Fortress Investment Group LLC Form 10-Q July 31, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-Q

# $\circ$ 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

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

For the transition period from to Commission File Number: 001-33294

Fortress Investment Group LLC

(Exact name of registrant as specified in its charter)

Delaware 20-5837959

(State or other jurisdiction of incorporation (I.R.S. Employer Identification No.)

or organization)

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 ý No o Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of 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). ý Yes No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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 x Accelerated filer o

Non-accelerated filer o Smaller reporting company o

(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 o No ý

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 INDEX

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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:

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,
- 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 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 th 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)

(donars in diousands)	June 30, 2014 (Unaudited)	December 31, 2013
Assets		
Investment Manager		
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
Investment Company - consolidated VIE		
Cash and cash equivalents	11,878	_
Receivables from brokers and counterparties	41,302	_
Investments, at fair value	70,015	
Other assets	180	_
	2,293,577	2,674,432
Non-Investment Manager - consolidated VIE		
Cash and cash equivalents	31,347	
Fixed assets, net	258,498	
Goodwill	119,502	
Intangible assets, net	144,475	
Other assets, net	107,998	
	661,820	
Total Assets	\$2,955,397	\$2,674,432
Liabilities and Equity		
Investment Manager		
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
Investment Company - consolidated VIE		
Due to brokers and counterparties	7,305	
Securities sold not yet purchased, at fair value	28,103	
Other liabilities	800	
	1,003,202	1,059,527
Non-Investment Manager - consolidated VIE	• •	•
Deferred revenue	31,866	_
Debt obligations payable	192,398	_
Accrued expenses and other liabilities	60,368	
	,	

284,632 — 1,287,834 — 1,059,527

Continued on next page.

**Total Liabilities** 

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#### FORTRESS INVESTMENT GROUP LLC

### CONSOLIDATED BALANCE SHEETS (dollars in thousands)

Commitments and Contingencies	June 30, 2014 (Unaudited)	December 31, 2013
Redeemable Non-controlling Interests, Investment Company - consolidated VIE	36,929	_
Equity 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	er	_
and 249,534,372 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	er	_
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
Total Fortress shareholders' equity	636,456	825,067
Principals' and others' interests in equity of consolidated subsidiaries	618,429	789,838
Non-controlling interests in equity of Non-Investment Manager - consolidated VIE	d 375,749	_
Total Equity	1,630,634	1,614,905
Total Liabilities, Redeemable Noncontrolling Interests and Equity	\$2,955,397	\$2,674,432

See notes to consolidated financial statements.

#### FORTRESS INVESTMENT GROUP LLC

# $CONSOLIDATED\ STATEMENTS\ OF\ OPERATIONS\ (Unaudited)$

(dollars in thousands, except per share data)

	Three Months 2014	Ended June 30, 2013	Six Months En 2014	ded June 30, 2013
Revenues				
Investment Manager				
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
Investment Company - consolidated VIE				
Interest and dividend income	48	_	48	_
	268,880	223,074	505,225	467,429
Non-Investment Manager - consolidated VIE				
Advertising	95,837	_	139,673	_
Circulation	46,102		68,246	
Commercial printing and other	16,494		24,335	
T-4-1 D	158,433		232,254	
Total Revenues	427,313	223,074	737,479	467,429
Expenses				
Investment Manager	160 114	212.055	256 622	202 124
Compensation and benefits	168,114	212,055	356,633	393,134
General, administrative and other Depreciation and amortization	41,968 5,037	32,657 3,354	79,791 9,338	66,655 6,593
Interest expense	947	1,783	1,638	0,393 4,078
Investment Company - consolidated VIE	9 <del>4</del> /	1,703	1,036	4,076
Other	219		219	
one	216,285	249,849	447,619	470,460
	210,200	= .>,0 .>	,015	., 0, .00
Non-Investment Manager - consolidated VIE				
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	
Total Expenses	162,710 378,995	— 249,849	238,746 686,365	— 470,460
Total Expenses	310,773	47,0 <del>1</del> 7	000,505	+/0,400

Continued on next page.

#### FORTRESS INVESTMENT GROUP LLC

# CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(dollars in thousands, except per share data)

(dollars in thousands, except per share data)								
	Three Months	E			Six Months E	nc		
	2014		2013		2014		2013	
Other Income (Loss)								
Investment Manager								
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	,
Investment Company - consolidated VIE	,		,,,,,,,		,		,	
Gains (losses)	564				564			
Total Other Income (Loss)	27,380		25,505		36,510		95,343	
Income (Loss) Before Income Taxes	75,698		(1,270	)	87,624		92,312	
Income tax benefit (expense) - Investment	(7,916	`	(1,166	)	(13,910	)	(27,442	)
Manager	(7,710	,	(1,100	,	(13,710	,	(27,442	,
Income tax benefit (expense) - Non-Investment	1,173				1,412			
Manager - consolidated VIE								
Total Income Tax Benefit (Expense)	(6,743	)	(1,166		(12,498	)	(27,442	)
Net Income (Loss)	\$68,955		\$(2,436	)	\$75,126		\$64,870	
Allocation of Net Income (Loss):	C							
Principals' and Others' Interests in Income (Loss) o	42,135		(360	)	48,104		52,617	
Consolidated Subsidiaries								
Redeemable Non-controlling Interests in Income	157		_		157		_	
(Loss) of Investment Company - consolidated VIE 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	
Siture in Order's	\$68,955		\$(2,436	)	\$75,126		\$64,870	
Dividends declared per Class A share	\$0.08		\$0.06	,	\$0.16		\$0.12	
2111401140 GOOMACO POT CIMBO 11511410	Ψ 0.00		Ψ 0.00		Ψ 0.10		ψ 0.11 <b>2</b>	
Earnings (Loss) Per Class A share								
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,	207,783,751		237,426,903		212,328,315		232,385,013	
basic								
Weighted average number of Class A shares								
outstanding,	444,566,847		237,426,903		459,673,136		498,277,165	
diluted								

See notes to consolidated financial statements.

#### FORTRESS INVESTMENT GROUP LLC

# CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited) (dollars in thousands)

	Three Month 2014	ıs	Ended June 3 2013	0,	Six Months 2014	En	nded June 30, 2013	
Comprehensive income (loss) (net of tax)								
Net income (loss)	\$68,955		\$(2,436	)	\$75,126		\$64,870	
Investment Manager								
Foreign currency translation	(570	)	1,040		(1,602	)	(1,816	)
Comprehensive income (loss) from equity method			(89	`			4,136	
investees			(09	)			4,130	
Total comprehensive income (loss)	\$68,385		\$(1,485	)	\$73,524		\$67,190	
Allocation of Comprehensive Income (Loss):								
Comprehensive income (loss) attributable to principals'								
and	41,774		236		47,084		54,070	
others' interests								
Comprehensive income (loss) attributable to redeemable	;							
non-controlling	157		_		157			
interests of Investment Company - consolidated VIE								
Comprehensive income (loss) attributable to								
non-controlling	(4,557	`			(7,291	`		
interests of Non- Investment Manager - consolidated	(4,557	,	_		(7,291	,		
VIE								
Comprehensive income (loss) attributable to Class A	31,011		(1,721	`	33,574		13,120	
shareholders	31,011		(1,/21	J	33,374		13,120	
	\$68,385		\$(1,485	)	\$73,524		\$67,190	

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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 Share	esClass B Share	sPaid-In Cap	Retained Earnings ital (Accumulated Deficit)	Accumul Other Compreh Income (	ated Total Fortr Shareholde ensive Leguity Loss)	and Others ess Interests in Equity of Consolida	Non-control Sinterests In Equity of tellon-Invested	Total E
Equity - December 31, 2013	240,741,920	249,534,372	\$2,112,720	\$(1,286,131)	\$(1,522)	\$825,067	\$789,838		\$1,614,
Contributions from principals' and others' interests in equity Distributions to	_	_	_	_	_	_	37,141	_	37,141
principals' and others' interests in equity (net of tax)	_	_	_	_	_	_	(84,120	) —	(84,120
Consolidation of New Media	f	_	_	_	_		_	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 )	<u> </u>	_	(424 )	(776	) —	(1,200
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units Director	_	_	4,241	_	_	4,241	91	_	4,332
restricted share	89,390	_	312	_	_	312	348	_	660
grant Capital increase related to	4,333,262	_	12,613	_	_	12,613	14,406	_	27,019

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equity-based compensation	ı <b>,</b>								
net									
Dilution impact									
of equity			(42,906	) —	36	(42,870)	) 42,870		[
transactions			,	,		, ,	,		Ī
(Note 7)									Ī
Public offering	22 202 950		106 551			106 551			106 551
of Class A shares	23,202,859	_	186,551	_		186,551			186,551
Repurchase of									Ī
Class A shares	(60,568,275)			(164,957	) —	(164 957 `	) (228,453)	ı	(393,41
(Note 9)	(00,500,275)			(107,237	) —	(104,757)	(220,733)		(373,71
Repurchase of									
Class B shares	_	(23,202,859)	(186,551	) —		(186,551)	) —		(186,55
(Note 9)		(, - , , ,	()-	,		( , ,			( - /
Comprehensive									Ī
income (loss)									Ī
(net of tax)									Ī
Net income									Ī
(loss) (excludes									Ī
\$157 allocated				<b>.</b> .					- : 0.50
to			_	34,156	_	34,156	48,104	(7,291	74,969
redeemable									Ī
non-controlling									Ī
interests)									Ī
Foreign currency					(582)	) (582	) (1,020 )	4	(1,602
translation	_	_	_	_	(304 )	1 (302 )	) (1,020 )	) —	(1,002
Comprehensive									Ī
income (loss)									
from equity	_	_	_					_	_
method									
investees									
Total									
comprehensive						33,574	47,084	(7,291	73,367
income (loss)									
Equity - June	207 799 156	226,331,513	\$2,055,456	\$(1.416.932	\$ (2.068)	\$636.456	\$618.429	\$375,749	\$1,630,
30, 2014	201,177,130	220,331,313	Ψ2,033,130	Ψ(1, 110, 252)	) ψ(2,000)	φ 030,130	ψ010,12)	Ψ313,147	ψ1,050,

See notes to consolidated financial statements.

#### FORTRESS INVESTMENT GROUP LLC

# CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (dollars in thousands)

(dollars in thousands)			
		Ended June 30,	
	2014	2013	
Cash Flows From Operating Activities			
Net income (loss)	\$75,126	\$64,870	
Adjustments to reconcile net income (loss) to net cash provided by (used in)			
operating activities			
Investment Manager			
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	ŕ
Equity-based compensation	18,334	19,975	
Options in affiliates granted to employees	2,566	8,217	
Other	(764	) 335	
Investment Company - consolidated VIE		,	
(Gains) losses	(564	) —	
Non-Investment Manager - consolidated VIE	`	,	
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			
Investment Manager			
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	
Investment Company - consolidated VIE	.,	-,	
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	, <u> </u>	
Receivables from brokers and counterparties	(41,302	) —	
Other assets	(2,686	) —	
Due to brokers and counterparties	7,305	, <u> </u>	
Other liabilities	550		
Non-Investment Manager - consolidated VIE			
Other assets	(3,200	) —	
Deferred revenue	(202	) —	
Accrued expenses and other liabilities	(7,387	) —	
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Net cash provided by (used in) operating activities

(81,059

) 192,069

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#### FORTRESS INVESTMENT GROUP LLC

# CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (dollars in thousands)

	Six Months Ended June 3		
	2014	2013	
Cash Flows From Investing Activities			
Investment Manager			
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	) —	
Non-Investment Manager - consolidated VIE			
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	367,455	195,442	
Cash Flows From Financing Activities			
Investment Manager			
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		) (109,003	)
Excess tax benefits from delivery of RSUs	2,931	_	
Investment Company - consolidated VIE			
Redeemable non-controlling interests - contributions	16,253	_	
Non-Investment Manager - consolidated VIE			
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	(365,142	) (199,161	)
Net Increase (Decrease) in Cash and Cash Equivalents	(78,746	) 188,350	

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#### FORTRESS INVESTMENT GROUP LLC

# CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (dollars in thousands)

	Six Months Ended June 30,	
	2014	2013
Cash and Cash Equivalents, Beginning of Period	364,583	104,242
Cash and Cash Equivalents, End of Period	\$285,837	\$292,592
Cash and Cash Equivalents - Investment Manager, End of Period	\$242,612	\$292,592
Cash and Cash Equivalents - Investment Company - consolidated VIE, End of Period	\$11,878	\$
Cash and Cash Equivalents - Non-Investment Manager - consolidated VIE, End of	\$31,347	<b>\$</b> —
Period	Ψ31,3Τ/	ψ—
Supplemental Disclosure of Cash Flow Information		
Investment Manager		
Cash paid during the period for interest	\$788	\$2,602
Cash paid during the period for income taxes	\$3,447	\$1,982
Non-Investment Manager - consolidated VIE:		