practices may differ, and there may be less publicly available information in respect of such companies.

Restrictions imposed or actions taken by foreign governments could include exchange controls, seizure or nationalization of foreign deposits and adoption of other governmental restrictions which adversely affect the prices of securities or the ability to repatriate profits on investments or even the capital invested, which may adversely impact the value of our fund investments. In addition, income received by our funds from sources in some countries may be reduced by withholding and other taxes. Any such taxes paid by a fund will reduce the net income or return from such investments. While we will take these factors into consideration in making investment decisions, including when hedging positions, no assurance can be given that the funds will be able to fully avoid these risks or generate sufficient risk-adjusted returns.

**Investments by our funds will frequently rank junior to investments made by others in the same company.**

In most cases, the companies in which our investment funds invest will have indebtedness or equity securities, or may be permitted to incur indebtedness or to issue equity securities, that rank senior to our investment. By their terms, such instruments may provide that their holders are entitled to receive payments of dividends, interest or principal on or before the dates on which payments are to be made in respect of our fund's investment. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a company in which an investment is made, holders of securities ranking senior to our investment would typically be entitled to receive payment in full before distributions could be made in respect of our investment. After repaying senior security holders, the company may not have any remaining assets to use for repaying amounts owed in respect of our fund's investment. To the extent that any assets remain, holders of claims that rank equally with our investment would be entitled to share on an equal and ratable basis in distributions that are made out of those assets. Also, during periods of financial distress or following an insolvency, the ability of our investment funds to influence a company's affairs and to take actions to protect their investments may be substantially less than that of the senior creditors.

**Fund investments are subject to risks relating to investments in commodities, futures, options and other derivatives.**

Fund investments are subject to risks relating to investments in commodities, futures, options and other derivatives, the prices of which are highly volatile and may be subject to the theoretically unlimited risk of loss in certain circumstances, including if the fund writes a call option. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, hedge funds' assets are subject to the risk of the failure of any of the exchanges on which their positions trade or of their clearinghouses or counterparties. Most U.S. commodities exchanges limit fluctuations in certain commodity interest prices during a single day by imposing "daily price fluctuation limits" or "daily limits," the existence of which may reduce liquidity or effectively curtail trading in particular markets. Dodd-Frank will also give rise to a substantial set of new rules focused on the use of derivatives, which when fully formulated and enacted may lead to requirements to post additional capital or which may otherwise make our use of derivatives less efficient.

**We have been engaged as the investment manager of third-party investment funds and managed accounts, and we may be engaged as the investment manager of other third-party investment funds or managed accounts in the future, and each such engagement exposes us to a number of potential risks.**

Changes within the alternative asset management industry may cause investors of some funds to replace their existing fund or managed account managers or may cause certain such managers to resign. In such instances, we may seek to be engaged as investment manager of these funds or accounts. For example, in 2009, we became the investment manager of certain investment funds and accounts previously managed by D.B. Zwirn & Co., L.P.

While being engaged as investment manager of third-party funds or accounts potentially enables us to grow our business, it also entails a number of risks that could harm our reputation, results of operations and financial condition. For example, we may

choose not to, or be unable to, conduct significant due diligence of the fund and its investments, and any diligence we undertake may not reveal all relevant facts that may be necessary or helpful in evaluating such engagement. We may be unable to complete such transactions, which could harm our reputation and subject us to costly litigation. We may willingly or unknowingly assume actual or contingent liabilities for significant expenses, we may become subject to new laws and regulations with which we are not familiar, and we may become subject to increased risk of litigation, regulatory investigation or negative publicity. For example, we have been named as a defendant in various lawsuits relating to the Zwirn portfolio, and as part of our role as manager, we may incur time and expense in defending these and any similar future litigation. In addition to defending against litigation, being engaged as investment manager may require us to invest significant capital and other resources for various other reasons, which could detract from our existing funds or our ability to capitalize on future opportunities. In addition, being engaged as investment manager may require us to integrate complex technological, accounting and management systems, which may be difficult, expensive and time-consuming and which we may not be successful in integrating into our current systems. If we include the financial performance of funds for which we have been engaged as the investment manager in our public filings, we are subject to the risk that, particularly during the period immediately after the engagement, this information may prove to be inaccurate or incomplete. The occurrence of any of these negative integration events could negatively impact our reputation with both regulators and investors, which could, in turn, subject us to additional regulatory scrutiny and impair our relationships with the investment community. The occurrence of any of these problems could negatively affect our reputation, financial condition and results of operations.

**We are subject to risks in using prime brokers, custodians and other financial intermediaries.**

The funds in our hedge fund business depend on the services of prime brokers and custodians to carry out certain securities transactions. In the event of the insolvency of a prime broker and/or custodian, the funds might not be able to recover equivalent assets in full as they will rank among the prime broker's and custodian's unsecured creditors in relation to assets which the prime broker or custodian borrows, lends or otherwise uses. In addition, the funds' cash held with a prime broker or custodian will not be segregated from the prime broker's or custodian's own cash, and the funds will therefore rank as unsecured creditors in relation to the cash they have deposited. In addition, credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This "systemic risk" may adversely affect the financial intermediaries (such as clearing agencies, clearing houses, banks, investment banks, securities firms and exchanges) with which the funds interact on a daily basis.

***Risks Related to Our Organization and Structure***

**Control by our principals of the combined voting power of our shares and holding their economic interest through Fortress Operating Group may give rise to conflicts of interests.**

Our principals control a majority of the combined voting power of our Class A and Class B shares. Accordingly, our principals have the ability to elect all of the members of our board of directors and thereby to control our management and affairs. In addition, they are able to determine the outcome of all matters requiring shareholder approval and are able to cause or prevent a change of control of our company or a change in the composition of our board of directors, and could preclude any unsolicited acquisition of our company. The control of voting power by our principals could deprive Class A shareholders of an opportunity to receive a premium for their Class A shares as part of a sale of our company, and might ultimately affect the market price of the Class A shares.

In addition, the shareholders agreement among us and the principals provides the principals, who are then employed by the Fortress Operating Group and who hold shares representing greater than 50% of the total combined voting power of all shares held by such principals, so long as the principals and their permitted transferees continue to hold more than 40% of the total combined voting power of our outstanding Class A and Class B shares, with approval rights over a variety of significant corporate actions, including:

- ten percent indebtedness: any incurrence of indebtedness, in one transaction or a series of related transactions, by us or any of our subsidiaries in an amount in excess of approximately 10% of the then existing long-term indebtedness of us and our subsidiaries;
- ten percent share issuance: any issuance by us, in any transaction or series of related transactions, of equity or equity-related securities that would represent, after such issuance, or upon conversion, exchange or exercise, as the case may be, at least 10% of the total combined voting power of our outstanding Class A and Class B shares other than (1) pursuant to transactions solely among us and our wholly owned subsidiaries, or (2) upon conversion of convertible securities or upon exercise of warrants or options, which convertible securities, warrants or options are either outstanding on the date of, or issued in compliance with, the shareholders agreement;
- investment of \$250 million or more: any equity or debt commitment or investment or series of related equity or debt commitments or investments in an entity or related group of entities in an amount equal to or greater than \$250 million;



- new business requiring investment in excess of \$100 million: any entry by us or any of our controlled affiliates into a new line of business that does not involve investment management and that requires a principal investment in excess of \$100 million;
- the adoption of a shareholder rights plan;
- any appointment of a chief executive officer or co-chief executive officer; or
- the termination without cause of the employment of a principal with us or any of our material subsidiaries.

Furthermore, the principals have certain consent rights with respect to structural changes involving our company.

Because our principals primarily hold their economic interests in our business directly through Fortress Operating Group, rather than through the public company, they may have conflicting interests with holders of Class A shares. For example, our principals may have different tax positions from us, which could influence their decisions regarding whether and when to dispose of assets, and whether and when to incur new or refinance existing indebtedness, especially in light of the tax receivable agreement. In addition, the structuring of future transactions may take into consideration the principals' tax considerations even where no similar benefit would accrue to us. Moreover, any distribution by Fortress Operating Group to us to satisfy our tax obligations or to make payments to our principals under the tax receivable agreement will result in a corresponding pro rata distribution to our principals. Our principals are also entitled to distributions on their Fortress Operating Group units in respect of their tax obligations as holders of Fortress Operating Group units. As a result of the foregoing, amounts may be distributed to the holders of the Fortress Operating Group units that are greater in the aggregate, or are distributed earlier in time, than distributions that are made to holders of Class A shares (on a per share basis).

**Our ability to pay regular dividends may be limited by our holding company structure; we are dependent on distributions from the Fortress Operating Group to pay dividends, taxes and other expenses. Our ability to pay dividends is also subject to not defaulting on our credit agreement.**

As a holding company, our ability to pay dividends is subject to the ability of our subsidiaries to provide cash to us. When we declare a dividend on our Class A shares, we generally expect to cause Fortress Operating Group to make distributions to its unitholders, including our wholly-owned subsidiaries, pro rata in an amount sufficient to enable us to pay such dividends to our Class A shareholders. However, no assurance can be given that such distributions will or can be made. Our board can reduce or eliminate our dividend at any time, in its discretion. For example, our board determined not to pay any dividend to our Class A shareholders from the third quarter of 2008 through the third quarter of 2011. Our board has elected to resume quarterly dividends, beginning with the fourth quarter of 2011. In addition, Fortress Operating Group is required to make minimum tax distributions to its unitholders. See also “- Risks Related to Taxation - There can be no assurance that amounts paid as dividends on Class A shares will be sufficient to cover the tax liability arising from ownership of Class A shares.” If Fortress Operating Group has insufficient funds, we may have to borrow additional funds or sell assets, which could materially adversely affect our liquidity and financial condition. In addition, Fortress Operating Group's earnings may be insufficient to enable it to make required minimum tax distributions to unitholders.

We are also subject to certain contingent repayment obligations that may affect our ability to pay dividends. We earn incentive income - generally 20% of the profits - from each of our private equity funds and credit PE funds based on a percentage of the profits earned by the fund as a whole, provided that the fund achieves specified performance criteria. We generally receive, however, our percentage share of the profits on each investment in the fund as it is realized, before it is known with certainty that the fund as a whole will meet the specified criteria. As a result, the incentive income paid to us as a particular investment made by the funds is realized is subject to contingent repayment (or “clawback”) if, upon liquidation of the fund, the aggregate amount paid to us as incentive income exceeds the amount actually due to us based upon the aggregate performance of the fund. If we are required to repay amounts to a fund in order to satisfy a clawback obligation, any such repayment will reduce the amount of cash available to distribute as a dividend to our Class A shareholders. While the principals have personally guaranteed, subject to certain limitations, this “clawback” obligation related to certain funds, pursuant to our shareholders agreement we have agreed to indemnify the principals for all amounts that the principals pay pursuant to any of these personal guarantees in favor of our private equity funds and credit PE funds. Consequently, any requirement to satisfy a clawback obligation could impair our ability to pay dividends on our Class A shares.

There may also be circumstances under which we are restricted from paying dividends under applicable law or regulation (for example due to Delaware limited partnership or limited liability company act limitations on making distributions if liabilities of the entity after the distribution would exceed the value of the entity's assets). In addition, under our credit agreement, the ability of the loan parties thereunder and certain of our other subsidiaries to make cash distributions is subject to certain restrictions, including the following restriction: no default exists at the time of declaration or event of default exists at the time of payment or immediately after giving effect thereto. Such restrictions on certain of our subsidiaries may in turn limit our ability to make cash distributions. The events of default under the credit agreement are typical of such agreements and include payment defaults, failure

to comply with credit agreement covenants (including a leverage covenant that is negatively affected by realized losses), cross-defaults to material indebtedness, bankruptcy and insolvency and change of control. Our lenders may also attempt to exercise their security interests over substantially all of the assets of the Fortress Operating Group upon the occurrence of an event of default.

**Tax consequences to the principals may give rise to conflicts of interests.**

As a result of unrealized built-in gain attributable to the value of our assets held by the Fortress Operating Group entities at the time of our initial public offering, or as a result of other differences between the tax attributes of our principals and the Fortress Operating Group entities, upon the sale, refinancing or disposition of the assets owned by the Fortress Operating Group entities, our principals will incur different and significantly greater tax liabilities as a result of the disproportionately greater allocations of items of taxable income and gain to the principals upon a realization event. As the principals will not receive a corresponding greater distribution of cash proceeds, they may, subject to applicable fiduciary or contractual duties, have different incentives regarding the appropriate pricing, timing and other material terms of any sale, refinancing, or disposition, or whether to sell such assets at all. Decisions made with respect to an acceleration or deferral of income or deductions or the sale or disposition of assets may also influence the timing and amount of payments that are received by an exchanging or selling principal under the tax receivable agreement. All other factors being equal, earlier disposition of assets following a transaction will tend to accelerate such payments and increase the present value of the tax receivable agreement, and disposition of assets before a transaction will increase a principal's tax liability without giving rise to any rights to receive payments under the tax receivable agreement. Decisions made regarding a change of control also could have a material influence on the timing and amount of payments received by the principals pursuant to the tax receivable agreement.

**We are required to pay our principals for most of the tax benefits we realize as a result of the tax basis step-up we receive in connection with taxable exchanges by our principals of units held in the Fortress Operating Group entities or our acquisitions of units from our principals.**

At any time and from time to time, each of our principals and one senior employee (who is not a principal) has the right to exchange his Fortress Operating Group units for our Class A shares in a taxable transaction. These taxable exchanges, as well as our acquisitions of units from our principals, may result in increases in the tax depreciation and amortization deductions, as well as an increase in the tax basis of other assets, of the Fortress Operating Group that otherwise would not have been available. These increases in tax depreciation and amortization deductions, as well as the tax basis of other assets, may reduce the amount of tax that FIG Corp. and any other corporate taxpayers would otherwise be required to pay in the future, although the IRS may challenge all or part of increased deductions and tax basis increase, and a court could sustain such a challenge.

We have entered into a tax receivable agreement with our principals that provides for the payment by the corporate taxpayers to our principals of 85% of the amount of tax savings, if any, that the corporate taxpayers actually realize (or are deemed to realize in the case of an early termination payment by the corporate taxpayers or a change of control, as discussed below) as a result of increases in tax deductions and tax basis of the Fortress Operating Group caused by such transactions with the principals. The payments that the corporate taxpayers may make to our principals could be material in amount.

Although we are not aware of any issue that would cause the IRS to challenge a tax basis increase, our principals will not reimburse the corporate taxpayers for any payments that have been previously made under the tax receivable agreement. As a result, in certain circumstances, payments could be made to our principals under the tax receivable agreement in excess of the corporate taxpayers' cash tax savings. The corporate taxpayers' ability to achieve benefits from any tax basis increase, and the payments to be made under this agreement, will depend upon a number of factors, including the timing and amount of our future income.

In addition, the tax receivable agreement provides that, upon a merger, asset sale or other form of business combination or certain other changes of control, the corporate taxpayers' (or their successors') obligations with respect to exchanged or acquired units (whether exchanged or acquired before or after such change of control) would be based on certain assumptions, including that the corporate taxpayers would have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions and tax basis and other benefits related to entering into the tax receivable agreement.

**If we were deemed an investment company under the Investment Company Act of 1940, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business and the price of our Class A shares.**

We do not believe that we are an "investment company" under the Investment Company Act of 1940 because the nature of our assets and the sources of our income exclude us from the definition of an investment company pursuant to Rule 3a-1 under the Investment Company Act of 1940. In addition, we believe we are not an investment company under Section 3(b)(1) of the Investment Company Act because we are primarily engaged in a non-investment company business. If one or more of the Fortress Operating

Group entities ceased to be a wholly owned subsidiary of ours as such term is defined in the Investment Company Act, our interests in those subsidiaries could be deemed an “investment security” for purposes of the Investment Company Act of 1940. Generally, a person is an “investment company” if it owns investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We intend to conduct our operations so that we will not be deemed an investment company. However, if we were to be deemed an investment company, restrictions imposed by the Investment Company Act of 1940, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and would have a material adverse effect on our business and the price of our Class A shares.

### ***Risks Related to Our Class A Shares***

#### **The market price and trading volume of our Class A shares may be volatile, which could result in rapid and substantial losses for our shareholders.**

The market price of our Class A shares may be highly volatile. In addition, the trading volume in our Class A shares may fluctuate and cause significant price variations to occur, which may limit or prevent investors from readily selling their Class A shares and may otherwise negatively affect the liquidity of our Class A shares. If the market price of our Class A shares declines significantly, holders may be unable to resell their Class A shares at or above their purchase price, if at all. We cannot provide any assurance that the market price of our Class A shares will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect the price of our Class A shares or result in fluctuations in the price or trading volume of our Class A shares include:

- variations in our quarterly operating results or dividends, or a reversal of our decision to resume quarterly dividends;
- failure to meet analysts' earnings estimates;
- sales by the company, key executives or other shareholders of a significant amount of our equity securities, including sales to cover withholding taxes with respect to equity-based compensation;
- difficulty in complying with the provisions in our credit agreement such as financial covenants;
- publication of research reports or press reports about us, our investments or the investment management industry or the failure of securities analysts to cover our Class A shares;
- additions or departures of our principals and other key management personnel or lack of certainty about our principals' employment agreements, whose term ends in January 2017;
- adverse market reaction to any indebtedness we may incur or securities we may issue in the future;
- actions by shareholders;
- changes in market valuations and performance or share price of other alternative asset managers;
- speculation in the press or investment community;
- changes or proposed changes in laws or regulations or differing interpretations thereof affecting our business or enforcement of these laws and regulations, or announcements relating to these matters;
- litigation or governmental investigations or regulatory activities;
- poor performance or other complications affecting our funds or current or proposed investments;
- adverse publicity about the asset management industry generally, our specific funds or investments, or individual scandals, specifically;
- general market and economic conditions; and
- dilution resulting from the issuance of equity-based compensation to employees.

In addition, when the market price of a stock has been volatile in the past, holders of that stock have, at times, instituted securities class action litigation against the issuer of the stock. If any of our shareholders brought a lawsuit against us, we may be required to incur substantial costs defending any such suit, even those without merit. Such a lawsuit could also divert the time and attention of our management from our business and lower our Class A share price.

#### **Our Class A share price may decline due to the large number of shares eligible for future sale and for exchange into Class A shares.**

The market price of our Class A shares could decline as a result of sales of a large number of our Class A shares or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. As of June 30, 2014, we had 455,298,568 outstanding Class A shares on a fully diluted basis, including 92,186,956 resulting from vested equity compensation granted pursuant to our equity incentive plan, 21,167,899 restricted Class A share units granted to employees and affiliates pursuant to our equity incentive plan (net of forfeitures), 1,045,134 restricted Class A shares granted to directors pursuant to our equity incentive plan, and 67,193,859 Class A shares that remain available for future grant under our equity incentive plan. The Class A shares reserved under our equity incentive plan is increased on the first day of each fiscal year during the plan's term by the lesser of (x) the excess of (i) 15% of



the number of outstanding Class A and Class B shares of the company on the last day of the immediately preceding fiscal year over (ii) the number of shares reserved and available for issuance under our equity incentive plan as of such date or (y) 60,000,000 shares. In January 2014, 2013, 2012, 2011, 2010 and 2009, the number of shares reserved for issuance pursuant to this calculation increased by 8,174,614, zero, 9,389,280, 12,212,225, 10,262,121, and 26,555,608 shares, respectively. We may issue and sell in the future additional Class A shares or any securities issuable upon conversion of or exchange or exercise for, Class A shares (including Fortress Operating Group units) at any time.

As of June 30, 2014, our principals directly owned an aggregate of 226,024,370 Fortress Operating Group units and also owned an aggregate of six Class A shares. Each principal has the right to exchange each of his directly owned Fortress Operating Group units for one of our Class A shares at any time, subject to the exchange agreement. These Class A shares and Fortress Operating Group units are eligible for resale from time to time, subject to certain contractual restrictions and Securities Act limitations.

Our principals are parties to shareholders agreements with us. The principals have the ability to cause us to register the Class A shares they acquire upon exchange for their Fortress Operating Group units and we have filed a shelf registration statement for that purpose. On March 18, 2014, we closed an offering of 23,202,859 Class A Shares pursuant to the registration statement, the proceeds of which were used to purchase from the principals an equivalent number of Fortress Operating Group units and Class B shares, and 5,077,141 Class A shares offered by the principals, certain officers and senior employees.

**Concentrated ownership of our Class B shares and anti-takeover provisions in our charter documents and Delaware law could delay or prevent a change in control.**

Our principals (and one senior employee) beneficially own all of our Class B shares. Class B shares represent a majority of the total combined voting power of our outstanding Class A and Class B shares. As a result, if they vote all of their shares in the same manner, they will be able to exercise control over all matters requiring the approval of shareholders and will be able to prevent a change in control of our company. In addition, provisions in our operating agreement may make it more difficult and expensive for a third party to acquire control of us even if a change of control would be beneficial to the interests of our shareholders. For example, our operating agreement provides for a staggered board, requires advance notice for proposals by shareholders and nominations, places limitations on convening shareholder meetings, and authorizes the issuance of preferred shares that could be issued by our board of directors to thwart a takeover attempt. In addition, certain provisions of Delaware law may delay or prevent a transaction that could cause a change in our control. The market price of our Class A shares could be adversely affected to the extent that our principals' control over us, as well as provisions of our operating agreement, discourage potential takeover attempts that our shareholders may favor.

**There are certain provisions in our operating agreement regarding exculpation and indemnification of our officers and directors that differ from the Delaware General Corporation Law in a manner that may be less protective of the interests of our Class A shareholders.**

Our operating agreement provides that, to the fullest extent permitted by applicable law, our directors or officers will not be liable to us. However, under the Delaware General Corporate Law (“DGCL”), a director or officer would be liable to us for (i) breach of duty of loyalty to us or our shareholders, (ii) intentional misconduct or knowing violations of the law that are not done in good faith, (iii) improper redemption of shares or declaration of dividend, or (iv) a transaction from which the director or officer derived an improper personal benefit. In addition, our operating agreement provides that we indemnify our directors and officers for acts or omissions to the fullest extent provided by law. However, under the DGCL, a corporation can only indemnify directors and officers for acts or omissions if the director or officer acted in good faith, in a manner he reasonably believed to be in the best interests of the corporation, and, in a criminal action, if the officer or director had no reasonable cause to believe his conduct was unlawful. Accordingly, our operating agreement may be less protective of the interests of our Class A shareholders as compared to the DGCL, insofar as it relates to the exculpation and indemnification of our officers and directors.

**We have elected to become a “controlled company” within the meaning of the New York Stock Exchange rules and, as a result, will qualify for, and may rely on, exemptions from certain corporate governance requirements.**

A company of which more than 50% of the voting power is held by an individual, a group or another company is a “controlled company” within the meaning of the New York Stock Exchange rules and may elect not to comply with certain corporate governance requirements of the New York Stock Exchange, including requirements that:

- a majority of our board of directors consist of independent directors;
- we have a nominating/corporate governance committee that is composed entirely of independent directors; and
- we have a compensation committee that is composed entirely of independent directors.

We have elected to become a “controlled company” within the meaning of the New York Stock Exchange rules, and we intend to rely on one or more of the exemptions listed above. For example, our board is not currently, and likely in the future will not be, comprised of a majority of independent directors. Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the New York Stock Exchange.

### ***Risks Related to Taxation***

#### **Class A shareholders may be subject to U.S. federal income tax on their share of our taxable income, regardless of whether they receive any cash dividends from us.**

So long as we are not required to register as an investment company under the Investment Company Act of 1940 and 90% of our gross income for each taxable year constitutes “qualifying income” within the meaning of the Internal Revenue Code of 1986, as amended (the “Code”), on a continuing basis, we will be treated, for U.S. federal income tax purposes, as a partnership and not as an association or a publicly traded partnership taxable as a corporation. Class A shareholders may be subject to U.S. federal, state, local and possibly, in some cases, foreign income taxation on their allocable share of our items of income, gain, loss, deduction and credit (including our allocable share of those items of any entity in which we invest that is treated as a partnership or is otherwise subject to tax on a flow through basis) for each of our taxable years ending with or within their taxable year, regardless of whether or not they receive cash dividends from us. They may not receive cash dividends equal to their allocable share of our net taxable income or even the tax liability that results from that income.

In addition, certain of our holdings, including holdings, if any, in a Controlled Foreign Corporation (“CFC”) and a Passive Foreign Investment Company (“PFIC”), may produce taxable income prior to the receipt of cash relating to such income, and holders of our Class A shares will be required to take such income into account in determining their taxable income. Under our operating agreement, in the event of an inadvertent partnership termination in which the Internal Revenue Service (“IRS”) has granted us limited relief, each holder of our Class A shares also is obligated to make such adjustments as are required by the IRS to maintain our status as a partnership. Such adjustments may require persons who hold our Class A shares to recognize additional amounts in income during the years in which they hold such shares. We may also be required to make payments to the IRS.

#### **Our subsidiary, FIG Corp., is subject to corporate income taxation in the United States, and we may be subject to additional taxation in the future.**

A significant portion of our investments and activities may be made or conducted through FIG Corp. Dividends paid by FIG Corp. from time to time will, as is usual in the case of a U.S. corporation, then be included in our income. Income received as a result of investments made or activities conducted through our subsidiary FIG Asset Co. LLC (but excluding through its taxable corporate affiliates) is not subject to corporate income taxation in our structure, but we cannot provide any assurance that it will not become subject to additional taxation in the future, which would negatively impact our results of operations.

#### **There can be no assurance that amounts paid as dividends on Class A shares will be sufficient to cover the tax liability arising from ownership of Class A shares.**

Any dividends paid on Class A shares will not take into account a shareholder's particular tax situation (including the possible application of the alternative minimum tax) and, therefore, because of the foregoing as well as other possible reasons, may not be sufficient to pay their full amount of tax based upon their share of our net taxable income. In addition, the actual amount and timing of dividends will always be subject to the discretion of our board of directors. In particular, the amount and timing of dividends will depend upon a number of factors, including, among others:

- our actual results of operations and financial condition;
- restrictions imposed by our operating agreement or applicable law;
- restrictions imposed by our credit agreements;
- reinvestment of our capital;
- the timing of the investment of our capital;
- the amount of cash that is generated by our investments or to fund liquidity needs;
- levels of operating and other expenses;
- contingent liabilities; or
- factors that our board of directors deems relevant.

Even if we do not distribute cash in an amount that is sufficient to fund a shareholder's tax liabilities, they will still be required to pay income taxes on their share of our taxable income.

**Tax gain or loss on disposition of our Class A shares could be more or less than expected.**

Upon a sale of Class A shares the shareholder will recognize a gain or loss equal to the difference between the amount realized and the adjusted tax basis in those shares. Prior distributions to such shareholder in excess of the total net taxable income allocated to such shareholder, which decreased the tax basis in its Class A shares, will increase the gain recognized upon a sale when the Class A shares are sold at a price greater than such shareholder's tax basis in those shares, even if the price is less than the original cost. A portion of the amount realized, whether or not representing gain, may be treated as ordinary income to such shareholder.

**We have not made an election under Section 754 of the Internal Revenue Code to adjust our asset basis, so a holder of our Class A shares could be allocated more taxable income in respect of those shares prior to disposition than if such an election were made.**

We have not made an election under Section 754 of the Internal Revenue Code to adjust our asset basis. Since no Section 754 election was made, there will generally be no adjustment to the basis of our assets in connection with our initial public offering, or upon a subsequent transferee's acquisition of Class A shares from a prior holder of such shares, even if the purchase price for those shares is greater than the portion of the aggregate tax basis of our assets attributable to those shares immediately prior to the acquisition. Consequently, upon our sale of an asset, gain allocable to a holder of Class A shares could include built-in gain in the asset existing at the time such holder acquired such shares, which built-in gain would otherwise generally be eliminated if a Section 754 election had been made.

**If we are treated as a corporation for U.S. federal income tax purposes, the value of the Class A shares would be adversely affected.**

We have not requested, and do not plan to request, a ruling from the IRS on our treatment as a partnership for U.S. federal income tax purposes, or on any other matter affecting us. As of the date of the consummation of our initial public offering, under then current law and assuming full compliance with the terms of our operating agreement (and other relevant documents) and based upon factual statements and representations made by us, our outside counsel opined, as of that date, that we would be treated as a partnership, and not as an association or a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes. However, opinions of counsel are not binding upon the IRS or any court, and the IRS may challenge this conclusion and a court may sustain such a challenge. The factual representations made by us upon which our outside counsel relied related to our organization, operation, assets, activities, income, and present and future conduct of our operations. In general, if an entity that would otherwise be classified as a partnership for U.S. federal income tax purposes is a "publicly traded partnership" (as defined in the Code) it will be nonetheless treated as a corporation for U.S. federal income tax purposes, unless the exception described below, and upon which we intend to rely, applies. A publicly traded partnership will, however, be treated as a partnership, and not as a corporation for U.S. federal income tax purposes, so long as 90% or more of its gross income for each taxable year constitutes "qualifying income" within the meaning of the Code and it is not required to register as an investment company under the Investment Company Act of 1940. We refer to this exception as the "qualifying income exception."

Qualifying income generally includes dividends, interest, capital gains from the sale or other disposition of stocks and securities and certain other forms of investment income. We expect that our income generally will consist of interest, dividends, capital gains and other types of qualifying income, including dividends from FIG Corp. and interest on indebtedness from FIG Corp. No assurance can be given as to the types of income that will be earned in any given year. If we fail to satisfy the qualifying income exception described above, items of income and deduction would not pass through to holders of our Class A shares, and holders of our Class A shares would be treated for U.S. federal (and certain state and local) income tax purposes as shareholders in a corporation. In such a case, we would be required to pay income tax at regular corporate rates on all of our income. In addition, we would likely be liable for state and local income and/or franchise taxes on all of such income. Dividends to holders of our Class A shares would constitute ordinary dividend income taxable to such holders to the extent of our earnings and profits, and the payment of these dividends would not be deductible by us. Taxation of us as a publicly traded partnership taxable as a corporation could result in a material adverse effect on our cash flow and the after-tax returns for holders of our Class A shares and thus could result in a substantial reduction in the value of our Class A shares.

**Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis.**

The U.S. federal income tax treatment of holders of the Class A shares depends in some instances on determinations of fact and interpretations of complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Readers should be aware that the U.S. federal income tax rules are constantly under review by persons involved in the legislative process, the IRS, and the U.S. Treasury Department, frequently resulting in revised interpretations of established concepts, statutory

changes, revisions to regulations and other modifications and interpretations. The IRS pays close attention to the proper application of tax laws to partnerships. The present U.S. federal income tax treatment of an investment in the Class A shares may be modified by administrative, legislative or judicial interpretation at any time, possibly on a retroactive basis, and any such action may affect investments and commitments previously made. For example, changes to the U.S. federal tax laws and interpretations thereof could make it more difficult or impossible to meet the qualifying income exception for us to be treated as a partnership for U.S. federal income tax purposes that is not taxable as a corporation, affect or cause us to change our investments and commitments, change the character or treatment of portions of our income (including, for instance, treating carried interest as ordinary fee income rather than capital gain), affect the tax considerations of an investment in us and adversely affect an investment in our Class A shares. See " - Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis."

Our organizational documents and agreements permit the board of directors to modify our operating agreement from time to time, without the consent of the holders of our Class A shares, in order to address certain changes in U.S. federal income tax regulations, legislation or interpretation. In some circumstances, such revisions could have a material adverse impact on some or all of the holders of our Class A shares. Moreover, we will apply certain assumptions and conventions in an attempt to comply with applicable rules and to report income, gain, deduction, loss and credit to holders in a manner that reflects such holders' beneficial ownership of partnership items, taking into account variation in ownership interests during each taxable year because of trading activity. However, these assumptions and conventions may not be in compliance with all aspects of applicable tax requirements. It is possible that the IRS will assert successfully that the conventions and assumptions used by us do not satisfy the technical requirements of the Code and/or Treasury regulations and could require that items of income, gain, deductions, loss or credit, including interest deductions, be adjusted, reallocated, or disallowed, in a manner that adversely affects holders of the Class A shares.

**We cannot match transferors and transferees of our Class A shares, and we have therefore adopted certain income tax accounting positions that may not conform with all aspects of applicable tax requirements. The IRS may challenge this treatment, which could adversely affect the value of our Class A shares.**

Because we cannot match transferors and transferees of our Class A shares, we have adopted depreciation, amortization and other tax accounting positions that may not conform with all aspects of existing Treasury regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our common unitholders. It also could affect the timing of these tax benefits or the amount of gain on the sale of our Class A shares and could have a negative impact on the value of our Class A shares or result in audits of and adjustments to our shareholders' tax returns.

The sale or exchange of 50% or more of our capital and profit interests will result in the termination of our partnership for U.S. federal income tax purposes. We will be considered to have been terminated for U.S. federal income tax purposes if there is a sale or exchange of 50% or more of the total interests in our capital and profits within a 12-month period. Our termination would, among other things, result in the closing of our taxable year for all shareholders and could result in a deferral of depreciation deductions allowable in computing our taxable income.

**FIG Asset Co. LLC may not be able to invest in certain assets, other than through a taxable corporation.**

In certain circumstances, FIG Asset Co. LLC or one of its subsidiaries may have an opportunity to invest in certain assets through an entity that is characterized as a partnership for U.S. federal income tax purposes, where the income of such entity may not be "qualifying income" for purposes of the publicly traded partnership rules. In order to manage our affairs so that we will meet the qualifying income exception, we may either refrain from investing in such entities or, alternatively, we may structure our investment through an entity classified as a corporation for U.S. federal income tax purposes. If the entity were a U.S. corporation, it would be subject to U.S. federal income tax on its operating income, including any gain recognized on its disposal of its interest in the entity in which the opportunistic investment has been made, as the case may be, and such income taxes would reduce the return on that investment.

**Complying with certain tax-related requirements may cause us to forego otherwise attractive business or investment opportunities or enter into acquisitions, borrowings, financings or arrangements that we may not have otherwise entered into.**

In order for us to be treated as a partnership for U.S. federal income tax purposes, and not as an association or publicly traded partnership taxable as a corporation, we must meet the qualifying income exception discussed above on a continuing basis, and we must not be required to register as an investment company under the Investment Company Act of 1940. In order to effect such treatment we (or our subsidiaries) may be required to invest through foreign or domestic corporations, forego attractive business

or investment opportunities or enter into borrowings or financings we may not have otherwise entered into. This may adversely affect our ability to operate solely to maximize our cash flow. Our structure also may impede our ability to engage in certain corporate acquisitive transactions because we generally intend to hold all of our assets through the Fortress Operating Group. In addition, we may be unable to participate in certain corporate reorganization transactions that would be tax-free to our holders if we were a corporation. To the extent we hold assets other than through the Fortress Operating Group, we will make appropriate adjustments to the Fortress Operating Group agreements so that distributions to principals and us would be the same as if such assets were held at that level.

**The IRS could assert that we are engaged in a U.S. trade or business, with the result that some portion of our income would be properly treated as effectively connected income with respect to non-U.S. holders. Moreover, certain REIT dividends and other stock gains may be treated as effectively connected income with respect to non-U.S. holders.**

While we expect that our method of operation will not result in a determination that we are engaged in a U.S. trade or business, there can be no assurance that the IRS will not assert successfully that we are engaged in a U.S. trade or business, with the result that some portion of our income would be properly treated as effectively connected income with respect to non-U.S. holders. Moreover, dividends paid by an investment that we make in a REIT that is attributable to gains from the sale of U.S. real property interests will, and sales of certain investments in the stock of U.S. corporations owning significant U.S. real property may, be treated as effectively connected income with respect to non-U.S. holders. To the extent our income is treated as effectively connected income, non-U.S. holders generally would be subject to withholding tax on their allocable shares of such income, would be required to file a U.S. federal income tax return for such year reporting their allocable shares of income effectively connected with such trade or business, and would be subject to U.S. federal income tax at regular U.S. tax rates on any such income. Non-U.S. holders may also be subject to a 30% branch profits tax on such income in the hands of non-U.S. holders that are corporations.

**An investment in Class A shares will give rise to UBTI to certain tax-exempt holders.**

We will not make investments through taxable U.S. corporations solely for the purpose of limiting unrelated business taxable income, or UBTI, from “debt-financed” property and, thus, an investment in Class A shares will give rise to UBTI to certain tax-exempt holders. For example, FIG Asset Co. LLC will invest in or hold interests in entities that are treated as partnerships, or are otherwise subject to tax on a flow-through basis, that will incur indebtedness. FIG Asset Co. LLC may borrow funds from FIG Corp. or third parties from time to time to make investments. These investments will give rise to UBTI from “debt-financed” property. However, we expect to manage our activities to avoid a determination that we are engaged in a trade or business, thereby limiting the amount of UBTI that is realized by tax-exempt holders of our Class A shares.

**We may hold or acquire certain investments through an entity classified as a PFIC or CFC for U.S. federal income tax purposes.**

Certain of our investments may be in foreign corporations or may be acquired through a foreign subsidiary that would be classified as a corporation for U.S. federal income tax purposes. Such an entity may be a PFIC or a CFC for U.S. federal income tax purposes. U.S. holders of Class A shares indirectly owning an interest in a PFIC or a CFC may experience adverse U.S. tax consequences.

**Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis.**

In May 2010, the U.S. House of Representatives passed H.R. 4213, the American Jobs and Closing Tax Loopholes Act of 2010. That proposed legislation contains a provision that, if enacted, would have the effect of treating some or all of the income recognized from “carried interests” as ordinary income. While the proposed legislation, if enacted in its current form, would explicitly treat such income as nonqualifying income under the publicly traded partnership rules, thereby precluding us from qualifying for treatment as a partnership for U.S. federal income tax purposes, the proposed legislation provides for a 10-year transition period before such income would become nonqualifying income. In addition, the proposed legislation could, upon its enactment, prevent us from completing certain types of internal reorganization transactions, or converting to a corporation, on a tax free basis and acquiring other asset management companies on a tax free basis. The proposed legislation may also increase the ordinary income portion of any gain realized from the sale or other disposition of a Class A Share.

On February 26, 2014, the House Ways and Means Committee Chairman proposed the Tax Reform Act of 2014. The proposed legislation, if enacted, would limit the definition of qualifying income under the publicly traded partnership rules to income from activities relating to mining and natural resources effective in tax years beginning after 2016. Based on our current income, this change would thereby preclude us from qualifying for treatment as a partnership for U.S. federal income tax purposes. Therefore,



this results in us being subject to taxation as a U.S. corporation, which would have a material adverse effect on our net income. It is not possible to predict whether this or similar legislation will be enacted in the future.

Other legislative proposals previously considered would subject our offshore funds to significant U.S. federal income taxes and potentially state and local taxes, which would adversely affect our ability to raise capital from foreign investors and certain tax-exempt investors.

In addition, as a result of widespread budget deficits, several states are evaluating proposals to subject partnerships to state entity level taxation through the imposition of state income, franchise or other forms of taxation. If any version of any of these legislative proposals were to be enacted into law in the form in which it was introduced, or if other similar legislation were enacted or any other change in the tax laws, rules, regulations or interpretations were to preclude us from qualifying for treatment as a partnership for U.S. federal income tax purposes under the publicly-traded partnership rules or otherwise impose additional taxes, Class A shareholders would be negatively impacted because we would incur a material increase in our tax liability as a public company from the date any such changes became applicable to us, which could result in a reduction in the value of our Class A shares.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- (a) and (c) Financial statements and schedules:  
See Part I, Item 1, “Financial Statements”

- (b) Exhibits filed with this Quarterly Report on Form 10-Q:

- 3.1 Certificate of Formation of the Registrant (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 3.1).
- 3.2 Certificate of Amendment to Certificate of Formation of the Registrant (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 3.2).
- 3.3 Fourth Amended and Restated Limited Liability Company Agreement of the Registrant (incorporated by reference to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed with the SEC on August 10, 2009 (File No. 001-33294), Exhibit 3.3).
- 4.1 Specimen Certificate evidencing the Registrant’s Class A shares (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.1).
- 4.2 Form of Shareholders Agreement, by and among the Registrant, Peter Briger, Wesley Edens, Randal Nardone, Robert Kauffman, and Michael Novogratz (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.2).
- 4.3 Amendment No. 1 to Shareholders Agreement (incorporated by reference to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the SEC on May 1, 2014 (File No. 001-33294), Exhibit 4.3).
- 4.4 Investor Shareholder Agreement, dated January 17, 2007, by and between the Registrant and Nomura Investment Managers U.S.A., Inc. (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 4.3).
- 10.1 Form of Agreement Among Principals, by and among Peter Briger, Wesley Edens, Randal Nardone, Robert Kauffman, and Michael Novogratz (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.1).
- 10.2 Amended and Restated Tax Receivable Agreement dated February 1, 2007, by and among FIG Corp., FIG Asset Co. LLC, the entities set forth on the signature pages thereto and each of the parties thereto identified as partners (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.3).
- 10.3 Form of Indemnification Agreement, by and between Fortress Investment Group LLC and the executive officers and directors of the Registrant (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.12).
- 10.4 Certificate of Incorporation of FIG Corp. (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.13).
- 10.5 By-Laws of FIG Corp. (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.14).
- 10.6 Certificate of Formation of FIG Asset Co. LLC (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.15).
- 10.7 Operating Agreement of FIG Asset Co. LLC (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.16).
- 10.8 Amended and Restated Limited Partnership Agreement of Fortress Operating Entity I LP (incorporated by reference to the Registrant’s Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.17).
- 10.9 First Amendment to the Amended Restated Agreement of Limited Partnership of Fortress Operating Entity I LP (incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.9).
- 10.10 Second Amendment to the Amended Restated Agreement of Limited Partnership of Fortress Operating Entity I LP (incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.10).



- 10.11 Amended and Restated Agreement of Limited Partnership of Fortress Operating Entity II LP (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed with the SEC on August 2, 2012 (File No. 001-33294), Exhibit 10.9).
- 10.12 First Amendment to Amended and Restated Agreement of Limited Partnership of FOE II (New) LP (formerly known as Fortress Operating Entity II LP) (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed with the SEC on August 2, 2012 (File No. 001-33294), Exhibit 10.10).
- 10.13 Second Amendment to the Amended Restated Agreement of Limited Partnership of FOE II (New) LP (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.13).
- 10.14 Third Amendment to the Amended Restated Agreement of Limited Partnership of the FOE II (New) LP (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.14).
- 10.15 Amended and Restated Limited Partnership Agreement of Principal Holdings I LP (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.20).
- 10.16 First Amendment to the Amended and Restated Agreement of Limited Partnership of Principal Holdings I LP (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.16).
- 10.17 Second Amendment to the Amended and Restated Agreement of Limited Partnership of Principal Holdings I LP (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.17).
- 10.18 Third Amendment to the Amended Restated Agreement of Limited Partnership of Principal Holdings I LP (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.18).
- 10.19 Amended and Restated Exchange Agreement among FIG Corp., FIG Asset Co. LLC, Peter Briger, Wesley Edens, Randal Nardone, Robert Kauffman, Michael Novogratz, Adam Levinson, Fortress Operating Entity I LP, and Principal Holdings I LP (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the SEC on March 1, 2011 (File No. 001-33294), Exhibit 10.17).
- 10.20 Joinder to Amended and Restated Exchange Agreement (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the SEC on May 1, 2014 (File No. 001-33294), Exhibit 10.20).
- 10.21 Employment Agreement by and between Daniel Bass and the Registrant (incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-138514), Exhibit 10.24).
- 10.22 Employment Agreement by and between David Brooks and the Registrant (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the SEC on March 28, 2008 (File No. 001-33294), Exhibit 10.25).
- 10.23 Amended and Restated Fortress Investment Group LLC 2007 Omnibus Equity Incentive Plan (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed with the SEC on August 10, 2009 (File No. 001-33294), Exhibit 10.4).
- 10.24 Separation Agreement and General Release dated January 24, 2012, by and between Daniel H. Mudd and FIG LLC (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 28, 2012 (File No. 001-33294), Exhibit 10.14).
- 10.25 Form of Indemnification Agreement, by and between Fortress Investment Group LLC and the executive officers and directors of the Registrant (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed with the SEC on August 10, 2009 (File No. 001-33294), Exhibit 10.6).
- 10.26 Principal Compensation Plan, effective as of January 1, 2012 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.17).
- 10.27 Employment, Non-Competition and Non-Solicitation Agreement of Peter L. Briger, Jr., dated August 4, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.18).

- 10.28 Employment, Non-Competition and Non-Solicitation Agreement of Wesley R. Edens, dated August 4, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.19).
- 10.29 Employment, Non-Competition and Non-Solicitation Agreement of Robert I. Kauffman, dated August 4, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.20).
- 10.30 Employment, Non-Competition and Non-Solicitation Agreement of Randal A. Nardone, dated August 4, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.21).
- 10.31 Employment, Non-Competition and Non-Solicitation Agreement of Michael E. Novogratz, dated August 4, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 filed with the SEC on August 4, 2011 (File No. 001-33294), Exhibit 10.22).
- 10.32 Separation Agreement and Release Agreement dated December 21, 2012, by and between Robert I. Kauffman and FIG LLC (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on February 27, 2013 (File No. 001-33294), Exhibit 10.25).
- 10.33 Purchase Agreement dated December 21, 2012, by and among Fortress Operating Group Entity I LP, FOE II (New) LP, Principal Holdings I LP, Robert I. Kauffman and Aldel LLC (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on February 27, 2013 (File No. 001-33294), Exhibit 10.26).
- 10.34 Credit Agreement, dated as of February 26, 2013, among FIG LLC, a Delaware limited liability company, as borrower, certain subsidiaries and affiliates of the borrower, as guarantors, Bank of America, N.A., individually and as administrative agent and letter of credit issuer, Citibank, N.A., individually and as syndication agent, Barclays Bank Plc, as documentation agent, and the lenders party thereto (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on February 27, 2013 (File No. 001-33294), Exhibit 10.28).
- 10.35 First Amendment to Credit Agreement, Consent and Waiver, dated as January 29, 2014 (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC on February 27, 2014 (File No. 001-33294), Exhibit 10.34).
- 10.36 Purchase Agreement, dated February 13, 2014, by and among an Fortress Operating Entity I LP, FOE II (New) LP, Principal Holdings I LP and Nomura Investment Management U.S.A., Inc. (incorporated by reference to Registrant's Current Report on Form 8-K filed with the SEC on February 13, 2014 (file No. 001-33294), Exhibit 10.1).
- 31.1 Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS\*\* XBRL Instance Document.
- 101.SCH\*\* XBRL Taxonomy Extension Schema Document.
- 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document.

\*\*XBRL (Extensible Business Reporting Language) information is filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

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

FORTRESS INVESTMENT GROUP LLC

July 31, 2014

By: /s/ Randal A. Nardone

Randal A. Nardone

Chief Executive Officer and Director

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

By: /s/ Daniel N. Bass

Daniel N. Bass

Chief Financial Officer

July 31, 2014

By: /s/ John A. Konawalik

John A. Konawalik

Principal Accounting Officer

July 31, 2014

## EXHIBIT 31.1

### CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Randal A. Nardone, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fortress Investment Group LLC;
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 officers 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 officers 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 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.

July 31, 2014  
(Date)

/s/ Randal A. Nardone  
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Randal A. Nardone  
Chief Executive Officer

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## EXHIBIT 31.2

### CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Daniel N. Bass, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fortress Investment Group LLC;
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 officers 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 officers 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 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.

July 31, 2014  
(Date)

/s/ Daniel N. Bass  
\_\_\_\_\_  
Daniel N. Bass  
Chief Financial Officer

**EXHIBIT 32.1**

**CERTIFICATION OF CEO PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Fortress Investment Group LLC. (the "Company") for the quarterly period ended June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Randal A. Nardone, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Randal A. Nardone

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Randal A. Nardone

Chief Executive Officer

July 31, 2014

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**EXHIBIT 32.2**

**CERTIFICATION OF CFO PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Fortress Investment Group LLC. (the "Company") for the quarterly period ended June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Daniel N. Bass, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Daniel N. Bass

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Daniel N. Bass

Chief Financial Officer

July 31, 2014

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**End of Filing**

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