

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

FORM 10-K

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

For the fiscal year ended December 31, 2013

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)

Registrant's telephone number, including area code: (212) 798-6100

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class:

Class A shares

Name of exchange on which registered:

New York Stock Exchange (NYSE)

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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

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

The aggregate market value of the Class A shares held by non-affiliates as of June 30, 2013 (computed based on the closing price on such date as reported on the NYSE) was \$1.53 billion.

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: 180,192,207 outstanding as of February 25, 2014.
Class B shares: 249,534,372 outstanding as of February 25, 2014.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive proxy statement for the registrant’s 2014 annual meeting, to be filed within 120 days after the close of the registrant’s fiscal year, are incorporated by reference into Part III of this Annual Report on Form 10-K.

FORTRESS INVESTMENT GROUP LLC

FORM 10-K

INDEX

	<u>PAGE</u>
<u>PART I</u>	
<u>Item 1. Business</u>	<u>1</u>
<u>Item 1A. Risk Factors</u>	<u>10</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>40</u>
<u>Item 2. Properties</u>	<u>40</u>
<u>Item 3. Legal Proceedings</u>	<u>41</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>41</u>
<u>PART II</u>	
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>42</u>
<u>Item 6. Selected Financial Data</u>	<u>43</u>
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>43</u>
<u>Overview and Understanding the Asset Management Business</u>	<u>44</u>
<u>Market Considerations</u>	<u>49</u>
<u>Assets Under Management</u>	<u>52</u>
<u>Performance of Our Funds</u>	<u>55</u>
<u>Results of Operations</u>	<u>58</u>
<u>Liquidity and Capital Resources</u>	<u>74</u>
<u>Critical Accounting Policies</u>	<u>83</u>
<u>Contractual Obligations</u>	<u>89</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>90</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>94</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>96</u>
<u>Report of Independent Registered Public Accounting Firm or Internal Control over Financial Reporting</u>	<u>96</u>
<u>Consolidated Balance Sheets as of December 31, 2013 and December 31, 2012</u>	<u>98</u>
<u>Consolidated Statements of Operations for the years ended December 31, 2013, 2012 and 2011</u>	<u>99</u>
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012 and 2011</u>	<u>100</u>
<u>Consolidated Statements of Changes in Equity for the years ended December 31, 2013, 2012 and 2011</u>	<u>101</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011</u>	<u>104</u>
<u>Notes to Consolidated Financial Statements</u>	<u>106</u>
<u>Note 1 Organization and Basis of Presentation</u>	<u>106</u>
<u>Note 2 Summary of Significant Accounting Policies</u>	<u>108</u>
<u>Note 3 Management Agreements and Fortress Funds</u>	<u>113</u>
<u>Note 4 Investments and Fair Value</u>	<u>124</u>
<u>Note 5 Debt Obligations</u>	<u>134</u>
<u>Note 6 Income Taxes and Tax Related Payments</u>	<u>136</u>
<u>Note 7 Related Party Transactions and Interests in Consolidated Subsidiaries</u>	<u>140</u>
<u>Note 8 Equity-Based and Other Compensation</u>	<u>144</u>
<u>Note 9 Earnings Per Share and Distributions</u>	<u>149</u>
<u>Note 10 Commitments and Contingencies</u>	<u>153</u>
<u>Note 11 Segment Reporting</u>	<u>155</u>
<u>Note 12 Subsequent Events</u>	<u>162</u>
<u>Note 13 Consolidating Financial Information</u>	<u>163</u>
<u>Note 14 Quarterly Financial Information (Unaudited)</u>	<u>174</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>176</u>
<u>Item 9A. Controls and Procedures</u>	<u>176</u>
<u>Item 9B. Other Information</u>	<u>177</u>

PART III

<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	<u>177</u>
<u>Item 11.</u>	<u>Executive Compensation</u>	<u>177</u>
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>177</u>
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>178</u>
<u>Item 14.</u>	<u>Principal Accounting Fees and Services</u>	<u>178</u>

PART IV

<u>Item 15.</u>	<u>Exhibits, Financial Statement Schedules</u>	<u>179</u>
	<u>Signatures</u>	<u>182</u>

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

“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 I, Item 1, “Business,” Part I, Item 1A, “Risk Factors,” Part II, Item 7, “Management's Discussion and Analysis of Financial Condition and Results of Operations,” Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” and elsewhere in this Annual Report on Form 10-K 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 Annual Report on Form 10-K, 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 Annual Report on Form 10-K and the company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>. See “Business - Where Readers Can Find Additional Information.”

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

Item 1. Business.

Fortress Investment Group LLC (NYSE listed under the symbol “FIG”) is a leading, highly diversified global investment management firm with approximately \$61.8 billion in AUM as of December 31, 2013. 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 our over 1,500 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.

Fortress was founded in 1998 as an asset-based investment management firm with a fundamental philosophy premised on alignment of interests with the investors in our funds. Our managed funds primarily employ absolute return strategies - we strive to have positive returns regardless of the performance of the markets. Investment performance is our cornerstone - as an investment manager, we earn more if our investors earn more. In keeping with our fundamental philosophy, Fortress invests capital in each of its alternative investment businesses. As of December 31, 2013, Fortress's investments in and commitments to our funds were \$1.5 billion, consisting of the net asset value of Fortress's principal investments of \$1.3 billion, and unfunded commitments to private equity funds and credit PE funds of \$0.2 billion.

As of December 31, 2013, we had 1,074 asset management employees, including approximately 276 investment professionals, at our headquarters in New York and our affiliate offices around the globe. Additionally, we had 1,250 employees at the senior living properties that we manage (whose compensation expense is reimbursed to us by the owners of the facilities).

We plan to grow our fee paying assets under management and will continue to seek to generate superior risk-adjusted investment returns in our funds over the long term. We are guided by the following key objectives and values:

- introducing new investment products, while remaining focused on, and continuing to grow, our existing lines of business;
- maintaining our disciplined investment process and intensive asset management; and
- adhering to the highest standards of professionalism and integrity.

Recent Developments

- Fortress's board of directors has increased our base quarterly dividend to \$0.08 per share, effective for the dividend related to the fourth quarter of 2013, resulting in total dividends of \$0.26 per share related to 2013.
- 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 an aggregate purchase price of \$363.4 million (or \$6.00 per share) paid in cash. All of the purchased Class A shares were canceled and ceased to be outstanding.
- On January 24, 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 a related managed account is expected to transition into being managed by a new asset management business, to be named Graticule Asset Management Asia, L.P. (“Graticule Asset Management”), in which Fortress will have a non-controlling equity interest. Fortress will retain a perpetual minority interest in Graticule Asset Management amounting to 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.
- During 2013, we raised \$6.5 billion of new third-party capital and launched six new funds. As of December 31, 2013, we had \$7.1 billion of capital commitments from investors to our funds that will be included in AUM if called, of which \$4.9 billion is in newer vintage funds and is available for general investment purposes. In addition, we had net client inflows in our traditional asset management business of \$4.8 billion in 2013.
- In July 2013, Fortress repaid its promissory note due to a former principal in full, plus accrued interest, and had no outstanding borrowings as of December 31, 2013.

Key Performance Indicators

As mentioned above, we earn management fees, incentive income, and investment income (loss). From these earnings we pay compensation and other expenses, as well as taxes, to arrive at our net operating performance.

Net Income and Distributable Earnings

Our net income reflects our operating performance pursuant to generally accepted accounting principles (“GAAP”). We also use pre-tax distributable earnings, which is a non-GAAP measure, as a measure of our operating performance and to report segment results. For more information on these performance measures, please refer to Part II, Item 8 “Financial Statements and Supplementary Data.” Pre-tax distributable earnings is specifically addressed in “Note 11 - Segment Reporting” within those financial statements.

Assets Under Management

Our management fees are typically earned as a percentage of the amount of capital we manage, which is referred to as management fee paying assets under management, or AUM. For more information on our AUM, please refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Assets Under Management.” For more information on our management fee rates, please refer to Part II, Item 8 “Financial Statements and Supplementary Data - Note 3 - Management Agreements and Fortress Funds.”

Fund Performance

Our incentive income is typically earned as a percentage of the profits of our alternative investment funds. In certain cases, we earn incentive income only if a fund’s investments meet specified performance thresholds. We therefore monitor our funds’ proximity to such performance thresholds. For more information on our funds’ performance, please refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Performance of our Funds.” For more information on our funds’ incentive income terms and their proximity to their various performance thresholds, please refer to Part II, Item 8 “Financial Statements and Supplementary Data - Note 3 - Management Agreements and Fortress Funds.” For more information on embedded incentive income, which has not yet been distributed to us by our funds, and the portion thereof that has not yet been recognized in distributable earnings, please refer to Part II, Item 8 “Financial Statements and Supplementary Data - Note 11 - Segment Reporting - Embedded Incentive Income.”

Investment Performance

The investment income (loss) from our principal investments is recorded currently (i.e., whether or not realized) in net income (loss), generally based on the net asset values of the funds in which we have invested (our “principal investments”). For segment reporting purposes, investment income (loss) is recorded only when income (loss) from a fund investment becomes realized or realizable, as applicable. Therefore, for segment reporting purposes, investment income (loss) does not reflect unrealized gains or losses embedded in certain of our investments. For more information on the investment income (loss) included in net income (loss), please refer to Part II, Item 8 “Financial Statements and Supplementary Data - Note 4 - Investments and Fair Value.” For more information on the unrealized gains (losses) currently embedded in our principal investments for segment reporting purposes, please refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Segment Analysis - Principal Investments.”

Our Current Businesses

Our current offering of alternative investment products includes private equity funds, liquid hedge funds and credit funds. In addition, we offer traditional investment products. Private equity funds generally require fund investors to commit capital over a period of time, do not allow redemptions of capital and make long term, relatively illiquid investments. Hedge funds allow periodic contributions and redemptions of capital by investors and make relatively shorter-term, more liquid investments. Our credit funds share certain of the characteristics of both private equity and hedge funds. See Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Understanding the Asset Management Business.” We refer to these investment products, collectively, as the Fortress Funds. As of December 31, 2013, we managed the following businesses:

Private Equity - a business that manages approximately \$15.6 billion of AUM comprised of two business segments: (i) general buyout and sector-specific funds focused on control-oriented investments 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.

Liquid Hedge Funds - a business that manages approximately \$7.4 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; and a fund that seeks to generate returns by executing a positively convex investment strategy.

Credit Funds - a business that manages approximately \$13.4 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 \$25.4 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. In April 2013, Logan Circle launched a growth equities investment business 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.

Principal Sources of Revenue

The following table provides our management fees and incentive income, on a segment reporting basis, from each of our core businesses for the previous three fiscal years (in thousands):

	2013	2012	2011
Private Equity			
<i>Funds</i>			
Management Fees	\$ 136,406	\$ 119,492	\$ 131,898
Incentive Income (A)	13,738	10,993	(1,748)
<i>Permanent Capital Vehicles</i>			
Management Fees	58,970	56,255	53,357
Incentive Income	17,574	242	—
Liquid Hedge Funds			
Management Fees	110,622	77,531	108,873
Incentive Income	150,700	67,645	3,787
Credit Funds			
<i>Hedge Funds</i>			
Management Fees	101,890	101,194	121,835
Incentive Income	190,846	130,305	78,460
<i>PE Funds</i>			
Management Fees	95,925	98,393	73,273
Incentive Income (A)	120,137	68,568	117,598
Logan Circle			
Management Fees	35,833	26,796	20,050

(A) Net of reserves for future clawback, as applicable.

Certain of our segments are comprised of, and dependent on the performance of, a limited number of Fortress Funds. Each of these funds is material to the results of operations of its segment and the loss of any of these funds would have a material adverse impact on the segment. Moreover, the revenues we earned from certain funds individually exceeded 10% of our total revenues for each of the periods presented. For additional information regarding our segments, the information presented above, our total assets and our distributable earnings (as defined below), please see Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Segment Analysis” and Part II, Item 8, “Financial Statements and Supplementary Data.”

Private Equity Funds

Fortress Investment Funds

Our private equity business is comprised of (i) a series of diversified funds referred to as the “Fortress Investment Funds” and organized to make control-oriented investments in cash flow generating, asset-based businesses in North America and Western Europe and (ii) various sector focused funds organized to invest in specific opportunities in sectors where Fortress has proven expertise. Sector focused funds include: Worldwide Transportation & Infrastructure Investors, the MSR Opportunities Funds and the Italian NPL Opportunities Fund. Investors in our private equity funds contractually commit capital at the outset of a fund, which is then drawn down as investment opportunities become available, generally over a two to three year investment period. Proceeds are returned to investors as investments are realized, generally over eight to ten years. Management fees between 1.0% and 1.5% are generally charged on committed or invested capital (or NAV, if lower). We also generally earn between 10% and 20% of the profits on each realized investment in a fund - our incentive income - subject to the fund's achieving a minimum return as a whole, that is, taking into account all gains and losses on all investments in the fund.

Permanent Capital Vehicles

As of December 31, 2013, we managed three publicly traded permanent capital vehicles: Newcastle Investment Corp. (“Newcastle”; NYSE: NCT), New Residential Investment Corp. (“New Residential”; NYSE: NRZ) and Eurocastle Investment Limited (“Eurocastle”; Euronext, Amsterdam: ECT). These permanent capital vehicles were raised with broad investment mandates to make investments in a wide variety of real estate related assets, including securities, loans and real estate properties. Pursuant to our management agreements, we earn management fees from each permanent capital vehicle equal to 1.5% of the company's equity (as defined in such agreements). In addition, we earn incentive income equal to 25% of the company's applicable supplemental measure of operating performance, in excess of specified returns to the company's shareholders. In addition to these fees, we also receive, for services provided, options to purchase shares of their common stock in connection with each of their common stock offerings.

Fortress has a senior living property management subsidiary and has agreements to manage 17 senior living properties, including 15 which are owned by Newcastle and two which are owned by third parties. Fortress receives management fees of between 6.0% and 7.0% of revenues (as defined in the agreements).

Liquid Hedge Funds

Overview

The liquid hedge funds, which invest daily in markets around the globe, seek to exploit opportunities in global currency, interest rate, equity and commodity markets and their related derivatives. Investment opportunities are evaluated and rated on a thematic and an individual basis to determine appropriate risk-reward and capital allocations.

Fortress Macro Funds

The Fortress Macro Funds, and related managed accounts, apply an investment process based on macroeconomic fundamental, market momentum and technical analysis to identify strategies offering a favorable risk-return profile. The funds' investment strategies are premised on the belief that imbalances in various financial markets are created from time to time by the influence of economic, political and capital flow factors. Directional and relative value strategies are applied to exploit these conditions. The funds have the flexibility to allocate capital dynamically across a wide range of global strategies, markets and instruments as opportunities change, and are designed to take advantage of a wide variety of sources of market, economic and pricing data to generate trading ideas.

The funds invest primarily in major developed markets; they also invest in emerging markets if market conditions present opportunities for attractive returns. Overall, the funds pursue global macro directional and relative value strategies, although capital is allocated within the funds to particular strategies to provide incremental returns and diversity.

Management fees are charged based on the AUM of the Fortress Macro Funds and related managed accounts at a rate between 1.5% and 2.0% annually, depending on the investment and liquidity terms elected by investors. We generally earn incentive income of between 15% and 25% of the fund's profits, generally payable annually, depending on the investment and liquidity terms elected by investors, and subject to achieving cumulative positive returns since the prior incentive income payment. In other words, an incentive income payment establishes a “high water mark” such that the fund must earn a cumulative positive return from that point forward in order for Fortress to earn incentive income. Investors in the Fortress Macro Funds and related managed accounts

may invest with the right to redeem without paying any redemption fee either monthly, quarterly, or annually after three years. Some investors with three-year liquidity may redeem annually before three years, subject to an early redemption fee payable to the funds.

Fortress Asia Macro Funds

The Fortress Asia Macro Funds and related managed account invest in global fixed income, commodities, currency and equity markets, and their related derivatives, thematically related to the Asia-Pacific region through a fundamental macroeconomic strategy that focuses on liquid investments. Their investment program focuses on global trading and capital flows that affect one or more of the Asian countries and/or are affected by them and the region as a whole. Management fee rates for these funds range from 1.5% to 2.0% and we earn incentive income generally between 20% and 25% of their profits, subject to achieving cumulative positive returns since the prior incentive income payment. Over the course of 2014, the Fortress Asia Macro Funds and related managed account are expected to transition into being managed by a new asset management business in which Fortress will retain a non-controlling equity interest. See " - Recent Developments" and Part II, Item 8, "Financial Statements and Supplementary Data - Note 12 - Subsequent Events."

Fortress Partners Funds

The Fortress Partners Funds invest with a broad mandate, similar to endowment portfolios of large universities. Investments are made both in Fortress Funds and in funds managed by other managers, and in direct investments that are sourced either by Fortress personnel or by third parties with whom we have relationships. Our endowment strategy funds are designed to blend our direct bottom up investing style with third party managers to create excellent risk adjusted returns with an emphasis on capital preservation. Management fee rates for these funds range from 1.0% to 1.5% and we earn incentive income generally equal to 20% of the profits from direct investments only, subject to achieving cumulative positive returns since the prior incentive income payment.

Convex Asia Funds

The Convex Asia Funds' principal investment objective is to generate a superior total return on its capital over multi-year market cycles by executing a positively convex investment strategy in the Asia-Pacific fixed income, commodities, currency, credit and equity markets, and their related derivatives or similar markets globally that are thematically related to the Asia-Pacific region. The management fee rate for these funds is 1.25% and we earn incentive income of 18% of their profits, subject to achieving cumulative positive returns since the prior incentive income payment.

Credit Funds

Credit Hedge Funds

Our credit hedge funds are designed to exploit pricing anomalies that exist between the public and private finance markets. These investment opportunities are often found outside the traditional broker-dealer mediated channels in which investments that are efficiently priced and intermediated by large financial institutions are typically presented to the private investment fund community. We have developed a proprietary network comprised of internal and external resources to source transactions for the funds.

The funds are able to invest in a wide array of financial instruments, ranging from 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. All of these investments are based on fundamental bottom up analysis and are typically event driven. The funds' diverse and situation-specific investments require significant infrastructure and asset management experience to fully realize value. We have developed a substantial asset management infrastructure with expertise in managing the funds' investments in order to be able to maximize the net present value of investments on a monthly basis. In addition to the funds noted below, Fortress has been retained as a manager of certain non-Fortress originated funds as part of an advisory business that forms part of the credit hedge funds business.

Drawbridge Special Opportunities Funds

The Drawbridge Special Opportunities Funds form the core of our credit hedge fund investing strategy. The funds opportunistically acquire a diversified portfolio of investments primarily throughout the United States, Western Europe and the Pacific region. The funds' investment program incorporates complementary investment strategies, focusing on direct lending, corporate debt and securities, portfolios and orphaned assets, real estate and structured finance. The majority of the funds' investments are relatively illiquid, and the funds generally make investments that are expected to liquidate or be realized within a five year period.

Management fees are charged based on the AUM of the Drawbridge Special Opportunities Funds at a rate generally equal to 2.0% annually. We generally earn incentive income of 20% of the fund's profits, payable annually, and subject to achieving cumulative positive returns since the prior incentive income payment. Investors in the Drawbridge Special Opportunities Funds may redeem annually on December 31. Because of the illiquid nature of the funds' investments, rather than paying out redemption requests immediately, the fund may elect to pay out redeeming investors as and when the particular investments held by the fund at the time of redemption are realized.

Worden Funds

The Worden Funds invest in a diversified portfolio of undervalued and distressed investments primarily in North America and Western Europe, but also in Australia, Asia and elsewhere on an opportunistic basis. These funds seek to achieve their investment objectives primarily through investments in loans and asset-based investments, including portfolios of consumer and commercial receivables and asset-backed financial instruments of undervalued or financially troubled companies. Management fees of 1.75% to 2.0% are generally charged based on the AUM of the Worden Funds. We earn incentive income of 20% of the funds' profits, payable annually, subject to achieving cumulative positive returns since the prior incentive income payment.

Japan Income Fund

We launched the Japan Income Fund in December 2013 to invest in a diversified portfolio consisting primarily of long-term, stable, income-generating assets in Japan. The fund primarily targets investments in real estate subject to long-term leases, capital assets and renewable energy projects. The fund is structured as an open ended fund with periodic subscription and redemption rights. A management fee rate of 1.0% is charged on the AUM of the Japan Income Fund, as well as acquisition and disposition fees. We will earn incentive income of 20% on the fund's distributions in excess of a 4% dividend yield.

Credit PE Funds

Our credit PE funds are primarily comprised of families of funds as described below, as well as certain sector-specific funds with narrower investment mandates tailored for the applicable sector. They generally have management fee rates between 1.0% and 1.5% and generate incentive income of between 10% and 20% of a fund's profits subject to the fund achieving a minimum return as a whole.

Credit Opportunities Funds

Fortress established the Fortress Credit Opportunities Funds to make opportunistic credit-related investments. Their investment objective is to generate significant current income and long-term capital appreciation through investments in a range of distressed and undervalued credit investments, including but not limited to residential loans and securities, commercial mortgage loans and securities, opportunistic corporate loans and securities, and other consumer or commercial assets and asset-backed securities.

Long Dated Value Funds

The Long Dated Value family of funds was established to focus on making investments with long dated cash flows that may be undervalued because of the lack of current cash flows or because the investment is encumbered by a long term lease or financing. We believe that these investments provide the potential for significant capital appreciation over the long term. The Long Dated Value Funds have an investment life of 25 years, reflecting the funds' longer-term investment profiles. In addition, incentive income is distributed to us after all of a fund's invested capital has been returned, rather than as each investment is realized.

Real Assets Funds

Fortress established the Real Assets Funds seeking to generate superior risk adjusted returns by opportunistically investing in tangible and intangible assets with the potential to achieve significant value generally within a three-to-ten year time horizon. The investment program of these funds focuses on direct investments in four principal investment categories: real estate, capital assets, natural resources and intellectual property. The funds may also make indirect investments in the form of interests in real estate investment trusts ("REITs"), master limited partnerships, corporate securities, debt securities and debt obligations, including those that provide equity upside, as well as options, royalties, residuals and other call rights that provide these funds with the potential for significant capital appreciation. The investments are located primarily in North America and Western Europe, but may also include opportunities in Australia, Asia and elsewhere on an opportunistic basis.

Asia Funds

We launched the Fortress Japan Opportunity Funds in 2009 to take advantage of the significant distressed opportunities that had emerged in Japan similar to those witnessed after the 1997 Asian financial crisis. The funds primarily invest in certain Japanese real estate-related performing, sub-performing and non-performing loans, securities and similar instruments. In addition, we launched the Fortress Global Opportunities (Yen) Fund in the second half of 2010 to make opportunistic investments in distressed and undervalued credits for investors that wish to invest in a Yen denominated fund. This fund invests primarily in North America and Western Europe, but may also invest in Australia, Asia and elsewhere on an opportunistic basis.

Real Estate Opportunities Funds

Fortress established the Real Estate Opportunities Funds primarily to make opportunistic commercial real estate investments. The investment objective of the funds is to generate superior risk adjusted returns by opportunistically investing in commercial real estate and real estate-related (collectively, "CRE") assets, equity investments, loans, securities, and other investments that we believe have the potential to achieve significant total returns generally within a three-to-seven year time horizon. The funds intend to make value-oriented investments throughout the capital structure of CRE assets.

Logan Circle

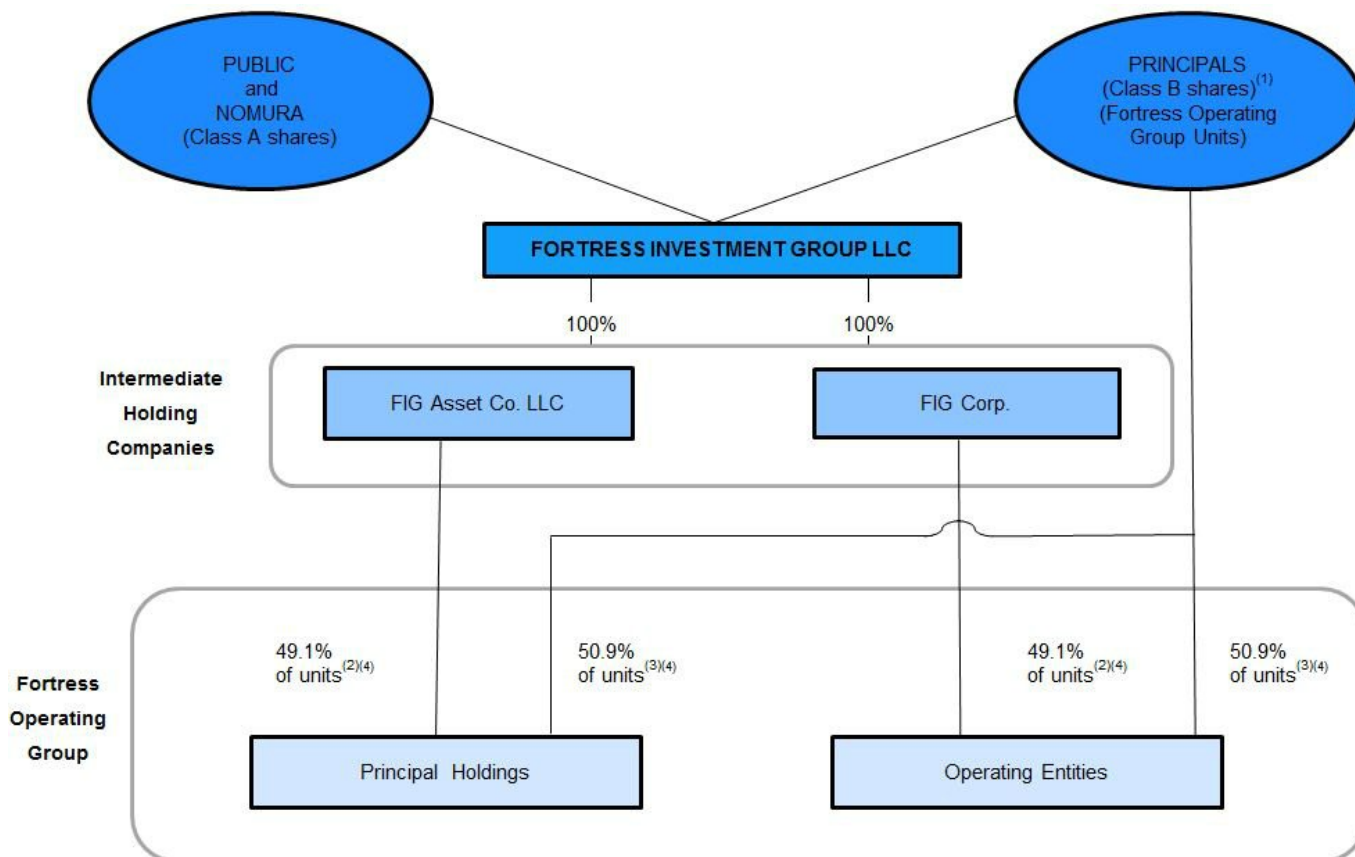
Logan Circle primarily provides traditional separate account investment management services to institutional clients, including corporate entities, pension plans, mutual funds, private funds, and foundations, as well as public and government entities. Logan Circle also provides investment advisory services to private funds that are sponsored or managed by Logan Circle or its affiliates. Management fee rates average 0.16% of AUM and may be tiered based on the amount of AUM of the account.

Competition

The investment management industry is intensely competitive, and we expect the competition may intensify in the future. We face competition in the pursuit of outside investors for our investment funds, acquiring investments in attractive portfolio companies, divesting our investments and other investment opportunities. 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. Depending on the investment, we expect to face competition primarily from other investment management firms, private equity funds, hedge funds, other financial institutions, sovereign wealth funds, corporate buyers and other parties. Many of our competitors are substantially larger and may have greater financial and technical resources than we possess. Several of these competitors have recently raised, or are expected to raise, significant amounts of capital and many of them have similar investment objectives to us, which may create additional competition for investment opportunities. Some of these competitors may also have a lower cost of capital and access to funding sources that are not available to us, which may create competitive disadvantages for us with respect to investment opportunities. Some of these competitors may have higher risk tolerances, make different risk assessments or have lower return thresholds, which could allow them to consider a wider variety of investments, bid more aggressively than we bid for investments that we want to make or accept legal or regulatory limitations or risks we would be unable or unwilling to accept. Corporate buyers may be able to achieve synergistic cost savings with regard to an investment that may provide them with a competitive advantage relative to us when bidding for an investment. Moreover, an increase in the allocation of capital to alternative investment strategies by institutional and individual investors could lead to a reduction in the size and duration of pricing inefficiencies that many of our investment funds seek to exploit. Alternatively, a decrease in the allocation of capital to alternative investments strategies could intensify competition for that capital and lead to fee reductions and redemptions, as well as difficulty in raising new capital. Lastly, the market for qualified investment professionals is intensely competitive. Our ability to continue to compete effectively will also depend upon our ability to attract, retain and motivate our employees.

Structure

The diagram below depicts our organizational structure as of December 31, 2013.

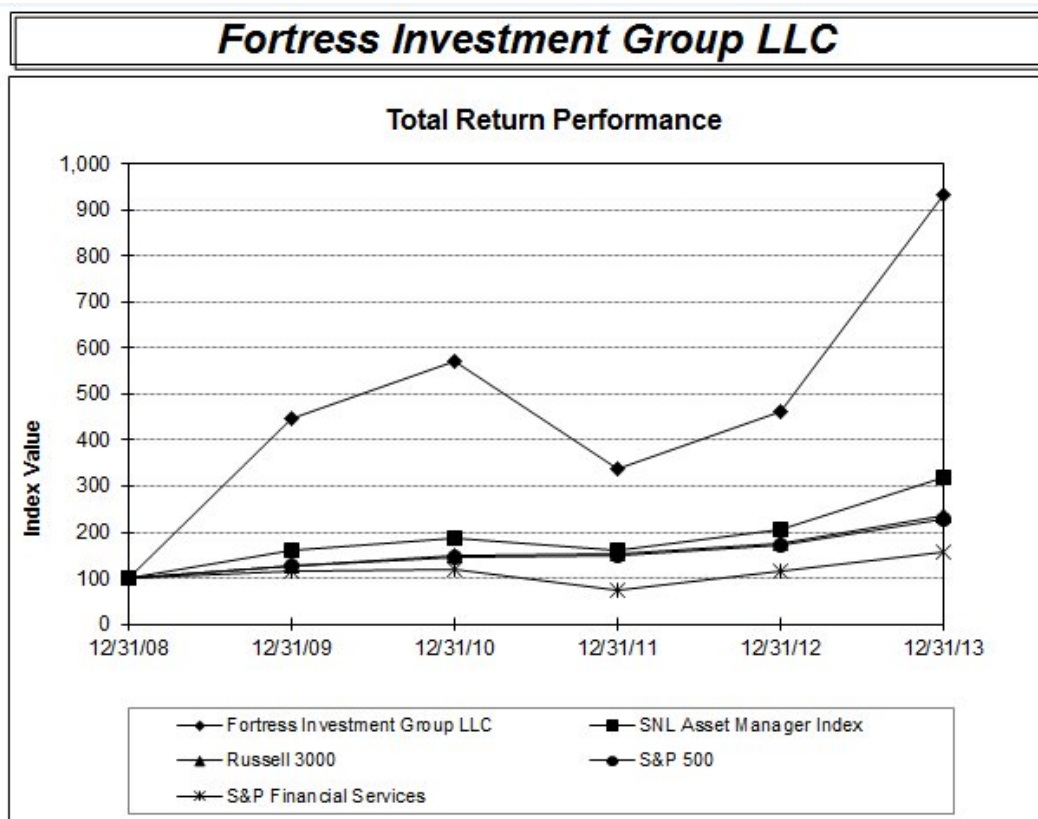


- (1) The principals generally hold almost all of the Class B shares, which represent approximately 50.9% of the total combined voting power (i.e., combined voting power of Class A shares and Class B shares) in Fortress Investment Group LLC. The Class B shares are held by the principals and one senior employee. The Class B shares have no economic interest in Fortress Investment Group LLC.
- (2) Represents approximately 49.1% of the limited partner interests (Class A Common Units) and a 100% general partner interest in each of the Operating Entities and in Principal Holdings. We refer to a collection of one limited partner interest in each such entity as a Fortress Operating Group unit, or FOGU.
- (3) FOGU is the term we use to refer to a collection of one limited partner interest in each Fortress Operating Group entity. Represents approximately 50.9% of the limited partner interests (Class B Common Units) in each of the Operating Entities and in Principal Holdings.
- (4) Excludes the effect of equity interests to be granted under our equity incentive plan to employees and directors.

Subsequent to Fortress's repurchase from Nomura and cancellation of 60,568,275 Class A Shares on February 13, 2014, the Class A shareholders and Class B shareholders hold approximately 41.9% and 58.1%, respectively, of the limited partner interests in each Fortress Operating Group entity.

Performance Graph

The following graph compares the cumulative total return for our Class A shares (stock price change plus reinvested dividends) with the comparable return of four indices: Russell 3000, S&P 500, S&P Financial Services, and SNL Asset Manager Index. The graph assumes an investment of \$100 in the Company's Class A shares and in each of the indices on December 31, 2008, and that all dividends were reinvested. The past performance of our Class A shares is not an indication of future performance.



Index	Period Ending					
	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
Fortress Investment Group LLC	100.00	445.00	570.00	338.00	462.08	931.16
SNL Asset Manager Index	100.00	162.23	186.74	161.52	207.23	318.46
Russell 3000	100.00	128.34	150.07	151.61	176.49	235.71
S&P 500	100.00	126.46	145.51	148.59	172.37	228.19
S&P Financial Services	100.00	113.69	118.89	75.83	114.59	155.22

Where Readers Can Find Additional Information

Fortress Investment Group, LLC is a Delaware limited liability company that was formed on November 6, 2006. Our principal executive offices are located at 1345 Avenue of the Americas, New York, New York 10105.

Fortress files annual, quarterly and current reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with the Securities and Exchange Commission (“SEC”). Readers may read and copy any document that Fortress files at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549, U.S.A. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public from the SEC’s internet site at <http://www.sec.gov>. Copies of these reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, U.S.A.

Our internet site is <http://www.fortress.com>. We will make available free of charge through our internet site our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers and any amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Also posted on our website in the “Public Shareholders - Corporate Governance” section are charters for the company’s Audit Committee, Compensation Committee and Nominating, Corporate Governance and Conflicts Committee as well as our Corporate Governance Guidelines and our Code of Business Conduct and Ethics governing our directors, officers and employees. Information on, or accessible through, our website is not a part of, and is not incorporated into, this report.

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 Macro Funds and 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 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 will also 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.

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 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;
- exchange-trading of OTC derivatives;
- 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. For instance, 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. It is likely that Dodd-Frank will, among other things, increase our costs of operating as a public company and impose restrictions on our business. For example, Dodd-Frank could increase our overall costs of entering into derivatives transactions and could also adversely affect the performance of certain of our trading strategies. 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 will be subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements, which will give rise to new administrative costs. 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. 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 adversely affect the performance of certain of our trading strategies. 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.

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 and liquidity standards, commonly referred to as “Basel III,” for internationally active banking organizations. These new standards will require banks to hold more capital, predominately in the form of common equity, than under the current capital framework. In July 2013, U.S. federal banking agencies issued a final rule 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 may result in significant costs to banks, which in turn may result in higher borrowing costs for the private sector, including our funds and portfolio companies, and reduced access to certain types of credit.

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, and we and certain of our

permanent capital vehicles are subject to the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"). The variable interest entity that we will consolidate beginning in February 2014, New Media Investment Group ("New Media", NYSE: NEWM), 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 Finance Inc. is in the consumer finance industry and Nationstar Mortgage 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. 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 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) 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 European Union legislation 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. European regulators have approved 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. Once fully implemented the laws could impose 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 for reporting of many derivative transactions.

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. 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, 2012 and 2011, 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 will be required to consolidate certain variable interest entities that we manage, including New Media beginning in February 2014, and therefore document and test effective controls over financial reporting of any of these entities that we consolidate in accordance with Section 404, which will be new public companies, and 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 protestors, 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 December 31, 2013, we have a \$150.0 million revolving credit facility (including a \$15.0 million letter of credit subfacility). As of December 31, 2013, \$147.3 million was available to be drawn; we had no loans outstanding thereunder and \$2.7 million of letters of credit were outstanding. In February 2014, we borrowed \$75.0 million under our revolving credit facility. 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 business of the variable interest entity that we consolidate 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 on February 13, 2014 and immediately after the spin-off, New Media became a publicly traded company independent from Newcastle. As a result, Fortress consolidated New Media beginning February 13, 2014 and, therefore, New Media's income (loss) will impact our net income (loss), but will not have an impact on our net income (loss) attributable to Class A shareholders or total Fortress shareholders' equity. 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 the economies and demographics of the local communities it serves and general economic conditions, may have a material adverse impact on their business and results, which in turn could impact our net income.

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 December 31, 2013, the aggregate amount of management fees that various of our managed funds owed but had not yet paid was approximately \$38.0 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 \$16.7 million, excluding \$6.3 million which has been fully reserved by us. Subsequent to December 31, 2013, \$6.4 million of past due management fees from one fund was collected. 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 \$1.0 billion, \$1.5 billion and \$2.4 billion during the years ended December 31, 2013, 2012 and 2011 respectively, and our credit hedge funds received return of capital requests from fee-paying investors for a total of \$0.2 billion, \$0.2 billion and \$0.8 billion during the periods ended December 31, 2013, 2012 and 2011, respectively. Our liquid hedge fund redemptions for 2012 include \$0.7 billion of capital returned to investors in the Fortress Commodities Funds which closed in the second quarter of 2012. 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. If all of our existing private equity funds and credit PE funds were liquidated at their NAV as of December 31, 2013, the cumulative clawback obligation to investors in these funds would be approximately \$55.1 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 German residential 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. For example, if the commercial real estate operating environment in Florida remains challenging or deteriorates further, our fund investments in Flagler Development Group could decline in value and potentially have a material adverse effect on overall fund performance. 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), 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 \$1.0 billion, \$1.5 billion and \$2.4 billion during the years ended December 31, 2013, 2012 and 2011, respectively. Our liquid hedge fund redemptions for 2012 include \$0.7 billion of capital returned to investors in the Fortress Commodities Funds which closed in the second quarter of 2012. 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 \$0.2 billion, \$0.2 billion and \$0.8 billion return of capital requests from fee-paying investors during the periods ended December 31, 2013, 2012 and 2011, 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. The SEC has announced that it is undertaking a significant review of valuation practices within the private equity industry and has instituted enforcement actions against private equity fund advisers for misleading investors about valuation, so there will be increased regulatory scrutiny in the future. 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.

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 an economic interest in funds we do not control under a fee-for-services model for infrastructure services. Over the course of 2014, the Fortress Asia Macro Funds will 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. 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 December 31, 2013, we had 509,519,258 outstanding Class A shares on a fully diluted basis, including 87,853,694 resulting from vested equity compensation granted pursuant to our equity incentive plan, 19,242,966 restricted Class A share units granted to employees and affiliates pursuant to our equity incentive plan (net of forfeitures) and 955,744 restricted Class A shares granted to directors pursuant to our equity incentive plan. In addition, as of December 31, 2013, we had 65,366,830 Class A shares that remained 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, and 2012, the number of shares reserved for issuance pursuant to this calculation increased by 8,174,614, zero, and 9,389,280 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 December 31, 2013, our principals directly owned an aggregate of 249,227,229 Fortress Operating Group units and also owned an aggregate of 1,544,928 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. On February 13, 2014, we repurchased and canceled the 60,568,275 Class A shares held by Nomura.

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 currently do not intend to make 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 currently do not intend to make an election under Section 754 of the Internal Revenue Code to adjust our asset basis. If no Section 754 election is 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 1B. Unresolved Staff Comments

We have no unresolved staff comments.

Item 2. Properties.

We and our affiliates have the following leases in place with respect to our headquarters in New York City and global offices of our affiliates:

Location	Square Footage	Lease Expiration	Current Annual Rent (thousands)
New York	191,718	Dec-2016	\$ 13,031
<u>Other</u>			
Atlanta	3,256	Nov-2016	64
Berlin	1,753	Mar-2014	31
Cologne	2,271	Mar-2014	37
Dallas	12,430	Apr-2017	282
Dubai	334	May-2014	82
Durham	419	Apr-2014	8
Frankfurt	12,312	Sep-2014	604
Hong Kong	283	Nov-2014	156
Luxembourg City	3,219	Aug-2015	30
London	19,115	May-2017	3,025
Los Angeles	6,987	Nov-2017	383
Munich	689	Mar-2014	33
New Canaan	3,356	Jan-2018	168
Philadelphia	20,903	Jul-2017	548
Plano	6,125	Nov-2017	122
Portland	8,541	Dec-2015	195
San Francisco	21,747	Dec-2016	1,555
Singapore	3,654	Nov-2016	203
Summit	4,450	Jan-2019	196
Sydney	4,080	Dec-2018	375
Tampa	4,726	Apr-2019	38
Tel Aviv	1,689	Jun-2014	73
Tokyo	12,851	Sep-2015	1,328
Temporary Space	1,048	Various	116
Disaster Recovery	n/a	Aug-2016	1,207
Total Other	156,238		10,859
Total	347,956		\$ 23,890

We believe our current facilities are adequate for our current needs and that suitable additional space will be available as and when needed.

Item 3. 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 4. Mine Safety Disclosures

None.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our Class A shares have been listed and are traded on the New York Stock Exchange ("NYSE") under the symbol "FIG" since our initial public offering in February 2007. The following table sets forth, for the periods indicated, the high, low and last sale prices in dollars on the NYSE for our Class A shares and the dividends per share we declared with respect to the periods indicated.

	High	Low	Last Sale	Dividends Declared (A)
2013				
First Quarter	\$ 6.99	\$ 4.41	\$ 6.40	\$ 0.06
Second Quarter	\$ 7.66	\$ 5.61	\$ 6.56	\$ 0.06
Third Quarter	\$ 8.19	\$ 6.57	\$ 7.94	\$ 0.06
Fourth Quarter	\$ 9.10	\$ 7.26	\$ 8.56	\$ 0.08
2012				
First Quarter	\$ 4.44	\$ 3.37	\$ 3.56	\$ 0.05
Second Quarter	\$ 3.86	\$ 2.86	\$ 3.37	\$ 0.05
Third Quarter	\$ 4.58	\$ 3.38	\$ 4.42	\$ 0.05
Fourth Quarter	\$ 4.83	\$ 3.73	\$ 4.39	\$ 0.06

(A) Represents amounts our board of directors declared as dividends based on earnings and liquidity with respect to the specified periods. The actual declaration dates occurred in the following quarter.

We make quarterly dividends to Class A shareholders based upon our annual distributable earnings. Any dividend declared by us will be subject to the need to: maintain prudent working capital reserves to provide for the conduct of our business, make investments in our businesses and funds, and comply with applicable law and our credit agreement covenants and other obligations.

Since annual distributable earnings are not finalized until the end of a given year, we base the first three quarterly dividends for any given year upon management fee revenues net of related expenses, subject to the reserves discussed above. We base the final quarterly dividend for each year upon this amount plus an adjustment based on full-year incentive income.

We increased our base quarterly dividend to \$0.06 per share, effective for the fourth quarter of 2012 and first three quarters of 2013. This supplements the investment made in the fourth quarter of 2012 to repurchase nearly 10% of our outstanding dividend paying shares. We increased our base quarterly dividend to \$0.08 per share, effective for the fourth quarter of 2013 and full year 2014. This supplements the investment made in February 2014 to repurchase approximately 12% of our then outstanding dividend paying shares.

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 be limited by the covenants under our credit agreement, as described under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Covenants."

On February 19, 2014, the closing price for our Class A shares, as reported on the NYSE, was \$8.54. As of February 19, 2014, there were approximately 26 record holders of our Class A shares. This figure does not reflect the beneficial ownership of shares held in nominee name, nor does it include holders of our Class B shares, restricted Class A shares, restricted Class A share units or restricted partnership units.

Item 6. Selected Financial Data.

The selected historical financial information set forth below as of, and for the years ended, December 31, 2013, 2012, 2011, 2010, and 2009 has been derived from our audited historical consolidated financial statements.

The information below should be read in conjunction with “Management's Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and notes thereto included in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
(in thousands, except share data)					
Operating Data					
Revenues					
Management fees, incentive income, expense					
reimbursements and other revenues	\$ 1,264,983	\$ 969,869	\$ 858,628	\$ 950,245	\$ 584,095
Expenses	897,603	908,220	1,954,908	1,817,994	1,583,836
Other Income (Loss)					
Gains (losses)	53,933	48,921	(30,054)	2,997	25,373
Tax receivable agreement liability adjustment	(8,787)	(8,870)	3,098	22,036	(55)
Earnings (losses) from equity method investees	136,866	156,530	41,935	115,954	60,281
	<u>182,012</u>	<u>196,581</u>	<u>14,979</u>	<u>140,987</u>	<u>85,599</u>
Income (loss) before income taxes	549,392	258,230	(1,081,301)	(726,762)	(914,142)
Income tax benefit (expense)	(65,801)	(39,408)	(36,035)	(54,931)	5,000
Net Income (Loss)	<u>\$ 483,591</u>	<u>\$ 218,822</u>	<u>\$ (1,117,336)</u>	<u>\$ (781,693)</u>	<u>\$ (909,142)</u>
Principals' and Others' Interests in Income (Loss)					
of Consolidated Subsidiaries	\$ 283,144	\$ 140,538	\$ (685,821)	\$ (497,082)	\$ (654,527)
Net Income (Loss) Attributable to Class A Shareholders	<u>\$ 200,447</u>	<u>\$ 78,284</u>	<u>\$ (431,515)</u>	<u>\$ (284,611)</u>	<u>\$ (254,615)</u>
Dividends declared per Class A share	<u>\$ 0.24</u>	<u>\$ 0.20</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Earnings Per Class A Share - Fortress Investment Group					
Net income (loss) per Class A share, basic	\$ 0.83	\$ 0.29	\$ (2.34)	\$ (1.79)	\$ (2.08)
Net income (loss) per Class A share, diluted	\$ 0.79	\$ 0.27	\$ (2.36)	\$ (1.83)	\$ (2.08)
Weighted average number of Class A shares					
outstanding, basic	236,246,296	214,399,422	186,662,670	164,446,404	125,740,897
Weighted average number of Class A shares					
outstanding, diluted	<u>500,631,423</u>	<u>524,900,132</u>	<u>493,392,235</u>	<u>467,569,571</u>	<u>125,740,897</u>
As of December 31,					
	2013	2012	2011	2010	2009
Balance Sheet Data					
Investments, including options	\$ 1,357,604	\$ 1,249,761	\$ 1,079,777	\$ 1,012,883	\$ 867,215
Cash and cash equivalents	364,583	104,242	333,166	210,632	197,099
Total assets	2,674,432	2,155,678	2,220,686	2,076,695	1,660,267
Debt obligations payable	—	149,453	261,250	277,500	397,825
Deferred incentive income	247,556	231,846	238,658	198,363	160,097
Total liabilities	1,059,527	939,028	1,158,294	1,147,280	1,060,953
Shareholders' equity, including accumulated					
other comprehensive income (loss)	825,067	626,471	487,431	411,464	261,217
Principals' and others' interests in equity of					
consolidated subsidiaries	789,838	590,179	574,961	517,951	338,097
Total Equity	1,614,905	1,216,650	1,062,392	929,415	599,314

ITEM 7. 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 Annual Report on Form 10-K. 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 I, Item 1A, "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

Overview

Our Business

Fortress is a leading, highly diversified global investment management firm with approximately \$61.8 billion in AUM as of December 31, 2013. 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 our over 1,500 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 invest capital in each of our alternative investment businesses.

The performance of our funds was solid in 2013, with strong performances in most funds and an overall improvement in our operating results in comparison with 2012. In addition, we have continued significant capital raising within our funds and we have continued to improve our financial position. For more information about these topics, please refer to "— Performance of our Funds," "— Assets Under Management," and "— Liquidity and Capital Resources" below.

As of December 31, 2013, we managed the following businesses:

Private Equity — a business that manages approximately \$15.6 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.

Liquid Hedge Funds — a business that manages approximately \$7.4 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; and a fund that seeks to generate returns by executing a positively convex investment strategy.

Credit Funds — a business that manages approximately \$13.4 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 \$25.4 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. In April 2013, Logan Circle launched a growth equities investment business 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.

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.

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 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
Has the fund made incentive income payments to us?	In a liquidation of the fund's assets at their estimated fair value as of the reporting date:		(Refer to Note 3 to our consolidated financial statements)
	Would the fund owe us incentive income?	Would we owe a clawback of incentive income to the fund?	
Yes	Yes	No	<ul style="list-style-type: none"> - The amount of previously distributed incentive income. - 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.
Yes	No	Yes	<ul style="list-style-type: none"> - The amount of previously distributed incentive income. - 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. - 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.
No	Yes	N/A	<ul style="list-style-type: none"> - 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.
No	No	N/A	<ul style="list-style-type: none"> - 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.

We disclose each of these performance measures, as applicable, for all of our funds in Note 3 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.

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.
- 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.

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.

Management, in considering the liquidity and health of the company, mainly focuses on the following aspects of the 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.

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) Principals agreement compensation (prior to December 31, 2011), which had no economic effect on us and was not considered by management in assessing our performance.
- 4) Other general and administrative expenses and interest expenses.
- 5) Taxes

The primary measure of operating performance used by management is “Distributable Earnings,” which is further discussed in the “- Results of Operations - Segment Analysis” section herein.

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.

In addition, in February 2014, Newcastle distributed all of the common shares of New Media to its shareholders. Fortress entered into a management agreement with New Media in which it receives an annual management fee of 1.5% of the company's equity (as defined in the agreement) and incentive compensation (as defined in the agreement). Fortress determined that New Media qualifies as a variable interest entity and, upon the completion of Newcastle's distribution of New Media's common shares, Fortress determined that it was the primary beneficiary. As a result, Fortress consolidated New Media beginning in February 2014. The consolidation of New Media will not have a material impact on net income attributable to Class A shareholders and total Fortress shareholders' equity as substantially all of the operating results of New Media will be attributable to non-controlling interests. For additional information please see Part II, Item 8 " Financial Statements and Supplementary Data - Note 12 - Subsequent Events."

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-style funds to increase the value, and effect realizations, of their portfolio company investments and the ability of our funds 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 and realizations. 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 and certain other funds, opportunities to generate returns depend on their investment strategies, which may benefit from market declines or volatility.

Global markets continue to focus on the path of U.S. monetary policy as an indicator of the likely direction of global interest rates. Concerns over potential Federal Reserve tapering of its monetary stimulus caused significant market corrections starting in late spring and lasting well into the summer. After the Federal Reserve announced its intention to continue its bond purchasing program, U.S. equity markets improved significantly. In December, the Federal Reserve announced that it would begin tapering in 2014 but not necessarily tightening monetary policy, which contributed to market improvements, particularly as better than expected growth and employment data was also reported. Various factors could affect the pace of tapering, which began in January 2014, including weaker growth and inflation. 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. These disruptions, in addition to inconsistent economic data points, have made the recovery's progress more difficult to assess. However, the Federal Reserve's announcement contributed to record-high levels in U.S. equity markets and, together with the strengthening of the U.S. dollar, we believe these are trends that may continue as markets adjust to more robust U.S. growth and less quantitative support from the Federal Reserve, though market volatility is also expected.

The Eurozone has slowly started to recover from its recession, though growth and economic recovery remains uneven across regions and, in general, behind that of the U.S. Although we believe sovereign risk has reduced in the Eurozone, slow growth together with a weak labor market and lower levels of inflation continue to hinder gradual recovery in Europe. The European Central Bank may retain its explicit easing bias and forward guidance language in the near term in order to support overall recovery. Prospects for a more politically-stable Eurozone are moving in a positive direction, with the potential for political crisis largely on the regional level. The broader Eurozone, however, will likely face difficult discussions around 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 sovereignties. Based on the positions held by our funds as of December 31, 2013, 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 "Abenomics" plan to reflate the economy, which included substantial quantitative and qualitative easing alongside initial fiscal stimulus, yielded results in 2013, boosting growth and business confidence levels, as well as improving equity valuations and inflation conditions. We believe the current government will continue to implement this loose monetary policy and stimulus strategy as well as further easing measures. Economic improvement and wage inflation could decrease the government's dependence on a weaker Japanese Yen. However, the success of structural reforms aimed at improving growth through private investment remains uncertain and markets are likely to fluctuate based on whether such reforms are implemented, as well as whether Japan reaches and is able to sustain its inflation target.

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 benefitted 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, where a general reduction in the value of assets, and capital availability led to refinancing at a significantly lower level of leverage, 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 continue to decline.
- 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 2013. 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 timeframe 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 solid returns across most of our funds, and the performance of our more recent vintage private equity funds has rebounded significantly since 2008, with significant increases in value recorded in 2013. As a result, as illustrated in “- Assets Under Management” below, we have been able to raise meaningful additional capital in various funds, including newly formed 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.

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 sector-specific trends. Within the financial services industry, regulatory pressures on the banks combined with a gradually improving economy resulted in a positive market for non-regulated financial institutions domestically. Worldwide growth in trade and transportation continued to expand in 2013 albeit at a more measured pace than in the prior year. Industry dynamics in the senior living sector were also positive, benefiting from a recovery in housing prices, demand outpacing inventory growth and significant growth in the senior population. Challenging European markets have resulted in 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 excess mortgage servicing rights (MSRs) present an opportunity due to a supply-demand imbalance and significant barriers to entry. New Residential and the MSR Opportunities Funds have recently made significant investments in excess MSRs.

Our macro liquid hedge funds actively trade in global markets. Performance in 2013 has been favorable, led by positions that profited from weakening of the Japanese Yen, strengthening in global equity markets and rising U.S. interest rates. During the period from the end of May through August, losses were sustained in global foreign exchange and emerging market fixed income positions as the U.S. Dollar weakened and emerging markets interest rates rose. Towards the end of the third quarter and in the fourth quarter, our funds posted gains primarily driven by equity positions, which profited from the new highs reached this year. Global market conditions and trends formed around them are always subject to change, however, as are the positions held by our liquid hedge funds.

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	
<u>2011</u>							
AUM January 1, 2011	\$ 11,923	\$ 3,037	\$ 6,355	\$ 6,773	\$ 4,817	\$ 11,708	\$ 44,613
Capital raised (A)	—	220	1,318	309	190	—	2,037
Increase in invested capital	237	—	25	107	3,123	—	3,492
Redemptions (B)	—	—	(1,708)	(145)	—	—	(1,853)
RCA distributions (C)	—	—	—	(1,222)	—	—	(1,222)
Return of capital distributions (D)	(317)	(19)	—	(140)	(1,854)	—	(2,330)
Adjustment for capital reset (E) (J)	(1,997)	—	—	—	—	—	(1,997)
Crystallized incentive income (F)	—	—	(69)	(91)	—	—	(160)
Net client flows (traditional)	—	—	—	—	—	841	841
Income (loss) and foreign exchange (G)	(561)	(57)	(406)	385	(44)	975	292
AUM December 31, 2011	\$ 9,285	\$ 3,181	\$ 5,515	\$ 5,976	\$ 6,232	\$ 13,524	\$ 43,713
<u>2012</u>							
Capital raised (A)	—	450	993	247	1,058	—	2,748
Increase in invested capital	163	—	7	21	2,817	—	3,008
Redemptions (B)	—	—	(2,045)	(37)	—	—	(2,082)
RCA distributions (C)	—	—	—	(1,100)	—	—	(1,100)
Return of capital distributions (D)	(1,036)	—	(93)	(233)	(1,964)	—	(3,326)
Adjustment for capital reset (E) (J)	—	—	—	—	(331)	—	(331)
Crystallized incentive income (F)	—	—	(3)	(76)	—	—	(79)
Net client flows (traditional)	—	—	—	—	—	5,710	5,710
Income (loss) and foreign exchange (G)	2,199	29	686	867	(63)	1,451	5,169
AUM December 31, 2012	\$ 10,611	\$ 3,660	\$ 5,060	\$ 5,665	\$ 7,749	\$ 20,685	\$ 53,430
<u>2013</u>							
Capital raised (A)	—	1,398	2,546	505	—	—	4,449
Increase in invested capital	541	—	3	—	2,236	—	2,780
Redemptions (B)	—	—	(850)	(83)	—	—	(933)
RCA distributions (C)	—	—	—	(1,020)	—	—	(1,020)
Return of capital distributions (D)	(1,008)	—	(122)	(20)	(2,150)	—	(3,300)
Adjustment for capital reset (E) (J)	—	(1,492)	—	—	(6)	—	(1,498)
Crystallized incentive income (F)	—	—	(87)	(168)	—	—	(255)
Net client flows (traditional)	—	—	—	—	—	4,753	4,753
Income (loss) and foreign exchange (G)	1,892	(19)	848	977	(302)	(52)	3,344
AUM December 31, 2013 (H)	\$ 12,036	\$ 3,547	\$ 7,398	\$ 5,856	\$ 7,527	\$ 25,386	\$ 61,750

- (A) Includes offerings of shares by our permanent capital vehicles, if any.
- (B) Excludes redemptions which reduced AUM subsequent to December 31, as of each respective year end. 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.

- (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 December 31, 2013, the private equity and credit funds had approximately \$2.2 billion and \$4.9 billion of uncalled and callable capital, respectively, that will become assets under management if deployed/called, of which an aggregate of \$2.2 billion is only available for follow-on investments, management fees and other fund expenses.
- (J) In April 2013, Eurocastle Investment Limited ("Eurocastle") completed a restructuring process that resulted in the conversion of its outstanding convertible debt. As part of that restructuring, Fortress entered into an amended management agreement with Eurocastle that reduced the AUM used to compute Eurocastle's management fees from €1.5 billion to €0.3 billion as of April 1, 2013, and in doing so also reduced the earnings threshold required for Fortress to earn incentive income from Eurocastle. Following the conversion of its outstanding convertible debt, Eurocastle effected a one for two hundred reverse split of its common stock.

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, have been as follows:

Redemption Notices / Return of Capital Requests Received and Outstanding through December 31, 2013 (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
2013	\$ 957,414	\$ 466,056	\$ 510,051	\$ 157,251	\$ 36,250	\$ 121,001
2012	1,482,907	1,483,319	—	248,402	170,923	108,690
2011	2,382,209	2,291,242	—	785,831	616,092	312,444
Prior			— (A)			254,900 (A)
			<u>\$ 510,051 (B)</u>			<u>\$ 797,035 (B)</u>

(A) Includes all prior periods with notices / requests that are still outstanding as of period end.

(B) For liquid hedge funds, reflects \$510.1 million to be paid primarily in the first quarter of 2014. For credit hedge funds, reflects \$767.9 million in RCAs to be paid as the underlying investments are realized and \$29.1 million to be paid primarily in the first quarter of 2014. 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)		
			December 31,			Inception to December 31,		
			2013	2012	2011	2013	2012	2011
Private Equity								
<i>Private Equity Funds that Report IRR's</i>								
Fund I	Nov-99	Closed May-13	\$ —	\$ —	\$ —	25.7 %	25.7 %	25.7 %
Fund II	Jul-02	(A)	—	—	—	35.5 %	35.6 %	35.4 %
Fund III	Sep-04	Jan-15	1,099	1,288	1,286	6.9 %	5.8 %	0.8 %
Fund III Coinvestment	Nov-04	Jan-15	90	118	85	1.8 %	1.1 %	(0.7)%
Fund IV	Mar-06	Jan-17	2,859	2,790	2,437	3.1 %	2.4 %	(3.0)%
Fund IV Coinvestment	Apr-06	Jan-17	460	485	567	(0.7)%	(0.8)%	(4.7)%
Fund V (E)	May-07	Feb-18	4,069	2,891	2,441	4.1 %	(1.0)%	(5.1)%
Fund V Coinvestment (E)	Jul-07	Feb-18	515	603	541	(7.2)%	(9.6)%	(15.6)%
GAGACQ Coinvestment Fund (GAGFAH)	Sep-04	Permanent	—	—	—	19.4 %	19.2 %	14.4 %
FRID (GAGFAH)	Mar-05	Apr-15	652	606	304	(0.9)%	(3.2)%	(14.1)%
FRIC (Brookdale)	Mar-06	May-16	164	153	105	(3.7)%	(5.1)%	(11.9)%
FICO (Intrawest)	Aug-06	Jan-17	—	—	—	(100.0)%	(100.0)%	(100.0)%
FHIF (Holiday)	Dec-06	Jan-17	1,083	1,083	1,067	6.8 %	7.6 %	7.1 %
FECE (Florida East Coast/Flagler)	Jun-07	Feb-18	436	443	443	(0.3)%	(1.6)%	(4.0)%
WWTAI	Jul-11	Jan-25	175	101	9	(C)	(C)	(C)
MSR Opportunities Fund I A	Aug-12	Aug-22	255	—	—	(C)	N/A	N/A
MSR Opportunities Fund I B	Aug-12	Aug-22	64	—	—	(C)	N/A	N/A
MSR Opportunities Fund II A	Jul-13	Jul-23	36	—	—	(C)	N/A	N/A
MSR Opportunities Fund II B	Jul-13	Jul-23	—	—	—	(C)	N/A	N/A
MSR Opportunities MA I	Jul-13	Jul-23	8	—	—	(C)	N/A	N/A

Continued on next page.

Name of Fund	Inception Date	Maturity Date (A)	AUM			Returns (B)			
			December 31,			Inception to Date (D)	2013	2012	2011
			2013	2012	2011				
<i>Private Equity - Permanent Capital Vehicles</i>									
Newcastle Investment Corp.	Jun-98	Permanent	1,795	1,729	1,294	N/A	7.0 %	10.1 %	12.9 %
New Residential Investment Corp.	May-13	Permanent	1,196	—	—	N/A	10.5 %	N/A	N/A
Eurocastle Investment Limited	Oct-03	Permanent	556	1,931	1,887	N/A	6.7 %	N/A	N/A
Liquid Hedge Funds									
Drawbridge Global Macro Funds (A)	Jun-02	Redeemable	284	357	392	9.0 %	13.7 %	16.9 %	(10.5)%
Fortress Macro Funds	May-09	Redeemable	1,546	1,566	1,962	8.8 %	14.1 %	17.8 %	(9.3)%
Fortress Macro MA1	Nov-11	Redeemable	359	177	50	15.0 %	14.7 %	17.9%	(C)
Fortress Commodities Funds	Jan-08	Closed May-12	—	—	724	(1.4)%	N/A	(12.5)%	(8.0)%
Fortress Commodities Fund MA1 Ltd	Nov-09	Closed Apr-12	—	—	95	(4.7)%	N/A	(6.6)%	(7.8)%
Fortress Partners Fund LP (A)	Jul-06	Redeemable	566	691	780	2.7 %	4.8 %	8.0 %	0.5 %
Fortress Partners Offshore Fund LP (A)	Nov-06	Redeemable	669	706	676	3.1 %	6.7 %	7.7 %	(2.1)%
Fortress Asia Macro Funds	Mar-11	Redeemable	1,697	433	208	14.5 %	17.1 %	21.2%	(C)
Fortress Convex Asia Funds	May-12	Redeemable	96	50	—	(5.0)%	(3.3)%	(C)	N/A
Fortress Redwood Fund LTD	Aug-13	Redeemable	613	N/A	N/A	(C)	(C)	N/A	N/A
Credit Hedge Funds									
Drawbridge Special Opp's Fund LP (F)	Aug-02	PE style redemption	3,898	3,793	4,040	11.7 %	18.4 %	17.9 %	10.9 %
Drawbridge Special Opp's Fund LTD (F)	Aug-02	PE style redemption	1,317	1,117	877	11.6 %	15.6 %	16.6 %	11.5 %
Worden Fund	Jan-10	PE style redemption	201	209	191	12.8 %	13.7 %	17.6 %	5.8%
Worden Fund II	Aug-10	PE style redemption	31	40	21	11.2 %	12.4 %	13.2 %	7.3%
Value Recovery Funds and related assets	(G)	Non-redeemable	402	496	811	(G)	(G)	(G)	(G)

Continued on next page.

Name of Fund	Inception Date	Maturity Date (A)	AUM			Returns (B)		
			December 31,			Inception to December 31,		
			2013	2012	2011	2013	2012	2011
Credit PE Funds								
Credit Opportunities Fund	Jan-08	Oct-20	692	997	1,307	25.8%	26.9%	27.7%
Credit Opportunities Fund II	Jul-09	Jul-22	745	1,014	1,148	18.3%	18.5%	15.7%
Credit Opportunities Fund III	Sep-11	Mar-24	1,400	795	322	(C)	(C)	(C)
FCO Managed Accounts	Sep-08 to Oct-10	Oct-21 to Jun-24	1,172	1,027	950	20.0%	23.1%(H)	24.9%(H)
FCO Managed Accounts (C)	Apr-12 to Jun-12	Jul-24 - Mar-27	457	514	258	(C)	(C)	(C)
Long Dated Value Fund I	Apr-05	Apr-30	185	186	193	5.0%	4.3%	4.0%
Long Dated Value Fund II	Nov-05	Nov-30	142	153	157	3.7%	2.6%	3.8%
Long Dated Value Fund III	Feb-07	Feb-32	87	128	197	8.6%	8.0%	6.2%
LDVF Patent Fund	Nov-07	Nov-27	3	16	16	12.7%	9.7%	14.7%
Real Assets Fund	Jun-07	Jun-17	77	88	112	8.5%	9.3%	8.7%
Japan Opportunity Fund	Jun-09	Jun-19	364	587	958	22.2%	20.5%	17.4%
Japan Opportunity Fund II (Dollar)	Dec-11	Dec-21	713	713	—	(C)	(C)	N/A
Japan Opportunity Fund II (Yen)	Dec-11	Dec-21	696	845	—	(C)	(C)	N/A
Net Lease Fund I	Jan-10	Feb-20	33	80	62	22.8%	(C)	(C)
Global Opportunities Fund	Sep-10	Sep-20	255	310	350	(C)	(C)	(C)
Life Settlements Fund	Dec-10	Dec-22	261	210	172	(C)	(C)	(C)
Life Settlements Fund MA	Dec-10	Dec-22	23	19	15	(C)	(C)	(C)
Real Estate Opportunities Fund	May-11	Sep-24	187	47	—	(C)	(C)	N/A
Real Estate Opportunities REOC Fund	Oct-11	Oct-23	29	13	8	(C)	(C)	N/A
Subtotal - all funds			34,712	31,598	29,518			
Managed accounts			1,652	1,147	671			
Total - Alternative Investments			36,364	32,745	30,189			
Logan Circle			25,386	20,685	13,524			
Total (I)			\$ 61,750	\$ 53,430	\$ 43,713			

- (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. Fund II has passed its contractual maturity date and is in the process of an orderly wind down. Our permanent capital vehicles 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 79% of our alternative investment AUM as of December 31, 2013.
- (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. Excludes the impact of special dividends declared in connection with REIT compliance, which may increase returns.
- 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 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) Accounts which fall within the description of Note (C) above for certain of the periods presented are excluded from the computations of returns for those periods.
- (I) 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, GAGACQ Coinvestment Fund and FICO (Intrawest), had zero AUM as of December 31, 2013, 2012 and 2011, 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.

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Revenues					
Management fees: affiliates	\$ 520,283	\$ 456,090	\$ 464,305	\$ 64,193	\$ (8,215)
Management fees: non-affiliates	62,795	45,617	58,096	17,178	(12,479)
Incentive income: affiliates	419,828	246,438	155,303	173,390	91,135
Incentive income: non-affiliates	44,383	26,162	1,917	18,221	24,245
Expense reimbursements: affiliates	206,452	186,592	169,282	19,860	17,310
Expense reimbursements: non-affiliates	7,209	4,580	4,057	2,629	523
Other revenues	4,033	4,390	5,668	(357)	(1,278)
	<u>1,264,983</u>	<u>969,869</u>	<u>858,628</u>	<u>295,114</u>	<u>111,241</u>
Expenses					
Interest expense	5,382	15,781	18,526	(10,399)	(2,745)
Compensation and benefits	741,761	750,359	706,060	(8,598)	44,299
Principals agreement compensation (expired in 2011)	—	—	1,051,197	—	(1,051,197)
General, administrative and other expense (including depreciation, amortization and impairment)	150,460	142,080	179,125	8,380	(37,045)
	<u>897,603</u>	<u>908,220</u>	<u>1,954,908</u>	<u>(10,617)</u>	<u>(1,046,688)</u>
Other Income (Loss)					
Gains (losses)	53,933	48,921	(30,054)	5,012	78,975
Tax receivable agreement liability adjustment	(8,787)	(8,870)	3,098	83	(11,968)
Earnings (losses) from equity method investees	136,866	156,530	41,935	(19,664)	114,595
	<u>182,012</u>	<u>196,581</u>	<u>14,979</u>	<u>(14,569)</u>	<u>181,602</u>
Income (Loss) Before Income Taxes					
	549,392	258,230	(1,081,301)	291,162	1,339,531
Income tax benefit (expense)	(65,801)	(39,408)	(36,035)	(26,393)	(3,373)
Net Income (Loss)	<u>\$ 483,591</u>	<u>\$ 218,822</u>	<u>\$(1,117,336)</u>	<u>\$ 264,769</u>	<u>\$ 1,336,158</u>
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries					
	<u>\$ 283,144</u>	<u>\$ 140,538</u>	<u>\$ (685,821)</u>	<u>\$ 142,606</u>	<u>\$ 826,359</u>
Net Income (Loss) Attributable to Class A Shareholders	<u>\$ 200,447</u>	<u>\$ 78,284</u>	<u>\$ (431,515)</u>	<u>\$ 122,163</u>	<u>\$ 509,799</u>

Factors Affecting Our Business

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

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

Each of these factors is described below.

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 our 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):

Year Ended	Private Equity			Credit			Total
	Funds	Permanent Capital Vehicles	Liquid Hedge Funds	Hedge Funds	PE Funds	Logan Circle	
December 31, 2013	\$ 11,295	\$ 3,308	\$ 6,266	\$ 5,714	\$ 7,191	\$ 22,597	\$ 56,371
December 31, 2012	10,295	3,409	4,838	5,831	6,388	17,806	48,567
December 31, 2011	10,135	3,192	6,132	6,376	5,228	12,712	43,775

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 consolidated senior living property management subsidiary and has agreements to manage certain senior living properties, most of which are owned by 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.

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 979 asset management employees as of December 31, 2011, to 975 asset management employees as of December 31, 2012, and then changed to 1,074 asset management employees as of December 31, 2013. Additionally, we had 1,250 employees as of December 31, 2013 at the senior living properties that we manage (whose compensation expense is reimbursed to us by the owners of the facilities) compared to 1,021 such employees as of December 31, 2012.

Revenues

Year Ended December 31, 2013 compared to the Year Ended December 31, 2012

Total revenues were \$1,265.0 million for the year ended December 31, 2013, a net increase of \$295.1 million, compared to \$969.9 million for the year ended December 31, 2012. The increase in revenues was attributable to (i) increases of \$64.2 million and \$17.2 million in management fees from affiliates and non-affiliates, respectively, (ii) increases of \$173.4 million and \$18.2 million in incentive income from affiliates and non-affiliates, respectively, and (iii) increases of \$19.9 million and \$2.6 million in expense reimbursements from affiliates and non-affiliates, respectively.

The increase in management fees from affiliates of \$64.2 million was primarily due to increases in average management fee paying AUM, based on a simple quarterly average, in our private equity funds and liquid hedge funds, of \$1.0 billion and \$0.8 billion, respectively, and an increase of \$21.0 million in management fees resulting from Newcastle and Eurocastle options granted to Fortress during the year ended December 31, 2013 as compared to the prior period.

The increase in management fees from non-affiliates of \$17.2 million was primarily related to an increase in average management fee paying AUM, based on a simple quarterly average, of \$0.6 billion and \$3.8 billion in our liquid hedge fund managed accounts and Logan Circle, respectively.

The increase in incentive income from affiliates of \$173.4 million was primarily attributable to (i) an increase of \$62.1 million in incentive income primarily earned from the Drawbridge Special Opportunities Funds as a result of an increase in incentive earned on RCA distributions, which represent accounts where investors have provided withdrawal notices and receive payout as underlying fund investments are realized and due to an increase in the average capital eligible for incentive income primarily attributable to higher returns during the year ended December 31, 2013 in the non-RCA accounts, which crystallizes annually, (ii) an increase of \$22.9 million of incentive income recognized from Fund II primarily as a result of a realization event and the fund reaching its maturity date during the year ended December 31, 2013, which resulted in the recognition of income as certain contingencies for repayment were resolved, (iii) an increase of \$15.7 million in crystallized incentive income recognized from our permanent capital vehicles, (iv) a net increase of \$64.4 million in incentive income recognized from our liquid hedge funds primarily as a result of a transfer of interest between two of our funds during August 2013, redemptions and an increase in the average capital eligible for incentive income primarily attributable to higher returns during the year ended December 31, 2013, (v) an increase of \$2.2 million of incentive income recognized primarily from the liquidation of Fund I in May 2013, (vi) an increase of \$1.7 million of incentive income recognized from the Worden Funds and (viii) a net increase of \$4.4 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, for the year ended December 31, 2013, as compared to the prior period.

The \$18.2 million increase in incentive income from non-affiliates was primarily related to an increase of \$18.7 million in crystallized incentive income from our liquid hedge funds managed accounts, slightly offset by a decrease of \$0.3 million in incentive income from our credit PE managed accounts.

The increase in expense reimbursements from affiliates of \$19.9 million was primarily related to an increase in operating expenses eligible for reimbursement from our funds, the most significant of which related to the full year effect of the formation of the senior living property management business in July 2012, for the year ended December 31, 2013, as compared to the prior period.

Year Ended December 31, 2012 compared to the Year Ended December 31, 2011

Total revenues were \$969.9 million for the year ended December 31, 2012, a net increase of \$111.2 million, compared to \$858.6 million for the year ended December 31, 2011. The increase in revenues was attributable to increases of \$91.1 million and \$24.2

million in incentive income from affiliates and non-affiliates, respectively, and an increase of \$17.3 million in expense reimbursements from affiliates. These increases were partially offset by decreases of \$8.2 million and \$12.5 million in management fees from affiliates and non-affiliates, respectively, and a decrease of \$1.3 million in other revenues.

The decrease in management fees from affiliates of \$8.2 million was primarily due to (i) a decrease in management fees from our private equity funds as a result of a decrease in AUM of approximately \$2.0 billion related to the expiration of the capital commitment periods of Fund V, Fund V Coinvestment and FECEI in 2011, and (ii) decreases of \$1.3 billion and \$0.5 billion in average fee paying AUM, based on a simple quarterly average, in our liquid and credit hedge funds, respectively. These decreases were offset by an increase of \$8.9 million in management fees due to Newcastle options granted to Fortress during the year ended December 31, 2012 as compared to the prior comparative period and an increase of \$1.2 billion in average fee paying AUM in our credit PE funds.

The decrease in management fees from non-affiliates of \$12.5 million was primarily related to a decrease of \$14.7 million due to an advisory agreement that concluded in the third quarter of 2011 and a decrease of \$4.6 million primarily due to the termination of a managed account in the fourth quarter of 2011. These decreases were partially offset by an increase of \$6.7 million in management fees from non-affiliates from Logan Circle as a result of an increase of \$5.1 billion in average fee paying AUM.

The increase in incentive income from affiliates of \$91.1 million was primarily attributable to (i) a net increase of \$40.3 million in crystallized incentive income recognized from certain of our liquid hedge funds, primarily due to higher returns, (ii) a \$53.5 million increase in incentive income earned from our credit hedge funds primarily due to higher returns from non-redeeming capital accounts (or “non-RCA”), which represents accounts where investors have not provided withdrawal notices, and crystallized incentive income from our Worden Funds, and (iii) an increase of \$2.6 million of incentive income from our credit PE funds, which was realized as a result of deemed tax distributions and the dissolution of a fund and, therefore, is no longer subject to clawback. These increases were partially offset by \$5.1 million in incentive income recognized from Fund II during the year ended December 31, 2011 which was related to distributions of capital to investors. These distributions resulted in the recognition of income as certain contingencies for repayment were resolved.

The \$24.2 million increase in incentive income from non-affiliates was primarily related to crystallized incentive income from our liquid managed accounts.

The increase in expense reimbursements from affiliates of \$17.3 million is primarily related to an increase in operating expenses eligible for reimbursement from our funds, including expenses related to our senior living property manager, for the year ended December 31, 2012 as compared to the prior comparative period.

Expenses

Year Ended December 31, 2013 compared to the Year Ended December 31, 2012

Expenses were \$897.6 million for the year ended December 31, 2013, a net decrease of \$10.6 million, compared to \$908.2 million for the year ended December 31, 2012. The decrease was attributable to a decrease of \$8.6 million in compensation and benefits, and a decrease of \$10.4 million in interest expense. These decreases were partially offset by a net increase of \$8.4 million in general, administrative and other expenses.

Total compensation and benefits decreased due to a \$174.0 million decrease in equity-based compensation primarily due to the final vesting of RSUs issued in connection with our IPO and RPU's in January 2013. This decrease was substantially offset by (i) a \$108.8 million increase in profit-sharing expenses primarily related to our liquid hedge funds, credit PE funds, credit hedge funds, and Principal Performance Payments, (ii) a \$34.2 million increase in other payroll, taxes, and benefits (including wages), and (iii) a \$22.4 million increase in discretionary bonuses. Changes in profit sharing expense are a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods. The \$34.2 million increase in other payroll, taxes and benefits was the result of an increase in headcount and the full year effect of the formation of the senior living property management business in July 2012. The increase of \$22.4 million in discretionary bonuses is primarily related to increased headcount and improved performance of the Company.

The decrease in interest expense of \$10.4 million primarily relates to a decrease in the average outstanding debt balance and average interest rate for the year ended December 31, 2013, as compared to the prior period.

The increase in general, administrative and other expenses was primarily due to (i) an increase of \$3.4 million in professional fees (ii) an increase of \$3.2 million in other general and other expenses and (iii) an increase of \$1.8 million in recruitment fees.

Year Ended December 31, 2012 compared to the Year Ended December 31, 2011

Expenses were \$908.2 million for the year ended December 31, 2012, a net decrease of \$1,046.7 million, compared to \$1,954.9 million for the year ended December 31, 2011. The decrease was attributable to decreases of (i) \$2.7 million in interest expense, (ii) \$1,051.2 million in principals agreement compensation, and (iii) \$37.0 million in general, administrative and other expenses. These decreases were partially offset by a net increase of \$44.3 million in compensation and benefits.

Principals agreement compensation decreased as a result of the expiration of the agreement in December 2011.

The decrease in general, administrative and other expenses was primarily due to (i) the impairment of goodwill and other intangible assets related to Logan Circle (\$20.1 million) during the year ended December 31, 2011, (ii) a decrease in allowances for potentially uncollectible expense reimbursements in connection with a certain fund experiencing liquidity shortfalls (\$4.5 million), (iii) a decrease in operating expenses related to an advisory agreement that concluded in the third quarter of 2011 (\$7.6 million), and (iv) a decrease in professional fees (\$6.0 million).

Total compensation and benefits increased primarily due to a \$12.7 million increase in other payroll, taxes and benefits, a \$13.0 million increase in discretionary bonuses, and a \$57.8 million increase in profit-sharing expenses related to our credit hedge funds, liquid hedge funds, Principal Performance Payments, and permanent capital vehicles, partially offset by a \$19.6 million decrease in profit-sharing expenses related to our credit PE funds and private equity funds, and a \$19.6 million decrease in equity-based compensation. The increases in other payroll, taxes and benefits were primarily due to an increase in wages, severance and related taxes for the year ended December 31, 2012 as compared to the prior comparative period as a result of increased headcount and the formation of a senior living property management subsidiary. The \$19.6 million decrease in equity-based compensation was primarily due to (i) a \$15.9 million decrease due to the STIP agreement entered into by one of the Principals with a senior employee which impacted 2011 but not 2012, (ii) a \$6.2 million decrease related to the net impact of changes in actual forfeiture activity and changes in the forfeiture assumptions associated with the RSUs, and (iii) a \$5.3 million decrease related to lower grant date valuations of RSUs granted during 2012 in comparison to RSUs granted during the comparable period in 2011. These decreases were partially offset by a \$2.4 million increase related to the departure of our former CEO during the year ended December 31, 2012 and a \$5.4 million increase in expense associated with the Principal Performance Payments. Changes in profit sharing expense are a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods.

Current and Future Compensation Expense

We seek to compensate our 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 December 31, 2013 of \$44.0 million with a weighted average recognition period of 2.1 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.

Principals Agreement Compensation

As a result of the Principals Agreement, which expired in December 2011, \$4,763.0 million was charged to compensation expense on a straight-line basis over the approximately five-year vesting period. Fortress was not a party to this agreement. It was an agreement between our principals to further incentivize them to remain with Fortress. This GAAP expense had no economic effect on Fortress or its shareholders. As a result, management did not include this expense in any of its analyses of performance. When Fortress recorded this non-cash expense, it recorded a corresponding increase in capital. In August 2011, our principals agreed to extend their employment for a new five-year term effective January 1, 2012, on substantially similar terms and conditions as their prior employment agreements. In order to align the termination of the Principals Agreement with the effective date of their new employment agreements, our principals agreed to amend the expiration date of the Principals Agreement to December 31, 2011; as a result, all of the remaining expense related to this agreement, including \$99.1 million that would otherwise have been recognized in 2012, has been recorded as principals agreement compensation during the year ended December 31, 2011.

Other Income (Loss)

Year Ended December 31, 2013 compared to the Year Ended December 31, 2012

Other Income (Loss) was \$182.0 million for the year ended December 31, 2013, a net decrease of \$14.6 million, compared to \$196.6 million for the year ended December 31, 2012. This decrease was primarily attributable to (i) a net decrease of \$19.7 million in earnings from equity method investees primarily related to the performance of our private equity funds and liquid hedge funds, slightly offset by an increase in performance of our credit PE funds for the twelve months ended December 31, 2013 relative to the prior period, (ii) unrealized losses of \$3.7 million associated with the fair value of our holdings of digital currency and (iii) a decrease of \$1.1 million in the fair value on affiliate investments and options. This decrease was partially offset by an increase of \$8.1 million in the fair value of the derivatives held, primarily Japanese Yen foreign exchange contracts, and a \$3.0 million increase in the fair value of equity securities, for the year ended December 31, 2013 as compared to the prior period.

Year Ended December 31, 2012 compared to the Year Ended December 31, 2011

Other Income (Loss) was \$196.6 million for the year ended December 31, 2012, a net increase of \$181.6 million, compared to \$15.0 million for the year ended December 31, 2011. This increase was primarily attributable to (i) significant increases in net unrealized gains primarily related to our direct investments in GAGFAH and Newcastle and (ii) better performance resulting in an increase in earnings from equity method investees with respect to our investments in our private equity funds, credit PE funds, liquid hedge funds and credit hedge funds for the year ended December 31, 2012 relative to the prior comparative period. These increases were partially offset by an increase in the expense associated with the tax receivable agreement liability.

Income Tax Benefit (Expense)

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 years ended December 31, 2013, 2012 and 2011 Fortress recognized income tax expense (benefit) of \$65.8 million, \$39.4 million and \$36.0 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's that vested and were delivered at a value substantially less than their original value.

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

	Comparative Years	
	2013 vs. 2012	2012 vs. 2011
Change in pre-tax income applicable to Class A Shareholders (A)	\$ 52,021	\$ 40,642
Change in foreign and state income taxes	3,247	(6,900)
Change in mix of business (B)	(5,240)	(17,151)
Change in deferred tax asset-impact of equity compensation vesting (C)	(3,659)	2,410
Change in deferred tax asset valuation allowance and related adjustments	(21,186)	(4,052)
Write off of deferred tax asset related to options in affiliates (D)	—	(11,464)
Other	1,210	(112)
Total change	\$ 26,393	\$ 3,373

- (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) From 2011 to 2012, a lesser proportion of our total income was subject to corporate tax. In 2012, 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. There was a similar change from 2012 to 2013.
- (C) This factor changes based on the amount of equity-based compensation delivered in a given year.
- (D) This portion of the deferred tax asset was fully reserved in the valuation allowance during 2011.

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries

Year Ended December 31, 2013 compared to the Year Ended December 31, 2012

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries increased from \$140.5 million to \$283.1 million, an increase of \$142.6 million, primarily attributable to (i) an increase of \$155.9 million resulting from a \$291.0 million increase in Fortress Operating Group consolidated net income during the year ended December 31, 2013 as compared to the year ended December 31, 2012, (ii) a decrease of \$1.1 million resulting from Others' interests in the net income of consolidated subsidiaries of Fortress Operating Group offset by (iii) a decrease of \$12.2 million resulting from the dilution of noncontrolling interests in Fortress Operating Group caused by the delivery of restricted stock and restricted partnership awards.

Year Ended December 31, 2012 compared to the Year Ended December 31, 2011

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries increased from (\$685.8) million to \$140.5 million, an increase of \$826.3 million, primarily attributable to (i) an increase of \$842.5 million resulting from a \$1.4 billion increase in Fortress Operating Group consolidated net income during the year ended December 31, 2012 as compared to the year ended December 31, 2011, (ii) a decrease of \$18.6 million resulting from the dilution of noncontrolling interests in Fortress Operating Group caused by the delivery of restricted stock and restricted partnership awards, and (iii) an increase of \$2.4 million resulting from Others' interests in the net income of consolidated subsidiaries of Fortress Operating Group.

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 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) and income tax expense.

Distributable earnings is described in Note 11 to Part II, Item 8, “Financial Statements and Supplementary Data — 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 as described below (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,

Other Income

- (ii) with respect to income from certain principal investments and certain other interests 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 our permanent capital vehicles,
 - c. subtracting unrealized gains (or adding unrealized losses) on derivatives, direct investments in publicly traded portfolio companies and in our permanent capital vehicles,
- (iii) adding (a) proceeds from the sale of shares received pursuant to the exercise of stock options in certain of our 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,

Expenses

- (iv) 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,
- (v) 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),
- (vi) 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,
- (vii) adding back the amortization of intangible assets and any impairment of goodwill or intangible assets recorded under GAAP,
- (viii) adding back compensation expense recorded in connection with the forfeiture arrangements entered into among the principals, which expired in December 2011 (Note 8),
- (ix) adding the income (or subtracting the loss) allocable to the interests in consolidated subsidiaries attributable to Fortress Operating Group units, and
- (x) 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:

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 136,406	\$ 119,492	\$ 131,898	\$ 16,914	\$ (12,406)
Incentive Income	13,738	10,993	(1,748)	2,745	12,741
Segment revenues - total	\$ 150,144	\$ 130,485	\$ 130,150	\$ 19,659	\$ 335
Pre-tax distributable earnings	\$ 94,461	\$ 85,389	\$ 92,813	\$ 9,072	\$ (7,424)

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable earnings increased by \$9.1 million primarily due to:

Revenues

Management fees were \$136.4 million for the year ended December 31, 2013, a net increase of \$16.9 million, compared to \$119.5 million for the year ended December 31, 2012. Management fees increased by \$16.9 million due to (i) a net increase of \$9.8 million in management fees primarily from Fund IV, Fund V, and FRID primarily 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 year ended December 31, 2013, (ii) an increase of \$3.5 million in management fees from the MSR Opportunities Funds which called initial capital in January 2013 (MSR Opportunities Fund I) and September 2013 (MSR Opportunities Fund II), (iii) an increase of \$1.7 million in management fees from WWTAI due to an increase in investor commitments and net capital inflows, and (iv) an increase of \$1.9 million in management fees from other funds.

Incentive income was \$13.7 million for the year ended December 31, 2013, a net increase of \$2.7 million, compared to \$11.0 million of incentive income recognized for the year ended December 31, 2012. Incentive income increased by \$2.7 million due to (i) a \$2.2 million increase in the amount of incentive income earned from realization events that occurred in Fund I for the year ended December 31, 2013 as compared to the prior period, and (ii) a \$0.5 million increase in the amount of incentive income earned from realization events that occurred in WWTAI for the year ended December 31, 2013 as compared to the prior period.

Expenses

Expenses were \$55.7 million for the year ended December 31, 2013, a net increase of \$10.6 million, compared to \$45.1 million for the year ended December 31, 2012. The net increase of \$10.6 million in expenses was primarily attributable to a net increase of \$9.7 million in compensation and benefits expense due to increased headcount, as well as a net increase of \$0.8 million in profit sharing compensation expense (primarily related to the Fund I realization events mentioned above).

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable earnings decreased by \$7.4 million primarily due to:

Revenues

Management fees were \$119.5 million for the year ended December 31, 2012, a net decrease of \$12.4 million, compared to \$131.9 million for the year ended December 31, 2011. Management fees decreased \$12.4 million primarily as a result of (i) a decrease of \$11.3 million due to the reset of Fund V, Fund V Coinvestment and FECI upon expiration of their respective capital commitment periods in 2011, (ii) a decrease of \$1.2 million in management fees in Fund II and Mortgage Opportunities Fund III, which were no longer subject to management fees effective in the third quarter of 2011, and (iii) a decrease of \$1.8 million in management fees primarily as a result of a net decrease in market values of certain portfolio companies below their invested capital in prior periods. These decreases were partially offset by an increase of \$1.9 million in management fees in Fund IV, FHIF, WWTAI and managed accounts due to net capital inflows and a net increase in market values of certain portfolio companies which were below their invested capital in prior periods, which impacted the computation of management fees for the year ended December 31, 2012.

Incentive income was \$11.0 million for the year ended December 31, 2012, a net increase of \$12.7 million, compared to (\$1.7) million recognized for the year ended December 31, 2011. Incentive income increased \$12.7 million primarily as a result of the reversal of \$8.4 million of previously recognized reserves for the potential clawback of incentive income from Fund II during the

year ended December 31, 2012, as compared to the recognition of a \$4.5 million incremental reserve for the potential clawback of incentive income from Fund II during the year ended December 31, 2011.

Expenses

Expenses were \$45.1 million for the year ended December 31, 2012, a net increase of \$7.8 million, compared to \$37.3 million for the year ended December 31, 2011. The net increase of \$7.8 million in expenses was primarily attributable to a net increase of \$10.7 million in compensation and benefits, which includes an increase of \$4.6 million in profit sharing compensation expense (primarily related to the clawback reserve reversal mentioned above). This increase in compensation expenses was partially offset by a net decrease of \$2.9 million in general and administrative and allocable expenses primarily related to an allowance for uncollectible amounts due from one of our private equity funds recognized in 2011.

Publicly Traded Permanent Capital Vehicles

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 58,970	\$ 56,255	\$ 53,357	\$ 2,715	\$ 2,898
Incentive Income	17,574	242	—	17,332	242
Segment revenues - total	\$ 76,544	\$ 56,497	\$ 53,357	\$ 20,047	\$ 3,140
Pre-tax distributable earnings	\$ 30,920	\$ 28,809	\$ 24,798	\$ 2,111	\$ 4,011

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable earnings increased by \$2.1 million primarily due to:

Revenues

Management fees were \$59.0 million for the year ended December 31, 2013, a net increase of \$2.7 million, compared to \$56.3 million for the year ended December 31, 2012. Management fees increased by \$2.7 million primarily as a result of (i) a \$15.6 million increase in management fees primarily due to an increase in Newcastle AUM resulting from their equity raises in the second and third quarters of 2012 and the first quarter of 2013, prior to the distribution of New Residential common shares, and the second and fourth quarters of 2013, and (ii) a \$2.7 million increase due to fees generated by our senior living property management business which launched in July 2012. These increases were partially offset by a \$15.6 million decrease in Eurocastle management fees due to a decrease in AUM as a result of their restructuring process and amended management agreement in April 2013.

Incentive income was \$17.6 million for the year ended December 31, 2013, a net increase of \$17.3 million, compared to \$0.2 million of incentive income recognized for the year ended December 31, 2012. Incentive income increased by \$17.3 million primarily as a result of (i) the recognition of incentive income of \$15.7 million for the year ended December 31, 2013, and (ii) an increase of \$1.7 million in the exercise of our permanent capital vehicle options allocated to employees which resulted in an increase in incentive income for the year ended December 31, 2013 as compared to the prior period.

Expenses

Expenses were \$45.6 million for the year ended December 31, 2013, a net increase of \$17.9 million, compared to \$27.7 million for the year ended December 31, 2012. The increase of \$17.9 million in expenses was primarily attributable to (i) a \$10.0 million increase in net compensation and benefits expense primarily due to higher headcount in Newcastle, New Residential and the senior living property management business, partially offset by decreased headcount in Eurocastle, (ii) an increase of \$4.2 million in profit sharing compensation expense related to the exercise of certain permanent capital vehicle options allocated to employees and the recognition of incentive income mentioned above, (iii) a net increase of \$2.5 million in general and administrative and allocable expenses, and (iv) an increase of \$1.2 million in accruals for Principal Performance Payments as compared to the prior period.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable earnings increased by \$4.0 million primarily due to:

Revenues

Management fees were \$56.3 million for the year ended December 31, 2012, an increase of \$2.9 million, compared to \$53.4 million for the year ended December 31, 2011. Management fees increased \$2.9 million primarily as a result of (i) a \$5.3 million increase due to an increase in Newcastle AUM resulting from their equity raises in 2011 and 2012, and (ii) \$1.4 million of property management fees for the year ended December 31, 2012. These increases were partially offset by a \$3.8 million decrease in management fees from certain investments within our permanent capital vehicles, which were concluded in the first quarter of 2012, as well as changes in foreign currency exchange rates.

Incentive income of \$0.2 million for the year ended December 31, 2012 resulted from the exercise of Newcastle options.

Expenses

Expenses were \$27.7 million for the year ended December 31, 2012, a net decrease of \$0.9 million, compared to \$28.6 million for the year ended December 31, 2011. The net decrease of \$0.9 million in expense was primarily attributable to a \$1.9 million net decrease in general and administrative expenses and allocable expenses primarily as a result of a decrease in overall corporate expenses and a decrease in average headcount within our permanent capital vehicles. This decrease was partially offset by a \$1.1 million increase in accruals for Principals Performance Payments.

Liquid Hedge Funds

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 110,622	\$ 77,531	\$ 108,873	\$ 33,091	\$ (31,342)
Incentive Income	150,700	67,645	3,787	83,055	63,858
Segment revenues - total	\$ 261,322	\$ 145,176	\$ 112,660	\$ 116,146	\$ 32,516
Pre-tax distributable earnings	\$ 112,934	\$ 45,284	\$ 13,750	\$ 67,650	\$ 31,534

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable earnings increased by \$67.7 million primarily due to:

Revenues

Management fees were \$110.6 million for the year ended December 31, 2013, a net increase of \$33.1 million, compared to \$77.5 million for the year ended December 31, 2012. Management fees increased by \$33.1 million primarily due to \$21.3 million, \$13.0 million, \$4.0 million and \$0.9 million net 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 a \$3.1 million decrease in management fees due to the closing of the Fortress Commodities Funds (including related managed accounts) in the second quarter of 2012, and \$1.6 million and \$1.4 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 \$150.7 million for the year ended December 31, 2013, a net increase of \$83.1 million, compared to \$67.6 million for the year ended December 31, 2012. Incentive income increased by \$83.1 million primarily due to increases of \$44.8 million, \$30.7 million, \$4.6 million, and \$3.0 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts and Fortress Redwood Fund), Fortress Asia Macro Funds (including related managed accounts), Fortress MA I Fund and Drawbridge Global Macro Funds, respectively, as a result of a higher proportion of capital being eligible for incentive income as substantially all capital met or exceeded its high water mark in 2013 and generated subsequent positive performance for the year ended December 31, 2013 as compared to the prior period.

Expenses

Expenses were \$148.4 million for the year ended December 31, 2013, a net increase of \$48.5 million, compared to \$99.9 million for the year ended December 31, 2012. The increase of \$48.5 million in expenses was primarily attributable to (i) an increase of \$30.6 million in profit sharing compensation expense, (ii) an increase of \$10.3 million in net compensation and benefits expense, and (iii) an increase of \$7.5 million in accruals for Principal Performance Payments.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable earnings increased by \$31.5 million primarily due to:

Revenues

Management fees were \$77.5 million for the year ended December 31, 2012, a net decrease of \$31.3 million, compared to \$108.9 million for the year ended December 31, 2011. Management fees decreased \$31.3 million primarily due to net decreases of \$18.4 million, \$13.9 million and \$1.8 million in management fees from the Fortress Commodities Funds (including related managed accounts), Fortress Macro Funds (including related managed accounts), and Fortress Partners Funds, respectively, primarily as a result of net capital outflows and the closing of the Fortress Commodities Funds in May 2012. These decreases were partially offset by (i) a \$2.8 million increase in management fees from the Fortress Asia Macro Funds (including related managed accounts), which launched in March 2011, and (ii) a \$0.3 million increase in management fees from the Convex Asia Funds, which launched in May 2012.

Incentive income, which is determined on a fund-by-fund basis, was \$67.6 million for the year ended December 31, 2012, a net increase of \$63.9 million, compared to \$3.8 million for the year ended December 31, 2011. Incentive income increased \$63.9 million primarily due to (i) a net increase of \$52.0 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts) as a result of a higher proportion of capital being eligible for incentive income as certain capital met or exceeded its high water mark in 2012 and generated subsequent positive performance, and (ii) an increase of \$14.4 million in the incentive income generated by the Fortress Asia Macro Funds (including related managed accounts) as a result of higher returns and capital as compared to the prior comparative period. These increases in incentive income were partially offset by decreases of \$2.2 million and \$0.3 million in the incentive income generated by the Fortress Commodities Funds (including related managed accounts), and Fortress Partners Funds, respectively. These decreases were primarily a result of all capital eligible for incentive income remaining below its respective high water mark and the closing of the Fortress Commodities Funds.

Expenses

Expenses were \$99.9 million for the year ended December 31, 2012, a net increase of \$1.0 million, compared to \$98.9 million for the year ended December 31, 2011. The increase of \$1.0 million in expenses was primarily attributable to an increase of \$5.0 million in accruals for Principal Performance Payments. This increase was partially offset by (i) a decrease of \$3.9 million in net general and administrative and allocable expenses, and (ii) a decrease of \$0.1 million in net compensation and benefits expense.

Credit Hedge Funds

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 101,890	\$ 101,194	\$ 121,835	\$ 696	\$ (20,641)
Incentive Income	190,846	130,305	78,460	60,541	51,845
Segment revenues - total	\$ 292,736	\$ 231,499	\$ 200,295	\$ 61,237	\$ 31,204
Pre-tax distributable earnings	\$ 120,863	\$ 92,523	\$ 37,217	\$ 28,340	\$ 55,306

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable earnings increased by \$28.3 million primarily due to:

Revenues

Management fees were \$101.9 million for the year ended December 31, 2013, a net increase of \$0.7 million, compared to \$101.2 million for the year ended December 31, 2012. Management fees increased by \$0.7 million primarily due to (i) a \$1.2 million increase in management fees from the Drawbridge Special Opportunities Funds as a result of an increase in average fee paying capital and (ii) a \$0.2 million increase in management fees from the Worden Funds as a result of an increase in average fee paying capital. These increases were partially offset by (i) a decrease of \$0.5 million in management fees from the Value Recovery Funds and related assets primarily as a result of certain asset structures within the Value Recovery Funds terminating in the third quarter of 2012 and (ii) a decrease of \$0.2 million in management fees from the Drawbridge Special Opportunities Managed Accounts.

Incentive income, which is determined on a fund-by-fund basis, was \$190.8 million for the year ended December 31, 2013, a net increase of \$60.5 million, compared to \$130.3 million for the year ended December 31, 2012. Incentive income increased by \$60.5 million primarily due to an increase of \$62.1 million in incentive income generated by the Drawbridge Special Opportunities Funds, due to higher returns in the onshore fund and increased crystallization due to RCA distributions in 2013, and an increase of \$1.7 million in incentive income generated by the Worden Funds. These increases were partially offset by a \$3.3 million decrease in incentive income from other investments.

Expenses

Expenses were \$171.9 million for the year ended December 31, 2013, a net increase of \$32.9 million, compared to \$139.0 million for the year ended December 31, 2012. The increase of \$32.9 million in expenses was primarily attributable to (i) an increase of \$27.8 million in profit sharing compensation expense, (ii) an increase of \$5.0 million in accruals for Principal Performance Payments, and (iii) an increase of \$0.4 million in compensation and benefits expense. These increases in expenses were partially offset by a \$0.3 million decrease in general and administrative expenses and allocable expenses.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable earnings increased by \$55.3 million primarily due to:

Revenues

Management fees were \$101.2 million for the year ended December 31, 2012, a net decrease of \$20.6 million, compared to \$121.8 million for the year ended December 31, 2011. Management fees decreased \$20.6 million primarily due to (i) a \$14.7 million decrease in management fees from an advisory agreement that concluded in the third quarter of 2011, (ii) a \$3.1 million decrease in management fees from the Value Recovery Funds and related assets due to a decrease in investment distributions, and (iii) a \$2.6 million net decrease in management fees primarily from the Drawbridge Special Opportunities Funds as a result of net investor distributions.

Incentive income, which is determined on a fund-by-fund basis, was \$130.3 million for the year ended December 31, 2012, a net increase of \$51.8 million, compared to \$78.5 million for the year ended December 31, 2011. Incentive income increased \$51.8 million primarily due to net increases of \$44.1 million and \$7.6 million in incentive income generated by the Drawbridge Special Opportunities Funds and Worden Funds, respectively, primarily due to higher returns in 2012.

Expenses

Expenses were \$139.0 million for the year ended December 31, 2012, a net decrease of \$24.1 million, compared to \$163.1 million for the year ended December 31, 2011. The decrease of \$24.1 million in expenses was primarily attributable to (i) a net decrease of \$65.1 million in allocable expenses primarily as a result of a change in expense allocation methodology, and (ii) a net decrease of \$6.5 million in general and administrative expenses primarily related to the advisory agreement which concluded in the third quarter of 2011. These decreases in expenses were partially offset by (i) a net increase of \$33.9 million in compensation and benefits, which includes a net increase of \$27.8 million in profit sharing compensation expense, and (ii) \$13.5 million of accruals for Principal Performance Payments.

Credit PE Funds

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 95,925	\$ 98,393	\$ 73,273	\$ (2,468)	\$ 25,120
Incentive Income	120,137	68,568	117,598	51,569	(49,030)
Segment revenues - total	\$ 216,062	\$ 166,961	\$ 190,871	\$ 49,101	\$ (23,910)
Pre-tax distributable earnings	\$ 56,112	\$ 34,015	\$ 101,169	\$ 22,097	\$ (67,154)

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable earnings increased by \$22.1 million primarily due to:

Revenues

Management fees were \$95.9 million for the year ended December 31, 2013, a net decrease of \$2.5 million, compared to \$98.4 million for the year ended December 31, 2012. Management fees decreased by \$2.5 million primarily due to (i) a \$8.2 million decrease in management fees in Fortress Credit Opportunities Fund I and Fortress Credit Opportunities Fund II primarily attributable to net capital distributions, (ii) a \$4.6 million decrease in management fees in Japan Opportunity Fund due to the expiration of its capital commitment period in June 2012, and (iii) a \$1.2 million decrease in management fees in the Long Dated Value Funds and Real Assets Funds, for the year ended December 31, 2013, as compared to the prior period. These decreases in management fees were partially offset by an \$11.5 million increase in management fees primarily due to net capital calls or additional commitments made after the first quarter of 2012, most notably in Japan Opportunity Fund II, Credit Opportunities Fund III and FCO Managed Accounts.

Incentive income was \$120.1 million for the year ended December 31, 2013, a net increase of \$51.5 million, compared to \$68.6 million for the year ended December 31, 2012. Incentive income increased by \$51.5 million primarily due to (i) a net increase of \$48.7 million in incentive income generated primarily by the Credit Opportunities Funds and FCO Managed Accounts, (ii) a net increase of \$5.8 million in incentive income generated by Japan Opportunities Fund II, (iii) a net increase of \$3.3 million in incentive income generated by the Net Lease Fund, and (iv) a net increase of \$3.5 million in incentive income generated from other funds, primarily by the Global Opportunities Fund and the Long Dated Value Funds. All of the increases noted were a result of an increase in distributions generated by realization events. These increases in incentive income were partially offset by a decrease of \$9.8 million in incentive income earned from other funds, primarily Japan Opportunity Fund I due to a decrease in distributions as compared to the prior period.

Expenses

Expenses were \$159.9 million for the year ended December 31, 2013, a net increase of \$27.0 million, compared to \$132.9 million for the year ended December 31, 2012. The increase of \$27.0 million in expenses was primarily attributable to (i) an increase of \$28.7 million in profit sharing compensation expense, (ii) a net increase of \$0.6 million in compensation and benefits expense, and (iii) an increase of \$0.6 million in accruals for Principal Performance Payments. These increases in expenses were partially offset by a \$2.9 million decrease in general and administrative expenses and allocable expenses.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable earnings decreased by \$67.2 million primarily due to:

Revenues

Management fees were \$98.4 million for the year ended December 31, 2012, a net increase of \$25.1 million, compared to \$73.3 million for the year ended December 31, 2011. Management fees increased by \$25.1 million primarily due to a \$25.9 million net increase in management fees primarily attributable to net capital calls or additional commitments made after 2011, most notably in the Credit Opportunities Funds, FCO Managed Accounts and Japan Opportunity Fund II. These increases in management fees were partially offset by a \$0.8 million net decrease in management fees attributable to net capital distributions by the Long Dated Value Funds and Real Assets Funds.

Incentive income was \$68.6 million for the year ended December 31, 2012, a net decrease of \$49.0 million, compared to \$117.6 million for the year ended December 31, 2011. Incentive income decreased \$49.0 million primarily due to (i) a decrease of \$74.3 million in incentive income generated primarily by Credit Opportunities Fund I and a certain FCO Managed Account, and (ii) a decrease of \$1.8 million in incentive income generated by the Long Dated Value Funds and Real Assets Funds for the year ended December 31, 2012 as compared to the prior comparative period. These decreases were partially offset by increases of \$12.7 million and \$14.4 million in incentive income generated primarily by the Japan Opportunity Funds and Credit Opportunities Fund II, respectively, for the year ended December 31, 2012 as compared to the prior comparative period.

Expenses

Expenses were \$132.9 million for the year ended December 31, 2012, a net increase of \$43.2 million, compared to \$89.7 million for the year ended December 31, 2011. The increase of \$43.2 million in expenses was primarily attributable to (i) a net increase of \$66.9 million in allocable expenses primarily related to a change in expense allocation methodology, and (ii) a net increase of \$0.6 million in accruals for Principal Compensation Payments. These increases were partially offset by (i) a net decrease of \$22.2 million in compensation and benefits expense, which includes a net decrease of \$19.5 million in profit sharing compensation expense, and (ii) a net decrease of \$2.0 million in general and administrative expenses.

Logan Circle

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Segment revenues					
Management Fees	\$ 35,833	\$ 26,796	\$ 20,050	\$ 9,037	\$ 6,746
Incentive Income	—	—	—	—	—
Segment revenues - total	\$ 35,833	\$ 26,796	\$ 20,050	\$ 9,037	\$ 6,746
Pre-tax distributable earnings (loss)	\$ (11,819)	\$ (9,793)	\$ (17,278)	\$ (2,026)	\$ 7,485

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable loss increased by \$2.0 million primarily due to:

Revenues

Management fees were \$35.8 million for the year ended December 31, 2013, a net increase of \$9.0 million, compared to \$26.8 million for the year ended December 31, 2012. Management fees increased \$9.0 million due to an increase in average AUM primarily as a result of net client inflows and positive performance.

Expenses

Expenses were \$47.7 million for the year ended December 31, 2013, a net increase of \$11.1 million, compared to \$36.6 million for the year ended December 31, 2012. The increase of \$11.1 million in expenses was primarily attributable to an increase of \$6.6 million in net compensation and benefits expense, as well as an increase of \$4.5 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 year ended December 31, 2013 as compared to the prior period.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable loss decreased by \$7.5 million primarily due to:

Revenues

Management fees were \$26.8 million for the year ended December 31, 2012, a net increase of \$6.7 million, compared to \$20.1 million for the year ended December 31, 2011. Management fees increased by \$6.7 million due to an increase in AUM as a result of net client inflows and positive performance.

Expenses

Expenses were \$36.6 million for the year ended December 31, 2012, a net decrease of \$0.7 million, compared to \$37.3 million for the year ended December 31, 2011. The decrease of \$0.7 million in expenses was primarily attributable to (i) a net decrease of \$0.8 million in general and administrative expenses and (ii) a net decrease of \$0.8 million in corporate allocable expenses as a result of a decrease in overall corporate expenses and a decrease in average headcount within Logan Circle. These decreases were partially offset by a net increase of \$0.9 million in compensation and benefits expense.

Principal Investments

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

	Year Ended December 31,			Variance	
	2013	2012	2011	2013/2012	2012/2011
Pre-tax distributable earnings (loss)	\$ 30,915	\$ 708	\$ (10,681)	\$ 30,207	\$ 11,389

Year Ended December 31, 2013 compared to Year Ended December 31, 2012

Pre-tax distributable income increased by \$30.2 million primarily due to:

- an \$18.9 million increase in net investment income from realizations and the performance of our investments in our funds. The \$18.9 million net increase in investment income was due to (i) a net increase of \$9.3 million in distributions from realization events in our credit PE funds, private equity funds, and special investments in our hedge funds, and (ii) a net increase of \$11.3 million in realized gains on investments due to a partial sale of our GAGFAH stock held. These increases were partially offset by a net decrease of \$1.7 million attributable to our investments in our hedge funds for the year ended December 31, 2013 as compared to the prior period;
- a \$0.2 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 year ended December 31, 2013 as compared to the prior period;
- a \$10.3 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 year ended December 31, 2013 as compared to the prior comparable period;
- a \$0.6 million increase in net investment income primarily due to the receipt of dividend income earned from a private investment for the year ended December 31, 2013 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 year ended December 31, 2013, as compared to the prior period;
- a \$3.2 million increase in net investment income due to net realized and unrealized gains on our equity securities managed by Logan Circle's growth equities business; and
- a \$1.8 million decrease in net investment income due to our foreign currency hedges and foreign currency translation adjustments.

Year Ended December 31, 2012 compared to Year Ended December 31, 2011

Pre-tax distributable loss decreased by \$11.4 million primarily due to:

- a \$0.6 million increase in net investment income from realizations and the performance of our investments in our funds. The \$0.6 million net increase in investment income was due to a net increase of \$5.7 million attributable to our investments in our hedge funds, offset by a net decrease of \$5.1 million from realization events in our credit PE funds, private equity funds, and special investments in our hedge funds for the year ended December 31, 2012 as compared to the prior comparative period.
- a \$2.2 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 for the year ended December 31, 2012 as compared to the prior comparative period;
- a \$2.8 million increase in net investment income due to a net decrease in interest expense primarily driven by a decrease in average debt balance during the year ended December 31, 2012 as compared to the prior comparable period;

- a \$0.4 million decrease in net investment income due to a decrease in dividend income earned primarily from our direct investment in GAGFAH common stock, partially offset by an increase in dividend income earned from our direct investment in Newcastle common stock; and
- a \$5.7 million increase in net investment income due to our foreign currency hedges and foreign currency translation adjustments.

The following table reflects all of our investments which are not marked to market through distributable earnings for segment reporting purposes as of December 31, 2013:

Fund	Fortress Share of NAV (A)	Fortress Segment Cost Basis (B)	Excess (C)	(Deficit) (C)
<u>Main Funds</u>				
Fund II	\$ 1,215	\$ —	\$ 1,215	N/A
Fund III and Fund III Coinvestment	13,298	2,288	11,010	N/A
Fund IV and Fund IV Coinvestment	136,481	58,451	78,030	N/A
Fund V and Fund V Coinvestment (D)	178,970	52,021	126,949	N/A
Long Dated Value Funds	20,527	12,557	7,970	N/A
Real Assets Funds	19,305	5,726	13,579	N/A
Credit Opportunities Funds	90,601	50,042	40,564	(5)
Mortgage Opportunities Funds	4,785	—	4,785	N/A
Asia Funds (Japan Opportunity Funds, Global Opportunities Fund)	15,755	10,814	4,941	N/A
WWTAI	3,801	3,323	478	N/A
Real Estate Opportunities Funds	5,227	4,838	389	N/A
MSR Opportunities Funds	713	718	7	(12)
<u>Other Funds (combined)</u>				
GAGFAH (XETRA: GFJ)	9,430	112	9,318	N/A
Brookdale (NYSE: BKD)	35,240	8,136	27,104	N/A
Private investment #1	278,704	207,357	71,347	N/A
Private investment #2	108,601	44,770	63,831	N/A
<u>Permanent capital vehicles</u>				
Eurocastle (EURONEXT: ECT)	2,506	78	2,428	N/A
Newcastle (NYSE: NCT)	5,953	342	5,611	N/A
New Residential (NYSE: NRZ)	6,928	413	6,515	N/A
<u>Other</u>				
Hedge fund side pocket investments	98,273	56,050	44,046	(1,823)
Direct investments - GAGFAH	61,620	20,546	41,074	N/A
Direct investments- Other	69,868	25,428	46,474	(2,034)
Total	\$ 1,167,801	\$ 564,010	\$ 607,665	\$ (3,874)

- (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 II, Item 7A, “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 December 31, 2013, the aggregate amount of management fees that various of our managed funds owed but had not yet paid was approximately \$38.0 million, excluding \$12.2 million which has been fully reserved by us, and the ultimate timing of their payment is currently uncertain. In addition, \$16.7 million of private equity general and administrative expenses had been advanced on behalf of certain funds, excluding \$6.3 million which has been fully reserved by Fortress. Subsequent to December 31, 2013, \$6.4 million of past due management fees from one fund were collected. 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 \$364.6 million at December 31, 2013, our available draws under our credit facility of \$147.3 million as of December 31, 2013, 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 December 31, 2013, 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.

Capital Commitments

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 December 31, 2013 consisted of the following.

	Outstanding Commitment
Private Equity Funds	
Fund III Coinvestment	\$ 2
Fund IV	4,053
Fund IV Coinvestment	3
Fund V (A)	6,143
Fund V Coinvestment (A)	2
FRID (GAGFAH)	812
FHIF (Holiday)	8,089
FECI (Florida East Coast / Flagler)	1,551
WWTAI	4,271
MSR Opportunities Fund I A	20
MSR Opportunities Fund I B	20
MSR Opportunities Fund II A	12,179
MSR Opportunities Fund II B	96
MSR Opportunities MA I	2,918
A&K Global Health	250
Credit PE Funds	
Credit Opportunities Fund	6,439
Credit Opportunities Fund II	6,357
Credit Opportunities Fund III	11,882
FCO Managed Accounts	43,091
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	21,088
Japan Opportunity Fund	2,876
Japan Opportunity Fund II	14,119
Net Lease Fund I	486
Global Opportunities Fund	1,843
Life Settlements Fund	65
Life Settlements Fund MA	43
Real Estate Opportunities Fund	1,296
Real Estate Opportunities REOC Fund	116
Karols Development Co	7,745
Other	245
Total	\$ 160,456

(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:

Year Ending December 31,		
2014	\$	24,681
2015		21,879
2016		20,349
2017		3,160
2018		791
Thereafter		38
Total	\$	<u>70,898</u>

Debt Obligations

As of December 31, 2013, our debt obligations consisted of our credit agreement, as described below.

In February 2013, we entered into a new \$150.0 million revolving credit facility (the “Credit Agreement”) with a \$15.0 million letter of credit subfacility. 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. In connection with the closing of the Credit Agreement, approximately \$2.4 million of fees and expenses were incurred. In January 2014, in connection with the launch of the affiliated manager platform with the Fortress Asia Macro Funds, we entered into an amendment, consent, and waiver to the Credit Agreement. Pursuant to the amendment, the required lenders under the Credit Agreement consented to the Fortress Asia Macro Funds transaction and conforming amendments, primarily certain definitions relating to the financial covenants in order to account for the portion of the business in which we will retain an economic interest.

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	December 31, 2013 Amount Available for Draws
	December 31, 2013	December 31, 2012			
Revolving credit agreement (A) (B)	\$ —	\$ —	LIBOR+2.50% (C)	Feb 2016	\$ 147,332
Promissory note (D)	—	149,453	5.00%	Repaid	N/A
Total	<u>\$ —</u>	<u>\$ 149,453</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.
- (D) Issued to a former Principal in exchange for his equity interests in Fortress.

In February 2014, we borrowed \$75.0 million from our existing revolving credit facility.

During the year ended December 31, 2013, the average face amount of our outstanding debt was approximately \$68.5 million and the highest face amount outstanding at one time during this period was \$149.5 million. During this period, we did not incur any new short-term borrowings other than the promissory note described below.

On December 21, 2012, one of our Principals retired and we agreed to purchase all of his 2,082,684 Class A shares and his 49,189,480 Fortress Operating Group units at \$3.50 per share, or an aggregate of \$179.5 million. In connection with this purchase, we paid \$30.0 million of cash and issued a \$149.5 million promissory note to the former Principal, which bore interest at 5%. In July 2013, Fortress repaid the promissory note in full, plus accrued interest. As such, this note is no longer outstanding.

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 \$588.1 million to FIG Corp., pursuant to a demand note. As of December 31, 2013, the outstanding balance was approximately \$493.2 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 December 31, 2013.

	December 31, 2013		Notes
	(dollars in millions)		
	Requirement	Actual	
AUM, as defined	≥ \$ 25,000	\$ 44,725	(A)
Consolidated Leverage Ratio	≤ 2.00	—	(B)
Consolidated Interest Coverage Ratio	≥ 4.00	75.71	(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. 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.

	December 31, 2013	
	(in millions)	
Outstanding debt	\$	—
Plus: Outstanding letters of credit		2.7
Less: Cash (up to \$50 million)		(2.7)
Adjusted Net Funded Indebtedness	\$	—

	Year Ended December 31, 2013	
	(in millions)	
Fortress Investment Group LLC net income	\$	200.4
Depreciation and amortization, interest expense and income taxes		84.9
Extraordinary or non-recurring gains and losses		0.1
Incentive Income Adjustment		21.4
Other Income Adjustment		(234.1)
Compensation expenses recorded in connection with the assignment of certain permanent capital vehicle Options and Stock Based Compensation		45.9
Non-controlling interest and tax receivable agreement adjustments at FIG Corp.		285.5
(Income) loss of excluded entities (as defined in the Credit Agreement)		0.8
Consolidated EBITDA	\$	404.9
Interest charges	\$	5.3

The foregoing summary is not complete and is qualified in its entirety by reference to the Credit Agreement, which is filed as an exhibit hereto.

Dividends / Distributions

2013

On February 26, 2014 Fortress declared a fourth quarter cash dividend of \$0.08 per Class A share. This dividend is payable on March 14, 2014 to holders of record of our Class A shares on March 11, 2014. The aggregate amount of this dividend payment is approximately \$14.4 million. In connection with this dividend, dividend equivalent payments of approximately \$0.9 million will be paid to holders of restricted Class A share units.

On October 30, 2013, Fortress declared a third quarter cash dividend of \$0.06 per Class A share. The dividend was payable on November 15, 2013 to holders of record of our Class A shares on November 12, 2013. The aggregate amount of this dividend payment was approximately \$14.4 million. In connection with this dividend, dividend equivalent payments of approximately \$0.4 million were paid to holders of restricted Class A share units.

On July 31, 2013, we declared a second quarter cash dividend of \$0.06 per Class A share. The dividend was payable on August 16, 2013 to shareholders of record of our Class A shares on August 13, 2013. The aggregate amount of this dividend payment was approximately \$14.3 million. In connection with this dividend, dividend equivalent payments of approximately \$0.4 million were paid to holders of restricted Class A share units.

On May 1, 2013, we declared a first quarter cash dividend of \$0.06 per Class A share. The dividend was payable on May 17, 2013 to holders of record of our Class A shares on May 14, 2013. The aggregate amount of this dividend payment was approximately \$14.2 million. In connection with this dividend, dividend equivalent payments of approximately \$0.3 million were paid to holders of restricted Class A share units.

During the year ended December 31, 2013, Fortress Operating Group declared distributions of \$77.9 million to the principals and one senior employee.

2012

On February 26, 2013, we declared a fourth quarter cash dividend of \$0.06 per Class A share. The dividend was payable on March 15, 2013 to holders of record of our Class A shares on March 12, 2013. The aggregate amount of this dividend payment was approximately \$13.4 million. In connection with this dividend, dividend equivalent payments of approximately \$0.5 million were paid to holders of restricted Class A share units.

On November 1, 2012, we declared a third quarter cash dividend of \$0.05 per Class A share. The dividend was payable on November 19, 2012 to holders of record of our Class A shares on November 14, 2012. The aggregate amount of this dividend payment was approximately \$11.0 million. In connection with this dividend, dividend equivalent payments of approximately \$0.3 million were paid to holders of restricted Class A share units.

On August 1, 2012, we declared a second quarter cash dividend of \$0.05 per Class A share. The dividend was payable on August 20, 2012 to holders of record of our Class A shares on August 15, 2012. The aggregate amount of this dividend payment was approximately \$11.0 million. In connection with this dividend, dividend equivalent payments of approximately \$0.3 million were paid to holders of restricted Class A share units.

On May 2, 2012, we declared a first quarter cash dividend of \$0.05 per Class A share. The dividend was payable on May 21, 2012 to holders of record of our Class A shares on May 16, 2012. The aggregate amount of this dividend payment was approximately \$10.7 million. In connection with this dividend, dividend equivalent payments of approximately \$0.4 million were paid to holders of restricted Class A share units.

During the year ended December 31, 2012, Fortress Operating Group declared distributions of \$48.4 million to the principals and one senior employee.

2011

On February 28, 2012, we declared a fourth quarter 2011 cash dividend of \$0.05 per Class A share. The dividend was payable on March 15, 2012 to holders of record of our Class A shares on March 12, 2012. The aggregate amount of this dividend payment was \$9.6 million. In connection with this dividend, dividend equivalent payments of approximately \$0.7 million were paid to holders of restricted Class A share units.

During the year ended December 31, 2011, Fortress Operating Group declared distributions of \$48.0 million to the principals and one senior employee in connection with tax obligations.

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.

As described above in "—Results of Operations," our AUM has changed throughout the periods reflected in our financial statements included in this Annual Report on Form 10-K. 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 \$432.9 million, \$142.0 million and \$168.2 million during the years ended December 31, 2013, 2012 and 2011, respectively.

Operating Activities — Comparative — 2013 vs. 2012

Cash received for affiliate and non-affiliate management fees decreased by \$14.1 million from \$541.3 million in 2012 to \$527.2 million in 2013. 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 2012 to 2013 (private equity funds increased by \$1.0 billion, permanent capital vehicles decreased by \$(0.1) billion, liquid hedge funds increased by \$1.4 billion, credit hedge funds decreased by \$(0.1) billion, credit PE funds increased by \$0.8 billion, and Logan Circle increased by \$4.8 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 approximately \$38.0 million of management fees that were past due at December 31, 2013, as opposed to \$31.5 million at December 31, 2012, as discussed in "—Liquidity and Capital Resources" above.

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 \$78.0 million increase in cash incentive income received was mainly due to increased realizations within the credit PE funds in 2013.

Cash received as Distributions of Earnings from Equity Method Investments increased \$24.8 million from 2012 as a result of realization events within certain funds.

Cash paid for compensation decreased by \$210.4 million from the twelve months ended December 31, 2012 to December 31, 2013. 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 2013 and 2012 primarily related to bonuses and profit sharing earned in 2012 and 2011, respectively. However, a portion (approximately \$176.2 million) of the bonuses and profit sharing earned in 2012 were also paid in 2012.

Cash paid for interest decreased \$10.1 million primarily due to a lower average debt balance of \$68.5 million in 2013 compared to \$167.8 million in 2012.

The receipt in 2012 of prior period receivables for expense reimbursements resulted in a \$65.2 million decrease in 2013 for cash received.

In addition, Fortress made a payment of \$21.8 million under the tax receivable agreement during the twelve months ended December 31, 2013, compared to \$34.4 million during the twelve months ended December 31, 2012.

Operating Activities - Comparative - 2012 vs. 2011

Cash received for affiliate and non-affiliate management fees increased by \$73.8 million from \$467.5 million in 2011 to \$541.3 million in 2012. The primary driver of the increase was the receipt in 2012 of prior period receivables, mainly resulting from realization events within certain Fortress funds that were previously experiencing liquidity issues. 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 2011 to 2012 (private equity funds increased by \$0.2 billion, permanent capital vehicles increased by \$0.2 billion, liquid hedge funds decreased by \$(1.3) billion, credit hedge funds decreased by \$(0.5) billion, credit PE funds increased by \$1.2 billion, and Logan Circle increased by \$5.1 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 past due fees and the termination of an advisory agreement. Approximately \$31.5 million of management fees were past due at December 31, 2012, as opposed to \$95.2 million at December 31, 2011, as discussed in "Liquidity and Capital Resources" above. In addition, management fees decreased \$14.7 million related to an advisory agreement that concluded in 2011.

The receipt in 2012 of prior-period receivables described above also resulted in a \$91.0 million increase in cash received for expense reimbursements.

Incentive income is calculated as a percentage of 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 \$68.2 million decrease in cash incentive income received was mainly due to reduced realizations within the credit PE funds in 2012.

Cash received as Distributions of Earnings from Equity Method Investments increased \$36.1 million from 2011 as a result of realization events within certain funds.

Cash paid for compensation increased by \$157.2 million in the year ended December 31, 2012 compared to December 31, 2011. 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 2012 and 2011 primarily related to bonuses and profit sharing earned in 2011 and 2010, respectively. However, a portion (approximately \$176.2 million) of the bonuses and profit sharing earned in 2012 were also paid in 2012.

Cash paid for interest decreased approximately \$2.4 million primarily due to a lower average debt balance of \$167.8 million in 2012 compared to \$273.7 million in 2011.

Investing Activities

Our net cash flow provided by (used in) investing activities was \$211.7 million, \$66.5 million and \$80.5 million during the years ended December 31, 2013, 2012 and 2011 respectively. Our investing activities primarily included: (i) contributions to equity method investees of \$(37.1) million, \$(63.8) million and \$(82.6) million during the years ended December 31, 2013, 2012 and 2011 respectively, (ii) distributions of capital from equity method investees of \$281.5 million, \$140.7 million and \$180.9 million during these periods, respectively, (iii) the purchase of \$40.0 million of equity securities and digital currency during 2013, (iv) proceeds from the sale of a portion of our GAGFAH direct investment of \$18.9 million during 2013 and, (v) purchases of fixed assets, net of proceeds from the disposal of fixed assets, of \$(11.5) million, \$(10.4) million and \$(17.7) million during these periods, respectively.

Financing Activities

Our net cash flow provided by (used in) financing activities was \$(384.3) million, \$(437.4) million and \$(126.2) million during the years ended December 31, 2013, 2012 and 2011, 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 \$(104.7) million, \$(45.8) million and \$(61.5) million during these periods, respectively, (ii) distributions to employees and others related to their interests in consolidated subsidiaries of \$(70.2) million, \$(48.8) million and \$(62.0) million during these periods, respectively, (iii) contributions from employees and others related to their interests in consolidated subsidiaries of \$0.4 million, \$0.4 million and \$13.5 million during these periods, respectively, (iv) dividend and dividend equivalent payments of \$(57.9) million, \$(44.2) million and \$0.0 million, during these periods, respectively, and (v) our net borrowing and debt repayment, including payments for deferred financing costs. In addition, in 2012, Fortress paid \$7.8 million of withholding tax on behalf of employees with respect to the delivery of RSUs, effectively repurchasing Class A shares, and paid \$30.0 million to a former Principal in exchange for all of his Class A shares, Class B shares and Fortress Operating Group units.

Critical Accounting Policies

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 December 31, 2013, the investment vehicles in which Fortress held an interest were comprised of 47 VIEs and 126 voting interest entities. For a more detailed discussion about our VIEs and other unconsolidated entities please see Note 4 to Part II, Item 8, "Financial Statements and Supplementary Data - Investments and Fair Value."

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 II, Item 8, "Financial Statements and Supplementary Data — 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 our 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 discounted 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 II, Item 7A, "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 December 31, 2013. As of December 31, 2013, operations of 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 Investment Company Holdings	
		Fortress Partners Funds	Other Funds				
			Long				Short
1. Quoted market prices	10%	5%	82%	87%	5%	4%	11%
2. Other observable market parameters	30%	19%	14%	13%	9%	9%	19%
3. Significant unobservable market parameters (A)	60%	76%	4%	—%	86%	87%	70%
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 98% 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 December 31, 2013, \$10.0 billion of investments in our private equity funds, \$1.1 billion of investments in our liquid hedge funds, \$8.2 billion of investments in our credit hedge funds, and \$8.1 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 year ended December 31, 2013, consistent with the table above:

	Private Equity Funds	Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds
Management fees, per annum on a prospective basis	\$3.6 million or (\$3.3 million) (A)	\$1.0 million or (\$1.0 million)	\$15.2 million or (\$15.2 million)	\$0.1 million or (\$1.6 million) (A)
Incentive income	N/A (B)	\$0.0 million or (\$0.0 million)	\$70.5 million or (\$71.4 million)	N/A (B)
Earnings from equity method investees	\$57.0 million or (\$57.0 million)	\$8.5 million or (\$8.5 million)	\$3.3 million or (\$3.3 million)	\$13.0 million or (\$13.0 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 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 December 31, 2013, \$3.2 billion of such portfolio companies valued at level 3 were carried at or below their invested capital and are in funds which are no longer in their commitment period. 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 December 31, 2013 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.

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):

2009	\$	24.8
2010		77.6
2011		53.5
2012		80.9
2013: Estimated		77.7
<hr/>		
2014 - 2021: Average Required	\$	80.7

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 II, Item 8, "Financial Statements and Supplementary Data — 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 I, 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 II, Item 8, "Financial Statements and Supplementary Data — 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 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").

Recent Accounting Pronouncements

In May 2011, the FASB issued new guidance regarding the measurement and disclosure of fair value, which became effective for Fortress on January 1, 2012. This guidance did not have a material direct impact on Fortress's financial position, results of operations or liquidity.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, revenue recognition, leases, financial instruments, hedging, and contingencies. 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 II, Item 7A "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 II, Item 8 "Financial Statements and Supplementary Data" for a discussion of our commitments and contingencies.

Contractual Obligations

As of December 31, 2013, our material contractual obligations are our lease 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. Fixed and determinable payments due in connection with these obligations are as follows:

Contractual Obligations	Payments due by period				
	Total	2014	2015 and 2016	2017 and 2018	Thereafter
Operating lease obligations (1)	\$ 70,898	\$ 24,681	\$ 42,228	\$ 3,951	\$ 38
Deferred incentive income (2)	83,350	—	83,350	—	—
Service contracts	41,634	30,180	11,125	267	62
Tax receivable agreement obligations (3)	241,006	26,481	42,991	43,171	128,363
Capital commitments to Fortress Funds (4)	160,456	160,456	—	—	—
Total	\$ 597,344	\$ 241,798	\$ 179,694	\$ 47,389	\$ 128,463

- (1) Excludes escalation charges which per our lease agreements are not fixed and determinable payments.
- (2) Incentive income received from private equity funds and credit PE funds may be subject to contingent repayment or clawback upon termination of each fund, depending on the overall performance of each fund. The amounts presented herein represent the amount of clawback that would be due based on a liquidation of the fund at its net recorded asset value as of the reporting date, which we refer to as intrinsic clawback. The period of payment is based on the contractual maturities of the funds including all available extensions. Based on the accounting method we have adopted, which requires us to record incentive income revenue only when all related contingencies are resolved, the amounts accrued as a deferred incentive income liability on our balance sheet exceed the intrinsic clawback.
- (3) FIG Corp., a wholly owned subsidiary, entered into a tax receivable agreement with each of the principals that provides for the payment to an exchanging or selling principal of 85% of the amount of cash savings, if any, in U.S. federal, state, local and foreign income tax 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 defined) as a result of an increase in the tax basis of the assets owned by Fortress Operating Group at the time of an exchange of a Fortress Operating Group limited partnership unit for one of the Class A shares. Such payments are expected to occur over approximately ten years.
- (4) These obligations represent commitments by us to provide capital funding to the Fortress Funds. These amounts are due on demand and are therefore presented in the less than one year category. However, the capital commitments are expected to be called substantially over the next three years.

In addition, we have entered into five-year employment agreements with our principals which were 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.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

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 December 31, 2013, operations of 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 runs its own investment and risk management process.

- 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.

Each segment has an institutional risk management process and related infrastructure to address these risks. 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 December 31, 2013 (in thousands):

Assets	
Investments	\$ 1,253,266
Investments in options	\$ 104,338

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 December 31, 2013, approximately 37% 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 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 funds' 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 December 31, 2013 would increase or decrease future incentive income by \$195.5 million or \$182.1 million, respectively; however, this would have no effect on our current reported financial condition or results of operations.
- Incentive income from our 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. Funds from operations ("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 our 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 December 31, 2013 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 our 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 December 31, 2013 (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
Private Equity (D)						
Funds	\$ 6.8	\$ N/A (E)	\$ 78.6	\$ 6.8	\$ N/A (E)	\$ N/A
Permanent capital vehicles (G)	N/A	N/A	N/A	N/A	N/A	N/A
Liquid Hedge Funds	12.3	109.1 (H)	15.5	12.3	109.1 (H)	5.9
Credit						
Hedge Funds	10.9	85.6	3.3	10.9	85.6	3.1
PE Funds	0.2	N/A (E)	15.3	0.2	N/A (E)	N/A
Total	\$ 30.2	\$ 194.7	\$ 112.7	\$ 30.2	\$ 194.7	\$ 9.0

	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
Private Equity (D)						
Funds	\$ (6.5)	\$ N/A (E)	\$ (78.6)	\$ (6.5)	\$ 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	(12.3)	(100.1) (H)	(15.5)	(12.3)	(100.1) (H)	(5.9)
Credit						
Hedge Funds	(10.9)	(86.6)	(3.3)	(10.9)	(86.6)	(3.1)
PE Funds	(2.0)	N/A (E)	(15.3)	(2.0)	N/A (E) (F)	N/A (F)
Total	\$ (31.7)	\$ (186.7)	\$ (112.7)	\$ (31.7)	\$ (186.7)	\$ (9.0)

- (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, \$4.7 billion of such private equity fund or credit PE fund portfolio companies were carried at or below their invested capital and are in funds which are no longer in their commitment period.
- (C) The changes presented do not include any effect related to our direct investment in GAGFAH, Penn, or GLPI common stock. A 10% increase (decrease) in the value of these common shares would affect our unrealized gains and losses by \$6.3 million.
- (D) The private equity Fortress Funds held concentrated positions in certain industries as of December 31, 2013, as illustrated in the following table:

Industry	Percentage of Investments Based on Fair Value
Transportation and Infrastructure	27%
Financial Services and Assets	33%
Senior Living	22%
Real Estate	10%
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 our permanent capital vehicles are held at fair value, based on the market value of the shares we own. Gains (losses) on our shares in our permanent capital vehicles and options granted to us by our 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 \$28.8 million or decrease unrealized gains by \$26.9 million. Compensation and benefits expense would increase by \$3.1 million or decrease by \$3.1 million. Furthermore, our 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) 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 \$2.3 million.

Interest Rate Risk

Subsequent to the repayment of our term loan in October 2012, we are not materially directly impacted by changes in interest rates.

Exchange Rate Risk

Our investments in Eurocastle, GAGFAH, Global Opportunities Fund, Japan Opportunity Funds and Japanese investments are directly exposed to foreign exchange risk. As of December 31, 2013, we had a \$4.8 million investment in Eurocastle and a \$60.1 million investment in GAGFAH, including foreign exchange option contracts, which are accounted for at fair value. We also had \$13.5 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 December 31, 2013, we estimate the gains and losses for the year ended December 31, 2013 on these investments would have an increase of approximately \$2.6 million or a decrease of approximately \$5.6 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 \$8.4 million or a decrease of approximately \$10.2 million in our gains and losses. In addition, we held \$32.7 million of foreign-denominated cash as of December 31, 2013.

Item 8. Financial Statements and Supplementary Data.

Index to Financial Statements:

Reports of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Operations for the years ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Changes in Equity for the years ended December 31, 2013, 2012 and 2011.

Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011.

Notes to Consolidated Financial Statements

All supplemental schedules have been omitted because either the required information is included in our consolidated financial statements and notes thereto or it is not applicable.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Fortress Investment Group LLC

We have audited the accompanying consolidated balance sheets of Fortress Investment Group LLC (the Company) as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Fortress Investment Group LLC at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Fortress Investment Group LLC and subsidiaries' internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 27, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York
February 27, 2014

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Fortress Investment Group LLC

We have audited Fortress Investment Group LLC and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Fortress Investment Group LLC and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Fortress Investment Group LLC as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2013, and our report dated February 27, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York
February 27, 2014

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	December 31,	
	2013	2012
Assets		
Cash and cash equivalents	\$ 364,583	\$ 104,242
Due from affiliates	407,124	280,557
Investments	1,253,266	1,211,684
Investments in options	104,338	38,077
Deferred tax asset, net	354,526	396,320
Other assets	190,595	124,798
	<u>\$ 2,674,432</u>	<u>\$ 2,155,678</u>
Liabilities and Equity		
Liabilities		
Accrued compensation and benefits	\$ 417,309	\$ 146,911
Due to affiliates	344,832	357,407
Deferred incentive income	247,556	231,846
Debt obligations payable	—	149,453
Other liabilities	49,830	53,411
	<u>1,059,527</u>	<u>939,028</u>
Commitments and Contingencies		
Equity		
Class A shares, no par value, 1,000,000,000 shares authorized, 240,741,920 and 218,286,342 shares issued and outstanding at December 31, 2013 and 2012, respectively	—	—
Class B shares, no par value, 750,000,000 shares authorized, 249,534,372 and 249,534,372 shares issued and outstanding at December 31, 2013 and 2012, respectively	—	—
Paid-in capital	2,112,720	2,119,102
Retained earnings (accumulated deficit)	(1,286,131)	(1,486,578)
Treasury shares (2,082,684 Class A shares held by subsidiary at December 31, 2012)	—	(3,419)
Accumulated other comprehensive income (loss)	(1,522)	(2,634)
Total Fortress shareholders' equity	<u>825,067</u>	<u>626,471</u>
Principals' and others' interests in equity of consolidated subsidiaries	789,838	590,179
Total equity	<u>\$ 1,614,905</u>	<u>\$ 1,216,650</u>
	<u>\$ 2,674,432</u>	<u>\$ 2,155,678</u>

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED STATEMENTS OF OPERATIONS

(dollars in thousands, except per share data)

	Year Ended December 31,		
	2013	2012	2011
Revenues			
Management fees: affiliates	\$ 520,283	\$ 456,090	\$ 464,305
Management fees: non-affiliates	62,795	45,617	58,096
Incentive income: affiliates	419,828	246,438	155,303
Incentive income: non-affiliates	44,383	26,162	1,917
Expense reimbursements: affiliates	206,452	186,592	169,282
Expense reimbursements: non-affiliates	7,209	4,580	4,057
Other revenues (affiliate portion disclosed in Note 7)	4,033	4,390	5,668
	<u>1,264,983</u>	<u>969,869</u>	<u>858,628</u>
Expenses			
Interest expense	5,382	15,781	18,526
Compensation and benefits	741,761	750,359	706,060
Principals agreement compensation (expired in 2011)	—	—	1,051,197
General, administrative and other	136,770	127,149	145,726
Depreciation and amortization	13,690	14,931	33,399
	<u>897,603</u>	<u>908,220</u>	<u>1,954,908</u>
Other Income (Loss)			
Gains (losses) (affiliate portion disclosed in Note 4)	53,933	48,921	(30,054)
Tax receivable agreement liability adjustment	(8,787)	(8,870)	3,098
Earnings (losses) from equity method investees	136,866	156,530	41,935
	<u>182,012</u>	<u>196,581</u>	<u>14,979</u>
Income (Loss) Before Income Taxes	549,392	258,230	(1,081,301)
Income tax benefit (expense)	(65,801)	(39,408)	(36,035)
Net Income (Loss)	<u>\$ 483,591</u>	<u>\$ 218,822</u>	<u>\$ (1,117,336)</u>
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	<u>\$ 283,144</u>	<u>\$ 140,538</u>	<u>\$ (685,821)</u>
Net Income (Loss) Attributable to Class A Shareholders	<u>\$ 200,447</u>	<u>\$ 78,284</u>	<u>\$ (431,515)</u>
Earnings (Loss) Per Class A share			
Net income (loss) per Class A share, basic	<u>\$ 0.83</u>	<u>\$ 0.29</u>	<u>\$ (2.34)</u>
Net income (loss) per Class A share, diluted	<u>\$ 0.79</u>	<u>\$ 0.27</u>	<u>\$ (2.36)</u>
Weighted average number of Class A shares outstanding, basic	<u>236,246,296</u>	<u>214,399,422</u>	<u>186,662,670</u>
Weighted average number of Class A shares outstanding, diluted	<u>500,631,423</u>	<u>524,900,132</u>	<u>493,392,235</u>

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(dollars in thousands)

	Year Ended December 31,		
	2013	2012	2011
Comprehensive income (loss) (net of tax)			
Net income (loss)	\$ 483,591	\$ 218,822	\$ (1,117,336)
Foreign currency translation	(772)	(1,447)	417
Comprehensive income (loss) from equity method investees	4,136	(778)	(203)
Total comprehensive income (loss)	<u>\$ 486,955</u>	<u>\$ 216,597</u>	<u>\$ (1,117,122)</u>
Comprehensive income (loss) attributable to principals' and others' interests	<u>\$ 285,243</u>	<u>\$ 139,089</u>	<u>\$ (685,858)</u>
Comprehensive income (loss) attributable to Class A shareholders	<u>\$ 201,712</u>	<u>\$ 77,508</u>	<u>\$ (431,264)</u>

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011
 (dollars in thousands)

	Class A Shares	Class B Shares	Paid-In Capital	Retained Earnings (Accumulated Deficit)	Treasury Shares	Accumulated Other Comprehensive Income (Loss)	Total Fortress Shareholders' Equity	Principals' and Others' Interests in Equity of Consolidated Subsidiaries	Total Equity
Equity - December 31, 2010	169,536,968	300,273,852	\$1,465,358	\$ (1,052,605)	\$ —	\$ (1,289)	\$ 411,464	\$ 517,951	\$ 929,415
Contributions from principals' and others' interests in equity	—	—	—	—	—	—	—	81,572	81,572
Distributions to principals' and others' interests in equity (net of tax)	—	—	(840)	—	—	—	(840)	(124,723)	(125,563)
Conversion of Class B shares to Class A shares	4,749,434	(4,749,434)	3,878	—	—	(33)	3,845	(3,845)	—
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units	—	—	9,243	—	—	—	9,243	—	9,243
Director restricted share grant	143,624	—	412	—	—	—	412	704	1,116
Capital increase related to equity-based compensation, net	15,394,027	10,333,333	481,327	—	—	—	481,327	802,404	1,283,731
Dilution impact of Class A share issuance	—	—	13,333	—	—	(89)	13,244	(13,244)	—
Comprehensive income (loss) (net of tax)									
Net income (loss)	—	—	—	(431,515)	—	—	(431,515)	(685,821)	(1,117,336)
Foreign currency translation	—	—	—	—	—	340	340	77	417
Comprehensive income (loss) from equity method investees	—	—	—	—	—	(89)	(89)	(114)	(203)
Total comprehensive income (loss)							(431,264)	(685,858)	(1,117,122)
Equity - December 31, 2011	<u>189,824,053</u>	<u>305,857,751</u>	<u>\$1,972,711</u>	<u>\$ (1,484,120)</u>	<u>\$ —</u>	<u>\$ (1,160)</u>	<u>\$ 487,431</u>	<u>\$ 574,961</u>	<u>\$ 1,062,392</u>

Continued on next page.

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011
 (dollars in thousands)

	Class A Shares	Class B Shares	Paid-In Capital	Retained Earnings (Accumulated Deficit)	Treasury Shares	Accumulated Other Comprehensive Income (Loss)	Total Fortress Shareholders' Equity	Principals' and Others' Interests in Equity of Consolidated Subsidiaries	Total Equity
Equity - December 31, 2011	189,824,053	305,857,751	\$ 1,972,711	\$ (1,484,120)	\$ —	\$ (1,160)	\$ 487,431	\$ 574,961	\$ 1,062,392
Contributions from principals' and others' interests in equity	—	—	—	—	—	—	—	35,387	35,387
Distributions to principals' and others' interests in equity (net of tax)	—	—	(704)	—	—	—	(704)	(99,082)	(99,786)
Dividends declared	—	—	(42,378)	—	—	—	(42,378)	—	(42,378)
Dividend equivalents accrued in connection with equity-based compensation (net of tax)	—	—	(712)	—	—	—	(712)	(1,027)	(1,739)
Conversion of Class B shares to Class A shares	17,467,232	(17,467,232)	22,362	—	—	(196)	22,166	(22,166)	—
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units	—	—	25,908	—	—	—	25,908	1	25,909
Director restricted share grant	257,918	—	344	—	—	—	344	500	844
Capital increase related to equity-based compensation, net	12,819,823	10,333,333	82,058	—	—	—	82,058	116,819	198,877
Dilution impact of Class A share issuance	—	—	59,513	—	—	(502)	59,011	(59,011)	—
Repurchase of Class A shares (Note 9)	(2,082,684)	—	—	—	(3,419)	—	(3,419)	(3,870)	(7,289)
Repurchase of Class B shares (Note 9)	—	(49,189,480)	—	(80,742)	—	—	(80,742)	(91,422)	(172,164)
Comprehensive income (loss) (net of tax)									
Net income (loss)	—	—	—	78,284	—	—	78,284	140,538	218,822
Foreign currency translation	—	—	—	—	—	(660)	(660)	(787)	(1,447)
Comprehensive income (loss) from equity method investees	—	—	—	—	—	(116)	(116)	(662)	(778)
Total comprehensive income (loss)							77,508	139,089	216,597
Equity - December 31, 2012	<u>218,286,342</u>	<u>249,534,372</u>	<u>\$ 2,119,102</u>	<u>\$ (1,486,578)</u>	<u>\$ (3,419)</u>	<u>\$ (2,634)</u>	<u>\$ 626,471</u>	<u>\$ 590,179</u>	<u>\$ 1,216,650</u>

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011
 (dollars in thousands)

	Class A Shares	Class B Shares	Paid- In Capital	Retained Earnings (Accumulated Deficit)	Treasury Shares	Accumulated Other Comprehensive Income (Loss)	Total Fortress Shareholders' Equity	Principals' and Others' Interests in Equity of Consolidated Subsidiaries	Total Equity
Equity - December 31, 2012	218,286,342	249,534,372	\$2,119,102	\$ (1,486,578)	\$ (3,419)	\$ (2,634)	\$ 626,471	\$ 590,179	\$ 1,216,650
Contributions from principals' and others' interests in equity	—	—	—	—	—	—	—	70,272	70,272
Distributions to principals' and others' interests in equity (net of tax)	—	—	(112)	—	—	—	(112)	(149,420)	(149,532)
Dividends declared	—	—	(56,340)	—	—	—	(56,340)	66	(56,274)
Dividend equivalents accrued in connection with equity-based compensation (net of tax)	—	—	(531)	—	—	—	(531)	(845)	(1,376)
Conversion of Class B shares to Class A shares	10,333,334	(10,333,334)	10,143	—	—	—	10,143	(10,143)	—
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units	—	—	13,315	—	—	—	13,315	(30)	13,285
Director restricted share grant	127,533	—	372	—	—	—	372	398	770
Capital increase related to equity-based compensation, net	9,912,027	10,333,334	17,037	—	—	—	17,037	18,123	35,160
Dilution impact of Class A share issuance	—	—	14,173	—	(15)	(153)	14,005	(14,005)	—
Reissuance of treasury stock	2,082,684	—	(4,439)	—	3,434	—	(1,005)	—	(1,005)
Comprehensive income (loss) (net of tax)									
Net income (loss)	—	—	—	200,447	—	—	200,447	283,144	483,591
Foreign currency translation	—	—	—	—	—	(232)	(232)	(540)	(772)
Comprehensive income (loss) from equity method investees	—	—	—	—	—	1,497	1,497	2,639	4,136
Total comprehensive income (loss)							201,712	285,243	486,955
Equity - December 31, 2013	<u>240,741,920</u>	<u>249,534,372</u>	<u>\$2,112,720</u>	<u>\$ (1,286,131)</u>	<u>\$ —</u>	<u>\$ (1,522)</u>	<u>\$ 825,067</u>	<u>\$ 789,838</u>	<u>\$ 1,614,905</u>

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC
CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	Year Ended December 31		
	2013	2012	2011
Cash Flows From Operating Activities			
Net income (loss)	\$ 483,591	\$ 218,822	\$ (1,117,336)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities			
Depreciation and amortization	13,690	14,931	33,399
Other amortization and accretion (included in interest expense)	900	2,942	1,477
(Earnings) losses from equity method investees	(136,866)	(156,530)	(41,935)
Distributions of earnings from equity method investees	84,548	59,785	23,719
(Gains) losses	(53,933)	(48,921)	30,054
Deferred incentive income	(107,276)	(77,993)	(80,093)
Deferred tax (benefit) expense	54,431	29,442	24,622
Adjustment of estimated forfeited non-cash compensation	70	(1,691)	—
Options received from affiliates	(42,516)	(21,524)	(12,615)
Tax receivable agreement liability adjustment	8,787	8,870	(3,098)
Equity-based compensation	39,266	213,274	1,284,086
Options in affiliates granted to employees	8,190	10,134	—
Allowance for doubtful accounts	793	796	5,263
Cash flows due to changes in			
Due from affiliates	(347,942)	(58,927)	(133,322)
Other assets	(18,082)	(20,398)	7,322
Accrued compensation and benefits	330,907	(75,390)	51,166
Due to affiliates	(2,667)	(18,241)	(9,353)
Deferred incentive income	118,765	65,361	112,068
Other liabilities	(1,765)	(2,792)	(7,181)
Net cash provided by (used in) operating activities	432,891	141,950	168,243
Cash Flows From Investing Activities			
Contributions to equity method investees	(37,084)	(63,798)	(82,610)
Distributions of capital from equity method investees	281,481	140,712	180,855
Proceeds from sale of direct investments	18,849	—	—
Purchase of equity securities	(20,043)	—	—
Purchase of digital currency (Bitcoin)	(20,000)	—	—
Purchase of fixed assets	(11,471)	(10,375)	(17,713)
Net cash provided by (used in) investing activities	211,732	66,539	80,532
Cash Flows From Financing Activities			
Repayments of debt obligations	(149,453)	(261,250)	(16,250)
Payment of deferred financing costs	(2,367)	—	—
Repurchase of shares and RSUs (Note 9)	—	(37,776)	—
Dividends and dividend equivalents paid	(57,926)	(44,170)	—
Principals' and others' interests in equity of consolidated subsidiaries - contributions	401	431	13,484
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(174,937)	(94,648)	(123,475)
Net cash provided by (used in) financing activities	(384,282)	(437,413)	(126,241)
Net Increase (Decrease) in Cash and Cash Equivalents	260,341	(228,924)	122,534
Cash and Cash Equivalents, Beginning of Period	104,242	333,166	210,632
Cash and Cash Equivalents, End of Period	\$ 364,583	\$ 104,242	\$ 333,166

Continued on next page.

FORTRESS INVESTMENT GROUP LLC**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(dollars in thousands)

	Year Ended December 31		
	2013	2012	2011
Supplemental Disclosure of Cash Flow Information			
Cash paid during the period for interest	\$ 3,586	\$ 13,689	\$ 16,122
Cash paid during the period for income taxes	\$ 6,468	\$ 7,932	\$ 8,574
Supplemental Schedule of Non-cash Investing and Financing Activities			
Employee compensation invested directly in subsidiaries	\$ 66,779	\$ 34,806	\$ 68,087
Investments of incentive receivable amounts into Fortress Funds	\$ 227,091	\$ 80,523	\$ 143,862
Dividends, dividend equivalents and Fortress Operating Group unit distributions declared but not yet paid	\$ 5,160	\$ 31,997	\$ 29,423
Exchange of promissory note for shares (Note 9)	\$ —	\$ 149,453	\$ —

See notes to consolidated financial statements.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

1. ORGANIZATION AND BASIS OF PRESENTATION

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, Western Europe and Asia; and
 - b) 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.
- 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; and a fund that seeks to generate returns by executing a positively convex investment strategy.
- 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, 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.

Fortress Investment Group LLC was formed in 2006 for the purpose of becoming the general partner of Fortress Operating Group and effecting an initial public offering of shares in February 2007 and related transactions in order to carry on the business of its predecessor, Fortress Operating Group, as a publicly traded entity. Fortress Operating Group was owned by its general partners (the “Principals”) prior to this reorganization. The Registrant is a limited liability company and its members are not responsible for any of its liabilities beyond the equity they have invested. Fortress’s formation documents allow for an indefinite life.

FIG Corp., a subsidiary of the Registrant, is a corporation for tax purposes. As a result, the Registrant is subject to income taxes on that portion of its income which flows through FIG Corp.

The Principals own the majority of the economic interests in Fortress Operating Group through their ownership of Fortress Operating Group units and Class A shares and control Fortress through their ownership of Class A and Class B shares of the Registrant (Note 9) The Principals’ Fortress Operating Group unit interests in the equity and income (loss) of Fortress Operating Group are recorded on the face of the consolidated financial statements as further described in Note 7.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

FINANCIAL STATEMENT GUIDE		
Selected Financial Statement Captions	Note Reference	Explanation
<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.
Deferred Tax Asset	6	Relates to potential future 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 credit agreement and promissory note.
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 interests 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, including non-affiliated accounts of the traditional 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 GAGFAH).
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.
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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Selected Financial Statement Captions	Note Reference	Explanation
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 Fortress's financial performance by segment (fund type) is provided, on the basis of the operating performance measure used by Fortress's management committee.

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 U.S. generally accepted accounting principles ("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.

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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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.

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 Principals' and Others' 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

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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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.

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.

Balance Sheet Measurement

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.

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 and liabilities are comprised of the following. Other assets are presented net of allowances for uncollectable amounts of \$3.3 million and \$3.2 million as of December 31, 2013 and 2012, respectively, which were recorded as General and Administrative expense.

	Other Assets			Other Liabilities	
	December 31,			December 31,	
	2013	2012		2013	2012
Fixed assets	\$ 115,392	\$ 104,482	Current taxes payable (Note 6)	\$ 3,388	\$ 3,490
Accumulated depreciation	(81,548)	(68,133)	Accounts payable	607	4,408
Deferred charges	2,367	5,060	Accrued expenses	16,186	16,795
Accumulated amortization	(676)	(4,837)	Deferred rent	7,531	9,425
Receivables	65,545	50,321	Unearned income	10,811	10,754
Equity securities	23,005	—	Derivatives	1,820	—
Digital currency (Bitcoin)	16,298	—	Miscellaneous liabilities	9,487	8,539
Prepaid compensation, net	16,626	16,626		\$ 49,830	\$ 53,411
Prepaid expense	14,486	10,453			
Goodwill and intangibles	9,421	9,421			
Accumulated amortization	(8,264)	(8,218)			
Derivatives	9,749	1,101			
Miscellaneous assets, net	8,194	8,522			
	<u>\$ 190,595</u>	<u>\$ 124,798</u>			

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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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.

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. Fortress recorded \$3.7 million in unrealized losses on digital currency during 2013, which was included in gains (losses) in the Consolidated Statements of Operations.

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.

In order to reduce interest rate risk, Fortress has and may enter into interest rate hedge agreements. To qualify for cash flow hedge accounting, interest rate swaps must meet certain criteria, including (1) the items to be hedged expose Fortress to interest rate risk, (2) the interest rate swaps or caps are highly effective in reducing Fortress's exposure to interest rate risk, and (3) with respect to an anticipated transaction, the transaction is probable. In addition, the hedging relationship must be properly documented. Effectiveness is periodically assessed based upon a comparison of the relative changes in the fair values or cash flows of the interest rate swaps and the items being hedged.

In order to reduce foreign currency exchange rates risk, Fortress has and may enter into foreign currency related derivatives. To qualify for hedge accounting with respect to a net investment in a foreign operation, the hedging instrument must be highly effective in reducing Fortress's exposure to the risk of changes in foreign currency exchange rates with respect to the investment. In addition, the hedging relationship must be properly documented. Effectiveness is periodically assessed based upon a comparison of the relative changes in the fair values of the hedge and the item being hedged (with respect to changes in foreign currency exchange rates).

The effective portion of any gain or loss, and of net payments received or made, is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The ineffective portion of any gain or loss, and of net payments received or made, is recognized in current earnings.

Fortress did not have any derivatives designated as hedges for 2013, 2012 and 2011.

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 statements of operations, adjusted for unrealized gains or losses on securities available for sale and on derivatives designated as cash flow

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

hedges, as well as net foreign currency translation adjustments, including Fortress's relative share of these items from its equity method investees.

The following table summarizes Fortress's accumulated other comprehensive income (loss):

	December 31,	
	2013	2012
<u>Direct</u>		
Net foreign currency translation adjustments	\$ (1,522)	\$ (1,146)
<u>Through equity method investees</u>		
Net foreign currency translation adjustments	—	(1,488)
Accumulated other comprehensive income (loss)	<u>\$ (1,522)</u>	<u>\$ (2,634)</u>

The amounts reclassified from accumulated other compensative income (loss) to components of net income (loss), if any, were immaterial for each period presented.

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 years ended December 31, 2013, 2012 and 2011.

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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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. Equity-based compensation also includes compensation recorded in connection with the Principals Agreement as described in Note 8. Fortress was not a party to the Principals Agreement, which expired in December 2011, and this agreement had no direct economic impact on Fortress.

Income Taxes - As described in Note 1, a substantial portion of Fortress's income earned by its corporate subsidiary 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. This is further discussed in Note 6.

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. The accounting for this agreement is discussed in Note 6.

Recent Accounting Pronouncements - In May 2011, the FASB issued new guidance regarding the measurement and disclosure of fair value, which became effective for Fortress on January 1, 2012. This guidance did not have a material impact on Fortress's financial position, results of operations or liquidity.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, revenue recognition, leases, financial instruments, hedging, and contingencies. 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.

3. MANAGEMENT AGREEMENTS AND FORTRESS FUNDS

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 principals' and others' 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.

The Principals and certain executive officers of Fortress may also serve as directors and/or officers of each of the permanent capital vehicles and of certain Portfolio Companies and may have investments in these entities as well as in other Fortress Funds.

The Fortress Funds are divided into segments and Fortress's agreements with each are detailed below.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Management Fees, Incentive Income and Related Profit Sharing Expense

Fortress recognized management fees and incentive income as follows:

	Year Ended December 31,		
	2013	2012	2011
Private Equity			
Private Equity Funds			
Management fees: affil.	\$ 135,955	\$ 119,119	\$ 131,898
Management fees: non-affil.	493	394	—
Incentive income: affil.	27,790	2,612	7,877
Permanent capital vehicles			
Management fees: affil.	55,976	52,853	48,709
Management fees, options: affil.	42,516	21,524	12,615
Management fees: non-affil.	3,807	3,902	5,148
Incentive income: affil.	15,653	—	—
Liquid Hedge Funds			
Management fees: affil.	85,807	63,509	91,796
Management fees: non-affil.	24,815	14,023	17,078
Incentive income: affil.	107,463	43,089	2,803
Incentive income: non-affil.	43,238	24,556	984
Credit Funds			
Credit Hedge Funds			
Management fees: affil.	101,699	100,835	106,138
Management fees: non-affil.	191	359	15,696
Incentive income: affil.	190,581	126,832	73,340
Incentive income: non-affil.	—	130	—
Credit PE Funds			
Management fees: affil.	95,787	98,250	73,149
Management fees: non-affil.	138	143	124
Incentive income: affil.	78,341	73,905	71,283
Incentive income: non-affil.	1,145	1,476	933
Logan Circle			
Management fees: affil.	2,543	—	—
Management fees: non-affil.	33,351	26,796	20,050
Total			
Management fees: affil.	\$ 520,283	\$ 456,090	\$ 464,305
Management fees: non-affil.	\$ 62,795	\$ 45,617	\$ 58,096
Incentive income: affil. (A)	\$ 419,828	\$ 246,438	\$ 155,303
Incentive income: non-affil.	\$ 44,383	\$ 26,162	\$ 1,917

(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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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) and is generally received subsequent to year end. Incentive income recognized as revenue during the fourth quarter from the funds was \$271.2 million, \$184.4 million and \$70.3 million during the years ended December 31, 2013, 2012 and 2011, respectively.

During the years ended December 31, 2013, 2012 and 2011, Fortress recognized \$78.3 million, \$72.6 million and \$71.3 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.

	<u>Distributed- Gross</u>	<u>Distributed- Recognized (A)</u>	<u>Distributed- Unrecognized (B)</u>	<u>Undistributed, net of intrinsic clawback (C) (D)</u>
Deferred incentive income as of December 31, 2011	\$ 823,097	\$ (584,439)	\$ 238,658	\$ 202,805
Share of income (loss) of Fortress Funds	N/A	N/A	N/A	395,808
Distribution of private equity incentive income	71,181	N/A	71,181	(71,181)
Recognition of previously deferred incentive income	N/A	(77,993)	(77,993)	N/A
Deferred incentive income as of December 31, 2012	\$ 894,278	\$ (662,432)	\$ 231,846	\$ 527,432
Fortress Funds which matured (no longer subject to clawback)	(2,180)	2,180	N/A	N/A
Share of income (loss) of Fortress Funds	N/A	N/A	N/A	293,663
Distribution of private equity incentive income	124,762	N/A	124,762	(124,762)
Recognition of previously deferred incentive income	N/A	(107,276)	(107,276)	N/A
Changes in foreign exchange rates	(1,776)	—	(1,776)	N/A
Deferred incentive income as of December 31, 2013	<u>\$ 1,015,084</u> (E)	<u>\$ (767,528)</u>	<u>\$ 247,556</u>	<u>\$ 696,333</u> (E)
Deferred incentive income including Fortress Funds which matured	<u>\$ 1,068,740</u>	<u>\$ (821,184)</u>		

(A) All related contingencies have been resolved.

(B) Reflected on the balance sheet.

(C) At December 31, 2013, the net undistributed incentive income is comprised of \$779.7 million of gross undistributed incentive income, net of \$83.4 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 December 31, 2013 at their net asset values.

(D) From inception to December 31, 2013, Fortress has paid \$447.4 million of compensation expense under its employee profit sharing arrangements (Note 8) in connection with distributed incentive income, of which \$27.9 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. If the \$779.7 million of gross undistributed incentive income were realized, Fortress would recognize and pay an additional \$401.7 million of compensation expense.

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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	December 31, 2013
Distributed incentive income - Private Equity Funds	\$ 862,263
Distributed incentive income - Private Equity Funds in Investment period	527
Distributed incentive income - Credit PE Funds	389,132
Distributed incentive income - Credit PE Funds in Investment Period	92,347
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>\$ 1,015,084</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:

	December 31, 2013
Undistributed incentive income - Private Equity Funds	\$ 149
Undistributed incentive income - Private Equity Funds in Investment Period	6,402
Undistributed incentive income - Credit PE Funds	474,746
Undistributed incentive income - Credit PE Funds in Investment Period	205,919
Undistributed incentive income - Hedge Funds (total)	92,467
Less: Gross intrinsic clawback per incentive income threshold tables - Private Equity Funds	(83,350)
Undistributed, net of intrinsic clawback	<u>\$ 696,333</u>

Certain investments held by employees and affiliates of Fortress, as well as by Fortress itself, in the Fortress Funds are not subject to management fees or incentive income. During the years ended December 31, 2013, 2012 and 2011, management fees of \$4.7 million, \$3.9 million and \$3.7 million, respectively, and incentive income, exclusive of tax distributions, of \$6.0 million, \$4.9 million and \$2.4 million, respectively, were waived on such employees' investments.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The following tables summarize information with respect to the Fortress Funds, other than the permanent capital vehicles, and their related incentive income thresholds as of December 31, 2013:

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)
Private Equity Funds												
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)	Feb-13	1,974,298	(3,329,950)	108,527	1,464,179	—	N/A	149	287,985	21,240	—	—
Fund III (2004)	Jan-15	2,762,992	(1,640,031)	2,156,939	1,033,978	1,758,935	724,957	—	66,903	66,903	66,903	45,108
Fund III Coinvestment (2004)	Jan-15	273,649	(184,344)	116,081	26,776	211,517	184,741	—	—	—	—	—
Fund IV (2006)	Jan-17	3,639,561	(586,915)	3,825,607	772,961	2,330,614	1,557,653	—	—	—	—	—
Fund IV Coinvestment (2006)	Jan-17	762,696	(138,625)	592,746	(31,325)	498,698	530,023	—	—	—	—	—
Fund V (2007) (K)	Feb-18	4,103,713	(455,023)	4,671,750	1,023,060	2,035,739	1,012,679	—	—	—	—	—
Fund V Coinvestment (2007) (K)	Feb-18	990,480	(80,701)	572,386	(337,393)	536,930	874,323	—	—	—	—	—
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)	Apr-15	1,220,229	(642,599)	525,990	(51,640)	853,724	905,364	—	16,447	16,447	16,447	10,041
FRIC (2006) (Brookdale)	May-16	328,754	(17,462)	233,131	(78,161)	245,870	324,031	—	—	—	—	—
FICO (2006) (Intrawest)	Jan-17	724,525	(5)	(60,291)	(784,811)	506,851	1,291,662	—	—	—	—	—
FHIF (2006) (Holiday)	Jan-17	1,543,463	(63,178)	2,282,100	801,815	985,266	183,451	—	—	—	—	—
FECL (2007) (Florida East Coast/ Flagler)	Feb-18	982,779	(165)	964,341	(18,273)	623,383	641,656	—	—	—	—	—
								\$ 149	\$ 862,263	\$ 104,590	\$ 83,350	\$ 55,149
Private Equity Funds in Investment Period												
WWTAI (2011)	Jan-25	\$ 208,442	\$ (41,822)	\$ 193,481	\$ 26,861	\$ —	N/A	2,030	527	527	—	—
MSR Opportunities Fund IA (2012)	Aug-22	305,343	(40,895)	300,756	36,308	—	N/A	3,505	—	—	—	—
MSR Opportunities Fund IB (2012)	Aug-22	73,957	(9,905)	72,726	8,674	—	N/A	867	—	—	—	—
MSR Opportunities II A (2013)	Jul-23	36,982	—	36,174	(808)	762	1,570	—	—	—	—	—
MSR Opportunities II B (2013)	Jul-23	527	—	510	(17)	11	28	—	—	—	—	—
MSR Opportunities II MA I (2013)	Jul-23	8,491	—	8,316	(175)	175	350	—	—	—	—	—
								\$ 6,402	\$ 527	\$ 527	\$ —	\$ —

Continued on next page.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 DECEMBER 31, 2013
 (dollars in tables in thousands, except share data)

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)
Credit PE Funds												
Long Dated Value Fund I (2005)	Apr-30	\$ 267,325	\$ (65,153)	\$ 306,459	\$ 104,287	\$ 127,267	\$ 22,980	\$ —	\$ —	\$ —	\$ —	\$ —
Long Dated Value Fund II (2005)	Nov-30	274,280	(124,635)	209,046	59,401	100,810	41,409	—	412	—	—	—
Long Dated Value Fund III (2007)	Feb-32	343,156	(257,072)	217,480	131,396	—	N/A	19,030	5,042	—	—	—
LDVF Patent Fund (2007)	Nov-27	46,191	(42,013)	42,096	37,918	—	N/A	2,924	461	—	—	—
Real Assets Fund (2007)	Jun-17	359,024	(295,841)	176,703	113,520	—	N/A	12,415	5,285	—	—	—
Credit Opportunities Fund (2008)	Oct-20	5,493,721	(6,384,581)	1,506,428	2,397,288	—	N/A	209,763	260,973	89,739	—	—
Credit Opportunities Fund II (2009)	Jul-22	2,227,882	(1,866,272)	1,284,590	922,980	—	N/A	132,107	48,902	—	—	—
FCO Managed Account (2010)	Jun-22	549,492	(380,679)	411,184	242,371	—	N/A	38,233	7,784	—	—	—
SIP Managed Account (2010)	Sep-20	11,000	(28,768)	8,848	26,616	—	N/A	1,770	3,554	—	—	—
Japan Opportunity Fund (2009)	Jun-19	1,001,317	(893,989)	603,078	495,750	—	N/A	52,534	52,792	14,936	—	—
Net Lease Fund I (2010)	Feb-20	150,750	(145,287)	80,772	75,309	—	N/A	5,970	3,927	1,211	—	—
								<u>\$ 474,746</u>	<u>\$ 389,132</u>	<u>\$ 105,886</u>	<u>\$ —</u>	<u>\$ —</u>
Credit PE Funds in Investment Period												
Credit Opportunities Fund III (2011)	Mar-24	2,005,585	(676,030)	1,666,287	336,732	—	N/A	57,645	8,240	—	—	—
FCO Managed Accounts (2008-2012)	Oct-21 to Mar-27	3,288,683	(2,323,330)	1,896,976	931,623	—	N/A	110,218	74,276	34,300	—	—
Japan Opportunity Fund II (Yen) (2011)	Dec-21	391,054	(122,388)	355,174	86,508	—	N/A	14,218	3,257	—	—	—
Japan Opportunity Fund II (Dollar) (2011)	Dec-21	354,099	(93,250)	342,820	81,971	—	N/A	12,011	3,755	—	—	—
Global Opportunities Fund (2010)	Sep-20	275,368	(135,239)	191,258	51,129	—	N/A	8,750	1,222	1,222	—	—
Life Settlements Fund (2010)	Dec-22	376,192	(94,254)	264,601	(17,337)	60,337	77,674	—	—	—	—	—
Life Settlements Fund MA (2010)	Dec-22	30,756	(7,696)	21,472	(1,588)	4,962	6,550	—	—	—	—	—
Real Estate Opportunities Fund (2011)	Sep-24	498,583	(107,845)	434,729	43,991	—	N/A	2,490	913	347	—	—
Real Estate Opportunities REOC Fund (2011)	Oct-23	37,659	(15,184)	28,863	6,388	—	N/A	587	684	684	—	—
								<u>\$ 205,919</u>	<u>\$ 92,347</u>	<u>\$ 36,553</u>	<u>\$ —</u>	<u>\$ —</u>

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	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)
Liquid Hedge Funds					
<u>Macro Funds (Q) (T)</u>					
Main fund investments	\$ 1,563,799	\$ 482	99.7%	\$ 169	\$ 53,831
Single investor funds	959,313	17	96.9%	—	12,400
Sidepocket investments (R)	16,926	8,663	N/A	349	57
Sidepocket investments - redeemers (S)	162,020	85,117	N/A	2,828	567
Managed accounts	1,192,162	25	99.7%	—	38,268
<u>Asia Macro Funds (T)</u>					
Main fund investments	1,633,700	—	100.0%	—	40,446
Managed accounts	196,196	—	100.0%	—	5,067
<u>Fortress Convex Asia Funds (T)</u>					
Main fund investments	94,823	4,733	0.0%	—	—
<u>Fortress Partners Funds (T)</u>					
Main fund investments	\$ 73,230	\$ 32,448	0.1%	\$ —	\$ 1
Sidepocket investments (R)	145,907	19,247	N/A	3,618	—
Credit Hedge Funds					
<u>Special Opportunities Funds (T)</u>					
Main fund investments	4,045,732	—	100.0%	—	135,936
Sidepocket investments (R)	96,809	1,350	N/A	5,119	—
Sidepocket investments - redeemers (S)	232,258	66,236	N/A	4,329	—
Main fund investments (liquidating) (U)	749,924	—	100.0%	75,997	45,047
Managed accounts	6,791	44,299	0.0%	—	—
<u>Worden Funds</u>					
Main fund investments	229,302	4	99.0%	—	9,427
<u>Value Recovery Funds (V)</u>					
Managed accounts	20,910	4,005	62.0%	58	—

- (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).

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

- (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).
- (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 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 December 31, 2013, Fortress held \$41.0 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.
- (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.
- (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. For the Value Recovery Fund managed accounts, Fortress can earn incentive income if aggregate realizations exceed an agreed threshold. Main Fund Investments (Liquidating) pay incentive income only after all capital is returned. 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 which is not subject to clawback.
- (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 December 31, 2013, 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 December 31, 2013, 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.

**FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

- (V) Excludes the Value Recovery Funds which had a NAV of \$381.4 million at December 31, 2013. 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.

Private Equity Funds

The following table presents certain information with respect to Fortress's management agreements with the private equity funds as of December 31, 2013.

Total Original Capital Commitments (A)	Fortress and Affiliates Original Capital Commitments (B)	Carrying Value of Fortress's Investments	Percent of Capital Commitments Drawn	Longest Capital Commitment Period Ends	Longest Fund Termination Date (C)	Annual Management Fee (D)	Incentive Income (E)	Incentive Income Threshold Return (E)
\$ 22,925,033	\$ 2,425,908	\$ 789,894	88.3%	Jan-2016	Jan-2025	1.0% - 1.5%	10% - 20%	0% - 10%

- (A) Represents the total amount of capital originally committed by investors to these funds. This capital can be called, or drawn, for new investments during the capital commitment period, generally up to three years for private equity funds. Subsequent to the capital commitment period, it may only be drawn to maintain ongoing business as permitted by the applicable fund agreement.
- (B) Affiliate commitments are comprised of the following. Fortress's remaining commitments as of December 31, 2013 are discussed in Note 10.

Employees, Former Employees and BOD Members	Principals	Other Fortress Funds	Total Affiliates	Fortress	Total
\$ 237,182	\$ 526,001	\$ 903,847	\$ 1,667,030	\$ 758,878	\$ 2,425,908

- (C) Including the assumed exercise of all available extensions, which in some cases require the approval of the applicable fund advisory board.
- (D) Expressed as a percent. This percent is generally applied to the capital commitment amount during the capital commitment periods and to invested capital (as defined, or NAV on an investment by investment basis, if lower) thereafter. In some funds, management fee rates vary depending on the size of commitments. Affiliate commitments are not charged management fees. For funds formed after March 2006 which are no longer in the capital commitment period, management fees are based on the value of publicly traded investments. The weighted (by AUM) average management fee rate as of December 31, 2013 was approximately 1.2%.
- (E) Expressed as a percent of the total returns of the funds. The incentive income is subject to: (i) the achievement of a cumulative incentive income threshold return payable to the third party investors in the funds, which is the minimum return these investors must receive in order for incentive income to be paid, and (ii) a contingent repayment or clawback provision which requires amounts previously distributed as incentive income to be returned to each fund if, upon liquidation of such fund, such amounts exceeded the actual amount of incentive income due. Affiliate commitments are not subject to incentive income. The weighted (by AUM) average incentive income rate as of December 31, 2013 was approximately 19.6%, and the weighted average threshold rate was approximately 8.3%.

Pursuant to profit sharing arrangements, certain of Fortress's employees are entitled to a portion of the incentive income received from the private equity funds. As of December 31, 2013, for funds where Fortress is entitled to incentive income and profit sharing has been assigned, this portion was equal to approximately 29.3%, based on a weighted average by total capital commitments.

In February 2011, the capital commitment periods of Fund V, Fund V Coinvestment and FECEI expired. At such time, the AUM for these funds were reduced in aggregate by approximately \$2.0 billion and, beginning in July 2011, these funds generated lower management fees.

In July 2012, Fortress and Fosun Group formed a joint venture, Shanghai Starcastle Senior Living Services Ltd. ("Starcastle"), to develop and operate senior living communities in China, in which Fortress has a 50% ownership interest. Starcastle has received approval from the Shanghai government to operate its first senior living community in China. As of December 31, 2013, Fortress's investment in Starcastle was approximately \$1.2 million and was included in the Private Equity Funds segment.

In May 2013, Fund I was substantially liquidated. In connection with this liquidation: (i) Fortress received its share of the incentive income of \$4.9 million from Fund I in the form of cash and equity interests in three liquidating entities, (ii) Fortress acquired NIH's

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

equity interests in these entities, related to its share of the Fund I incentive income, for \$1.3 million, (iii) Fortress sold substantially all of its interests in two of these entities, one each to Eurocastle and a Fortress credit hedge fund, for \$2.2 million and \$0.5 million, respectively, (iv) Eurocastle and the Fortress credit hedge fund acquired additional equity interests in these two entities from the former Fund I investors such that they own approximately 81% of these entities, (v) Fortress acquired additional equity interests in the third liquidating entity from the former Fund I investors for \$8.0 million such that it owns approximately 81% of this entity, and (vi) Fortress made profit sharing payments of approximately \$1.8 million in connection with its realization of incentive income. The sale described in (iii) did not qualify for sale accounting treatment under GAAP. As a result, Fortress has recorded an investment and a liability each in the amount of \$2.7 million; this treatment did not and is not expected to have an impact on equity or net income. The acquisition described in (v) resulted in the consolidation of this liquidating entity by Fortress. Furthermore, NIH monetized substantially all of its remaining assets (primarily its interests in Fund I as described above) and was substantially liquidated in June 2013. Fortress received \$0.6 million of proceeds from NIH's liquidating distribution. These liquidations did not have an impact on Fortress's management fees.

In December 2013, Fund V and Fund V Coinvestment distributed all of their holdings in Gaming and Leisure Properties, Inc. (GLPI) common stock to newly formed sister companies named Fund V (GLPI Sisterco) and Fund V Coinvestment (GLPI Sisterco), respectively, and the investors of Fund V and Fund V Coinvestment received limited partner interests in these new funds. As sister companies, Fund V (GLPI Sisterco) and Fund V Coinvestment (GLPI Sisterco) have similar fund terms as Fund V and Fund V Coinvestment, respectively.

Permanent capital vehicles

The permanent capital vehicles are comprised of Newcastle (NYSE: NCT), New Residential (NYSE: NRZ) and Eurocastle (NYSE Euronext, Amsterdam: ECT). The following table presents certain information with respect to the permanent capital vehicles as of December 31, 2013.

Annual Management Fee (A)	Incentive Income (B)	Incentive Income Threshold Return (B)	Carrying Value of Fortress's Investments
1.5%	25%	8% - 10%	\$ 15,387

(A) Expressed as a percent of gross equity, as defined.

(B) The incentive income is earned on a cumulative basis equal to the product of (1) the incentive income percent (shown above) multiplied by (2) the difference by which (i) a specified measure of earnings (as defined) exceeds (ii) the company's gross equity (as defined) multiplied by the incentive income threshold return (shown above). As a result of not meeting the incentive income threshold, the incentive income from Newcastle and Eurocastle have been discontinued for an indeterminate period of time.

The management agreements between Fortress and the permanent capital vehicles provide for initial terms of up to ten years, subject to certain termination rights, and automatic extensions of one to three years, subject to the approval of the independent members of the permanent capital vehicles' boards of directors.

In 2012, Fortress formed a consolidated senior living property management subsidiary. As of December 31, 2013, this subsidiary has agreements to manage 17 senior living properties, including 15 which are owned by Newcastle and two which are owned by third parties. Fortress will receive management fees equal to 6.0% of revenues (as defined in the agreements) for the first two years of the agreements and 7.0% thereafter. In addition, Fortress will receive reimbursement for certain expenses, including all of the compensation expense associated with the 1,250 on-site employees. Upon the acquisition of the first eight properties by Newcastle, which occurred in July 2012, Newcastle reimbursed Fortress for approximately \$6.4 million of pre-acquisition expenditures.

In addition, Fortress raised equity within Newcastle and Eurocastle as described in Note 4.

In April 2013, Eurocastle (Note 4) completed a restructuring process that resulted in the conversion of its outstanding convertible debt. As part of that restructuring, Fortress entered into an amended management agreement with Eurocastle that reduced the AUM used to compute Eurocastle's management fees from €1.5 billion to €0.3 billion as of April 1, 2013, and in doing so also reduced the earnings threshold required for Fortress to earn incentive income from Eurocastle. Following the conversion of its outstanding convertible debt, Eurocastle effected a one for two hundred reverse split of its common stock.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Liquid Hedge Funds

The following table presents certain information with respect to the liquid hedge funds, including related managed accounts, as of December 31, 2013.

Assets Under Management (AUM)	Carrying Value of Fortress's Investments	Annual Management Fee (A)	Incentive Income (B)
\$ 7,398,354	\$ 158,920	1% - 2%	15% - 25%

- (A) Expressed as a percent of AUM (as defined). New investors are currently charged a management fee rate of between 1% and 2%. The weighted (by AUM) average management fee rate as of December 31, 2013 was approximately 1.8%.
- (B) Expressed as a percent of the total returns of the funds. The incentive income is generally earned on a calendar year (annual) basis. The weighted (by AUM) average incentive income rate as of December 31, 2013 was approximately 19.9%.

Credit Hedge Funds

The following table presents certain information with respect to the credit hedge funds, including related managed accounts, as of December 31, 2013.

	Assets Under Management (AUM)	Carrying Value of Fortress's Investments	Annual Management Fee (A)	Incentive Income (B)
Fortress Originated	\$ 5,453,942	\$ 58,825	1% - 2.75%	10% - 20%
Non-Fortress Originated	402,304	1	1%	5%

- (A) For Fortress originated AUM, expressed as a percent of AUM (as defined). The weighted (by AUM) average management fee rate as of December 31, 2013 was approximately 2.0%. For non-Fortress originated AUM, management fees are equal to 1% of realized proceeds.
- (B) For Fortress originated AUM, expressed as a percent of the total returns of fund and the incentive income is earned on a calendar year (annual) basis. For non-Fortress originated AUM, Fortress may receive limited incentive income if aggregate realizations exceed an agreed threshold.

Credit PE Funds

The following table presents certain information with respect to Fortress's management agreements with the credit PE funds, including related managed accounts, as of December 31, 2013.

Total Original Capital Commitments (A)	Fortress and Affiliates Original Capital Commitments (B)	Carrying Value of Fortress's Investments	Percent of Capital Commitments Drawn	Longest Capital Commitment Period Ends (C)	Longest Fund Termination Date (D)	Annual Management Fee (E)	Incentive Income (F)	Incentive Threshold Return (F)
\$ 14,837,543	\$ 903,795	\$ 159,044	58.5%	Nov-2027	Feb-2032	0.75% - 2.25%	10% - 20%	0% - 9%

- (A) Represents the total amount of capital originally committed by investors to these funds. This capital can be called, or drawn, for new investments during the capital commitment period, generally up to three years. Subsequent to the capital commitment period, it may only be drawn to maintain ongoing business as permitted by the applicable fund agreement.
- (B) Affiliate commitments are comprised of the following. Fortress's remaining commitments as of December 31, 2013 are discussed in Note 10.

Employees, Former Employees and BOD Members	Principals	Other Fortress Funds	Total Affiliates	Fortress	Total
\$ 95,985	\$ 157,580	\$ 405,404	\$ 658,969	\$ 244,826	\$ 903,795

- (C) Only \$0.7 billion of the total capital commitments extend beyond December 2016.
- (D) Including the assumed exercise of all available extensions, which in some cases require the approval of the applicable fund advisory board. \$5.6 billion of the total commitments extend beyond December 2023.
- (E) Expressed as a percent. This percent is generally applied to the capital commitment amount during the capital commitment periods and to invested capital (as defined, or NAV on an investment by investment basis, if lower) thereafter. In some funds, management fee rates vary depending on the size of commitments.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Affiliate commitments are not charged management fees. The weighted (by AUM) average management fee rate as of December 31, 2013 was approximately 1.4%.

- (F) Expressed as a percent of the total returns of the funds. The incentive income is subject to: (i) the achievement of a cumulative incentive income threshold return payable to the third party investors in the funds, which is the minimum return these investors must receive in order for incentive income to be paid, and (ii) a contingent repayment or clawback provision which requires amounts previously distributed as incentive income to be returned to each fund if, upon liquidation of such fund, such amounts exceeded the actual amount of incentive income due. Affiliate commitments are not subject to incentive income. The weighted (by AUM) incentive income rate as of December 31, 2013 was approximately 19.6% and the weighted average threshold was approximately 7.5%.

Pursuant to profit sharing arrangements, certain of Fortress's employees are entitled to a portion of the incentive income received from the credit PE funds. As of December 31, 2013, for funds where profit sharing has been assigned, this portion was equal to approximately 56.5%, based on a weighted average by total capital commitments.

Traditional Asset Management Business

Logan Circle Partners, L.P. ("Logan Circle") is an asset manager with approximately \$25.4 billion in assets under management as of December 31, 2013, which Fortress acquired in April 2010. As of December 31, 2013, the Logan Circle AUM pays an average annual management fee of approximately 0.16%.

The assets acquired primarily included goodwill and other intangible assets, which were recorded in Other Assets, and had a carrying value of \$0.2 million as of December 31, 2013. In the third quarter of 2011, Fortress determined that Logan Circle had not met certain growth targets in its business plan and therefore performed an intangible asset impairment test. As a result of this test, \$20.1 million of goodwill and other intangible assets was written off through Depreciation and Amortization.

In connection with the acquisition of Logan Circle, Fortress established a compensation plan for former Logan Circle employees who became employees of Fortress (the "Logan Circle Comp Plan" - see Note 8).

In 2013, Logan Circle formed a growth equities business and Fortress made an investment therein (Note 4).

4. INVESTMENTS AND FAIR VALUE

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:

	December 31, 2013	December 31, 2012
Equity method investees	\$ 1,174,878	\$ 1,135,329
Equity method investees, held at fair value (A)	78,388	76,355
Total equity method investments	\$ 1,253,266	\$ 1,211,684
Options in equity method investees	\$ 104,338	\$ 38,077

- (A) Includes publicly traded private equity portfolio companies, primarily GAGFAH, as well as the permanent capital vehicles (NCT, NRZ and ECT).

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Gains (losses) can be summarized as follows:

	Year Ended December 31,		
	2013	2012	2011
Net realized gains (losses)	\$ 1,247	\$ 1,101	\$ (4,122)
Net realized gains (losses) from affiliate investments	12,030	(80)	(722)
Net unrealized gains (losses)	6,273	332	3,068
Net unrealized gains (losses) from affiliate investments	34,383	47,568	(28,278)
Total gains (losses)	<u>\$ 53,933</u>	<u>\$ 48,921</u>	<u>\$ (30,054)</u>

These gains (losses) were generated as follows:

	Year Ended December 31,		
	2013	2012	2011
Mark to fair value on affiliate investments and options	\$ 46,371	\$ 47,506	\$ (31,398)
Mark to fair value on derivatives	8,402	264	2
Mark to fair value on equity securities	2,962	—	—
Unrealized gains (losses) on digital currency (Bitcoin)	(3,702)	—	—
Other	(100)	1,151	1,342
Total gains (losses)	<u>\$ 53,933</u>	<u>\$ 48,921</u>	<u>\$ (30,054)</u>

The underlying investments of the Fortress Funds are diversified by issuer, industry and geographic location. They are comprised of both equity and debt investments, as well as derivatives, including investments in affiliated entities. A majority of the investments are in the United States, with investments also in Western Europe and Asia. There are some concentrations, mainly in the private equity funds, in the financial services, transportation and infrastructure, leisure and gaming, real estate (including Florida commercial real estate and German residential real estate) and senior living sectors, including certain individual investments within the funds which are significant to the funds as a whole. Furthermore, the Fortress Funds have concentrations of counterparty risk with respect to derivatives and borrowings.

Since Fortress's investments in the various Fortress Funds are not equal, Fortress's concentrations from a management fee and incentive income perspective (which mirror the funds' investments) and its concentrations from an investment perspective are different. From an investment perspective, Fortress's most significant investment as of December 31, 2013, which comprised approximately 22% of its equity method investments, is in a fund with a single investment which focuses on the U.S. rail transportation and real estate sectors.

Fortress elected to record its investments in and options from Newcastle, New Residential and Eurocastle, and its investment in GAGFAH, at fair value. Fortress made this election to simplify its accounting for these publicly traded equity securities (and related interests). Fortress accounts for dividends received from these investments as dividend income, a component of Other Revenues.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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)		
	December 31,	December 31,	Year Ended December 31,		
	2013	2012	2013	2012	2011
Private equity funds, excluding NIH	\$ 789,894	\$ 720,817	\$ 82,480	\$ 104,745	\$ 21,399
NIH	—	1,177	(554)	230	(88)
Publicly traded portfolio companies (A)(B)	63,001	67,313	N/A	N/A	N/A
Newcastle (B)	5,953	9,002	N/A	N/A	N/A
New Residential (B)	6,928	—	N/A	N/A	N/A
Eurocastle (B)	2,506	40	N/A	N/A	N/A
Total private equity	868,282	798,349	81,926	104,975	21,311
Liquid hedge funds	158,920	180,664	13,124	17,505	5,209
Credit hedge funds	58,825	58,507	12,242	11,469	7,528
Credit PE funds	159,044	166,482	29,824	22,176	7,985
Other	8,195	7,682	(250)	405	(98)
	<u>\$ 1,253,266</u>	<u>\$ 1,211,684</u>	<u>\$ 136,866</u>	<u>\$ 156,530</u>	<u>\$ 41,935</u>

(A) Represents Fortress's direct investments in the common stock of publicly traded private equity portfolio companies, primarily GAGFAH.

(B) Fortress elected to record these investments at fair value pursuant to the fair value option for financial instruments.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	Private Equity			Liquid	Credit			Total
	NIH	Other Funds	Publicly Traded Portfolio Companies and Permanent Capital Vehicles (A)	Hedge Funds	Hedge Funds	PE Funds	Other	
Investment - December 31, 2011	\$ 1,251	\$ 626,515	\$ 34,530	\$ 204,892	\$ 53,831	\$141,186	\$ 7,046	\$ 1,069,251
Earnings from equity method investees	230	104,745	N/A	17,505	11,469	22,176	405	156,530
Other comprehensive income from equity method investees	—	—	N/A	—	—	(1,091)	—	(1,091)
Contributions to equity method investees (B)	—	6,545	337	27,837	79,430	46,898	245	161,292
Distributions of earnings from equity method investees	—	(16,646)	N/A	(7,847)	(14,200)	(21,081)	(11)	(59,785)
Distributions of capital from equity method investees (B)	(304)	(2,294)	N/A	(61,723)	(72,023)	(19,781)	(3)	(156,128)
Total distributions from equity method investees	(304)	(18,940)	N/A	(69,570)	(86,223)	(40,862)	(14)	(215,913)
Mark to fair value - during period (C)	N/A	—	40,410	N/A	N/A	N/A	N/A	40,410
Translation adjustment	—	—	1,078	—	—	(1,807)	—	(729)
Dispositions	—	—	—	—	—	(18)	—	(18)
Reclassification to Due to Affiliates (D)	—	1,952	—	—	—	—	—	1,952
Investment - December 31, 2012	<u>1,177</u>	<u>720,817</u>	<u>76,355</u>	<u>180,664</u>	<u>58,507</u>	<u>166,482</u>	<u>7,682</u>	<u>1,211,684</u>
Earnings from equity method investees	(554)	82,480	N/A	13,124	12,242	29,824	(250)	136,866
Other comprehensive income from equity method investees	12	—	N/A	—	—	—	—	12
Contributions to equity method investees (B)	—	17,225	319	61,084	166,457	40,251	910	286,246
Distributions of earnings from equity method investees	—	(28,281)	N/A	(22,159)	(12,365)	(21,731)	(12)	(84,548)
Distributions of capital from equity method investees (B)	(635)	(5,346)	N/A	(73,793)	(166,016)	(54,994)	(135)	(300,919)
Total distributions from equity method investees	(635)	(33,627)	N/A	(95,952)	(178,381)	(76,725)	(147)	(385,467)
Mark to fair value - during period (C)	N/A	802	17,711	N/A	N/A	N/A	N/A	18,513
Translation adjustment	—	—	2,828	—	—	(764)	—	2,064
Dispositions	—	—	(18,825)	—	—	(24)	—	(18,849)
Reclassification to Due to Affiliates (D)	—	2,197	—	—	—	—	—	2,197
Investment - December 31, 2013	<u>\$ —</u>	<u>\$ 789,894</u>	<u>\$ 78,388</u>	<u>\$ 158,920</u>	<u>\$ 58,825</u>	<u>\$159,044</u>	<u>\$ 8,195</u>	<u>\$ 1,253,266</u>
Undistributed earnings - December 31, 2013	\$ —	\$ 77,741	\$ N/A	\$ 449	\$ 1,987	\$ 8,179	\$ 1,977	\$ 90,333

(A) Fortress elected to record these investments at fair value pursuant to the fair value option for financial instruments.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

(B) The amounts presented above can be reconciled to the amounts presented on the statement of cash flows as follows:

	Year Ended December 31,			
	2013		2012	
	Contributions	Distributions of Capital	Contributions	Distributions of Capital
Per Consolidated Statements of Cash Flows	\$ 37,084	\$ (281,481)	\$ 63,798	\$ (140,712)
Investments of incentive receivable amounts into Fortress Funds	227,091	—	80,523	—
Change in distributions payable out of Fortress Funds	—	(184)	—	1,853
Net funded*	18,714	(18,714)	16,554	(16,554)
Consolidation of private equity liquidating entity	2,553	—	—	—
Other	804	(540)	417	(715)
Per Above	<u>\$ 286,246</u>	<u>\$ (300,919)</u>	<u>\$ 161,292</u>	<u>\$ (156,128)</u>

*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.

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, GAGFAH and Other are not presented as they are insignificant to Fortress's investments.

	Private Equity Funds excluding NIH (B)		
	December 31, (or year then ended)		
	2013	2012	2011
Assets	\$ 17,176,529	\$ 15,944,821	
Debt	(1,626)	—	
Other liabilities	(185,144)	(143,951)	
Equity	\$ 16,989,759	\$ 15,800,870	
Fortress's Investment	\$ 789,894	\$ 720,817	
Ownership (A)	4.6%	4.6%	
Revenues and gains (losses) on investments	\$ 2,363,899	\$ 3,386,060	\$ 1,144,271
Expenses	(211,590)	(188,690)	(251,806)
Net Income (Loss)	\$ 2,152,309	\$ 3,197,370	\$ 892,465
Fortress's equity in net income (loss)	\$ 82,480	\$ 104,745	\$ 21,399

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Liquid Hedge Funds			Credit Hedge Funds		
	December 31, (or year then ended)					
	2013	2012	2011	2013	2012	2011
Assets	\$ 13,167,316	\$ 9,293,405		\$ 10,226,023	\$ 9,431,681	
Debt	—	—		(3,918,692)	(3,329,686)	
Other liabilities	(6,735,989)	(4,682,311)		(332,510)	(447,127)	
Non-controlling interest	—	—		(6,470)	(4,289)	
Equity	\$ 6,431,327	\$ 4,611,094		\$ 5,968,351	\$ 5,650,579	
Fortress's Investment	\$ 158,920	\$ 180,664		\$ 58,825	\$ 58,507	
Ownership (A)	2.5%	3.9%		1.0%	1.0%	
Revenues and gains (losses) on investments	\$ 838,506	\$ 579,050	\$ (178,564)	\$ 1,295,945	\$ 1,244,449	\$ 835,054
Expenses	(159,892)	(130,466)	(207,229)	(255,222)	(271,565)	(267,202)
Net Income (Loss)	\$ 678,614	\$ 448,584	\$ (385,793)	\$ 1,040,723	\$ 972,884	\$ 567,852
Fortress's equity in net income (loss)	\$ 13,124	\$ 17,505	\$ 5,209	\$ 12,242	\$ 11,469	\$ 7,528

	Credit PE Funds (B) (C)		
	December 31, (or year then ended)		
	2013	2012	2011
Assets	\$ 10,544,754	\$ 9,536,328	
Debt	(161,225)	(75,413)	
Other liabilities	(311,538)	(314,329)	
Non-controlling interest	(3,461)	(14,228)	
Equity	\$ 10,068,530	\$ 9,132,358	
Fortress's Investment	\$ 159,044	\$ 166,482	
Ownership (A)	1.6%	1.8%	
Revenues and gains (losses) on investments	\$ 1,835,118	\$ 2,011,139	\$ 739,681
Expenses	(325,436)	(312,549)	(245,947)
Net Income (Loss)	\$ 1,509,682	\$ 1,698,590	\$ 493,734
Fortress's equity in net income (loss)	\$ 29,824	\$ 22,176	\$ 7,985

- (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 periods ended September 30, 2013, 2012 and 2011, respectively). 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 U.S. 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.

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 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 December 31, 2013, Fortress had interests in 173 entities, 126 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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

A significant majority of the 47 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 years ended December 31, 2013, 2012 or 2011 which caused a change in Fortress's accounting, except as described below.

The following table sets forth certain information regarding VIEs in which Fortress holds a variable interest as of December 31, 2013 and 2012, respectively. The amounts presented below are included in, and not in addition to, the equity method investment tables above.

Fortress is not Primary Beneficiary						
December 31, 2013						
Business Segment	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	Notes	
Private Equity Funds	1	\$ 789	\$ —	\$ 155	(C) (F)	
Permanent Capital Vehicles	3	13,950,294	9,804,741	145,472	(C) (F)	
Liquid Hedge Funds	2	4,897,650	2,343,406	40,816	(D) (F)	
Credit Hedge Funds	6	1,966,802	370,607	50,945	(D) (E) (F)	
Credit PE Funds	33	1,229,250	362,642	5,350	(D) (E) (F)	
Logan Circle	1	244,828	—	144	(D) (F)	

Fortress is not Primary Beneficiary						
December 31, 2012						
Business Segment	Number of VIEs	Gross Assets	Financial Obligations (A)	Fortress Investment (B)	Notes	
Private Equity Funds	1	\$ 9,087	\$ —	\$ 1,176	(C) (F)	
Permanent Capital Vehicles	2	7,421,269	5,798,143	56,294	(C) (F)	
Liquid Hedge Funds	3	4,905,876	2,271,914	27,817	(D) (F)	
Credit Hedge Funds	6	1,771,900	365,135	46,193	(D) (E) (F)	
Credit PE Funds	33	1,536,067	418,208	4,483	(D) (E) (F)	

- (A) Represents financial obligations at the fund level, which are not recourse to Fortress. Financial obligations include financial borrowings, derivative liabilities and short securities. In many cases, these funds have additional debt within unconsolidated subsidiaries. Of the financial obligations represented herein as of December 31, 2013, \$9,381.9 million, \$289.4 million, and \$362.6 million represent financial borrowings which have weighted average maturities of 1.7 years, 6.6 years, and 1.4 years for the permanent capital vehicles, credit hedge funds, and credit PE funds, respectively. Of the financial obligations represented herein as of December 31, 2012, \$5,349.2 million, \$257.0 million, and \$418.2 million represent financial borrowings which have weighted average maturities of 2.4 years, 4.0 years, and 1.7 years for the permanent capital vehicles, credit hedge funds, and credit PE funds, respectively.
- (B) Represents Fortress's maximum exposure to loss with respect to these entities, which includes direct and indirect investments in these funds, plus any receivables due from these funds. In addition to the table above, Fortress is exposed to potential changes in cash flow and revenues attributable to the management fee and/or incentive income Fortress earns from those entities.
- (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 the decision making is through a management contract that is not an at-risk equity investment. 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, intermediate entities 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 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 INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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) As of December 31, 2013, Fortress's investment includes \$4.8 million, \$0.7 million, less than \$0.1 million and \$0.1 million of management fees receivable from the permanent capital vehicles, credit hedge funds, credit PE funds and Logan Circle, respectively, as well as \$15.7 million, \$37.6 million and \$47.6 million in incentive income receivable from the permanent capital vehicles, liquid hedge funds and credit hedge funds, respectively. As of December 31, 2013, Fortress's investment also includes \$5.3 million, \$2.6 million, \$0.9 million and \$0.7 million of expense reimbursements, dividends and other receivables from the permanent capital vehicles, liquid hedge funds, credit hedge funds and credit PE funds, respectively. As of December 31, 2012, Fortress's investment includes \$4.7 million, less than \$0.1 million, \$0.2 million, and \$0.1 million of management fees receivable from the permanent capital vehicles, liquid hedge funds, credit hedge funds, and credit PE funds, respectively, as well as \$24.4 million and \$43.6 million in incentive income receivable from the liquid hedge funds and credit hedge funds, respectively. As of December 31, 2012, Fortress's investment also includes \$3.6 million, \$2.7 million, \$0.9 million and less than \$0.1 million of expense reimbursements and other receivables from the permanent capital vehicles, liquid hedge funds, credit hedge funds and credit PE funds, respectively.

In 2010, Fortress determined that a reconsideration event had occurred with respect to an operating subsidiary ("FCF") of one of its private equity funds. FCF provides operating services to all of Fortress's private equity funds and is reimbursed for related costs by the private equity funds based on a contractual formula. Therefore, FCF by design does not produce net income or have equity. As a result of this reconsideration event, FCF was deemed to be a VIE and Fortress, as a result of directing the operations of FCF through its management contracts with the private equity funds, and providing financial support to FCF beginning in 2010, was deemed to be its primary beneficiary. Therefore, Fortress consolidated FCF beginning in 2010, which resulted in a gross up of reimbursement revenues, compensation and miscellaneous expenses, receivables, and payables, but had no impact on Fortress's net income or equity. As of December 31, 2013, FCF's gross assets were approximately \$53.0 million, primarily comprised of affiliate receivables. Fortress's exposure to loss from FCF is limited to its outstanding advances, which were approximately \$15.9 million at December 31, 2013, plus any future advances. Subsequent to Fortress's consolidation of FCF, these advances are eliminated in consolidation. FCF's creditors do not have recourse to Fortress's other assets and FCF's assets are not available to other creditors of Fortress. Fortress's 47 VIEs are comprised of the 46 VIEs in the table above as well as FCF.

In March 2011, Fortress launched a liquid hedge fund and a related onshore feeder fund, which was a VIE. The onshore feeder fund invests substantially all of its equity directly into the liquid hedge fund. Based on a quantitative and qualitative analysis, management determined that Fortress was originally the entity that was most closely associated with the onshore feeder fund. Therefore, Fortress was the onshore feeder fund's primary beneficiary and consolidated it. On July 1, 2011, additional investors made cash contributions to the onshore feeder fund causing Fortress to reconsider whether Fortress remained the entity that was most closely associated with the onshore feeder fund. Based on a qualitative and quantitative analysis, management has determined that Fortress ceased to be the entity most closely associated with the onshore feeder fund. Therefore, Fortress derecognized the onshore feeder fund's gross assets and non-controlling interests therein and recognized a corresponding equity investment representing Fortress's proportionate share of the onshore feeder fund. Fortress did not recognize any gain or loss as the result of its deconsolidation of the onshore feeder fund, but Fortress has begun to recognize management fees and incentive income, if any, earned from the onshore feeder fund in its consolidated statement of operations.

In June 2011, Fortress launched a credit PE fund, which is a VIE. Based on a quantitative and qualitative analysis, management has determined that Fortress was originally the entity that was most closely associated with the fund. Therefore, Fortress was the fund's primary beneficiary and consolidated it. In September 2011, additional investors made cash contributions to this fund causing Fortress to reconsider whether Fortress remained the entity that is most closely associated with this fund. Based on a qualitative and quantitative analysis, management determined that Fortress ceased to be the entity most closely associated with this fund. Therefore, Fortress derecognized this fund's gross assets and non-controlling interests therein and recognized a corresponding equity investment representing Fortress's proportionate share of this fund. Fortress didn't recognize any gain or loss as the result of its deconsolidation of this fund, but Fortress has begun to recognize management fees and incentive income, if any, earned from this fund.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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
	December 31, 2013	December 31, 2012	
Assets (within Investments)			
Newcastle, New Residential and Eurocastle common shares	\$ 15,387	\$ 9,042	Level 1 - Quoted prices in active markets for identical assets
Common stock of publicly traded private equity portfolio companies, primarily GAGFAH	63,001	67,313	Level 1 - Quoted prices in active markets for identical assets
Total equity method investments carried at fair value	\$ 78,388	\$ 76,355	
Newcastle, New Residential and Eurocastle options	\$ 104,338	\$ 38,077	Level 2 - Option valuation models using significant observable inputs
Assets (within Other Assets)			
Derivatives	9,749	1,101	Level 2 - See below
Equity Securities (A)	23,005	—	Level 1 - Quoted prices in active markets for identical assets
Liabilities (within Accrued Compensation and Benefits)			
Options in affiliates granted to employees	(16,390)	(10,120)	Level 2 - Option valuation models using significant observable inputs
Liabilities (within Other Liabilities)			
Derivatives	(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.

In July 2013, Fortress sold 862,383 shares of GAGFAH (Note 4) and realized a gain of \$5.5 million. From inception through June 30, 2013, Fortress had recorded a cumulative unrealized gain of \$6.2 million in its investment income relating to these shares sold, resulting in a \$0.7 million loss in the third quarter of 2013.

In December 2013, Fortress sold 641,465 shares of GAGFAH (Note 4) and realized a gain of \$5.4 million. From inception through September 30, 2013, Fortress recorded a cumulative unrealized gain of \$4.7 million in its investment income relating to these shares sold, resulting in a \$0.7 million gain in the fourth quarter of 2013.

Permanent Capital Vehicle Shares and Options

During 2012, Fortress granted partial rights in 3.2 million of the options it holds in Newcastle (Note 4) to certain of its employees. The value of these rights of \$8.1 million was recorded as accrued profit sharing compensation expense at that time. The related liability is marked to fair value through compensation expense until such time as the rights are exercised or expire.

In May 2013, Newcastle distributed all of the common shares of its subsidiary, New Residential to its shareholders. In connection with this transaction, Fortress's options, including tandem options held by employees, in Newcastle were exchanged for options in both Newcastle and New Residential; this resulted in no change to their aggregate strike price. As a result, Fortress owns an investment and options in New Residential, which it has elected to record at fair value. Fortress entered into a management agreement with New Residential on substantially the same terms as Newcastle.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The assumptions used in valuing the options at December 31, 2013 were:

	Risk-Free Rate	Dividend Yield (A)	Volatility
Newcastle	0.25% - 3.20%	0.00% - 8.82%	24.80% - 30.04%
New Residential	0.25% - 3.06%	0.00% - 15.51%	22.40% - 29.19%
Eurocastle	0.41% - 2.11%	3.59% - 7.71%	22.45% - 27.13%

(A) Options which are due to expire prior to the expected payment of future dividends are valued using a 0.00% dividend yield.

All of the Newcastle and New Residential options were fully vested on issuance and become exercisable over thirty months and have a ten-year term. With the exception of Eurocastle's May 2013 options grant, which became exercisable from October 2013, all of the Eurocastle options were fully vested and exercisable on issuance, and have a ten-year term.

The following table summarizes Newcastle's common stock offerings and options granted to Fortress during the years 2011 through 2013.

Month	Shares Issued (millions)	Public Offering Price/ Option Strike Price	Fair Value of Options at Grant Date	As of December 31, 2013		
				Options held by Fortress		
				Total	Tandem Options held by Employees	Available to Fortress
March 2011	17.3	\$ 2.72	\$ 3,178	1,580,166	485,000	1,095,166
September 2011	25.9	2.07	2,539	2,424,833	725,000	1,699,833
April 2012	19.0	2.82	2,538	1,867,167	366,000	1,501,167
May 2012	23.0	3.05	3,458	2,265,000	450,000	1,815,000
July 2012	25.3	3.04	3,760	2,499,167	484,000	2,015,167
January 2013	57.5	4.24	8,153	5,750,000	—	5,750,000
February 2013	23.0	4.75	3,793	2,300,000	—	2,300,000
June 2013	40.3	4.97	3,849	4,025,000	—	4,025,000
November 2013	58.0	5.25	6,046	5,795,095	—	5,795,095

The following table summarizes New Residential's options issued during 2011 through 2013 and held by Fortress.

Month	Shares Issued (millions)	Public Offering Price/ Option Strike Price	Fair Value of Options at Grant Date	As of December 31, 2013		
				Options held by Fortress		
				Total	Tandem Options held by Employees	Available to Fortress
March 2011	17.3	\$ 3.29	\$ 3,843	1,580,166	485,000	1,095,166
September 2011	25.9	2.49	3,055	2,424,833	725,000	1,699,833
April 2012	19.0	3.41	3,070	1,867,167	366,000	1,501,167
May 2012	23.0	3.67	4,160	2,265,000	450,000	1,815,000
July 2012	25.3	3.67	4,538	2,499,167	484,000	2,015,167
January 2013	57.5	5.12	9,845	5,750,000	—	5,750,000
February 2013	23.0	5.74	4,583	2,300,000	—	2,300,000

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The following table summarizes Eurocastle's common stock offerings and options granted to Fortress during the years 2011 through 2013.

Month	Shares Issued (millions)	Public Offering Price/ Option Strike Price	Fair Value of Options at Grant Date	As of December 31, 2013		
				Options held by Fortress		
				Total	Tandem Options held by Employees	Available to Fortress
May 2013	15.0	€ 7.25	€ 4,807	1,500,000	—	1,500,000

The following table summarizes options in the permanent capital vehicles held as of December 31, 2013, which were issued prior to 2011:

Entity	Weighted Average Option Strike Price	Options held by Fortress
Newcastle	\$ 12.65	1,496,555
New Residential	\$ 15.27	1,496,555
Eurocastle	€ 5,411.18	24,410

In January 2014, Fortress granted tandem options in 1.6 million and 2.2 million of the options it holds in Newcastle and New Residential, respectively, to certain employees. The estimated value of these Newcastle and New Residential tandem options are \$1.5 million and \$2.6 million, respectively, and will be recorded as accrued compensation expense in the first quarter of 2014. The related liability will be marked to fair value until such time as the rights are exercised or expire.

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 the 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 line item (A)	December 31, 2013 (or year ended)			Maturity Date
		Fair Value	Notional Amount	Gains/(Losses) (B)	
Foreign exchange option contracts	Other Assets	\$ 301	€ 16,000	\$ 225	Mar-14
Foreign exchange option contracts	Other Liabilities	\$ (1,820)	€ 100,000	\$ (1,893)	Mar-14
Foreign exchange option contracts	Other Assets	\$ 9,448	¥ 19,436,999	\$ 8,701	Jun-14 - Dec-16

(A) Fortress has a master netting agreement with its counterparty.

(B) Reflects unrealized gains (losses) related to contracts existing at period end. Total net foreign exchange gains (losses) from derivatives were \$8.4 million, \$0.3 million and \$0.0 million during the years ended December 31, 2013, 2012 and 2011.

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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

5. DEBT OBLIGATIONS

The following table presents summarized information regarding Fortress's debt obligations:

Debt Obligation	Face Amount and Carrying Value		Contractual Interest Rate	Final Stated Maturity	December 31, 2013
	December 31,				Amount
	2013	2012			Available for Draws
Revolving credit agreement (A) (B)	\$ —	\$ —	LIBOR+2.50% (C)	Feb 2016	\$ 147,332
Promissory note (D)	—	149,453	5.00%	Repaid	N/A
Total	\$ —	\$ 149,453			

- (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.
- (D) Issued to a former Principal in exchange for his equity interests in Fortress.

During the three year period ended December 31, 2013, Fortress modified or refinanced its credit facilities. Rates on Fortress's prior credit facilities were as follows:

Period	Interest Rate	Unused Commitment Fees	Upfront Fees and Expenses Paid
Oct 2010-Feb 2013	LIBOR+4.00%	0.625%	\$5.1 million
Feb 2013-Dec 2013	LIBOR+2.50%	0.400%	\$2.4 million

In connection with the repayments of prior credit facilities, deferred loan costs (and prepayment fees, as applicable) of \$3.2 million, \$0.6 million and \$4.0 million were written off to interest expense in October 2012, April 2012 and October 2010, respectively.

In February 2013, Fortress terminated its existing \$60.0 million revolving credit facility and entered into a new \$150.0 million revolving credit facility (the "Credit Agreement") with a \$15.0 million letter of credit subfacility. The Credit Agreement generally bears interest at an annual rate equal to LIBOR plus an applicable rate that fluctuates depending upon Fortress's credit rating and a commitment fee on undrawn amounts that fluctuates depending upon Fortress's credit rating, as well as other customary fees.

In January 2014, in connection with the announcement of the Fortress Asia Macro Funds and related managed account joining the new affiliated Manager platform (the "Transaction"), Fortress entered into a First Amendment, Consent and Waiver (the "Amendment") to the Credit Agreement. Pursuant to the Amendment, among other things, the lenders consented to the consummation of the Transaction and certain amendments to the Credit Agreement, primarily the definition of AUM and Consolidated EBITDA, in order to account for its retained economic interests.

In February 2014, Fortress borrowed \$75.0 million on its existing revolving credit facility.

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 Fortress's 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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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.

Fortress was in compliance with all of its debt covenants as of December 31, 2013. The following table sets forth the financial covenant requirements as of December 31, 2013.

	December 31, 2013			
	(dollars in millions)			
		Requirement	Actual	Notes
AUM, as defined	≥	\$ 25,000	\$ 44,725	(A)
Consolidated Leverage Ratio	≤	2.00	—	(B)
Consolidated Interest Coverage Ratio	≥	4.00	75.71	(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. 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.

Promissory Note

In connection with the purchase of certain equity instruments from a former Principal (Note 9) for an aggregate of \$179.5 million, Fortress issued a \$149.5 million promissory note to the Principal, which bore interest at 5%. In July 2013, Fortress repaid the promissory note in full, plus accrued interest. As such, this note is no longer outstanding.

Intercompany Debt

As a result of Fortress's initial public offering and related transactions, secondary public offerings, and other transactions, FIG Asset Co. LLC lent aggregate excess proceeds of approximately \$588.1 million to FIG Corp. pursuant to a demand note. As of December 31, 2013, the outstanding balance was approximately \$493.2 million, including unpaid interest. This intercompany debt is eliminated in consolidation.

6. INCOME TAXES AND TAX RELATED PAYMENTS

Fortress was established as a publicly traded partnership and also established a wholly owned corporate subsidiary. Accordingly, a substantial portion of Fortress's income earned by the corporate subsidiary 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.

In years prior to 2012, Fortress recorded, for financial reporting purposes, compensation expense arising from the Principals' forfeiture agreement (Note 8), which expired in December 2011. However, this compensation expense was not deductible for income tax purposes.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Fortress recognizes compensation expense from the issuance of RSUs and RPU (Note 8) over their vesting period. Consequently, Fortress records an estimated income tax benefit associated with RSUs and RPU. 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. 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 RPU that were greater than the estimated benefits).

Based on the value of the RSUs and RPU which vested during the years ended December 31, 2013, 2012 and 2011, Fortress has estimated tax shortfalls of \$24.6 million, \$32.1 million and \$26.9 million, respectively, which have been charged to income tax expense during these periods.

The provision for income taxes consists of the following:

	Year Ended December 31,		
	2013	2012	2011
Current			
Federal income tax expense (benefit)	\$ 1,185	\$ (223)	\$ (1,880)
Foreign income tax expense (benefit)	8,875	9,550	12,577
State and local income tax expense (benefit)	1,310	639	716
	<u>11,370</u>	<u>9,966</u>	<u>11,413</u>
Deferred			
Federal income tax expense (benefit)	47,953	27,559	15,070
Foreign income tax expense (benefit)	65	1,718	(1,068)
State and local income tax expense (benefit)	6,413	165	10,620
	<u>54,431</u>	<u>29,442</u>	<u>24,622</u>
Total expense (benefit)	<u><u>\$ 65,801</u></u>	<u><u>\$ 39,408</u></u>	<u><u>\$ 36,035</u></u>

For the years ended December 31, 2013, 2012 and 2011, deferred income tax (provisions) benefits (expense) of \$(0.7) million, \$0.2 million and \$0.3 million were credited (debited) to other comprehensive income, primarily related to the equity method investees. Current income tax benefits of \$0.0 million, \$0.6 million and \$0.7 million were credited to paid-in capital in those years, respectively, 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.

Fortress established deferred tax assets in connection with its initial public offering and related transactions in 2007, as well as in connection with its public offering of shares in 2009. These transactions resulted in increases of the tax basis of the assets owned by Fortress Operating Group. Fortress established these deferred tax assets for the expected tax benefits associated with the difference between the financial reporting basis of net assets and the tax basis of net assets. The establishment of the deferred tax assets increased additional paid in capital. These deferred tax assets reflect the tax impact of payments expected to be made under the tax receivable agreement (described below), which further increase Fortress’s deferred tax benefits and the estimated payments due under the tax receivable agreement.

FIG Corp. increased its ownership in the underlying Fortress Operating Group entities during 2013, 2012 and 2011 through (i) the exchanges by the Principals and one senior employee of Fortress Operating Group units and Class B shares for Class A shares (as described in Note 9), (ii) the delivery of vested RSUs and RPU (Note 8), and (iii) the repurchase of Fortress Operating Group units and Class B shares from a former Principal (Note 9). As a result of this increased ownership, the deferred tax asset was increased by \$2.7 million, \$16.0 million and \$5.7 million with offsetting increases of \$0.5 million, \$0.8 million and \$1.1 million to the valuation allowance (described below), in 2013, 2012 and 2011, respectively. In addition, the deferred tax asset was increased by \$12.1 million, \$11.7 million and \$5.6 million related to a step-up in tax basis due to the share exchanges which will result in

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

additional tax deductions, with offsetting increases in the valuation allowance of \$0.9 million, \$1.0 million and \$1.1 million, while the liability for the tax receivable agreement was increased by less than \$0.1 million, \$0.1 million and \$0.0 million to represent 85% of the expected cash tax savings resulting from the increase in tax basis deductions, in 2013, 2012 and 2011 respectively. Furthermore, a deferred income tax expense of \$1.0 million was debited to paid-in capital related to the tax gain on treasury shares issued to employees in connection with equity-based compensation deliveries in 2013. The establishment of these net deferred tax assets, net of the change in the tax receivable agreement liability, also increased additional paid in capital.

The realization of the deferred tax assets is dependent on the amount of Fortress's 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.

Fortress projects that it 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. Such 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 Fortress's historical and projected taxable income, management has 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 Fortress's 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 Fortress's 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 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):

2009	\$	24.8
2010		77.6
2011		53.5
2012		80.9
2013: Estimated		77.7
<hr/>		
2014 - 2021: Average Required	\$	80.7

Fortress has 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. Fortress has 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. Fortress recorded other income in connection with the adjustments to the tax receivable agreement liability.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	December 31,	
	2013	2012
Pre-IPO equity transaction - tax basis adjustment		
Tax basis goodwill and other intangible assets	\$ 239,910	\$ 259,038
Other assets	19,341	28,156
Principals' (and one senior employee's) exchanges - tax basis adjustment		
Tax basis goodwill and other intangible assets	31,788	23,688
Other assets	1,558	1,034
Public offering basis difference	15,725	15,007
Compensation and benefits	8,557	55,508
Options in affiliates	6,975	7,172
Partnership basis differences	70,581	74,856
Other	26,592	20,701
Gross deferred tax assets	421,027	485,160
Less:		
Valuation allowance	(49,805)	(83,025)
Deferred tax liabilities (A)	(16,696)	(5,815)
Deferred tax assets, net	\$ 354,526	\$ 396,320

(A) The deferred tax liabilities primarily relate to timing differences in the recognition of income from compensatory options received from Newcastle (Note 4). 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, 2011	\$ 91,845
Due to FIG Corp ownership change	1,798
Net decreases (A)	(10,618)
Valuation Allowance at December 31, 2012	\$ 83,025
Due to FIG Corp ownership change	1,461
Net decreases (A)	(34,681)
Valuation Allowance at December 31, 2013	\$ 49,805

(A) Primarily related to a change in the portion of the deferred tax asset that would be realized in connection with future capital gains.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Fortress's effective income tax expense rate is impacted by a variety of factors including, but not limited to, changes in the mix of businesses producing income or loss, which may be subject to tax at different rates, and related changes to Fortress's structure, as well as changes in the deferred tax asset which, in turn, may result from a variety of factors. A reconciliation of the U.S. federal statutory income tax expense rate to Fortress's effective income tax expense rate is as follows:

	Year Ended December 31,		
	2013	2012	2011
Statutory U.S. federal income tax rate	35.00 %	35.00 %	(35.00)%
(Income) loss passed through to stockholders	(13.30)%	(25.66)%	(3.60)%
Compensation (A)	— %	— %	35.43 %
State and local income taxes	4.33 %	3.52 %	2.63 %
Tax receivable agreement liability adjustment	1.16 %	2.64 %	(0.27)%
Foreign taxes	1.55 %	7.03 %	2.25 %
Deferred tax asset write-off	8.41 %	24.29 %	5.98 %
Valuation allowance	(11.95)%	(9.02)%	(1.66)%
Other	(0.49)%	(4.32)%	3.35 %
Effective income tax rate (B)	24.71 %	33.48 %	9.11 %

(A) Related to STIP expenses (Note 8) and Principals Agreement expenses (Note 8), both of which are not tax deductible and represent a significant permanent tax/GAAP difference.

(B) The Effective income tax rate is computed by dividing Income tax benefit (expense) for the period by the sum of (i) Income (Loss) Before Income Taxes less (ii) Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries for the period.

Tax Receivable Agreement

The Principals have the right to exchange each of their Fortress Operating Group units for one Class A share. Certain Fortress Operating Group entities have made an election under Section 754 of the Internal Revenue Code, as amended, which may result in an adjustment to the tax basis of the assets owned by Fortress Operating Group at the time of an exchange. The exchanges may result in increases in tax deductions and tax basis that would reduce the amount of tax that the corporate taxpayers (i.e. FIG Corp., a wholly-owned Fortress subsidiary) would otherwise be required to pay in the future. Additionally, the further acquisition of Fortress Operating Group units from the Principals also may result in increases in tax deductions and tax basis that would reduce the amount of tax that the corporate taxpayers would otherwise be required to pay in the future.

The corporate taxpayers entered into a tax receivable agreement with each of the Principals that provides for the payment to an exchanging or selling Principal of 85% of the amount of cash savings, if any, in U.S. federal, state, local and foreign income tax 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 defined) as a result of these increases in tax basis. Such payments are expected to occur over approximately the next 15 years. Although Fortress is not aware of any issue that would cause the IRS to challenge a tax basis increase, the Principals will not reimburse Fortress for any payments made under this agreement if tax savings claimed are later disallowed by the IRS. In connection with certain equity transactions that occurred prior to Fortress's initial public offering, and related tax effects, a \$393.0 million capital decrease and offsetting liability to the Principals was recorded in Due to Affiliates with respect to the tax receivable agreement. Subsequently, this liability has been adjusted based on transactions of the nature described above and for payments under the agreement. In connection with the tax returns filed for the years ended December 31, 2012, 2011 and 2010, \$21.6 million (paid in 2013), \$16.5 million (paid in 2012) and \$17.5 million (paid in 2012) was paid to the Principals under the tax receivable agreement, respectively. For the tax year ended December 31, 2013, the payment which is expected to become due pursuant to the tax receivable agreement is approximately \$26.5 million subject to the finalization of Fortress's tax return. To the extent that a portion, or all, of this liability is not expected to be incurred (due to changes in expected taxable income), the liability is reduced.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

7. RELATED PARTY TRANSACTIONS AND INTERESTS IN CONSOLIDATED SUBSIDIARIES

Affiliate Receivables and Payables

Due from affiliates was comprised of the following:

December 31, 2013	Private Equity			Liquid Hedge Funds	Credit			Total
	Funds	Permanent Capital			Funds	PE Funds	Other	
		Vehicles						
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
Total	\$ 87,989	\$ 25,747		\$ 95,837	\$ 151,867	\$ 32,803	\$ 12,881	\$ 407,124

December 31, 2012	Private Equity			Liquid Hedge Funds	Credit			Total
	Funds	Permanent Capital			Funds	PE Funds	Other	
		Vehicles						
Management fees and incentive income (A)	\$ 31,909	\$ 4,726		\$ 40,929	\$ 122,902	\$ 26,937	\$ —	\$ 227,403
Expense reimbursements (A)	1,338	3,651		5,376	3,621	10,405	—	24,391
Expense reimbursements - FCF (B)	14,557	—		—	—	—	—	14,557
Dividends and distributions	—	228		—	—	—	—	228
Other	1,584	654		—	—	650	11,090	13,978
Total	\$ 49,388	\$ 9,259		\$ 46,305	\$ 126,523	\$ 37,992	\$ 11,090	\$ 280,557

- (A) Net of allowances for uncollectible management fees and expense reimbursements of \$12.2 million and \$6.3 million at December 31, 2013, respectively, and of \$12.2 million and \$5.8 million as of December 31, 2012, respectively. Allowances are recorded as General and Administrative expenses.
- (B) Represents expense reimbursements due to FCF, a consolidated VIE (Note 4).

As of December 31, 2013, amounts due from Fortress Funds recorded in Due from Affiliates included \$38.0 million of past due management fees, excluding \$12.2 million which has been fully reserved by Fortress, and \$16.7 million of private equity general and administrative expenses advanced on behalf of certain Fortress Funds, excluding \$6.3 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 three different funds and the amounts represent less than 5% of such funds' NAV, both individually and in the aggregate. Subsequent to December 31, 2013, \$6.4 million of past due management fees from one fund were collected.

Due to affiliates was comprised of the following:

	December 31, 2013	December 31, 2012
Principals - tax receivable agreement - Note 6	\$ 241,006	\$ 253,787
Principals - Principal Performance Payments - Note 8	45,524	25,573
Distributions payable on Fortress Operating Group units	5,160	31,997
Other	11,345	6,450
General partner liability - Note 10	41,797	39,600
	\$ 344,832	\$ 357,407

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Other Related Party Transactions

For the years ended December 31, 2013, 2012 and 2011, respectively, Other Revenues included approximately \$1.7 million, \$2.5 million and \$2.3 million, respectively, of revenues from affiliates, primarily interest and dividends.

Fortress has entered into cost sharing arrangements with certain Fortress Funds, including market data services and subleases of certain of its office space. Fortress pays these costs directly and recharges the related Fortress Funds.

Certain Portfolio Companies and Fortress Funds are co-owned by, have merged with, and/or have engaged in transactions (including loans) with, other Portfolio Companies and Fortress Funds. Generally, co-ownership arrangements are entered into due to transaction size limitations in individual funds and transactions between Portfolio Companies take advantage of relevant expertise possessed by these entities. In some instances, Portfolio Companies have entered into contracts with other Portfolio Companies or with certain of Fortress's equity method investees to provide services to, or receive services from, these entities, including asset management, consulting, loan servicing and others. These contracts were entered into because the entity providing the service possessed relevant expertise.

From time to time, Fortress may advance amounts on behalf of affiliates for limited periods. In such cases it generally charges interest to these affiliates. In 2013, 2012 and 2011 Fortress waived \$1.8 million, \$3.8 million and \$3.2 million, respectively, of interest owed from its private equity funds related to management fees paid in arrears. One of Fortress's consolidated subsidiaries (not a Fortress Fund) acts as the loan origination platform for certain Fortress Funds. In this respect, it holds commercial lending licenses in various states and received fees for its loan origination duties of \$0.1 million, \$0.1 million and \$0.1 million during 2013, 2012 and 2011, respectively.

From time to time, employees of Fortress mutually agree with Fortress to terminate their employment in order to accept employment opportunities at the Fortress Funds, Portfolio Companies, or other affiliates. To the extent these former employees had been granted RSUs by Fortress, they are generally permitted to continue vesting in these RSUs pursuant to their original vesting terms as long as they remain employed by an affiliate.

From time to time, Fortress makes advances to senior employees (who are not officers). These advances may be due on a certain date, at termination or upon the maturity of a Fortress Fund (generally when the advances are to finance employee fund investments). Outstanding advances can be summarized as follows:

	December 31,	
	2013	2012
Amount outstanding	\$3.9 million	\$5.8 million
Range of interest rates	LIBOR +4% to LIBOR + 4.25%	LIBOR +4% to LIBOR + 4.25%

In connection with its initial public offering, Fortress entered into a tax receivable agreement with the Principals, as described in Note 6, and the Principals entered into a forfeiture agreement with each other, as described in Note 8. The Principals, employees, directors and Fortress Funds have and continue to make investments in Fortress Funds and Portfolio Companies.

The Principals have guaranteed payment on a several basis to certain Fortress private equity funds and credit PE funds of any contingent repayment (clawback) obligation with respect to such private equity fund or credit PE fund incentive income in the event that Fortress fails to fulfill its clawback obligation, if any, with respect to such fund.

The Principals receive limited benefits from Fortress in addition to their compensation, including the personal use of certain company assets for which they reimburse Fortress. The amounts subject to reimbursement aggregated \$0.0 million, \$0.2 million and \$0.3 million in 2013, 2012 and 2011, respectively.

In March 2012, as a result of the repeal of the exemption from registration under the Investment Advisers Act of 1940 for family offices, Fortress hired the personnel of the Principals' family offices and entered into investment management agreements with the family offices. Pursuant to these agreements, these individuals work solely on the Principals' personal financial matters, and the Principals reimburse Fortress for their compensation expense attributable to them. The total amount of such expenses was \$3.1 million and \$2.7 million in 2013 and 2012, respectively.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Two of the Principals owned or leased aircraft that Fortress chartered from a third-party aircraft operator for business purposes in the course of operations. Fortress and/or the funds, depending on the purposes of the trip, paid market rates for the charters. The operators remitted a portion of these amounts to the Principals. With respect to one of the Principals, these amounts totaled \$2.1 million, \$2.2 million and \$1.9 million in 2013, 2012 and 2011, respectively. With respect to the other Principal, these amounts totaled \$0.3 million in 2012, which was the only year in which this arrangement was in place for this Principal.

In January 2012, Fortress subleased an aircraft from one of its Principals for approximately two months, primarily to ensure compliance with regulations of the Federal Aviation Administration. During the term of the lease, Fortress used the aircraft for business purposes. The amount due to the Principal for the sublease was \$0.1 million.

Fortress is party to various agreements with Nomura, whereby Nomura acts as a placement agent and assists certain new funds in raising investor capital. Nomura receives, from Fortress, a fee equal to 1.0% -1.5% of committed capital. In 2013, 2012 and 2011, Nomura raised \$50.3 million, \$235.0 million and \$352.3 million, respectively, of investor capital for certain new Asia funds.

In December 2010, Fortress purchased a residential property from one of its senior employees for approximately \$3.9 million, which was equal to its estimated market value. Fortress recorded a related loss of approximately \$0.4 million in 2011. The sale of the property was completed in January 2012.

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:

	December 31,	
	2013	2012
Fortress Operating Group units held by the principals and one senior employee	\$ 725,424	\$ 530,739
Employee interests in majority owned and controlled fund advisor and general partner entities	62,381	57,411
Other	2,033	2,029
Total	<u>\$ 789,838</u>	<u>\$ 590,179</u>

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

	December 31,	
	2013	2012
Fortress Operating Group equity (Note 13)	\$ 1,489,701	\$ 1,058,886
Less: Others' interests in equity of consolidated subsidiaries (Note 13)	(64,414)	(59,440)
Total Fortress shareholders' equity in Fortress Operating Group	<u>\$ 1,425,287</u>	<u>\$ 999,446</u>
Fortress Operating Group units outstanding (A)	249,534,372	249,534,372
Class A shares outstanding (C)	240,741,920	220,369,026
Total	490,276,292	469,903,398
Fortress Operating Group units as a percent of total (B)	50.9%	53.1%
Equity of Fortress Operating Group units held by the Principals and one senior employee	<u>\$ 725,424</u>	<u>\$ 530,739</u>

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

(B) As a result, the Registrant owned 49.1% and 46.9% of Fortress Operating Group as of December 31, 2013 and 2012, respectively.

(C) As of December 31, 2012, this includes 2,082,684 treasury shares held by Fortress Operating Group.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	Year Ended December 31,		
	2013	2012	2011
Fortress Operating Group units held by the Principals and one senior employee	\$ 276,683	\$ 132,950	\$ (691,006)
Employee interests in majority owned and controlled fund advisor and general partner entities	6,456	7,402	5,208
Other	5	186	(23)
Total	<u>\$ 283,144</u>	<u>\$ 140,538</u>	<u>\$ (685,821)</u>

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

	Year Ended December 31,		
	2013	2012	2011
Fortress Operating Group net income (loss) (Note 13)	\$ 545,623	\$ 255,770	\$ (1,100,462)
Less: Others' interests in net income (loss) of consolidated subsidiaries (Note 13)	(6,461)	(7,588)	(5,185)
Total Fortress shareholders' net income (loss) in Fortress Operating Group	<u>\$ 539,162</u>	<u>\$ 248,182</u>	<u>\$ (1,105,647)</u>
Fortress Operating Group as a percent of total (A)	51.3%	53.6%	62.5%
Fortress Operating Group net income (loss) attributable to the Principals and one senior employee	<u>\$ 276,683</u>	<u>\$ 132,950</u>	<u>\$ (691,006)</u>

(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.

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:

	Year Ended December 31,		
	2013	2012	2011
Net Income (loss) attributable to Fortress	\$ 200,447	\$ 78,284	\$ (431,515)
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	22,166	3,845
Increase in Fortress's shareholders' equity for the purchase of Fortress Operating Group units from one Principal	—	44,242	—
Increase in Fortress's shareholders' equity for the delivery of Class A shares primarily in connection with vested RSUs and RPU's	14,005	14,769	13,244
Change from net income (loss) attributable to Fortress and transfers (to) from Principals' and Others' Interests	<u>\$ 224,595</u>	<u>\$ 159,461</u>	<u>\$ (414,426)</u>

**FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

8. EQUITY-BASED AND OTHER COMPENSATION

Fortress's total compensation and benefits expense, excluding Principals Agreement Compensation, but including Principal Performance Payments (described below), is comprised of the following:

	Year Ended December 31,		
	2013	2012	2011
Equity-based compensation, per below	\$ 39,266	\$ 213,274	\$ 232,889
Profit-sharing expense, per below	263,436	154,658	116,464
Discretionary bonuses	220,114	197,677	184,651
Other payroll, taxes and benefits	218,945	184,750	172,056
	<u>\$ 741,761</u>	<u>\$ 750,359</u>	<u>\$ 706,060</u>

Equity-Based Compensation

Fortress currently has several categories of equity-based compensation which are accounted for as described in the table below. A total of 173,419,234 Class A shares have been authorized for issuance under Fortress's equity-based compensation plan as of December 31, 2013. RSUs are Class A restricted share units which entitle the holder to receive Class A shares on various future dates if the applicable service conditions, if any, are met.

Granted To	Type of Award	Service Conditions (A)	Entitled to Dividends (B)	Accounting	December 31, 2013 Shares/Units Outstanding
Employees	RSUs	Yes	Yes	Fair value at grant date expensed over service period.	5,239,242
	RSUs	Yes	No	Fair value at grant date discounted for the non-entitlement to dividends, expensed over service period.	13,989,224
	STIP (C)	Yes (C)	Yes (C)	Fair value at grant date expensed over service period.	—
	RPU's (D)	Yes (D)	Yes (D)	Fair value at grant date expensed over service period.	—
Directors	Restricted Shares	Yes	Yes	Fair value at grant date expensed over service period.	955,744
Non- Employees (employees of affiliates and former employee)	RSUs	Yes	No	Fair value at grant date discounted for the non-entitlement to dividends, expensed over service period. Subsequent changes in fair value, through the vesting date, expensed over remaining service period with a cumulative catch-up adjustment in the period of change.	14,500

- (A) Generally, employee awards made at the time of the initial public offering vested 25% at the end of each of the third through sixth years of service (with a final vesting in January 2013). Subsequent employee awards made through December 31, 2011 generally vest over 2.5 years, 33 1/3% at each of three annual dates. Employee awards made during 2012 and 2013 generally vest over 3 years, 50% each in years two and three. Certain employees have different vesting schedules. Vesting of awards may be accelerated if an employee is terminated without cause, or in the event of death or disability, or a change in control of Fortress.
- (B) Vested Class A shares are delivered to employee grant recipients within no more than six months after vesting or, in certain circumstances, on an agreed schedule. Director restricted shares are delivered effective on the grant date. Certain awards entitle the recipient to receive dividend equivalent payments prior to such delivery dates or between vesting and delivery.
- (C) Represents the grant of 2.9 million Fortress Operating Group units by one of Fortress's Principals to a senior employee in 2011 which vested and was settled in 2012.
- (D) Represents FOG restricted partnership units ("RPU's") granted to a senior employee. In connection with the grant of these interests, the employee receives partnership distribution equivalent payments on such units with economic effect as from January 1, 2008. The RPU's vest into full capital interests in newly issued Fortress Operating Group units. One third of the RPU's vested in each of January 2011, January 2012 and January 2013.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The aggregate fair value of each of the RSU grants which 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 forfeiture and turnover rates within Fortress, adjusted for the expected effects of the grants on turnover, the actual price of Fortress's shares, the economic environment and other factors in the best judgment of management. The estimated forfeiture factor is reviewed at each reporting date. These reviews resulted in changes in estimated forfeiture factors in 2013 and 2012, but not in 2011, which caused increases in equity-based compensation expense of \$1.2 million and \$7.7 million, respectively.

The estimated forfeiture factors which Fortress has used as of the year-end reporting dates were as follows:

	December 31,		
	2013	2012	2011
Non-dividend-paying awards granted prior to 2010	38%	39%	48%
Dividend-paying awards granted in 2010	14%	21%	48%
Non-dividend-paying awards granted in 2010 and 2011	11%	12%	26%
Non-dividend-paying awards granted in 2012	17%	20%	N/A
Non-dividend-paying awards granted in 2013	24%	N/A	N/A
Dividend-paying awards granted in 2013	25%	N/A	N/A

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 Fortress's actual dividend rate at the time of the award; the dividend growth rate used with respect to certain awards was based on management's judgment and expectations.

The discount related to RSUs, which do not entitle the recipients to dividend equivalents prior to the vesting of Class A shares, was based on the estimated present value of dividends to be paid during the vesting period, which in turn was based on an estimated initial dividend rate (based on the actual dividend rate on the grant date), an estimated dividend growth rate and a risk-free discount rate (based on grant date and term), as follows:

	Range of Assumptions		
	2013	2012	2011
Initial dividend rate	5.00%	6.00%	6.00%
Dividend growth rate	3.64%	0.00%	0.00%
Risk-free discount rate	0.18%	0.13%	0.06%

Each of these elements, particularly the forfeiture factor and the 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.

When Fortress records equity-based compensation expense, including that related to the Principals Agreement (as described below), it records a corresponding increase in capital. When Fortress delivers Class A shares as a result of the vesting of equity-based compensation, to the extent that it pays withholding taxes in cash (rather than through the sale of employee shares upon delivery) it will record a decrease in capital related to these payments.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	RSUs				Restricted Shares		RPUs	
	Employees		Non-Employees		Issued to Directors		Employees	
	Number	Value (A)	Number	Value (A)	Number	Value (A)	Number	Value (A)
Outstanding at December 31, 2010	44,289,586	\$ 11.63	1,196,943	\$ 11.11	426,669	\$ 6.58	31,000,000	\$ 13.75
<u>2011</u>								
Issued	6,628,670	5.42	—	—	143,624	5.23	—	—
Converted to Class A shares	(15,019,873)	11.52	(389,677)	11.13	—	—	(4,749,434)	13.75
Converted to Class B shares	—	—	—	—	—	—	(5,583,899)	13.75
Forfeited	(1,227,919)	11.62	(20,220)	2.58	—	—	—	—
Outstanding at December 31, 2011	34,670,464	10.49	787,046	11.33	570,293	6.24	20,666,667	13.75
<u>2012</u>								
Issued	6,821,847	2.96	—	—	257,918	3.18	—	—
Transfers	(1,794,043)	3.09	1,794,043	3.09	—	—	—	—
Converted to Class A shares	(13,496,889)	11.60	(1,293,693)	5.62	—	—	(4,340,000)	13.75
Converted to Class B shares	—	—	—	—	—	—	(5,993,333)	13.75
Forfeited	(4,446,835)	3.68	(40,990)	8.03	—	—	—	—
Outstanding at December 31, 2012	21,754,544	9.44	1,246,406	5.51	828,211	5.29	10,333,334	13.75
<u>2013</u>								
Issued	8,950,696	5.10	—	—	127,533	6.21	—	—
Transfers	—	—	—	—	—	—	—	—
Converted to Class A shares	(10,762,805)	12.52	(1,231,906)	5.53	—	—	(10,333,334)	13.75
Forfeited	(713,969)	3.72	—	—	—	—	—	—
Outstanding at December 31, 2013 (B)	19,228,466	\$ 4.14	14,500	\$ 3.12	955,744	\$ 5.41	—	\$ —

	Year Ended December 31,		
	2013	2012	2011
Expense incurred (B)			
Employee RSUs	\$ 22,869	\$ 116,339	\$ 125,642
Non-Employee RSUs	1	734	432
Principal Performance Payments (C)	16,396	5,422	—
Restricted Shares (D)	—	24	365
STIP	—	—	15,943
RPUs	—	90,755	90,507
Total equity-based compensation expense	\$ 39,266	\$ 213,274	\$ 232,889

- (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 December 31, 2013 of \$44.0 million, with a weighted average recognition period of 2.1 years. This does not include contingent amounts.
- (C) A total of approximately 3.2 million RSUs were awarded as Principal Performance Payments based on 2013 results and a total of approximately 2.9 million RSUs were awarded based on 2012 results.
- (D) Certain restricted shares granted to directors are recorded in General and Administrative Expense (\$0.6 million, \$0.8 million and \$1.1 million for the years ended December 31, 2013, 2012 and 2011 respectively) and therefore are not included above.

The equity-based compensation resulted in \$26.0 million, \$13.9 million and \$19.5 million of recognized current tax benefit for the years ended December 31, 2013, 2012 and 2011, respectively.

The Principals entered into an agreement among themselves (the “Principals Agreement”) which provided that, in the event a Principal voluntarily terminated his employment with Fortress Operating Group for any reason, a portion of the equity interests held by that Principal as of the completion of Fortress’s initial public offering would be forfeited to the Principals who were then employed by Fortress Operating Group. Although Fortress was not a party to this agreement, as a result of the service requirement, the fair value (measured at the date of the initial public offering) of Fortress Operating Group units subject to the risk of forfeiture

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

of \$4,763.0 million was charged to compensation expense over the service period, including \$1,051.2 million during the year ended December 31, 2011.

In August 2011, Fortress's Principals extended their employment for a new five-year term effective January 1, 2012, on substantially similar terms and conditions as their prior employment agreements. Additionally, under a new compensation plan adopted by Fortress, the Principals receive annual payments ("Principal Performance Payments") based on the performance of the existing AUM (as of December 31, 2011) of Fortress's flagship hedge funds during a given year and on their success in raising and investing new funds across all businesses and the performance of these new funds during a given fiscal year.

Principal Performance Payments are comprised of a mix of cash and equity-based compensation, with the equity component becoming larger as performance, and the size of the payments, increases. Specifically the plan calls for payments of: (i) 20% of the incentive income earned from existing flagship hedge fund AUM and 20% of the fund management distributable earnings above a threshold for permanent capital vehicles existing at January 1, 2012, as well as (ii) either 10% or 20% (based on the level of involvement of the Principal) of the fund management distributable earnings of new AUM in new businesses and 20% of fund management distributable earnings for new flagship hedge fund AUM. Payments of up to 10% of fund management distributable earnings before Principal Performance Payments, in each of the Principals' respective businesses, are made in cash, and payments in excess of this threshold are made in RSUs that will vest in equal increments over three years.

Pursuant to the new employment agreements, each Principal receives annual compensation of \$200,000. The Principals' employment agreements contain customary post-employment non-competition and non-solicitation covenants. In order to ensure the Principals' compliance with such covenants, an amount equal to 50% of the after-tax cash portion of any Principal Performance Payments are subject to mandatory investment in Fortress-managed funds, and such invested amounts will serve as collateral against any breach of those covenants.

In order to align the termination of the Principals Agreement with the effective date of their new employment agreements, the Principals agreed to amend the expiration date of the Principals Agreement to December 31, 2011. As a result, all of the remaining expense related to this agreement, including \$99.1 million that would otherwise have been recognized in 2012, was recorded as Principals Agreement Compensation in the Statement of Operations in 2011.

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

	Year Ended December 31, 2013			Year Ended December 31, 2012		
	Equity-Based Compensation	Profit Sharing Expense	Total	Equity-Based Compensation	Profit Sharing Expense	Total
Private equity business	\$ —	\$ 2,401	\$ 2,401	\$ —	\$ 1,060	\$ 1,060
Liquid hedge fund business	5,019	12,548	17,567	1,577	5,031	6,608
Credit business	11,377	19,664	31,041	3,845	14,060	17,905
Total	\$ 16,396	\$ 34,613	\$ 51,009	\$ 5,422	\$ 20,151	\$ 25,573

In April 2010, in connection with the acquisition of Logan Circle, Fortress created the Logan Circle Comp Plan (see Note 3). The Logan Circle Comp Plan provides for annual bonuses to a senior employee which may be paid partially in RSUs, as well as for potential Class A share awards to certain employees, including this senior employee, in the years 2015, 2016 and 2017. These awards are annual performance-based awards and depend on the future performance of Logan Circle in the specific years to which they relate. Furthermore, the amounts of RSUs or shares to be awarded are not fixed until the respective year is completed. As such, these awards are expensed in the year to which they pertain based on the estimated value of awards expected to vest in that year.

In January 2012, Fortress's CEO announced his resignation effective in February 2012. In connection with this resignation, Fortress has recorded \$5.0 million of equity-based compensation expense in 2012, primarily related to 1.8 million RSUs which will vest pursuant to his separation agreement. As a result of this resignation, approximately 4.0 million RSUs were forfeited.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Profit Sharing Expense

Recognized profit sharing compensation expense is summarized as follows:

	Year Ended December 31,		
	2013	2012	2011
Private equity funds	\$ 2,135	\$ 966	\$ 1,032
Permanent capital vehicles	10,690	10,134	—
Liquid hedge funds	51,886	21,350	20,676
Credit hedge funds	95,229	65,298	38,545
Credit PE funds	68,883	36,759	56,211
Principal Performance Payments (A)	34,613	20,151	—
Total	\$ 263,436	\$ 154,658	\$ 116,464

(A) Relates to all applicable segments.

Upon the resignation of one of Newcastle's officers, 2,170 vested out-of-the-money and 192,167 unvested Newcastle options, and 2,170 vested out-of-the-money and 192,167 unvested New Residential options were forfeited.

401(K) Plan

Fortress has established a tax qualified retirement plan (the "401(K) Plan") that provides employees with an opportunity to save for retirement on a tax advantaged basis. Employees participate in the 401(K) Plan on their first day of employment and are able to defer compensation up to the limits established by the Internal Revenue Service. Fortress matches a portion of the employees' contributions up to a maximum amount. Fortress expects to contribute approximately \$4.2 million to the 401(K) Plan in 2014 related to employee contributions made in 2013. Similarly, Fortress contributed \$3.9 million and \$3.8 million related to employee contributions in 2012 and 2011, respectively.

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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

	Year Ended December 31, 2013	
	Basic	Diluted
Weighted average shares outstanding		
Class A shares outstanding	233,117,423	233,117,423
Fully vested restricted Class A share units with dividend equivalent rights	2,207,612	2,207,612
Fully vested restricted Class A shares	921,261	921,261
Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	251,969,075
Class A restricted shares and Class A restricted share units granted to employees and directors (eligible for dividend and dividend equivalent payments) (2)	—	2,318,202
Class A restricted share units granted to employees (not eligible for dividend and dividend equivalent payments) (3)	—	10,097,850
Total weighted average shares outstanding	<u>236,246,296</u>	<u>500,631,423</u>
Basic and diluted net income (loss) per Class A share		
Net income (loss) attributable to Class A shareholders	\$ 200,447	\$ 200,447
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)	(3,365)	(3,365)
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)	—	196,272
Net income (loss) available to Class A shareholders	<u>\$ 197,082</u>	<u>\$ 393,354</u>
Weighted average shares outstanding	<u>236,246,296</u>	<u>500,631,423</u>
Basic and diluted net income (loss) per Class A share	<u>\$ 0.83</u>	<u>\$ 0.79</u>

	Year Ended December 31, 2012	
	Basic	Diluted
Weighted average shares outstanding		
Class A shares outstanding	210,467,733	210,467,733
Fully vested restricted Class A share units with dividend equivalent rights	3,194,380	3,194,380
Fully vested restricted Class A shares	737,309	737,309
Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	302,044,370
Class A restricted shares and Class A restricted share units granted to employees and directors (eligible for dividend and dividend equivalent payments) (2)	—	1,697,705
Class A restricted share units granted to employees (not eligible for dividend and dividend equivalent payments) (3)	—	6,758,635
Total weighted average shares outstanding	<u>214,399,422</u>	<u>524,900,132</u>
Basic and diluted net income (loss) per Class A share		
Net income (loss) attributable to Class A shareholders	\$ 78,284	\$ 78,284
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)	(14,240)	(14,240)
Dividend equivalents declared on, and undistributed earnings allocated to, non-vested restricted Class A shares and restricted Class A share units (2)	(1,063)	(1,063)
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)	—	79,687
Net income (loss) available to Class A shareholders	<u>\$ 62,981</u>	<u>\$ 142,668</u>
Weighted average shares outstanding	<u>214,399,422</u>	<u>524,900,132</u>
Basic and diluted net income (loss) per Class A share	<u>\$ 0.29</u>	<u>\$ 0.27</u>

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Year Ended December 31, 2011	
	Basic	Diluted
Weighted average shares outstanding		
Class A shares outstanding	182,099,508	182,099,508
Fully vested restricted Class A share units with dividend equivalent rights	4,082,385	4,082,385
Fully vested restricted Class A shares	480,777	480,777
Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	306,729,565
Class A restricted shares and Class A restricted share units granted to employees and directors (eligible for dividend and dividend equivalent payments) (2)	—	—
Class A restricted share units granted to employees (not eligible for dividend and dividend equivalent payments) (3)	—	—
Total weighted average shares outstanding	<u>186,662,670</u>	<u>493,392,235</u>
Basic and diluted net income (loss) per Class A share		
Net income (loss) attributable to Class A shareholders	\$ (431,515)	\$ (431,515)
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)	(4,898)	(4,898)
Dividend equivalents declared on, and undistributed earnings allocated to, non-vested restricted Class A shares and restricted Class A share units (2)	—	—
Add back Principals' and others' interests in loss 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)	—	(727,634)
Net income (loss) available to Class A shareholders	<u>\$ (436,413)</u>	<u>\$ (1,164,047)</u>
Weighted average shares outstanding	<u>186,662,670</u>	<u>493,392,235</u>
Basic and diluted net income (loss) per Class A share	<u>\$ (2.34)</u>	<u>\$ (2.36)</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.
- (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:

Period	Share Units
Year Ended December 31, 2013	15,321,401
Year Ended December 31, 2012	18,419,024
Year Ended December 31, 2011	23,439,170

- (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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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.

The Principals and one senior employee exchanged an aggregate of 10,333,334, 17,467,232, and 4,749,434, Fortress Operating Group units and Class B shares for an equal number of Class A shares in 2013, 2012 and 2011, respectively.

In 2012, Fortress paid \$7.8 million of statutory withholding tax on behalf of employees and, therefore, issued only 3.7 million Class A shares in satisfaction of 5.6 million RSUs. This payment was treated as a financing activity on the statements of cash flows since it had the same accounting effect as if Class A shares were repurchased.

On December 21, 2012, one of the Principals retired and Fortress agreed to purchase all of his 2,082,684 Class A shares and his 49,189,480 Fortress Operating Group units at \$3.50 per share, or an aggregate of \$179.5 million. In connection with this purchase, Fortress paid \$30.0 million of cash and issued a \$149.5 million promissory note to the former Principal (Note 5). The 2,082,684 Class A shares were held as treasury shares within Fortress Operating Group and were issued to employees in 2013 in connection with vested RSUs.

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

	Weighted Average					
	Year Ended December 31,			As of December 31,		
	2013	2012	2011	2013	2012	
Class A shares (public shareholders)	233,117,423	210,467,733	182,099,508	239,786,176	217,458,131	
Restricted Class A shares (directors)	921,261	749,007	522,365	955,744	828,211	
Restricted Class A share units (employees) (A)	2,207,612	3,194,380	4,082,385	6,704	555,646	
Restricted Class A share units (employees) (B)	4,883,186	6,609,155	13,994,757	5,232,536	6,434,147	
Fortress Operating Group units (Principals and one senior employee)	249,534,372	299,559,853	304,832,761	249,534,372	249,534,372	
Fortress Operating Group RPU (senior employee)	2,434,703	12,817,851	22,563,471	—	10,333,334	
Total	493,098,557	533,397,979	528,095,247	495,515,532	485,143,841	

(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.

During 2013, two of the Principals contributed a combined total of 1,859,283 Class A shares to charitable organizations.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Dividends and distributions during the years ended December 31, 2013 are summarized as follows:

	Declared in Prior Year, Paid Current Year	Declared in Current Year		Total
		Declared and Paid	Declared but not yet Paid	
<u>2013:</u>				
Dividends on Class A shares	\$ —	\$ 56,274	\$ —	\$ 56,274
Dividend equivalents on restricted Class A share units (A)	—	1,652	—	1,652
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	30,725	72,295	5,160	77,455
Distributions to Fortress Operating Group RPU holders (Note 8) (B)	1,272	401	—	401
Total distributions	<u>\$ 31,997</u>	<u>\$ 130,622</u>	<u>\$ 5,160</u>	<u>\$ 135,782</u>
<u>2012:</u>				
Dividends on Class A shares	\$ —	\$ 42,378	\$ —	\$ 42,378
Dividend equivalents on restricted Class A share units (A)	—	1,795	—	1,795
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	27,561	15,895	30,725	46,620
Distributions to Fortress Operating Group RPU holders (Note 8) (B)	1,862	540	1,272	1,812
Total distributions	<u>\$ 29,423</u>	<u>\$ 60,608</u>	<u>\$ 31,997</u>	<u>\$ 92,605</u>
<u>2011:</u>				
Dividends on Class A shares	\$ —	\$ —	\$ —	\$ —
Dividend equivalents on restricted Class A share units (A)	—	—	—	—
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	38,886	17,274	27,561	44,835
Distributions to Fortress Operating Group RPU holders (Note 8) (B)	4,014	1,279	1,862	3,141
Total distributions	<u>\$ 42,900</u>	<u>\$ 18,553</u>	<u>\$ 29,423</u>	<u>\$ 47,976</u>

- (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) and the RPU holder (one senior employee).

Fortress's board of directors approved a revised dividend policy under which it reinstated a quarterly dividend to Class A shareholders beginning in the fourth quarter of 2011. The dividends related to the fourth quarter of 2011 and each of the first three quarters of 2012 were \$0.05 per share. The dividends related to the fourth quarter of 2012, and each of the first three quarters of 2013 were \$0.06 per share. The dividend related to the fourth quarter of 2013, declared on February 26, 2014, was \$0.08 per share. This dividend will be paid on March 14, 2014 to holders of record of Class A shares on March 11, 2014. The aggregate amount of this dividend payment is approximately \$14.4 million. In connection with this dividend, dividend equivalent payments of approximately \$0.9 million were declared to holders of restricted Class A share units that are entitled to dividends.

**FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

10. COMMITMENTS AND CONTINGENCIES

Indemnifications – In the normal course of business, Fortress and its subsidiaries enter into operating contracts that contain a variety of representations and warranties and that provide general indemnifications. In addition, subsidiaries of Fortress that act as general partners (or in similar capacities) of Fortress Funds enter into guarantees of certain obligations of such funds in the case of fraud by Fortress employees or under similar circumstances. Fortress’s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against Fortress that have not yet occurred. However, based on experience, Fortress expects the risk of material loss to be remote.

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, one 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 December 31, 2013 and 2012 was \$41.8 million and \$39.6 million, respectively.

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 December 31, 2013, individually and in the aggregate, will not materially affect Fortress’s results of operations, liquidity or financial position.

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.

Regulatory Matters – In the ordinary course of business, Fortress and its subsidiaries and equity method investees may be subject to regulatory examinations, information gathering requests, inquiries or investigations. Management, after consultation with legal counsel, does not believe these matters will ultimately have a material effect on Fortress.

Private Equity Fund and Credit PE Fund Capital Commitments — Fortress has remaining capital commitments, which aggregated \$160.5 million as of December 31, 2013, primarily to certain of the Fortress Funds. These commitments can be drawn by the funds on demand.

Incentive Income Contingent Repayment – Incentive income received from certain Fortress Funds, primarily private equity funds and credit PE funds, is subject to contingent repayment and is therefore recorded as deferred incentive income, a liability, until all related contingencies have been resolved. The Principals guaranteed the contingent repayments to certain funds under certain conditions and Fortress has indemnified the Principals for any payments to be made under such guarantees. Fortress expects the risk of loss on each of these indemnifications and guarantees to be remote. Fortress’s direct liability for such incentive income contingent repayment is discussed in Notes 2, 3 and 11.

Private Equity Fund Operating Expense Limit – Fortress is contingently liable, under an agreement with the operating subsidiary of its private equity funds, FCF (Note 4), for any expenses of such subsidiary in excess of amounts approved by the private equity funds’ advisory board (comprised of representatives of the funds’ investors). Fortress monitors these expenses and does not expect to make any payments related thereto.

Debt Covenants – Fortress’s debt agreements contain various customary loan covenants (Note 5). Fortress was in compliance with all of its existing credit agreement covenants as of December 31, 2013.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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

The following is a summary of major lease terms:

	New York Leases	Other Leases
Lease end date	Dec-2016	Various dates through Apr-2019
Escalations	Generally, a fixed percentage of the landlord's annual operating expenses and tax expense.	Generally, a fixed percentage of the landlord's annual operating expenses and tax expense.
Free rent periods	5 - 12 months	1 - 16.5 months
Leasehold improvement incentives	\$2,419	\$2,340
Renewal periods	5 - year option on one lease and remainder have none	Various, up to 5 years (some have none)

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

Year Ending December 31,	
2014	\$ 24,681
2015	21,879
2016	20,349
2017	3,160
2018	791
Thereafter	38
Total	<u>\$ 70,898</u>

Rent expense, including operating expense escalations, during the years ended December 31, 2013, 2012 and 2011 was \$23.6 million, \$24.4 million and \$27.2 million respectively, and was included in General, Administrative and Other Expense.

In 2013 and 2012, Fortress sublet a portion of its office space at a loss. In connection with this, Fortress recorded lease related charges of \$0.8 million and \$3.3 million to General, Administrative, and Other expense in 2013 and 2012, respectively.

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. 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, primarily based on headcount. Interest expense is included in the principal investments segment.

Management assesses Fortress's 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 (primarily held by the Principals) and income tax expense.

Management assesses the net performance of each segment based on its "distributable earnings" ("DE") and utilizes "fund management distributable earnings" or "fund management DE" as a supplemental measure of segment performance. Neither distributable earnings or fund management DE is a measure of cash generated by operations which is available for distribution. Rather, they are supplemental measures of operating performance used by management in analyzing its segment and overall results. Neither distributable earnings or fund management DE should be considered as an alternative to cash flow, in accordance with GAAP,

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

as a measure of Fortress's liquidity, and they are not necessarily indicative of cash available to fund cash needs (including dividends and distributions).

"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 as described below (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,

Other Income

- (ii) with respect to income from certain principal investments and certain other interests 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,
- (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,

Expenses

- (iv) 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,
- (v) adding back equity-based compensation expense (including options in the permanent capital vehicles assigned to employees, RSUs and RPU's (including the portion of related dividend and distribution equivalents recorded as compensation expense), restricted shares and the STIP),
- (vi) 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,
- (vii) adding back the amortization of intangible assets and any impairment of goodwill or intangible assets recorded under GAAP,
- (viii) adding back compensation expense recorded in connection with the forfeiture arrangements entered into among the principals, which expired in December 2011 (Note 8),
- (ix) adding the income (or subtracting the loss) allocable to the interests in consolidated subsidiaries attributable to Fortress Operating Group units, and
- (x) adding back income tax benefit or expense and any income or expense recorded in connection with the tax receivable agreement (Note 6).

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

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. Fortress defines its segment operating margin to be equal to fund management DE divided by segment revenues.

Management believes only the incentive income related to realized fund income should be considered available for distribution, subject to a possible reserve, determined on a fund by fund basis, as necessary, for potential future clawbacks deemed to have more than a remote likelihood of occurring by Fortress's chief operating decision maker as described below. As such, distributable earnings generally includes incentive income to the extent it relates to paid or declared distributions from Fortress Funds' investments that have been monetized through sale or financing. This type of incentive income is not recorded as revenue for GAAP purposes, under the revenue recognition method Fortress has selected, until the possibility of a clawback is resolved. This GAAP method is not completely reflective of value created during the period which is available for distribution as it disregards the likelihood that any contingent repayment will in fact occur.

Distributable earnings is limited in its usefulness in measuring earnings because it recognizes as revenues amounts which are subject to contingent repayment, it ignores potentially significant unrealized gains and losses and it does not fully reflect the economic costs to Fortress by ignoring certain equity-based compensation expenses. Fund management DE is further limited due to its exclusion of the performance of Fortress's investments and related financing, which are material.

Management utilizes distributable earnings and fund management DE as well as net income in its analysis of the overall performance of Fortress and notes that the measures are each useful for different purposes.

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) 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
- (iv) at interim periods, the accrued incentive income recorded for distributable earnings purposes in relation to the incentive income reconciling items in (i)(b) above.

In January 2012, Fortress changed the method it uses to allocate expenses between its operating segments in order to match the method used in computing Principal Performance Payments (Note 8) under its new employment agreements with the Principals. Prior period segment results have not been restated for comparability since it is impractical to do so. The change in expense allocation methodology has no effect on aggregate segment expenses or distributable earnings. The primary impact of applying the current expense allocation methodology to the year ended December 31, 2011 would be a shift of approximately \$64.1 million, of expenses from the Credit Hedge Funds segment to the Credit PE Funds segment.

Distributable Earnings Impairment

For purposes of this discussion, the term "private equity funds" includes hedge fund special investment accounts, which have investment profiles that are generally similar to private equity funds, permanent capital vehicles and credit PE funds.

Pursuant to the definition of Distributable Earnings ("DE") above, impairment is taken into account in the calculation in two ways: first, in section (i)(a) regarding private equity incentive income, and, second, in section (ii)(a) regarding equity method investments in private equity funds. Pursuant to section (ii)(a), distributable earnings does not include unrealized losses from investments in private equity funds, unless an impairment is required to be recognized.

DE is Fortress's segment measure of operating performance and is defined by Fortress's "chief operating decision maker" ("CODM"), which is its management committee. The CODM receives performance reports on Fortress's segments on a DE basis pursuant to their requirements for managing Fortress's business.

**FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Investments in Private Equity Funds

Unrealized changes in the value of investments in private equity funds are not recorded through distributable earnings, subject to potential impairment. An analysis for potential impairment is performed whenever the reported net asset value (“NAV”) of a fund attributable to Fortress’s investment is less than its cost basis in such investment. The NAV of a fund is equal to the fair value of its assets less its liabilities. Fortress analyzes these investments for impairment using the “other than temporary” impairment criteria in a manner similar to the one specified for accounting for certain debt and equity securities under GAAP. As a result, a fund investment is considered impaired for DE purposes whenever it is determined by the CODM that Fortress does not have the intent and ability to hold the investment to an anticipated recovery in value, if any, to or above Fortress’s cost basis.

Private Equity Incentive Income

For DE purposes, incentive income is recognized from private equity funds as it is realized, subject to a reserve for potential clawback if the likelihood of clawback is determined to be greater than remote by the CODM. Incentive income from the private equity funds is paid to Fortress as particular investments are realized. However, it is subject to contingent repayment (or clawback) if the fund as a whole does not meet certain performance criteria.

Fortress’s CODM has defined “remote” in this context to mean that management does not believe there is a reasonable likelihood of a clawback and therefore its base case expectations of a fund’s performance do not include a promote clawback. This is an easier threshold to meet than the “other than temporary” threshold used for estimating investment impairment. Management’s base case expectations are generally not greatly impacted by short-term volatility in the value of a fund’s portfolio companies, including the market prices of the shares of publicly traded portfolio companies, unless either (a) the operating performance of the underlying company, or the value of its assets, are expected to be impacted on a long-term basis (long-term being defined in relation to the remaining life of a given fund), or (b) the value has been depressed below a breakeven point (as described below) for a period in excess of 6-9 months (as circumstances and other factors dictate). These criteria reflect the CODM’s belief that short term changes in the values of portfolio companies do not have a material impact on the likelihood of a clawback, absent deterioration in such companies’ operating performance or in the value of their underlying assets.

Fortress conducts an analysis at each quarter end to determine whether a clawback reserve is required. The factors that enter into this analysis include: the amount of intrinsic unrealized gains or losses within each fund, the period of time until expected final realization, the diversification of the fund’s investments, the expected future performance of the fund, the period of time the fund has been in an intrinsic clawback position (i.e. liquidation at NAV would indicate a clawback, if any), and others as determined by management and the CODM. The point at which a liquidation at NAV would indicate no clawback and no additional promote payment is referred to as the breakeven point.

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 December 31, 2013:

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	\$ 6,070	\$ (7,397)	\$ (4,736)	\$ 1,334	(C)
Fund III	45,108	24 Quarters	45,108	—	—	45,108	(D)
FRID	10,041	26 Quarters	10,041	—	—	10,041	(D)
Total	<u>\$ 55,149</u>		<u>\$ 61,219</u>	<u>\$ (7,397)</u>	<u>\$ (4,736)</u>	<u>\$ 56,483</u>	

- (A) Fortress has recognized incentive income for DE purposes from the following funds, which do not have intrinsic clawback and for which the CODM has determined no clawback reserve is necessary: WWTAI, Credit Opportunities Fund, certain FCO Managed Accounts, Real Estate Opportunities Fund, Real Estate Opportunities REOC Fund, Net Lease Fund I, Global Opportunities Fund and Japan Opportunity Fund.
- (B) See Note 3.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

- (C) The previously recorded reserves with respect to this fund exceeded its net intrinsic clawback by approximately \$3.9 million immediately prior to December 31, 2013. Based on the criteria determined by the CODM, management determined that a net reversal of \$2.6 million of clawback reserve was appropriate for the three months ended December 31, 2013. In the aggregate, \$4.7 million of net reserve has been reversed in 2013.
- (D) The potential clawback on these funds has been fully reserved in prior periods.

Impairment Determination and Embedded Gain/Loss

During the years ended December 31, 2013, 2012 and 2011 Fortress recorded \$1.1 million, \$1.3 million and \$3.6 million, respectively, of impairment on its direct and indirect investments in its funds for segment reporting purposes. As of December 31, 2013, Fortress had \$3.9 million of unrealized losses on certain investments that have not been recorded as impairment. As of December 31, 2013, Fortress's share of the net asset value of its direct and indirect investments exceeded its segment cost basis by \$607.7 million, representing unrealized gains.

During the years ended December 31, 2013 and 2012, Fortress recorded aggregate net (reversals) of \$(4.7) million and \$(5.4) million, respectively, of net clawback reserves previously recorded for DE purposes. During the year ended December 31, 2011, Fortress recorded an aggregate increase of \$2.9 million of net clawback reserves 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 December 31, 2013 NAV (although Fortress has no current intention of doing so), the result would be additional impairment losses and reserves for DE purposes of approximately \$3.9 million.

Embedded Incentive Income

As of December 31, 2013, Fortress had \$779.7 million of gross undistributed incentive income (Note 3), or \$696.3 million net of intrinsic clawback. 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 December 31, 2013 closing price, it would have recorded \$96.3 million of gross additional distributable earnings, or \$79.9 million net of employee interests.

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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Private Equity			Credit					Fortress Subtotal
	Funds	Permanent Capital Vehicles	Liquid Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	
December 31, 2013 and the Year then Ended									
Segment revenues									
Management fees	\$ 136,406	\$ 58,970	\$ 110,622	\$ 101,890	\$ 95,925	\$ 35,833	\$ —	\$ —	\$ 539,646
Incentive income	13,738	17,574	150,700	190,846	120,137	—	—	—	492,995
Segment revenues - total	<u>\$ 150,144</u>	<u>\$ 76,544</u>	<u>\$ 261,322</u>	<u>\$ 292,736</u>	<u>\$ 216,062</u>	<u>\$ 35,833</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,032,641</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)									
	<u>\$ 94,461</u>	<u>\$ 33,321</u>	<u>\$ 125,482</u>	<u>\$ 139,339</u>	<u>\$ 57,299</u>	<u>\$ (11,819)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 438,083</u>
Fund management distributable earnings (loss)									
	<u>\$ 94,461</u>	<u>\$ 30,920</u>	<u>\$ 112,934</u>	<u>\$ 120,863</u>	<u>\$ 56,112</u>	<u>\$ (11,819)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 403,471</u>
Pre-tax distributable earnings (loss)	<u>\$ 94,461</u>	<u>\$ 30,920</u>	<u>\$ 112,934</u>	<u>\$ 120,863</u>	<u>\$ 56,112</u>	<u>\$ (11,819)</u>	<u>\$ 30,915</u>	<u>\$ —</u>	<u>\$ 434,386</u>
Total segment assets	<u>\$ 88,060</u>	<u>\$ 25,578</u>	<u>\$ 141,324</u>	<u>\$ 151,846</u>	<u>\$ 35,663</u>	<u>\$ 34,779</u>	<u>\$ 1,777,569</u>	<u>\$ 446,558</u>	<u>\$ 2,701,377</u>
								(A)	

(A) Unallocated assets include deferred tax assets of \$354.5 million.

December 31, 2012 and the Year then Ended									
Segment revenues									
Management fees	\$ 119,492	\$ 56,255	\$ 77,531	\$ 101,194	\$ 98,393	\$ 26,796	\$ —	\$ —	\$ 479,661
Incentive income	10,993	242	67,645	130,305	68,568	—	—	—	277,753
Segment revenues - total	<u>\$ 130,485</u>	<u>\$ 56,497</u>	<u>\$ 145,176</u>	<u>\$ 231,499</u>	<u>\$ 166,961</u>	<u>\$ 26,796</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 757,414</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)									
	<u>\$ 85,389</u>	<u>\$ 29,869</u>	<u>\$ 50,316</u>	<u>\$ 105,999</u>	<u>\$ 34,599</u>	<u>\$ (9,793)</u>	<u>\$ —</u>	<u>\$ 576</u>	<u>\$ 296,955</u>
Fund management distributable earnings (loss)									
	<u>\$ 85,389</u>	<u>\$ 28,809</u>	<u>\$ 45,284</u>	<u>\$ 92,523</u>	<u>\$ 34,015</u>	<u>\$ (9,793)</u>	<u>\$ —</u>	<u>\$ 576</u>	<u>\$ 276,803</u>
Pre-tax distributable earnings (loss)	<u>\$ 85,389</u>	<u>\$ 28,809</u>	<u>\$ 45,284</u>	<u>\$ 92,523</u>	<u>\$ 34,015</u>	<u>\$ (9,793)</u>	<u>\$ 708</u>	<u>\$ 576</u>	<u>\$ 277,511</u>
Total segment assets	<u>\$ 48,594</u>	<u>\$ 8,661</u>	<u>\$ 73,588</u>	<u>\$ 127,156</u>	<u>\$ 37,462</u>	<u>\$ 32,207</u>	<u>\$ 1,349,433</u>	<u>\$ 494,511</u>	<u>\$ 2,171,612</u>

December 31, 2011 and the Year then Ended									
Segment revenues									
Management fees	\$ 131,898	\$ 53,357	\$ 108,873	\$ 121,835	\$ 73,273	\$ 20,050	\$ —	\$ —	\$ 509,286
Incentive income	\$ (1,748)	\$ —	\$ 3,787	\$ 78,460	\$ 117,598	\$ —	\$ —	\$ —	\$ 198,097
Segment revenues - total	<u>\$ 130,150</u>	<u>\$ 53,357</u>	<u>\$ 112,660</u>	<u>\$ 200,295</u>	<u>\$ 190,871</u>	<u>\$ 20,050</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 707,383</u>
Fund management distributable earnings (loss) before Principal Performance Payments (B)									
	<u>\$ 92,813</u>	<u>\$ 24,798</u>	<u>\$ 13,750</u>	<u>\$ 37,217</u>	<u>\$ 101,169</u>	<u>\$ (17,278)</u>	<u>\$ —</u>	<u>\$ 430</u>	<u>\$ 252,899</u>
Fund management distributable earnings (loss)									
	<u>\$ 92,813</u>	<u>\$ 24,798</u>	<u>\$ 13,750</u>	<u>\$ 37,217</u>	<u>\$ 101,169</u>	<u>\$ (17,278)</u>	<u>\$ —</u>	<u>\$ 430</u>	<u>\$ 252,899</u>
Pre-tax distributable earnings (loss)	<u>\$ 92,813</u>	<u>\$ 24,798</u>	<u>\$ 13,750</u>	<u>\$ 37,217</u>	<u>\$ 101,169</u>	<u>\$ (17,278)</u>	<u>\$ (10,681)</u>	<u>\$ 430</u>	<u>\$ 242,218</u>

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

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Reconciling items between segment measures and GAAP measures:

	December 31,		
	2013	2012	2011
Fund management distributable earnings	\$ 403,471	\$ 276,803	\$ 252,899
Investment income (loss)	36,082	16,211	7,668
Interest expense	(5,167)	(15,503)	(18,349)
Pre-tax distributable earnings	434,386	277,511	242,218
Adjust incentive income			
Incentive income received from private equity funds and credit PE funds, subject to contingent repayment	(121,625)	(68,568)	(117,598)
Incentive income received from third parties, subject to contingent repayment	(264)	(3,023)	(3,229)
Incentive income accrued from private equity funds and credit PE funds, not subject to contingent repayment	107,276	77,993	80,093
Incentive income received from private equity funds and credit PE funds, not subject to contingent repayment	(4,854)	(2,613)	(2,790)
Incentive income received from the sale of shares related to options	(1,921)	(242)	—
Reserve for clawback, gross (see discussion above)	(7,397)	(8,380)	4,538
	(28,785)	(4,833)	(38,986)
Adjust other income			
Distributions of earnings from equity method investees**	(15,316)	(6,028)	(11,158)
Earnings (losses) from equity method investees**	124,401	141,697	34,623
Gains (losses) on options in equity method investees	25,295	6,040	(5,238)
Gains (losses) on other investments	14,774	41,224	(23,015)
Impairment of investments (see discussion above)	1,117	1,338	3,562
Adjust income from the receipt of options	42,516	21,524	12,615
	192,787	205,795	11,389
Adjust employee, Principal and director compensation			
Adjust employee, Principal and director equity-based compensation expense (including permanent capital vehicle options assigned)	(45,947)	(221,975)	(233,681)
Adjust employee portion of incentive income from private equity funds, accrued prior to the realization of incentive income	(790)	3,015	(1,623)
	(46,737)	(218,960)	(235,304)
Adjust mark-to-market of contingent consideration in business combination	—	—	3,122
Adjust amortization of intangible assets and impairment of goodwill and intangible assets	(46)	(46)	(21,423)
Adjust Principals' forfeiture agreement expense (expired in 2011)	—	—	(1,051,197)
Adjust non-controlling interests related to Fortress Operating Group units	(276,683)	(132,950)	691,006
Adjust tax receivable agreement liability	(8,787)	(8,870)	3,098
Adjust income taxes	(65,688)	(39,363)	(35,438)
Total adjustments	(233,939)	(199,227)	(673,733)
Net Income (Loss) Attributable to Class A Shareholders	200,447	78,284	(431,515)
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	283,144	140,538	(685,821)
Net Income (Loss) (GAAP)	\$ 483,591	\$ 218,822	\$ (1,117,336)
Total segment assets	\$ 2,701,377	\$ 2,171,612	
Adjust equity investments from segment carrying amount	(42,811)	(33,129)	
Adjust investments gross of employees' and others' portion	38,621	39,905	
Adjust goodwill and intangible assets to cost	(22,755)	(22,710)	
Total assets (GAAP)	\$ 2,674,432	\$ 2,155,678	

** 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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

Reconciling items between segment measures and GAAP measures:

	December 31,		
	2013	2012	2011
Segment revenues	\$ 1,032,641	\$ 757,414	\$ 707,383
Adjust management fees	917	522	500
Adjust incentive income	(28,785)	(5,153)	(40,877)
Adjust income from the receipt of options	42,516	21,524	12,615
Adjust other revenues (including expense reimbursements)*	217,694	195,562	179,007
Total revenues (GAAP)	<u>\$ 1,264,983</u>	<u>\$ 969,869</u>	<u>\$ 858,628</u>

* 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.

Year Ended December 31,	Private Equity			Credit				Total
	Funds	Permanent Capital Vehicles	Liquid Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Unallocated	
2013								
Depreciation	\$ 1,525	\$ 606	\$ 2,223	\$ 5,557	\$ 422	\$ 271	\$ 3,040	\$ 13,644
Amortization	—	—	—	—	—	46	—	46
Total	<u>\$ 1,525</u>	<u>\$ 606</u>	<u>\$ 2,223</u>	<u>\$ 5,557</u>	<u>\$ 422</u>	<u>\$ 317</u>	<u>\$ 3,040</u>	<u>\$ 13,690</u>
2012								
Depreciation	\$ 1,868	\$ 484	\$ 2,218	\$ 5,996	\$ 386	\$ 329	\$ 3,604	\$ 14,885
Amortization	—	—	—	—	—	46	—	46
Total	<u>\$ 1,868</u>	<u>\$ 484</u>	<u>\$ 2,218</u>	<u>\$ 5,996</u>	<u>\$ 386</u>	<u>\$ 375</u>	<u>\$ 3,604</u>	<u>\$ 14,931</u>
2011								
Depreciation	\$ 1,677	\$ 399	\$ 1,724	\$ 4,072	\$ 405	\$ 388	\$ 3,311	\$ 11,976
Amortization	—	—	—	—	—	21,423	—	21,423
Total	<u>\$ 1,677</u>	<u>\$ 399</u>	<u>\$ 1,724</u>	<u>\$ 4,072</u>	<u>\$ 405</u>	<u>\$ 21,811</u>	<u>\$ 3,311</u>	<u>\$ 33,399</u>

12. SUBSEQUENT EVENTS

These financial statements include a discussion of material events, if any, which have occurred subsequent to December 31, 2013 (referred to as "subsequent events") through the issuance of these consolidated financial statements. Events subsequent to that have not been considered in these financial statements.

Additional subsequent events are described in Notes 4, 5, 7 and 9.

In February 2014, Newcastle distributed all of the common shares of New Media Investment Group Inc. ("New Media", NYSE: NEWM) to its shareholders. Fortress entered into a management agreement with New Media in which it receives an annual management fee of 1.5% of the company's equity (as defined in the agreement) and incentive compensation (as defined in the agreement). Fortress determined that New Media qualifies as a variable interest entity and, upon the completion of Newcastle's distribution of New Media's common shares, Fortress determined that it was the primary beneficiary. As a result, Fortress consolidated New Media beginning in February 2014.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

If New Media would have been consolidated as of January 1, 2012, total revenue would have increased by approximately \$620.1 million and \$653.1 million, for the years ended December 31, 2013 and 2012, respectively. In addition, net income would have increased (decreased) by approximately \$772.2 million (including gain on reorganization of \$947.6 million and net of impairment charges of \$133.9 million) and \$(175.2) million (including impairment charges of \$197.9 million) for the years ended December 31, 2013 and 2012, respectively. At December 31, 2013, total assets would have increased by approximately \$679.3 million, including intangible assets of \$145.4 million, of which amortizable intangible assets are expected to be amortized over a period ranging from ten to sixteen years, and goodwill of \$115.2 million. Such amounts are preliminary estimates and may be subject to change upon finalization of Fortress's purchase price allocation.

These impacts will not have a material impact on net income attributable to Class A shareholders and total Fortress shareholders' equity as substantially all of the operating results of New Media will be attributable to non-controlling interests.

In January 2014, Fortress acquired software and technology-related assets which were accounted for as a business combination. These assets will facilitate trading within Fortress's liquid hedge funds segment. The purchase price was \$26.0 million of which \$11.0 million will be paid 90 days after closing. The purchase price has all been allocated to the acquired software and technology-related assets which have an expected useful life of five years.

On January 24, 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 (Note 3). Over the course of 2014, the Fortress Asia Macro Funds and a related managed account are expected to transition into being managed by a new asset management business, to be named Graticule Asset Management Asia, L.P. ("Graticule Asset Management"), in which Fortress will have a non-controlling equity interest. Fortress will retain a perpetual minority interest in Graticule Asset Management amounting to 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 granted 3.2 million RSUs to its employees and affiliates valued at an aggregate of \$27.8 million on the grant date. These RSUs generally vest over three years. Furthermore, 4.2 million existing RSUs vested in January 2014 and the related Class A shares will be delivered within six months pursuant to the plan documents. A portion of these Class A shares may be sold to cover withholding tax requirements.

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 an aggregate purchase price of \$363.4 million (or \$6.00 per share) paid in cash. All of the purchased Class A shares were canceled and ceased to be outstanding. As part of the purchase agreement, Fortress agreed, 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.

13. CONSOLIDATING FINANCIAL INFORMATION

The 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 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 years ended December 31, 2013, 2012 and 2011.

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.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating balance sheet information as of December 31, 2013 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Assets						
Cash and cash equivalents	\$ 362,620	\$ 1,336	\$ —	\$ 627	\$ —	\$ 364,583
Due from affiliates	405,491	1,864	(231)	4,979	(4,979)	407,124
Investments	1,253,266	175	(175)	699,863	(699,863)	1,253,266
Investments in options	104,338	—	—	—	—	104,338
Deferred tax asset, net	—	—	—	354,526	—	354,526
Other assets	184,023	494	—	6,078	—	190,595
	<u>\$ 2,309,738</u>	<u>\$ 3,869</u>	<u>\$ (406)</u>	<u>\$ 1,066,073</u>	<u>\$ (704,842)</u>	<u>\$ 2,674,432</u>
Liabilities and Equity						
Liabilities						
Accrued compensation and benefits	\$ 415,024	\$ 2,285	\$ —	\$ —	\$ —	\$ 417,309
Due to affiliates	108,805	231	(231)	241,006	(4,979)	344,832
Deferred incentive income	247,556	—	—	—	—	247,556
Debt obligations payable	—	—	—	—	—	—
Other liabilities	49,767	63	—	—	—	49,830
	<u>821,152</u>	<u>2,579</u>	<u>(231)</u>	<u>241,006</u>	<u>(4,979)</u>	<u>1,059,527</u>
Commitments and Contingencies						
Equity						
Paid-in capital	5,703,328	3,575	(175)	2,112,720	(5,706,728)	2,112,720
Retained earnings (accumulated deficit)	(4,274,573)	(2,285)	—	(1,286,131)	4,276,858	(1,286,131)
Accumulated other comprehensive income (loss)	(4,583)	—	—	(1,522)	4,583	(1,522)
Total Fortress shareholders' equity (B)	<u>1,424,172</u>	<u>1,290</u>	<u>(175)</u>	<u>825,067</u>	<u>(1,425,287)</u>	<u>825,067</u>
Principals' and others' interests in equity of consolidated subsidiaries	64,414	—	—	—	725,424	789,838
Total Equity	<u>1,488,586</u>	<u>1,290</u>	<u>(175)</u>	<u>825,067</u>	<u>(699,863)</u>	<u>1,614,905</u>
	<u>\$ 2,309,738</u>	<u>\$ 3,869</u>	<u>\$ (406)</u>	<u>\$ 1,066,073</u>	<u>\$ (704,842)</u>	<u>\$ 2,674,432</u>

(A) Other than Fortress Operating Group.

(B) 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

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of operations information for the year ended December 31, 2013 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Revenues						
Management fees: affiliates	\$ 516,773	\$ 3,510	\$ —	\$ —	\$ —	\$ 520,283
Management fees: non-affiliates	62,240	555	—	—	—	62,795
Incentive income: affiliates	419,828	—	—	—	—	419,828
Incentive income: non-affiliates	44,383	—	—	—	—	44,383
Expense reimbursements: affiliates	179,874	26,578	—	—	—	206,452
Expense reimbursements: non-affiliates	7,209	—	—	—	—	7,209
Other revenues	4,241	2	—	3,423	(3,633)	4,033
	<u>1,234,548</u>	<u>30,645</u>	<u>—</u>	<u>3,423</u>	<u>(3,633)</u>	<u>1,264,983</u>
Expenses						
Interest expense	5,147	34	—	3,834	(3,633)	5,382
Compensation and benefits	711,897	29,864	—	—	—	741,761
General, administrative and other	135,203	1,566	—	1	—	136,770
Depreciation and amortization	13,630	60	—	—	—	13,690
	<u>865,877</u>	<u>31,524</u>	<u>—</u>	<u>3,835</u>	<u>(3,633)</u>	<u>897,603</u>
Other Income (Loss)						
Gains (losses)	53,938	(5)	—	—	—	53,933
Tax receivable agreement liability adjustment	—	—	—	(8,787)	—	(8,787)
Earnings (losses) from equity method investees	136,866	—	—	262,479	(262,479)	136,866
	<u>190,804</u>	<u>(5)</u>	<u>—</u>	<u>253,692</u>	<u>(262,479)</u>	<u>182,012</u>
Income (Loss) Before Income Taxes	<u>559,475</u>	<u>(884)</u>	<u>—</u>	<u>253,280</u>	<u>(262,479)</u>	<u>549,392</u>
Income tax benefit (expense)	(13,024)	56	—	(52,833)	—	(65,801)
Net Income (Loss)	<u>\$ 546,451</u>	<u>\$ (828)</u>	<u>\$ —</u>	<u>\$ 200,447</u>	<u>\$ (262,479)</u>	<u>\$ 483,591</u>
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	<u>\$ 6,461</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 276,683</u>	<u>\$ 283,144</u>
Net Income (Loss) Attributable to Class A Shareholders (B)	<u>\$ 539,990</u>	<u>\$ (828)</u>	<u>\$ —</u>	<u>\$ 200,447</u>	<u>\$ (539,162)</u>	<u>\$ 200,447</u>

(A) Other than Fortress Operating Group.

(B) 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

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of cash flows information for the year ended December 31, 2013 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Operating Activities						
Net income (loss)	\$ 546,451	\$ (828)	\$ —	\$ 200,447	\$ (262,479)	\$ 483,591
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities						
Depreciation and amortization	13,630	60	—	—	—	13,690
Other amortization and accretion	900	—	—	—	—	900
(Earnings) losses from equity method investees	(136,866)	—	—	(262,479)	262,479	(136,866)
Distributions of earnings from equity method investees	84,548	—	—	—	—	84,548
(Gains) losses	(53,938)	5	—	—	—	(53,933)
Deferred incentive income	(107,276)	—	—	—	—	(107,276)
Deferred tax (benefit) expense	2,716	—	—	51,715	—	54,431
Adjustment of estimated forfeited non-cash compensation	70	—	—	—	—	70
Options received from affiliates	(42,516)	—	—	—	—	(42,516)
Tax receivable agreement liability adjustment	—	—	—	8,787	—	8,787
Equity-based compensation	39,266	—	—	—	—	39,266
Options in affiliates granted to employees	8,190	—	—	—	—	8,190
Allowance for doubtful accounts	793	—	—	—	—	793
Cash flows due to changes in						
Due from affiliates	(329,175)	(430)	(1,694)	149,615	(166,258)	(347,942)
Other assets	(18,303)	101	—	120	—	(18,082)
Accrued compensation and benefits	330,332	575	—	—	—	330,907
Due to affiliates	(130,117)	(2,291)	1,694	(38,211)	166,258	(2,667)
Deferred incentive income	118,765	—	—	—	—	118,765
Other liabilities	(2,304)	(43)	—	582	—	(1,765)
Net cash provided by (used in) operating activities	325,166	(2,851)	—	110,576	—	432,891
Cash Flows From Investing Activities						
Contributions to equity method investees	(37,084)	—	—	(72,515)	72,515	(37,084)
Distributions of capital from equity method investees	281,481	—	—	97,475	(97,475)	281,481
Proceeds from sale of direct investments	18,849	—	—	—	—	18,849
Purchase of equity securities	(20,043)	—	—	—	—	(20,043)
Purchase of digital currency (Bitcoin)	(20,000)	—	—	—	—	(20,000)
Purchase of fixed assets	(11,471)	—	—	—	—	(11,471)
Net cash provided by (used in) investing activities	211,732	—	—	24,960	(24,960)	211,732

Continued on next page.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Financing Activities						
Repayments of debt obligations	—	—	—	(149,453)	—	(149,453)
Payment of deferred financing costs	(2,367)	—	—	—	—	(2,367)
Issuance (purchase) of Class A shares (RSU settlements)	(70,850)	—	—	70,850	—	—
Repurchase of shares and RSUs	—	—	—	—	—	—
Capital contributions (distributions)	67,450	3,400	—	—	(70,850)	—
Dividends and dividend equivalents paid	(97,337)	—	—	(56,399)	95,810	(57,926)
Principals' and others' interests in equity of consolidated subsidiaries - contributions	401	—	—	—	—	401
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(174,937)	—	—	—	—	(174,937)
Net cash provided by (used in) financing activities	(277,640)	3,400	—	(135,002)	24,960	(384,282)
Net Increase (Decrease) in Cash and Cash Equivalents	259,258	549	—	534	—	260,341
Cash and Cash Equivalents, Beginning of Period	103,362	787	—	93	—	104,242
Cash and Cash Equivalents, End of Period	<u>\$ 362,620</u>	<u>\$ 1,336</u>	<u>\$ —</u>	<u>\$ 627</u>	<u>\$ —</u>	<u>\$ 364,583</u>

(A) Other than Fortress Operating Group.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating balance sheet information as of December 31, 2012 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Assets						
Cash and cash equivalents	\$ 103,362	\$ 787	\$ —	\$ 93	\$ —	\$ 104,242
Due from affiliates	298,290	1,434	(2,524)	176,749	(193,392)	280,557
Investments	1,211,684	175	(175)	468,707	(468,707)	1,211,684
Investments in options	38,077	—	—	—	—	38,077
Deferred tax asset, net	2,294	—	—	394,026	—	396,320
Other assets	117,195	660	—	6,943	—	124,798
	<u>\$ 1,770,902</u>	<u>\$ 3,056</u>	<u>\$ (2,699)</u>	<u>\$ 1,046,518</u>	<u>\$ (662,099)</u>	<u>\$ 2,155,678</u>
Liabilities and Equity						
Liabilities						
Accrued compensation and benefits	\$ 145,201	\$ 1,710	\$ —	\$ —	\$ —	\$ 146,911
Due to affiliates	280,370	2,524	(2,524)	270,429	(193,392)	357,407
Deferred incentive income	231,846	—	—	—	—	231,846
Debt obligations payable	—	—	—	149,453	—	149,453
Other liabilities	53,139	107	—	165	—	53,411
	<u>710,556</u>	<u>4,341</u>	<u>(2,524)</u>	<u>420,047</u>	<u>(193,392)</u>	<u>939,028</u>
Commitments and Contingencies						
Equity						
Paid-in capital	5,678,323	175	(175)	2,119,102	(5,678,323)	2,119,102
Retained earnings (accumulated deficit)	(4,662,361)	(599)	—	(1,486,578)	4,662,960	(1,486,578)
Treasury shares (2,082,648 Class A shares held by subsidiary)	(6,428)	(861)	—	(3,419)	7,289	(3,419)
Accumulated other comprehensive income (loss)	(8,628)	—	—	(2,634)	8,628	(2,634)
Total Fortress shareholders' equity (B)	<u>1,000,906</u>	<u>(1,285)</u>	<u>(175)</u>	<u>626,471</u>	<u>(999,446)</u>	<u>626,471</u>
Principals' and others' interests in equity of consolidated subsidiaries	59,440	—	—	—	530,739	590,179
Total Equity	<u>1,060,346</u>	<u>(1,285)</u>	<u>(175)</u>	<u>626,471</u>	<u>(468,707)</u>	<u>1,216,650</u>
	<u>\$ 1,770,902</u>	<u>\$ 3,056</u>	<u>\$ (2,699)</u>	<u>\$ 1,046,518</u>	<u>\$ (662,099)</u>	<u>\$ 2,155,678</u>

(A) Other than Fortress Operating Group.

(B) 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

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of operations information for the year ended December 31, 2012 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Revenues						
Management fees: affiliates	\$ 455,008	\$ 1,082	\$ —	\$ —	\$ —	\$ 456,090
Management fees: non-affiliates	45,322	295	—	—	—	45,617
Incentive income: affiliates	246,438	—	—	—	—	246,438
Incentive income: non-affiliates	26,162	—	—	—	—	26,162
Expense reimbursements: affiliates	176,938	9,654	—	—	—	186,592
Expense reimbursements: non-affiliates	4,580	—	—	—	—	4,580
Other revenues	4,355	25	—	180	(170)	4,390
	<u>958,803</u>	<u>11,056</u>	<u>—</u>	<u>180</u>	<u>(170)</u>	<u>969,869</u>
Expenses						
Interest expense	15,477	4	—	470	(170)	15,781
Compensation and benefits	739,805	10,554	—	—	—	750,359
General, administrative and other	126,075	1,073	—	1	—	127,149
Depreciation and amortization	14,907	24	—	—	—	14,931
	<u>896,264</u>	<u>11,655</u>	<u>—</u>	<u>471</u>	<u>(170)</u>	<u>908,220</u>
Other Income (Loss)						
Gains (losses)	48,921	—	—	—	—	48,921
Tax receivable agreement liability adjustment	—	—	—	(8,870)	—	(8,870)
Earnings (losses) from equity method investees	156,530	—	—	115,232	(115,232)	156,530
	<u>205,451</u>	<u>—</u>	<u>—</u>	<u>106,362</u>	<u>(115,232)</u>	<u>196,581</u>
Income (Loss) Before Income Taxes	<u>267,990</u>	<u>(599)</u>	<u>—</u>	<u>106,071</u>	<u>(115,232)</u>	<u>258,230</u>
Income tax benefit (expense)	(11,621)	—	—	(27,787)	—	(39,408)
Net Income (Loss)	<u>\$ 256,369</u>	<u>\$ (599)</u>	<u>\$ —</u>	<u>\$ 78,284</u>	<u>\$ (115,232)</u>	<u>\$ 218,822</u>
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	<u>\$ 7,588</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 132,950</u>	<u>\$ 140,538</u>
Net Income (Loss) Attributable to Class A Shareholders (B)	<u>\$ 248,781</u>	<u>\$ (599)</u>	<u>\$ —</u>	<u>\$ 78,284</u>	<u>\$ (248,182)</u>	<u>\$ 78,284</u>

(A) Other than Fortress Operating Group.

(B) 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

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of cash flows information for the year ended December 31, 2012 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Operating Activities						
Net income (loss)	\$ 256,369	\$ (599)	\$ —	\$ 78,284	\$ (115,232)	\$ 218,822
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities						
Depreciation and amortization	14,907	24	—	—	—	14,931
Other amortization and accretion	2,942	—	—	—	—	2,942
(Earnings) losses from equity method investees	(156,530)	—	—	(115,232)	115,232	(156,530)
Distributions of earnings from equity method investees	59,785	—	—	—	—	59,785
(Gains) losses	(48,921)	—	—	—	—	(48,921)
Deferred incentive income	(77,993)	—	—	—	—	(77,993)
Deferred tax (benefit) expense	1,306	—	—	28,136	—	29,442
Adjustment of estimated forfeited non-cash compensation	(1,691)	—	—	—	—	(1,691)
Options received from affiliates	(21,524)	—	—	—	—	(21,524)
Tax receivable agreement liability adjustment	—	—	—	8,870	—	8,870
Equity-based compensation	213,274	—	—	—	—	213,274
Options in affiliates granted to employees	10,134	—	—	—	—	10,134
Allowance for doubtful accounts	796	—	—	—	—	796
Cash flows due to changes in						
Due from affiliates	(76,660)	(1,434)	2,524	(162)	16,805	(58,927)
Other assets	(19,015)	(684)	—	(699)	—	(20,398)
Accrued compensation and benefits	(77,100)	1,710	—	—	—	(75,390)
Due to affiliates	16,906	1,664	(2,524)	(17,482)	(16,805)	(18,241)
Deferred incentive income	65,255	106	—	—	—	65,361
Other liabilities	(2,955)	—	—	163	—	(2,792)
Net cash provided by (used in) operating activities	159,285	787	—	(18,122)	—	141,950
Cash Flows From Investing Activities						
Contributions to equity method investees	(63,798)	—	—	(49,328)	49,328	(63,798)
Distributions of capital from equity method investees	140,712	—	—	27,592	(27,592)	140,712
Purchase of fixed assets	(10,375)	—	—	—	—	(10,375)
Net cash provided by (used in) investing activities	66,539	—	—	(21,736)	21,736	66,539

Continued on next page.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Financing Activities						
Repayments of debt obligations	(261,250)	—	—	—	—	(261,250)
Issuance (purchase) of Class A shares (RSU settlements)	(49,328)	—	—	49,328	—	—
Repurchase of shares and RSUs	(37,776)	—	—	—	—	(37,776)
Capital contributions (distributions)	49,328	—	—	—	(49,328)	—
Dividends and dividend equivalents paid	(29,385)	—	—	(42,377)	27,592	(44,170)
Principals' and others' interests in equity of consolidated subsidiaries - contributions	431	—	—	—	—	431
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(94,648)	—	—	—	—	(94,648)
Net cash provided by (used in) financing activities	(422,628)	—	—	6,951	(21,736)	(437,413)
Net Increase (Decrease) in Cash and Cash Equivalents	(196,804)	787	—	(32,907)	—	(228,924)
Cash and Cash Equivalents, Beginning of Period	300,166	—	—	33,000	—	333,166
Cash and Cash Equivalents, End of Period	<u>\$ 103,362</u>	<u>\$ 787</u>	<u>\$ —</u>	<u>\$ 93</u>	<u>\$ —</u>	<u>\$ 104,242</u>

(A) Other than Fortress Operating Group.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of operations information for the year ended December 31, 2011 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Revenues						
Management fees: affiliates	\$ 464,305	\$ —	\$ —	\$ —	\$ —	\$ 464,305
Management fees: non-affiliates	58,096	—	—	—	—	58,096
Incentive income: affiliates	155,303	—	—	—	—	155,303
Incentive income: non-affiliates	1,917	—	—	—	—	1,917
Expense reimbursements: affiliates	169,282	—	—	—	—	169,282
Expense reimbursements: non-affiliates	4,057	—	—	—	—	4,057
Other revenues	5,642	—	—	31	(5)	5,668
	<u>858,602</u>	<u>—</u>	<u>—</u>	<u>31</u>	<u>(5)</u>	<u>858,628</u>
Expenses						
Interest expense	18,336	—	—	195	(5)	18,526
Compensation and benefits	706,060	—	—	—	—	706,060
Principals agreement compensation	1,051,197	—	—	—	—	1,051,197
General, administrative and other	145,726	—	—	—	—	145,726
Depreciation and amortization (including impairment)	33,399	—	—	—	—	33,399
	<u>1,954,718</u>	<u>—</u>	<u>—</u>	<u>195</u>	<u>(5)</u>	<u>1,954,908</u>
Other Income (Loss)						
Gains (losses)	(30,054)	—	—	—	—	(30,054)
Tax receivable agreement liability adjustment	—	—	—	3,098	—	3,098
Earnings (losses) from equity method investees	41,935	—	—	(414,641)	414,641	41,935
	<u>11,881</u>	<u>—</u>	<u>—</u>	<u>(411,543)</u>	<u>414,641</u>	<u>14,979</u>
Income (Loss) Before Income Taxes	(1,084,235)	—	—	(411,707)	414,641	(1,081,301)
Income tax benefit (expense)	(16,227)	—	—	(19,808)	—	(36,035)
Net Income (Loss)	\$ (1,100,462)	\$ —	\$ —	\$ (431,515)	\$ 414,641	\$ (1,117,336)
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries						
	<u>\$ 5,185</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (691,006)</u>	<u>\$ (685,821)</u>
Net Income (Loss) Attributable to Class A Shareholders (B)	\$ (1,105,647)	\$ —	\$ —	\$ (431,515)	\$ 1,105,647	\$ (431,515)

(A) Other than Fortress Operating Group.

(B) 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

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

The consolidating statement of cash flows information for the year ended December 31, 2011 is as follows:

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Operating Activities						
Net income (loss)	\$ (1,100,462)	\$ —	\$ —	\$ (431,515)	\$ 414,641	\$ (1,117,336)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities						
Depreciation and amortization	33,399	—	—	—	—	33,399
Other amortization and accretion	1,477	—	—	—	—	1,477
(Earnings) losses from equity method investees	(41,935)	—	—	414,641	(414,641)	(41,935)
Distributions of earnings from equity method investees	23,719	—	—	—	—	23,719
(Gains) losses	30,054	—	—	—	—	30,054
Deferred incentive income	(80,093)	—	—	—	—	(80,093)
Deferred tax (benefit) expense	3,668	—	—	20,954	—	24,622
Options received from affiliates	(12,615)	—	—	—	—	(12,615)
Tax receivable agreement liability adjustment	—	—	—	(3,098)	—	(3,098)
Equity-based compensation, including Principals' Agreement	1,284,086	—	—	—	—	1,284,086
Allowance for doubtful accounts	5,263	—	—	—	—	5,263
Cash flows due to changes in						
Due from affiliates	(133,322)	—	—	9,129	(9,129)	(133,322)
Other assets	1,428	—	—	5,894	—	7,322
Accrued compensation and benefits	51,166	—	—	—	—	51,166
Due to affiliates	(5,076)	—	—	(13,406)	9,129	(9,353)
Deferred incentive income	112,068	—	—	—	—	112,068
Other liabilities	(4,022)	—	—	(3,159)	—	(7,181)
Net cash provided by (used in) operating activities	168,803	—	—	(560)	—	168,243
Cash Flows From Investing Activities						
Contributions to equity method investees	(82,610)	—	—	(77,465)	77,465	(82,610)
Distributions of capital from equity method investees	180,855	—	—	32,145	(32,145)	180,855
Purchase of fixed assets	(17,713)	—	—	—	—	(17,713)
Net cash provided by (used in) investing activities	80,532	—	—	(45,320)	45,320	80,532

Continued on next page.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

	Fortress Operating Group Combined, Excluding FOE II (New) LP	FOE II (New) LP	Fortress Operating Group Eliminations	Fortress Investment Group LLC Consolidated (A)	Elimination Adjustments	Fortress Investment Group LLC Consolidated
Cash Flows From Financing Activities						
Repayments of debt obligations	(16,250)	—	—	—	—	(16,250)
Issuance (purchase) of Class A shares (RSU settlements)	(77,465)	—	—	77,465	—	—
Capital contributions (distributions)	77,465	—	—	—	(77,465)	—
Dividends and dividend equivalents paid	(32,145)	—	—	—	32,145	—
Principals' and others' interests in equity of consolidated subsidiaries - contributions	13,484	—	—	—	—	13,484
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(123,475)	—	—	—	—	(123,475)
Net cash provided by (used in) financing activities	(158,386)	—	—	77,465	(45,320)	(126,241)
Net Increase (Decrease) in Cash and Cash Equivalents	90,949	—	—	31,585	—	122,534
Cash and Cash Equivalents, Beginning of Period	209,217	—	—	1,415	—	210,632
Cash and Cash Equivalents, End of Period	\$ 300,166	\$ —	\$ —	\$ 33,000	\$ —	\$ 333,166

(A) Other than Fortress Operating Group.

14. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following is unaudited summary information on Fortress's quarterly operations.

	Quarter Ended				Year Ended
	March 31	June 30	September 30	December 31	December 31
<u>2013</u>					
Total revenues	\$ 244,355	\$ 223,074	\$ 232,019	\$ 565,535 (A)	\$ 1,264,983
Total expenses	220,611	249,849	184,051	243,092	897,603
Total other income (loss)	69,838	25,505	68,011	18,658	182,012
Income (Loss) Before Income Taxes	93,582	(1,270)	115,979	341,101	549,392
Income tax benefit (expense)	(26,276)	(1,166)	(14,794)	(23,565)	(65,801)
Net Income (Loss)	<u>\$ 67,306</u>	<u>\$ (2,436)</u>	<u>\$ 101,185</u>	<u>\$ 317,536</u>	<u>\$ 483,591</u>
Principals' and Others' Interests in (Income) Loss of Consolidated Subsidiaries	<u>\$ 52,977</u>	<u>\$ (360)</u>	<u>\$ 58,804</u>	<u>\$ 171,723</u>	<u>\$ 283,144</u>
Net Income (Loss) Attributable to Class A Shareholders	<u>\$ 14,329</u>	<u>\$ (2,076)</u>	<u>\$ 42,381</u>	<u>\$ 145,813</u>	<u>\$ 200,447</u>
Net income (loss) per Class A share, basic	<u>\$ 0.06</u>	<u>\$ (0.01)</u>	<u>\$ 0.17</u>	<u>\$ 0.59</u>	<u>\$ 0.83</u>
Net income (loss) per Class A share, diluted (B)	<u>\$ 0.05</u>	<u>\$ (0.01)</u>	<u>\$ 0.12</u>	<u>\$ 0.49</u>	<u>\$ 0.79</u>
Weighted average number of Class A shares outstanding, basic	<u>227,287,102</u>	<u>237,426,903</u>	<u>239,404,587</u>	<u>240,684,662</u>	<u>236,246,296</u>
Weighted average number of Class A shares outstanding, diluted	<u>496,294,600</u>	<u>237,426,903</u>	<u>502,091,166</u>	<u>503,803,432</u>	<u>500,631,423</u>

(A) Includes incentive income from hedge funds, which is recognized in the fourth quarter as annual performance criteria are achieved, as well as from "tax distributions" from credit PE funds, as described in Note 3.

FORTRESS INVESTMENT GROUP LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2013

(dollars in tables in thousands, except share data)

- (B) Fortress's diluted income (loss) per share for all periods presented includes the income tax effects to net income (loss) attributable to Class A shareholders from the assumed conversion of Fortress Operating Group Units and fully vested Restricted Partnership Units to Class A shares (see Note 8).

	Quarter Ended				Year Ended
	March 31	June 30	September 30	December 31	December 31
<u>2012</u>					
Total revenues	\$ 171,658	\$ 199,048	\$ 181,523	\$ 417,640 (A)	\$ 969,869
Total expenses	220,890	212,555	220,782	253,993	908,220
Total other income (loss)	52,927	30,291	49,806	63,557	196,581
Income (Loss) Before Income Taxes	3,695	16,784	10,547	227,204	258,230
Income tax benefit (expense)	(27,842)	(2,528)	(3,881)	(5,157)	(39,408)
Net Income (Loss)	<u>\$ (24,147)</u>	<u>\$ 14,256</u>	<u>\$ 6,666</u>	<u>\$ 222,047</u>	<u>\$ 218,822</u>
Principals' and Others' Interests in (Income) Loss of Consolidated Subsidiaries	\$ 5,393	\$ 9,347	\$ 5,958	\$ 119,840	\$ 140,538
Net Income (Loss) Attributable to Class A Shareholders	<u>\$ (29,540)</u>	<u>\$ 4,909</u>	<u>\$ 708</u>	<u>\$ 102,207</u>	<u>\$ 78,284</u>
Net income (loss) per Class A share, basic	<u>\$ (0.15)</u>	<u>\$ 0.02</u>	<u>\$ —</u>	<u>\$ 0.40</u>	<u>\$ 0.29</u>
Net income (loss) per Class A share, diluted (B)	<u>\$ (0.16)</u>	<u>\$ (0.12)</u>	<u>\$ (0.04)</u>	<u>\$ 0.24</u>	<u>\$ 0.27</u>
Weighted average number of Class A shares outstanding, basic	<u>200,009,820</u>	<u>216,145,015</u>	<u>220,641,776</u>	<u>220,660,135</u>	<u>214,399,422</u>
Weighted average number of Class A shares outstanding, diluted	<u>515,803,383</u>	<u>516,418,867</u>	<u>520,039,541</u>	<u>525,242,510</u>	<u>524,900,132</u>

- (A) Includes incentive income from hedge funds, which is recognized in the fourth quarter as annual performance criteria are achieved, as well as from "tax distributions" from credit PE funds, as described in Note 3.
- (B) Fortress's diluted income (loss) per share for all periods presented includes the income tax effects to net income (loss) attributable to Class A shareholders from the assumed conversion of Fortress Operating Group Units and fully vested Restricted Partnership Units to Class A shares (see Note 8).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. 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.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the *1992 Internal Control-Integrated Framework*.

Based on this assessment, management concluded that, as of December 31, 2013, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2013 has been audited by Ernst & Young LLP, the Company's independent registered public accounting firm, as stated in their report which appears in Item 8 in this Annual Report on Form 10-K.

By: /s/ Randal A. Nardone

Randal A. Nardone

Chief Executive Officer and Director

By: /s/ Daniel N. Bass

Daniel N. Bass

Chief Financial Officer

Changes in Internal Control Over Financial Reporting

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 most recent 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.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The name, age and background of each of our directors nominated for election will be contained under the caption "PROPOSAL NUMBER ONE - ELECTION OF DIRECTORS" in our definitive proxy statement for the 2014 annual meeting of shareholders, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Exchange Act, within 120 days after the fiscal year ended December 31, 2013 (our "2014 Proxy Statement"). The identification of our Audit Committee and our Audit Committee financial experts will be contained in our 2014 Proxy Statement under the caption "CORPORATE GOVERNANCE - Committees of the Board of Directors - The Audit Committee." Information on compliance with Section 16(a) of the Exchange Act will be contained in our 2014 Proxy Statement under the caption "OWNERSHIP OF THE COMPANY'S SHARES - Section 16(a) Beneficial Ownership Reporting Compliance". The requisite information pertaining to our executive officers will be contained under the caption "EXECUTIVE OFFICERS" in our 2014 Proxy Statement. All of the foregoing information is incorporated herein by reference.

We have adopted a Code of Business Conduct and Ethics (which is posted on our website at <http://www.fortress.com> under "Investor Relations - Governance Documents") that applies to all employees, directors and officers, including our chief executive officer, our chief financial officer, our principal accounting officer or controller, or persons performing similar functions, as well as a Code of Ethics for Principal Executive and Senior Financial Officers (which is available in print to any shareholder of the Company upon request) that applies to our Chief Executive Officer, Presidents, Chief Financial Officer, Principal Accounting Officer and Chief Accounting Officer (or persons performing similar functions). We intend to post to our website any amendment to, or waiver from, any provision of such codes of ethics granted to a director, principal executive officer, principal financial officer, principal accounting officer or controller, or person performing similar functions.

Item 11. Executive Compensation.

Information required by this item concerning compensation of our directors and certain named executive officers will be contained in our 2014 Proxy Statement under the captions "DIRECTOR COMPENSATION" and "EXECUTIVE COMPENSATION," respectively, and the Compensation Committee report will be contained in our 2014 Proxy Statement under the caption "COMPENSATION COMMITTEE REPORT" and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by this item concerning the number of Fortress shares beneficially owned by beneficial owners of more than five percent, each director, each named executive officer and by all directors and executive officers as a group will be provided in our 2014 Proxy Statement under the caption "OWNERSHIP OF THE COMPANY'S SHARES - Security Ownership of Certain Beneficial Owners and Management," and is incorporated herein by reference.

Equity Compensation Plan Information

The following table summarizes the total number of outstanding securities in the Fortress Investment Group LLC 2007 Omnibus Equity Compensation (the "Plan"), and the number of securities remaining for future issuance as of December 31, 2013. Initially, 115,000,000 Class A shares were authorized for issuance under the Plan.

Plan Category	Number of Class A Restricted Shares Issued	Number of Class A Restricted Share Units and Restricted Partnership Units Issued (A)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (B)
Equity Compensation Plans			
Approved by Security Holders:			
Fortress Investment Group LLC 2007 Omnibus Equity Compensation Plan	955,744	19,242,966	65,366,830
Not Approved by Security Holders:			
None	N/A	N/A	N/A

(A) All restricted share units represented in this table are convertible, subject to vesting and other applicable conditions, into Class A shares for no consideration. All restricted partnership units represented in this table are convertible, subject to vesting and other applicable conditions, into Class B shares and Fortress Operating Group units for no consideration; these Class B shares and Fortress Operating Group units are, in turn, convertible into Class A shares for no consideration. No options, warrants or other rights are outstanding.

(B) In addition, 56,853,694 Class A Restricted Share Units and 31,000,000 Restricted Partnership Units which were previously issued have vested. Beginning in 2008, the Class A shares reserved under the Plan will be 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 the Plan as of such date or (y) 60,000,000 shares. As a result, on January 1, 2008 and 2013, no additional Class A shares were reserved for issuance under the Plan. On January 1, 2014, 2012, 2011, 2010 and 2009, 8,174,614, 9,389,280, 12,212,225, 10,262,121 and 26,555,608 additional Class A shares were reserved for issuance under the Plan, respectively. The number of shares reserved under the Plan is also subject to adjustment in the event of a share split, share dividend, or other change in our capitalization. Generally, employee share units that are forfeited or canceled from awards under the Plan will be available for future awards. The table reflects forfeited share units as available for future issuance.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this item relating to certain transactions between Fortress and its affiliates and certain other persons will be contained in our 2014 Proxy Statement under the caption “CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS,” and is incorporated herein by reference.

Information required by this item relating to director independence will be contained in our 2014 Proxy Statement under the caption “PROPOSAL NUMBER ONE - ELECTION OF DIRECTORS - Director Independence,” and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

Information required by this item relating to audit fees, audit-related fees, tax fees and all other fees billed in fiscal year 2013 by Ernst & Young LLP for services rendered to Fortress will be contained in our 2014 Proxy Statement under the caption “PROPOSAL NUMBER TWO - APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM - Audit Fees, Audit Related Fees, Tax Fees and All Other Fees,” and is incorporated herein by reference. In addition, information relating to the pre-approval policies and procedures of the Audit Committee will be contained in our 2014 Proxy Statement under the caption “PROPOSAL NUMBER TWO - APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM - Audit Committee Pre-Approval Policies and Procedures,” and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

For Item 15(a) and Item 15(c), see “Financial Statements and Supplementary Data”

Item 15(b) - Exhibits filed with this Quarterly Report on Form 10-K:

- 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 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.
- 10.10 Second Amendment to the Amended Restated Agreement of Limited Partnership of Fortress Operating Entity I LP.

- 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.
- 10.14 Third Amendment to the Amended Restated Agreement of Limited Partnership of the FOE II (New) LP.
- 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.
- 10.17 Second Amendment to the Amended and Restated Agreement of Limited Partnership of Principal Holdings I LP.
- 10.18 Third Amendment to the Amended Restated Agreement of Limited Partnership of Principal Holdings I LP.
- 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 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).
- 10.21 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).
- 10.22 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).
- 10.23 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).
- 10.24 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).
- 10.25 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).
- 10.26 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).
- 10.27 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).

- 10.28 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).
- 10.29 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).
- 10.30 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).
- 10.31 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).
- 10.32 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).
- 10.33 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).
- 10.34 First Amendment to Credit Agreement, Consent and Waiver, dated as January 29, 2014.
- 10.35 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.
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- 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 1934 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

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

FORTRESS INVESTMENT GROUP LLC

February 27, 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

February 27, 2014

By: /s/ John A. Konawalik

John A. Konawalik

Principal Accounting Officer

February 27, 2014

By: /s/ Wesley R. Edens

Wesley R. Edens

Co-Chairman of the Board

February 27, 2014

By: /s/ Peter L. Briger, Jr.

Peter L. Briger, Jr.

Co-Chairman of the Board

February 27, 2014

By: /s/ Michael E. Novogratz

Michael E. Novogratz

Director

February 27, 2014

By: /s/ Richard N. Haass

Richard N. Haass

Director

February 27, 2014

By: /s/ Douglas L. Jacobs

Douglas L. Jacobs

Director

February 27, 2014

By: /s/ David Barry

David Barry

Director

February 27, 2014

By: /s/ George W. Wellde, Jr.

George W. Wellde, Jr.

Director

February 27, 2014

SPECIAL NOTE REGARDING EXHIBITS

In reviewing the agreements included as exhibits to this Annual Report on Form 10-K, 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 provide 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 of at any other time. Additional information about the Company may be found elsewhere in this Annual Report on Form 10-K and the Company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>. See "Business - Where Readers Can Find Additional Information."

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.

Exhibit Index

- 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 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.
- 10.10 Second Amendment to the Amended Restated Agreement of Limited Partnership of Fortress Operating Entity I LP.
- 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.
- 10.14 Third Amendment to the Amended Restated Agreement of Limited Partnership of the FOE II (New) LP.
- 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.
- 10.17 Second Amendment to the Amended and Restated Agreement of Limited Partnership of Principal Holdings I LP.
- 10.18 Third Amendment to the Amended Restated Agreement of Limited Partnership of Principal Holdings I LP.
- 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 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).
- 10.21 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).
- 10.22 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).
- 10.23 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).
- 10.24 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).
- 10.25 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).
- 10.26 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).
- 10.27 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).
- 10.28 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).

- 10.29 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).
- 10.30 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).
- 10.31 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).
- 10.32 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).
- 10.33 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).
- 10.34 First Amendment to Credit Agreement, Consent and Waiver, dated as January 29, 2014.
- 10.35 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.
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**XBRL (Extensible Business Reporting Language) information is filed for purposes of Sections 11 and 12 of the Securities Act of 1934 and Section 18 of the Securities Exchange Act of 1934.

FIRST AMENDMENT TO THE AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF
FORTRESS OPERATING ENTITY I LP

This FIRST AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF FORTRESS OPERATING ENTITY I LP, dated as of March 12, 2013 (this “Amendment”), is being executed by FIG Corp., a Delaware corporation (the “General Partner”), as the general partner of Fortress Operating Entity I LP, a Delaware limited partnership (the “Partnership”), pursuant to the authority conferred on the General Partner by Section 10.1(a) of the Amended and Restated Agreement of Limited Partnership of Fortress Operating Entity I LP, dated as of February 1, 2007, as amended and/or supplemented from time to time (the “Agreement”). Capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed thereto in the Agreement.

WHEREAS, pursuant to Section 3.2 of the Agreement, the General Partner is authorized to determine the designations, preferences and relative, participating, optional or other special rights, powers and duties of additional Units.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Agreement is hereby amended by the addition of a new exhibit, entitled “Exhibit B,” in the form attached hereto, which shall be attached to and made a part of the Agreement.
2. Except as specifically amended hereby, the terms, covenants, provisions and conditions of the Agreement shall remain unmodified and continue in full force and effect and, except as amended hereby, all of the terms, covenants, provisions and conditions of the Agreement are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

GENERAL PARTNER:

FIG CORP.

By: /s/ David Brooks

Name: David Brooks
Title: Secretary

EXHIBIT B

PARTNERSHIP UNIT DESIGNATION OF THE
CLASS A PREFERRED UNITS
OF FORTRESS OPERATING ENTITY I LP

**DESIGNATION OF THE CLASS A PREFERRED UNITS OF
FORTRESS OPERATING ENTITY I LP**

1. **Number of Units and Designation.** A class of Preferred Units of the Partnership is hereby designated as "*Class A Preferred Units*," and the number of Preferred Units constituting such class shall be one hundred (100).

2. **Definitions.** Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned thereto in the Agreement, as modified by this Designation and the defined terms used herein. For purposes of this Designation, the following terms shall have the respective meanings ascribed below:

"Agreement" shall mean the Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of February 1, 2007, as amended, supplemented or restated from time to time.

"Annual Amount" shall mean, with respect to each Holder, for any Fiscal Year, the sum, for all Investment Vehicles in which the Holder has a Percentage Interest, of the following: (a) for every Hedge Fund in which such Holder has a Percentage Interest, the product of (i) either (x) if an Existing Hedge Fund, the Promote for such Hedge Fund that is attributable to Existing Hedge Fund AUM for such Fiscal Year, or (y) if not an Existing Hedge Fund, the NOR for such Hedge Fund that is attributable to New Hedge Fund AUM for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Hedge Fund for such Fiscal Year; (b) for every PE Fund in which such Holder has a Percentage Interest, the product of (i) the NOR for such PE Fund for such Fiscal Year, and (ii) such Holder's Percentage Interest in such PE Fund for such Fiscal Year; and (c) for every Castle in which such Holder has a Percentage Interest, the product of (i) either (x) if the Castle raised capital on or prior to January 1, 2012, the excess, if any, of the NOR for such Castle for such Fiscal Year, over the NOR for such Castle for the 2011 Fiscal Year, or (y) if the Castle first raised capital after January 1, 2012, the NOR for such Castle for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Castle for such Fiscal Year; provided, however, that if such Holder's employment with Fortress terminated during such Fiscal Year without Cause or due to death or Disability, then the amount specified in the foregoing clause (b) shall not be included in the computation of the Annual Amount for such Fiscal Year. If the Commencement Date for any Holder's Percentage Interest in any Investment Vehicle is after January 1 in any Fiscal Year, then the Annual Amount attributable to such Investment Vehicle for such Fiscal Year will be prorated for the remaining portion of such Fiscal Year on the basis of a 360-day year. Annual Amounts shall be determined in accordance with the Plan.

"Award Agreement" shall have the meaning set forth in the Plan.

"*Castle*" shall have the meaning set forth in the Plan.

"*Class A Liquidating Proceeds*" shall have the meaning set forth in Section 5(a) of this Designation.

"*Class A Preferred Unit*" shall mean a Preferred Unit with the designations, preferences and relative, participating, optional or other special rights, powers and duties set forth in this Designation.

"*Commencement Date*" shall mean, with respect to each Holder's Percentage Interest in any Investment Vehicle, the date on which such Holder is deemed to have acquired such Percentage Interest, as set forth on Schedule A hereto.

"*Company*" shall mean Fortress Investment Group LLC, a Delaware limited liability company.

"*Compensation Committee*" shall have the meaning set forth in the Plan.

"*Designation*" shall mean this Designation of the Class A Preferred Units of the Partnership.

"*Determination Date*" shall mean, for each Fiscal Year, the date on which the Compensation Committee shall make a final determination of the Annual Amounts for such Fiscal Year in accordance with the Plan.

"*Disability*" shall have the meaning set forth in the Plan.

"*Distribution Account*" shall mean a notional account established for each Holder when such Holder first acquires Class A Preferred Units. The initial balance of each Holder's Distribution Account shall be zero, and shall be adjusted thereafter as follows: (a) on each Determination Date, such Holder's Annual Amount for the prior Fiscal Year, if positive, shall be added to the Distribution Account or, if negative, shall be deducted from the Distribution Account; (b) if such Holder's PH Annual Amount or FOE II Annual Amount for such Fiscal Year is negative, it will be deducted from the Distribution Account; and (c) on the date of any distribution by the Partnership to such Holder, the amount (if cash) or value (if RSUs or other equity securities) of such distribution shall be deducted from the Distribution Account. For purposes of determining the value of RSUs or Class A Shares of the Company distributed for any Fiscal Year, each RSU or Class A Share shall have a value equal to the average closing price of the Company's Class A Shares over the 20 trading day period ending on the Determination Date for such Fiscal Year.

"*Distribution Payment Date*" shall have the meaning set forth in Section 4(a) of this Designation.

"*Existing Hedge Fund*" shall have the meaning set forth in the Plan.

"*Existing Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*Existing PE Fund*" shall have the meaning set forth in the Plan.

"*FOE II*" shall mean FOE II (New) LP, a Delaware limited partnership.

"*FOE II Annual Amount*" shall mean, for any Holder who also holds any Class A Preferred Units of FOE II, and for any Fiscal Year, the "Annual Amount" determined for such Fiscal Year with respect to such Holder's FOE II Class A Preferred Units.

"*Fortress*" shall mean the Company and its controlled Affiliates.

"*Hedge Fund*" shall have the meaning set forth in the Plan.

"*Holder*" shall mean a holder of a Class B Preferred Unit.

"*Investment Vehicle*" means a Hedge Fund, a PE Fund or a Castle.

"*Junior Partnership Units*" shall have the meaning set forth in Section 3(a) of this Designation.

"*New Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*New PE AUM*" shall have the meaning set forth in the Plan.

"*NOR*" shall mean, in all cases, applying the principles used for determining "fund management distributable earnings" of Fortress, as disclosed by Fortress on its financial statements publicly filed with the SEC, with respect to a particular Investment Vehicle for a particular Fiscal Year, (a) the amount of the net management fees plus the amount of net incentive fees actually received by the Partnership, as reflected on the Partnership's internal management accounts in respect of the applicable Investment Vehicle with respect to the applicable Fiscal Year (in each case, net of rebates thereof, if any, with respect to investments by Fortress or its affiliates and revenue sharing arrangements), minus (b) the sum of (i) the applicable fund's allocable share of the costs and expenses of the Partnership related to, or incurred for the benefit of, the applicable

Investment Vehicle, including, but not limited to, (A) payroll costs (including salary, benefits and discretionary bonuses), (B) direct expenses (including travel and entertainment expenses and marketing), (C) overhead expenses (including rent), (D) other operating expenses (including reserves), (E) corporate overhead (including corporate functions and the "capital formation group"), (F) fixed asset depreciation, and (G) payments to employees of the Partnership and its Affiliates and third parties under profit-sharing arrangements, and (ii) any taxes (including payroll and employment taxes, but for the avoidance of doubt, excluding any income taxes payable by the Partnership) payable in respect of the amounts set forth in clause (a) or clause (b) above with respect to the applicable Fiscal Year. For the avoidance of doubt, (i) the NOR for any Investment Vehicle may be negative for a Fiscal Year and (ii) clawback obligations on Existing PE Funds shall not be included within the NOR calculation.

"*Parity Partnership Units*" shall have the meaning set forth in Section 3(b) of this Designation.

"*Partnership*" shall mean Fortress Operating Entity I LP, a Delaware limited partnership.

"*PE Fund*" shall have the meaning set forth in the Plan.

"*Percentage Interest*" shall mean, for each Holder and any Investment Vehicle, the percentage specified for such Holder with respect to such Investment Vehicle on Schedule A hereto, which shall be modified from time to time by the General Partner in accordance with Section 12 of this Designation.

"*Plan*" shall mean the Fortress Investment Group LLC Principal Compensation Plan, as amended or supplemented from time to time.

"*PH*" shall mean Principal Holdings I LP, a Delaware limited partnership.

"*PH Annual Amount*" shall mean, for any Holder who also holds any Class A Preferred Units of PH, and for any Fiscal Year, the "Annual Amount" determined for such Fiscal Year with respect to such Holder's PH Class A Preferred Units.

"*Preferred Unit*" shall mean Class A Preferred Units and any other class or series of Units hereafter designated as Preferred Units by the General Partner.

"*Principals Committee*" shall have the meaning set forth in the Plan.

"*Promote*" shall have the meaning set forth in the Plan.

"*RSU*" shall have the meaning set forth in the Plan.

"*Vested Promote Interest*" shall have the meaning set forth in Section 5(a) of this Designation.

3. **Ranking.** Any class or series of Units of the Partnership shall be deemed to rank:

(a) junior to the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, if (i) such class or series of Units shall be Common Units, or (ii) the holders of Class A Preferred Units shall be entitled to receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of such class or series of Units (the Units referred to in clauses (i) and (ii) of this paragraph (a) being hereinafter referred to, collectively, as "*Junior Partnership Units*"); and

(b) on a parity with the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per unit or other denomination thereof be different from those of the Class A Preferred Units, if the holders of such class or series of Units (collectively, "*Parity Partnership Units*") and the Class A Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per unit or other denomination or liquidation preferences, without preference or priority one over the other.

4. **Distributions.**

(a) Each Holder of Class A Preferred Units will be entitled to receive, when and as declared by the General Partner, an annual distribution equal to the positive balance, if any, in such Holder's Distribution Account. Distributions may be paid in cash, RSUs, Class A Shares of the Company or other equity securities, as determined by the General Partner and in accordance with the Plan and the relevant Award Agreement. Such distributions shall be payable annually on a date (each a "*Distribution Payment Date*") determined by the General Partner that is no earlier than January 31 and no later than March 15 of each year. Distributions will be payable in arrears to holders as they appear on the records of the Partnership at the close of business on the last day of the Fiscal Year immediately preceding the relevant Distribution Payment Date. Class A Preferred Units will not entitle the Holders thereof to receive any distributions in excess of the annual distributions specified herein. No interest, or sum of money in lieu of interest, shall be payable in respect of any distribution payment or payments on the Class A Preferred Units that may be in arrears.

(b) The amount of accumulated and unpaid distributions on any Class A Preferred Unit at any time shall be equal to the balance, if positive, in the Distribution Account related to such Class A Preferred Unit at such time.

(c) When distributions are not paid in full upon the Class A Preferred Units or any Parity Partnership Units, or a sum sufficient for such payment is not set apart, all distributions declared upon the Class A Preferred Units and any Parity Partnership Units shall be declared ratably in proportion to the respective amounts of distributions accumulated and unpaid on the Class A Preferred Units and accumulated and unpaid on such Parity Partnership Units. Except as set forth in the preceding sentence, unless all accumulated and unpaid distributions on the Class A Preferred Units have been or contemporaneously are declared and paid, or declared and a sum sufficient for the payment thereof has been or contemporaneously is set apart for such payment, no distributions shall be declared or paid or set apart for payment by the Partnership with respect to any Parity Partnership Units.

(d) Unless all accumulated and unpaid distributions on the Class A Preferred Units have been declared and paid, or declared and set apart for payment, or all Holders of Class A Preferred Units consent in writing, no distributions (other than distributions paid in Junior Partnership Units or options, warrants or rights to subscribe for or purchase Junior Partnership Units) may be declared or paid or set apart for payment by the Partnership, and no other distribution of cash or other property may be declared or made, directly or indirectly, by the Partnership with respect to any Junior Partnership Units, nor shall any Junior Partnership Units be redeemed, purchased or otherwise acquired for any consideration (or any monies be paid to or made available for a sinking fund for the redemption or repurchase of any such Junior Partnership Units), directly or indirectly, by the Partnership (except by conversion into or exchange for Junior Partnership Units, or options, warrants or rights to subscribe for or purchase Junior Partnership Units), nor shall any other cash or other property be paid or distributed to or for the benefit of holders of Junior Partnership Units.

5. **Liquidation Preference.**

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, before any distribution by the Partnership shall be made to or set apart for the holders of any Junior Partnership Units, to the extent possible and in accordance with Section 9.5 (c) of the Agreement, each Class A Preferred Unit shall entitle the Holder thereof to receive (i) a liquidation preference equal to the amount of accumulated and unpaid distributions thereon (whether or not earned or declared) to and including the date of final distribution to such Holder (the aggregate of such sums for all Holders of Class A Preferred Units is referred to herein as the "*Class A Liquidating Proceeds*"), and (ii) if any portion of such Class A Preferred Unit constitutes a Promote that is vested and does not constitute deferred compensation under Code Section 409A, then such Holder shall also be entitled to receive an interest in the entity that is entitled to receive such Promote, which interest corresponds to the vested portion of such Class A Preferred Unit (a "*Vested Promote Interest*"); provided, however, that such Holders will not be entitled to any further payment in respect of such Class A Preferred Units. Until all Holders of the Class A Preferred Units have been paid the Class A Liquidating Proceeds in full, and all Vested Promote Interests to which they are entitled, no distribution of the Partnership will be made to any holder of Junior Partnership Units upon the liquidation, dissolution or winding up of the Partnership.

(b) If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, the assets of the Partnership, or proceeds thereof, distributable among the holders of Class A Preferred Units and holders of any Parity Partnership Units shall be insufficient to pay in full the Class A Liquidating Proceeds, the Vested Promote Interests to which any Holders are entitled and liquidating payments on any Parity Partnership Units, such assets, or the proceeds thereof, shall be distributed among the Holders of Class A Preferred Units and holders of any such

Parity Partnership Units ratably in the same proportion as the respective amounts that would be payable on such Class A Preferred Units and any such Parity Partnership Units if all amounts payable thereon were paid in full.

(c) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, after all distributions shall have been made in full to the Holders of Class A Preferred Units and holders of any Parity Partnership Units to enable them to receive their respective liquidation preferences, any Junior Partnership Units shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Class A Preferred Units and any Parity Partnership Units shall not be entitled to share therein.

6. **Redemption by the Partnership.** Class A Preferred Units shall be automatically redeemed, for no consideration, in the following circumstances:

(a) Termination for Cause. In the event of a termination of a Holder's employment with Fortress for Cause, notice of such termination to such Holder by Fortress shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

(b) Voluntary Resignation. If a Holder voluntarily resigns from his or her service to Fortress, such Holder's resignation shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if (i) the Holder executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such resignation, and such release becomes irrevocable, and (ii) any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then, promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(c) Termination without Cause or Due to Death or Disability. In the event of a termination of a Holder's employment by Fortress without Cause or due to death or Disability, the date of such termination shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if the Holder (or his estate, in the case of such Holder's death) executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such termination, death or Disability, and such release becomes irrevocable, then (i) such redemption shall not take effect until after the distribution for the Fiscal Year in which such termination, death or Disability occurred, and (ii) if any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(d) Removal of Participant. If the Compensation Committee removes a Holder from participation in the Plan upon the unanimous vote of the Principals Committee under Section 3 of the Plan, then notice of such removal to such Holder by Fortress, the Compensation Committee

or the Partnership shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

From and after the date of redemption of any Class A Preferred Units, such Units will no longer be outstanding, and distributions will cease to accumulate on such Class A Preferred Units.

7. **No Redemption at the Option of the Holder.** The Class A Preferred Units shall not be redeemable at the option of Holders thereof at any time.

8. **Status of Reacquired Units.** All Class A Preferred Units that have been issued and reacquired in any manner by the Partnership shall be deemed cancelled and no longer outstanding.

9. **Units Uncertificated.** The ownership of the Class A Preferred Units shall not be evidenced by Certificates of Ownership.

10. **Allocations of Income and Loss; Capital Accounts.** This Section 10 of this Designation shall apply to Class A Preferred Units notwithstanding anything to the contrary in Section 6.1(a) or 6.1(b) of the Agreement (but with regard to the remainder of Article VI of the Agreement). For each taxable year, each holder of Class A Preferred Units shall be allocated items of Partnership income and gain in accordance with the distributions made to such holder pursuant to Section 4 of this Designation. The items of Partnership income and gain allocated to a holder of Class A Preferred Units shall, as closely as possible, match the U.S. federal income tax character of the positive balance in each Distribution Account with respect to which a Holder received a distribution in such taxable year.

11. **Voting Rights.** Except as otherwise required by applicable law or in the Agreement or as set forth in Section 12 of this Designation, the holders of Class A Preferred Units shall have no voting or approval rights with respect to any action to be taken (or not taken) by the General Partner or the Partnership.

12. **Amendment.** The General Partner is authorized to amend this Designation at any time without the consent or approval of any Partners or Holders; provided, however, that if any Class A Preferred Units are outstanding, except as provided in the last sentence of this Section 12, or as provided in Section 15, the affirmative vote or consent of each Holder adversely affected shall be necessary for effecting any amendment of any of the provisions of this Designation that adversely affects the rights or preferences of a Class A Preferred Unit of such Holder. The creation or issuance of any class or series of Partnership Units, including, without limitation, any Partnership Units that may have rights junior to or on a parity with the Class A Preferred Units, will not be deemed to have an adverse effect on the rights or preferences of any Holder of Class A Preferred Units. The General Partner is authorized to amend Schedule A from time to time, without the consent or approval of any Holder or other Partner, to reflect (i) the grant or modification of awards under the Plan made by the Compensation Committee, and (ii) any redemption, repurchase or transfer of a Class A Preferred Unit.

13. **Restrictions on Transfer.** Except as may be determined by the Compensation Committee or set forth in the applicable Award Agreement, the rights of a Holder with respect to Class A Preferred Units shall not be assignable or transferable by the Holder except by will or the laws of intestacy.

14. **Set-Off.** To the extent permitted by Code Section 409A, the Partnership shall have the right to reduce any amount otherwise owed to a Holder with respect to such Holder's Class A Preferred Units by any amounts that are owed by such Holder to Fortress at the time of any distribution hereunder.

15. **Plan Controls.** The Class A Preferred Units shall be issued only pursuant to the Plan. In the event of any inconsistency between this Designation and the Plan, the terms of the Plan shall control. The General Partner is authorized to modify or amend this Designation as it determines to be necessary or desirable from time to time to conform the terms of this Designation to the Plan, as in effect on the date hereof and as it may be modified in the future.

SECOND AMENDMENT
TO THE
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP
OF
FORTRESS OPERATING ENTITY I LP

THIS SECOND AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF FORTRESS OPERATING ENTITY I LP (this "Amendment"), is made as of February 27, 2014, by and among FIG Corp., a Delaware corporation, as general partner (the "General Partner"), and the Limited Partners (as defined below). All capitalized terms used in this Amendment but not otherwise defined herein shall have the respective meanings given to them in the Partnership Agreement (as defined below).

WHEREAS, the General Partner and the Limited Partners have entered into an Amended and Restated Agreement of Limited Partnership, dated as of February 1, 2007, as amended by an amendment dated as of March 2013 (the "Partnership Agreement"); and

WHEREAS, the General Partner and the Limited Partners desire to amend the Partnership Agreement on the terms set forth herein.

NOW THEREFORE, in consideration of the mutual promises and agreements herein made and intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. Amendment to Section 1.1. The definition of "Presumed Tax Rate" in Section 1.1 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

"Presumed Tax Rate" means the highest effective combined Federal, state and local income tax rate applicable to any of the Partners, taking into account the character of the income, giving effect to the Federal income tax deduction for state and local taxes and applying any other reasonable assumptions that the General Partner, in its discretion, determines in good faith to be appropriate.

2. Amendment to Section 7.3. Section 7.3 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

Section 7.3 Tax Distributions.

(a) Subject to § 17-607 of the Act and Section 7.3(g), the Partnership shall make distributions to each Partner for each calendar quarter ending after the date hereof as follows (such distributions, together with any distributions pursuant to Section 7.3(b), (c) or (g), are referred to herein, collectively, as "Tax Distributions");

(i) On or before the 10th day following the end of the First Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the First Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(ii) On or before the 10th day following the end of the Second Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the

Second Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(iii) On or before the 10th day following the end of the Third Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Third Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year; and

(iv) On or before the 10th day following the end of the Fourth Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Fourth Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year.

(b) Subject to Section 7.3(g), on or before April 10 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(c) Subject to Section 7.3(g), on or before October 30 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(d) Tax Distributions shall be made on the basis of a calendar year regardless of the Fiscal Year used by the Partnership.

(e) Notwithstanding any other provision of this Agreement, Tax Distributions shall be made: (i) to all Partners pro rata in accordance with their Percentage Interests; and (ii) as if each distributee Partner was allocated an amount of income in each quarterly period equal to the product of (x) the highest amount of income allocated to any Partner with respect to his Units, calculated on a per-Unit basis, taking into account any income allocations pursuant to Section 6.2 hereof, multiplied by (y) the amount of Units held by such distributee partner.

(f) If necessary, but subject to Section 17-607 of the Act, the Partnership shall be required to borrow funds in order to make the Tax Distributions required by this Section 7.3.

(g) For purposes of determining any Tax Distributions hereunder, the General Partner may calculate a Partner's Presumed Tax Liability with respect to all Fortress Operating Group Entities on an aggregate basis and calculate the amount of any Tax Distributions hereunder on a collective basis with similar distributions paid by the other Fortress Operating Group Entities to cover such tax liabilities for the relevant calendar year; provided, that (i) all Fortress Operating Group Entities pay Tax Distributions for that calendar year that are calculated on the same collective basis and (ii) the Tax Distributions paid by all of the Fortress Operating Group Entities when calculated on such an aggregate basis shall not exceed the sum of the Tax Distributions that would be paid by each of

the Fortress Operating Group Entities if the Partner's Presumed Tax Liability was calculated separately for each Fortress Operating Group Entity (without regard to this Section 7.3(g)); provided, further, that for purposes of this Section 7.3(g) only, all references to the Fortress Operating Group Entities shall be deemed to exclude FOE II (New) LP.

(h) The determination as to which calendar year any distribution relates shall be made by the General Partner in its reasonable discretion.

3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the principles of conflict of laws thereof.

4. Binding on Successors. This Amendment inures to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

5. Ratification. Except as otherwise expressly modified hereby, the Partnership Agreement shall remain in full force and effect, and all of the terms and provisions of the Partnership Agreement, as herein modified, are hereby ratified and reaffirmed.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned Partners have executed this Amendment as of the date first written above.

GENERAL PARTNER:

FIG CORP.,
a Delaware corporation

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

LIMITED PARTNERS:

/s/ Wesley R. Edens
Wesley R. Edens

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2011 GRAT Family Trust

/s/ Jay Levine

Jay Levine, as Trustee of

The Wesley R. Edens 2011 GRAT Family Trust

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2012 Annuity Trust

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2013 Annuity Trust

[Signature Page to Second Amendment to A&R Agreement of Limited Partnership of FOE I LP]

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr.

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee
of The 2012 Briger GST Trust

/s/ Devon Briger
Devon Briger, as Trustee
of The 2012 Briger GST Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Matthew Briger
Matthew Harrison Briger, as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Christine Tanona
Christine Tanona, as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee of
The Peter L. Briger, Jr. 2008 GRAT Family Trust

/s/ Mathew Briger
Matthew Harrison Briger, as Trustee of
The Peter L. Briger, Jr. 2008 GRAT Family Trust

WAINSCOTT HOLDINGS, LLC

By: /s/ Peter L. Briger, Jr.
Peter L. Briger, Jr.
Sole Member

[Signature Page to Second Amendment to A&R Agreement of Limited Partnership of FOE I LP]

/s/ Michael E. Novogratz
Michael E. Novogratz

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee
of The 2012 Novogratz GST Trust

/s/ Sukey Novogratz
Sukey Novogratz, as Trustee
of The 2012 Novogratz GST Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Novogratz Family 2009 GRAT Family Trust

/s/ David Barry
David Barry, as Trustee of
The Novogratz Family 2009 GRAT Family Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ Sukey Novogratz
Sukey Novogratz, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ David Barry
David Barry, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Novogratz Family 2008 GRAT Family Trust

/s/ David Barry
David Barry, as Trustee of
The Novogratz Family 2008 GRAT Family Trust

[Signature Page to Second Amendment to A&R Agreement of Limited Partnership of FOE I LP]

/s/ Randal A. Nardone
Randal A. Nardone

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2011 Annuity Trust #1

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
Randal A. Nardone 2011 GRAT #2 Family Trust

/s/ Melani Nardone
Melani Nardone, as Trustee of
Randal A. Nardone 2011 GRAT #2 Family Trust

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2012 Annuity Trust #1

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2012 Annuity Trust #2

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
Randal A. Nardone 2013 Annuity Trust

SECOND AMENDMENT TO THE AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF
FOE II (NEW) LP

This SECOND AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF FOE II (NEW) LP, dated as of March 12, 2013 (this “Amendment”), is being executed by FIG Corp., a Delaware corporation (the “General Partner”), as the general partner of FOE II (New) LP, a Delaware limited partnership (the “Partnership”), pursuant to the authority conferred on the General Partner by Section 10.1(a) of the Amended and Restated Agreement of Limited Partnership of Fortress Operating Entity II LP, dated as of August 21, 2012, as amended and/or supplemented from time to time (the “Agreement”). Capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed thereto in the Agreement.

WHEREAS, pursuant to Section 3.2 of the Agreement, the General Partner is authorized to determine the designations, preferences and relative, participating, optional or other special rights, powers and duties of additional Units.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Agreement is hereby amended by the addition of a new exhibit, entitled “Exhibit B,” in the form attached hereto, which shall be attached to and made a part of the Agreement.
2. Except as specifically amended hereby, the terms, covenants, provisions and conditions of the Agreement shall remain unmodified and continue in full force and effect and, except as amended hereby, all of the terms, covenants, provisions and conditions of the Agreement are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

GENERAL PARTNER:

FIG CORP.

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

EXHIBIT B

PARTNERSHIP UNIT DESIGNATION OF THE
CLASS A PREFERRED UNITS
OF FOE II (NEW) LP

**DESIGNATION OF THE CLASS A PREFERRED UNITS OF
FOE II (NEW) LP**

1. **Number of Units and Designation.** A class of Preferred Units of the Partnership is hereby designated as "*Class A Preferred Units*," and the number of Preferred Units constituting such class shall be one hundred (100).

2. **Definitions.** Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned thereto in the Agreement, as modified by this Designation and the defined terms used herein. For purposes of this Designation, the following terms shall have the respective meanings ascribed below:

"Agreement" shall mean the Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of August 21, 2012, as amended, supplemented or restated from time to time.

"Annual Amount" shall mean, with respect to each Holder, for any Fiscal Year, the sum, for all Investment Vehicles in which the Holder has a Percentage Interest, of the following: (a) for every Hedge Fund in which such Holder has a Percentage Interest, the product of (i) either (x) if an Existing Hedge Fund, the Promote for such Hedge Fund that is attributable to Existing Hedge Fund AUM for such Fiscal Year, or (y) if not an Existing Hedge Fund, the NOR for such Hedge Fund that is attributable to New Hedge Fund AUM for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Hedge Fund for such Fiscal Year; (b) for every PE Fund in which such Holder has a Percentage Interest, the product of (i) the NOR for such PE Fund for such Fiscal Year, and (ii) such Holder's Percentage Interest in such PE Fund for such Fiscal Year; and (c) for every Castle in which such Holder has a Percentage Interest, the product of (i) either (x) if the Castle raised capital on or prior to January 1, 2012, the excess, if any, of the NOR for such Castle for such Fiscal Year, over the NOR for such Castle for the 2011 Fiscal Year, or (y) if the Castle first raised capital after January 1, 2012, the NOR for such Castle for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Castle for such Fiscal Year; provided, however, that if such Holder's employment with Fortress terminated during such Fiscal Year without Cause or due to death or Disability, then the amount specified in the foregoing clause (b) shall not be included in the computation of the Annual Amount for such Fiscal Year. If the Commencement Date for any Holder's Percentage Interest in any Investment Vehicle is after January 1 in any Fiscal Year, then the Annual Amount attributable to such Investment Vehicle for such Fiscal Year will be prorated for the remaining portion of such Fiscal Year on the basis of a 360-day year. Annual Amounts shall be determined in accordance with the Plan.

"Award Agreement" shall have the meaning set forth in the Plan.

"*Castle*" shall have the meaning set forth in the Plan.

"*Class A Liquidating Proceeds*" shall have the meaning set forth in Section 5(a) of this Designation.

"*Class A Preferred Unit*" shall mean a Preferred Unit with the designations, preferences and relative, participating, optional or other special rights, powers and duties set forth in this Designation.

"*Commencement Date*" shall mean, with respect to each Holder's Percentage Interest in any Investment Vehicle, the date on which such Holder is deemed to have acquired such Percentage Interest, as set forth on Schedule A hereto.

"*Company*" shall mean Fortress Investment Group LLC, a Delaware limited liability company.

"*Compensation Committee*" shall have the meaning set forth in the Plan.

"*Designation*" shall mean this Designation of the Class A Preferred Units of the Partnership.

"*Determination Date*" shall mean, for each Fiscal Year, the date on which the Compensation Committee shall make a final determination of the Annual Amounts for such Fiscal Year in accordance with the Plan.

"*Disability*" shall have the meaning set forth in the Plan.

"*Distribution Account*" shall mean a notional account established for each Holder when such Holder first acquires Class A Preferred Units. The initial balance of each Holder's Distribution Account shall be zero, and shall be adjusted thereafter as follows: (a) on each Determination Date, such Holder's Annual Amount for the prior Fiscal Year, if positive, shall be added to the Distribution Account; and (b) on the date of any distribution by the Partnership to such Holder, the amount (if cash) or value (if RSUs or other equity securities) of such distribution shall be deducted from the Distribution Account. For purposes of determining the value of RSUs or Class A Shares of the Company distributed for any Fiscal Year, each RSU or Class A Share shall have a value equal to the average closing price of the Company's Class A Shares over the 20 trading day period ending on the Determination Date for such Fiscal Year. For the avoidance of doubt, if a Holder's Annual Amount for a Fiscal Year is negative, it will not be deducted from such Holder's Distribution Account, but will instead be deducted from such Holder's FOE I Distribution Account.

"*Distribution Payment Date*" shall have the meaning set forth in Section 4(a) of this Designation.

"*Existing Hedge Fund*" shall have the meaning set forth in the Plan.

"*Existing Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*Existing PE Fund*" shall have the meaning set forth in the Plan.

"*FOE I*" shall mean Fortress Operating Entity I LP, a Delaware limited partnership.

"*FOE I Distribution Account*" shall mean, for any Holder who also holds any Class A Preferred Units of FOE I, such Holder's "Distribution Account," as defined in the Designation of the Class A Preferred Units of FOE I.

"*Fortress*" shall mean the Company and its controlled Affiliates.

"*Hedge Fund*" shall have the meaning set forth in the Plan.

"*Holder*" shall mean a holder of a Class B Preferred Unit.

"*Investment Vehicle*" means a Hedge Fund, a PE Fund or a Castle.

"*Junior Partnership Units*" shall have the meaning set forth in Section 3(a) of this Designation.

"*New Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*New PE AUM*" shall have the meaning set forth in the Plan.

"*NOR*" shall mean, in all cases, applying the principles used for determining "fund management distributable earnings" of Fortress, as disclosed by Fortress on its financial statements publicly filed with the SEC, with respect to a particular Investment Vehicle for a particular Fiscal Year, (a) the amount of the net management fees plus the amount of net incentive fees actually received by the Partnership, as reflected on the Partnership's internal management accounts in respect of the applicable Investment Vehicle with respect to the applicable Fiscal Year (in each case, net of rebates thereof, if any, with respect to investments by Fortress or its affiliates and revenue sharing arrangements), minus (b) the sum of (i) the applicable fund's allocable share of the costs and expenses of the Partnership related to, or incurred for the benefit of, the applicable

Investment Vehicle, including, but not limited to, (A) payroll costs (including salary, benefits and discretionary bonuses), (B) direct expenses (including travel and entertainment expenses and marketing), (C) overhead expenses (including rent), (D) other operating expenses (including reserves), (E) corporate overhead (including corporate functions and the "capital formation group"), (F) fixed asset depreciation, and (G) payments to employees of the Partnership and its Affiliates and third parties under profit-sharing arrangements, and (ii) any taxes (including payroll and employment taxes, but for the avoidance of doubt, excluding any income taxes payable by the Partnership) payable in respect of the amounts set forth in clause (a) or clause (b) above with respect to the applicable Fiscal Year. For the avoidance of doubt, (i) the NOR for any Investment Vehicle may be negative for a Fiscal Year and (ii) clawback obligations on Existing PE Funds shall not be included within the NOR calculation.

"*Parity Partnership Units*" shall have the meaning set forth in Section 3(b) of this Designation.

"*Partnership*" shall mean FOE II (New) LP, a Delaware limited partnership.

"*PE Fund*" shall have the meaning set forth in the Plan.

"*Percentage Interest*" shall mean, for each Holder and any Investment Vehicle, the percentage specified for such Holder with respect to such Investment Vehicle on Schedule A hereto, which shall be modified from time to time by the General Partner in accordance with Section 12 of this Designation.

"*Plan*" shall mean the Fortress Investment Group LLC Principal Compensation Plan, as amended or supplemented from time to time.

"*Preferred Unit*" shall mean Class A Preferred Units and any other class or series of Units hereafter designated as Preferred Units by the General Partner.

"*Principals Committee*" shall have the meaning set forth in the Plan.

"*Promote*" shall have the meaning set forth in the Plan.

"*RSU*" shall have the meaning set forth in the Plan.

"*Vested Promote Interest*" shall have the meaning set forth in Section 5(a) of this Designation.

3. **Ranking.** Any class or series of Units of the Partnership shall be deemed to rank:

(a) junior to the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, if (i) such class or series of Units shall be Common Units, or (ii) the holders of Class A Preferred Units shall be entitled to receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of such class or series of Units (the Units referred to in clauses (i) and (ii) of this paragraph (a) being hereinafter referred to, collectively, as "*Junior Partnership Units*"); and

(b) on a parity with the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per unit or other denomination thereof be different from those of the Class A Preferred Units, if the holders of such class or series of Units (collectively, "*Parity Partnership Units*") and the Class A Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per unit or other denomination or liquidation preferences, without preference or priority one over the other.

4. **Distributions.**

(a) Each Holder of Class A Preferred Units will be entitled to receive, when and as declared by the General Partner, an annual distribution equal to the positive balance, if any, in such Holder's Distribution Account. Distributions may be paid in cash, RSUs, Class A Shares of the Company or other equity securities, as determined by the General Partner and in accordance with the Plan and the relevant Award Agreement. Such distributions shall be payable annually on a date (each a "*Distribution Payment Date*") determined by the General Partner that is no earlier than January 31 and no later than March 15 of each year. Distributions will be payable in arrears to holders as they appear on the records of the Partnership at the close of business on the last day of the Fiscal Year immediately preceding the relevant Distribution Payment Date. Class A Preferred Units will not entitle the Holders thereof to receive any distributions in excess of the annual distributions specified herein. No interest, or sum of money in lieu of interest, shall be payable in respect of any distribution payment or payments on the Class A Preferred Units that may be in arrears.

(b) The amount of accumulated and unpaid distributions on any Class A Preferred Unit at any time shall be equal to the balance, if positive, in the Distribution Account related to such Class A Preferred Unit at such time.

(c) When distributions are not paid in full upon the Class A Preferred Units or any Parity Partnership Units, or a sum sufficient for such payment is not set apart, all distributions declared upon the Class A Preferred Units and any Parity Partnership Units shall be declared ratably in proportion to the respective amounts of distributions accumulated and unpaid on the Class A Preferred Units and accumulated and unpaid on such Parity Partnership Units. Except as set forth in the preceding sentence, unless all accumulated and unpaid distributions on the Class A Preferred Units have been or contemporaneously are declared and paid, or declared and a sum sufficient for the payment thereof has been or contemporaneously is set apart for such payment, no distributions shall be declared or paid or set apart for payment by the Partnership with respect to any Parity Partnership Units.

(d) Unless all accumulated and unpaid distributions on the Class A Preferred Units have been declared and paid, or declared and set apart for payment, or all Holders of Class A Preferred Units consent in writing, no distributions (other than distributions paid in Junior Partnership Units or options, warrants or rights to subscribe for or purchase Junior Partnership Units) may be declared or paid or set apart for payment by the Partnership, and no other distribution of cash or other property may be declared or made, directly or indirectly, by the Partnership with respect to any Junior Partnership Units, nor shall any Junior Partnership Units be redeemed, purchased or otherwise acquired for any consideration (or any monies be paid to or made available for a sinking fund for the redemption or repurchase of any such Junior Partnership Units), directly or indirectly, by the Partnership (except by conversion into or exchange for Junior Partnership Units, or options, warrants or rights to subscribe for or purchase Junior Partnership Units), nor shall any other cash or other property be paid or distributed to or for the benefit of holders of Junior Partnership Units.

5. **Liquidation Preference.**

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, before any distribution by the Partnership shall be made to or set apart for the holders of any Junior Partnership Units, to the extent possible and in accordance with Section 9.5 (c) of the Agreement, each Class A Preferred Unit shall entitle the Holder thereof to receive (i) a liquidation preference equal to the amount of accumulated and unpaid distributions thereon (whether or not earned or declared) to and including the date of final distribution to such Holder (the aggregate of such sums for all Holders of Class A Preferred Units is referred to herein as the "*Class A Liquidating Proceeds*"), and (ii) if any portion of such Class A Preferred Unit constitutes a Promote that is vested and does not constitute deferred compensation under Code Section 409A, then such Holder shall also be entitled to receive an interest in the entity that is entitled to receive such Promote, which interest corresponds to the vested portion of such Class A Preferred Unit (a "*Vested Promote Interest*"); provided, however, that such Holders will not be entitled to any further payment in respect of such Class A Preferred Units. Until all Holders of the Class A Preferred Units have been paid the Class A Liquidating Proceeds in full, and all Vested Promote Interests to which they are entitled, no distribution of the Partnership will be made to any holder of Junior Partnership Units upon the liquidation, dissolution or winding up of the Partnership.

(b) If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, the assets of the Partnership, or proceeds thereof, distributable among the holders of Class A Preferred Units and holders of any Parity Partnership Units shall be insufficient to pay in full the Class A Liquidating Proceeds, the Vested Promote Interests to which any Holders are entitled and liquidating payments on any Parity Partnership Units, such assets, or the proceeds thereof, shall be distributed among the Holders of Class A Preferred Units and holders of any such Parity Partnership Units ratably in the same proportion as the respective amounts that would be payable on such Class A Preferred Units and any such Parity Partnership Units if all amounts payable thereon were paid in full.

(c) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, after all distributions shall have been made in full to the Holders of Class A Preferred Units and holders of any Parity Partnership Units to enable them to receive their respective liquidation preferences, any Junior Partnership Units shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Class A Preferred Units and any Parity Partnership Units shall not be entitled to share therein.

6. **Redemption by the Partnership.** Class A Preferred Units shall be automatically redeemed, for no consideration, in the following circumstances:

(a) Termination for Cause. In the event of a termination of a Holder's employment with Fortress for Cause, notice of such termination to such Holder by Fortress shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

(b) Voluntary Resignation. If a Holder voluntarily resigns from his or her service to Fortress, such Holder's resignation shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if (i) the Holder executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such resignation, and such release becomes irrevocable, and (ii) any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then, promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(c) Termination without Cause or Due to Death or Disability. In the event of a termination of a Holder's employment by Fortress without Cause or due to death or Disability, the date of such termination shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if the Holder (or his estate, in the case of such Holder's death) executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such termination, death or Disability, and such release becomes irrevocable, then (i) such redemption shall not take effect until after the distribution for the Fiscal Year in which such termination, death or Disability occurred, and (ii) if any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(d) Removal of Participant. If the Compensation Committee removes a Holder from participation in the Plan upon the unanimous vote of the Principals Committee under Section 3 of the Plan, then notice of such removal to such Holder by Fortress, the Compensation Committee or the Partnership shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

From and after the date of redemption of any Class A Preferred Units, such Units will no longer be outstanding, and distributions will cease to accumulate on such Class A Preferred Units.

7. **No Redemption at the Option of the Holder.** The Class A Preferred Units shall not be redeemable at the option of Holders thereof at any time.

8. **Status of reacquired Units.** All Class A Preferred Units that have been issued and reacquired in any manner by the Partnership shall be deemed cancelled and no longer outstanding.

9. **Units Uncertificated.** The ownership of the Class A Preferred Units shall not be evidenced by Certificates of Ownership.

10. **Allocations of Income and Loss; Capital Accounts.** This Section 10 of this Designation shall apply to Class A Preferred Units notwithstanding anything to the contrary in Section 6.1(a) or 6.1(b) of the Agreement (but with regard to the remainder of Article VI of the Agreement). For each taxable year, each holder of Class A Preferred Units shall be allocated items of Partnership income and gain in accordance with the distributions made to such holder pursuant to Section 4 of this Designation. The items of Partnership income and gain allocated to a holder of Class A Preferred Units shall, as closely as possible, match the U.S. federal income tax character of the positive balance in each Distribution Account with respect to which a Holder received a distribution in such taxable year.

11. **Voting Rights.** Except as otherwise required by applicable law or in the Agreement or as set forth in Section 12 of this Designation, the holders of Class A Preferred Units shall have no voting or approval rights with respect to any action to be taken (or not taken) by the General Partner or the Partnership.

12. **Amendment.** The General Partner is authorized to amend this Designation at any time without the consent or approval of any Partners or Holders; provided, however, that if any Class A Preferred Units are outstanding, except as provided in the last sentence of this Section 12, or as provided in Section 15, the affirmative vote or consent of each Holder adversely affected shall be necessary for effecting any amendment of any of the provisions of this Designation that adversely affects the rights or preferences of a Class A Preferred Unit of such Holder. The creation or issuance of any class or series of Partnership Units, including, without limitation, any Partnership Units that may have rights junior to or on a parity with the Class A Preferred Units, will not be deemed to have an adverse effect on the rights or preferences of any Holder of Class A Preferred Units. The General Partner is authorized to amend Schedule A from time to time, without the consent or approval of any Holder or other Partner, to reflect (i) the grant or modification of awards under the Plan made by the Compensation Committee, and (ii) any redemption, repurchase or transfer of a Class A Preferred Unit.

13. **Restrictions on Transfer.** Except as may be determined by the Compensation Committee or set forth in the applicable Award Agreement, the rights of a Holder with respect to Class A Preferred Units shall not be assignable or transferable by the Holder except by will or the laws of intestacy.

14. **Set-Off.** To the extent permitted by Code Section 409A, the Partnership shall have the right to reduce any amount otherwise owed to a Holder with respect to such Holder's Class A Preferred Units by any amounts that are owed by such Holder to Fortress at the time of any distribution hereunder.

15. **Plan Controls.** The Class A Preferred Units shall be issued only pursuant to the Plan. In the event of any inconsistency between this Designation and the Plan, the terms of the Plan shall control. The General Partner is authorized to modify or amend this Designation as it determines to be necessary or desirable from time to time to conform the terms of this Designation to the Plan, as in effect on the date hereof and as it may be modified in the future.

THIRD AMENDMENT
TO THE
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP
OF
FOE II (NEW) LP

THIS THIRD AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF FOE II (NEW) LP (this "Amendment"), is made as of February 27, 2014, by and among FIG Corp., a Delaware corporation, as general partner (the "General Partner"), and the Limited Partners (as defined below). All capitalized terms used in this Amendment but not otherwise defined herein shall have the respective meanings given to them in the Partnership Agreement (as defined below).

WHEREAS, the General Partner and the Limited Partners have entered into an Amended and Restated Agreement of Limited Partnership, dated as of August 21, 2012, as amended by amendments dated as of August 21, 2012 and March 12, 2013 (the "Partnership Agreement"); and

WHEREAS, the General Partner and the Limited Partners desire to amend the Partnership Agreement on the terms set forth herein.

NOW THEREFORE, in consideration of the mutual promises and agreements herein made and intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. Amendment to Section 1.1. The definition of "Presumed Tax Rate" in Section 1.1 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

"Presumed Tax Rate" means the highest effective combined Federal, state and local income tax rate applicable to any of the Partners, taking into account the character of the income, giving effect to the Federal income tax deduction for state and local taxes and applying any other reasonable assumptions that the General Partner, in its discretion, determines in good faith to be appropriate.

2. Amendment to Section 7.3. Section 7.3 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

Section 7.3 Tax Distributions.

(a) Subject to § 17-607 of the Act, the Partnership shall make distributions to each Partner for each calendar quarter ending after the date hereof as follows (such distributions, together with any distributions pursuant to Section 7.3(b) or (c), are referred to herein, collectively, as "Tax Distributions"):

(i) On or before the 10th day following the end of the First Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the First Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(ii) On or before the 10th day following the end of the Second Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Second Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(iii) On or before the 10th day following the end of the Third Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Third Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year; and

(iv) On or before the 10th day following the end of the Fourth Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Fourth Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year.

(b) On or before April 10 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(c) On or before October 30 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(d) Tax Distributions shall be made on the basis of a calendar year regardless of the Fiscal Year used by the Partnership.

(e) Notwithstanding any other provision of this Agreement, Tax Distributions shall be made: (i) to all Partners pro rata in accordance with their Percentage Interests; and (ii) as if each distributee Partner was allocated an amount of income in each quarterly period equal to the product of (x) the highest amount of income allocated to any Partner with respect to his Units, calculated on a per-Unit basis, taking into account any income allocations pursuant to Section 6.2 hereof, multiplied by (y) the amount of Units held by such distributee partner.

(f) If necessary, but subject to Section 17-607 of the Act, the Partnership shall be required to borrow funds in order to make the Tax Distributions required by this Section 7.3.

(g) The determination as to which calendar year any distribution relates shall be made by the General Partner in its reasonable discretion.

3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the principles of conflict of laws thereof.

4. Binding on Successors. This Amendment inures to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

5. Ratification. Except as otherwise expressly modified hereby, the Partnership Agreement shall remain in full force and effect, and all of the terms and provisions of the Partnership Agreement, as herein modified, are hereby ratified and reaffirmed.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned Partners have executed this Amendment as of the date first written above.

GENERAL PARTNER:

FIG CORP.,
a Delaware corporation

By: /s/ David Brooks

Name: David Brooks

Title: Secretary

FIRST AMENDMENT
TO THE
AMENDED AND RESTATED AGREEMENT
OF
LIMITED PARTNERSHIP
OF
PRINCIPAL HOLDINGS I LP

THIS FIRST AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF PRINCIPAL HOLDINGS I LP (this "Amendment"), is made as of August 1, 2008, by and among FIG Asset Co. LLC, a Delaware limited liability company, as general partner (the "General Partner"), and the Limited Partners (as defined below). All capitalized terms used in this Amendment but not otherwise defined herein shall have the respective meanings given to them in the Partnership Agreement (as defined below).

WHEREAS, the General Partner and the Limited Partners entered into an Amended and Restated Agreement of Limited Partnership, dated as of February 1, 2007 (the "Partnership Agreement"); and

WHEREAS, the General Partner and the Limited Partners desire to amend the Partnership Agreement on the terms set forth herein.

NOW THEREFORE, in consideration of the mutual promises and agreements herein made and intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. Amendment of Partnership Agreement. Section 4.4(b) of the Partnership Agreement is hereby amended to read in its entirety as follows:

"(b) The Partnership may make the election under Section 754 of the Code in accordance with applicable regulations thereunder."

2. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the principles of conflict of laws thereof.
3. Ratification. Except as otherwise expressly modified hereby, the Partnership Agreement shall remain in full force and effect, and all of the terms and provisions of the Partnership Agreement, as herein modified, are hereby ratified and reaffirmed.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Amendment is executed and delivered as of the date first written above by the undersigned, being all of the Partners.

GENERAL PARTNER:

FIG ASSET CO. LLC,
a Delaware limited liability company

By: /s/ Randal A. Nardone
Name: Randal A. Nardone
Title: Chief Operating Officer

LIMITED PARTNERS:

/s/ Wesley R. Edens
Wesley R. Edens

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of The Wesley R.
Edens 2007 Annuity Trust

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of The Edens Family
2007 Annuity Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr.

/s/ Michael E. Novogratz
Michael E. Novogratz

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of The Michael
Novogratz 2007 Annuity Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of The Novogratz
2007 Family Annuity Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Manager of MN1 LLC, a
Delaware limited liability company

/s/ Randal A. Nardone
Randal A. Nardone

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of The Randal A.
Nardone 2007 Annuity Trust

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of The Nardone
Family 2007 Annuity Trust #1

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of The Nardone
Family 2007 Annuity Trust #2

ALDEL LLC

By/s/ Robert I. Kauffman
Name: Robert I. Kauffman
Title: Sole Member

SECOND AMENDMENT TO THE AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP OF
PRINCIPAL HOLDINGS I LP

This SECOND AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF PRINCIPAL HOLDINGS I LP, dated as of March 12, 2013 (this “Amendment”), is being executed by FIG Asset Co. LLC, a Delaware limited liability company (the “General Partner”), as the general partner of Principal Holdings I LP, a Delaware limited partnership (the “Partnership”), pursuant to the authority conferred on the General Partner by Section 10.1(a) of the Amended and Restated Agreement of Limited Partnership of Principal Holdings I LP, dated as of February 1, 2007, as amended and/or supplemented from time to time (the “Agreement”). Capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed thereto in the Agreement.

WHEREAS, pursuant to Section 3.2 of the Agreement, the General Partner is authorized to determine the designations, preferences and relative, participating, optional or other special rights, powers and duties of additional Units.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Agreement is hereby amended by the addition of a new exhibit, entitled “Exhibit B,” in the form attached hereto, which shall be attached to and made a part of the Agreement.
2. Except as specifically amended hereby, the terms, covenants, provisions and conditions of the Agreement shall remain unmodified and continue in full force and effect and, except as amended hereby, all of the terms, covenants, provisions and conditions of the Agreement are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

GENERAL PARTNER:

FIG ASSET CO. LLC

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

Signature Page to Amendment of PH LPA

EXHIBIT B

PARTNERSHIP UNIT DESIGNATION OF THE
CLASS A PREFERRED UNITS
OF PRINCIPAL HOLDINGS I LP

DESIGNATION OF THE CLASS A PREFERRED UNITS OF PRINCIPAL HOLDINGS I LP

1. **Number of Units and Designation.** A class of Preferred Units of the Partnership is hereby designated as "*Class A Preferred Units*," and the number of Preferred Units constituting such class shall be one hundred (100).

2. **Definitions.** Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned thereto in the Agreement, as modified by this Designation and the defined terms used herein. For purposes of this Designation, the following terms shall have the respective meanings ascribed below:

"*Agreement*" shall mean the Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of February 1, 2007, as amended, supplemented or restated from time to time.

"*Annual Amount*" shall mean, with respect to each Holder, for any Fiscal Year, the sum, for all Investment Vehicles in which the Holder has a Percentage Interest, of the following: (a) for every Hedge Fund in which such Holder has a Percentage Interest, the product of (i) either (x) if an Existing Hedge Fund, the Promote for such Hedge Fund that is attributable to Existing Hedge Fund AUM for such Fiscal Year, or (y) if not an Existing Hedge Fund, the NOR for such Hedge Fund that is attributable to New Hedge Fund AUM for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Hedge Fund for such Fiscal Year; (b) for every PE Fund in which such Holder has a Percentage Interest, the product of (i) the NOR for such PE Fund for such Fiscal Year, and (ii) such Holder's Percentage Interest in such PE Fund for such Fiscal Year; and (c) for every Castle in which such Holder has a Percentage Interest, the product of (i) either (x) if the Castle raised capital on or prior to January 1, 2012, the excess, if any, of the NOR for such Castle for such Fiscal Year, over the NOR for such Castle for the 2011 Fiscal Year, or (y) if the Castle first raised capital after January 1, 2012, the NOR for such Castle for such Fiscal Year, and (ii) such Holder's Percentage Interest in such Castle for such Fiscal Year; provided, however, that if such Holder's employment with Fortress terminated during such Fiscal Year without Cause or due to death or Disability, then the amount specified in the foregoing clause (b) shall not be included in the computation of the Annual Amount for such Fiscal Year. If the Commencement Date for any Holder's Percentage Interest in any Investment Vehicle is after January 1 in any Fiscal Year, then the Annual Amount attributable to such Investment Vehicle for such Fiscal Year will be prorated for the remaining portion of such Fiscal Year on the basis of a 360-day year. Annual Amounts shall be determined in accordance with the Plan.

"*Award Agreement*" shall have the meaning set forth in the Plan.

"*Castle*" shall have the meaning set forth in the Plan.

"*Class A Liquidating Proceeds*" shall have the meaning set forth in Section 5(a) of this Designation.

"*Class A Preferred Unit*" shall mean a Preferred Unit with the designations, preferences and relative, participating, optional or other special rights, powers and duties set forth in this Designation.

"*Commencement Date*" shall mean, with respect to each Holder's Percentage Interest in any Investment Vehicle, the date on which such Holder is deemed to have acquired such Percentage Interest, as set forth on Schedule A hereto.

"*Company*" shall mean Fortress Investment Group LLC, a Delaware limited liability company.

"*Compensation Committee*" shall have the meaning set forth in the Plan.

"*Designation*" shall mean this Designation of the Class A Preferred Units of the Partnership.

"*Determination Date*" shall mean, for each Fiscal Year, the date on which the Compensation Committee shall make a final determination of the Annual Amounts for such Fiscal Year in accordance with the Plan.

"*Disability*" shall have the meaning set forth in the Plan.

"*Distribution Account*" shall mean a notional account established for each Holder when such Holder first acquires Class A Preferred Units. The initial balance of each Holder's Distribution Account shall be zero, and shall be adjusted thereafter as follows: (a) on each Determination Date, such Holder's Annual Amount for the prior Fiscal Year, if positive, shall be added to the Distribution Account; and (b) on the date of any distribution by the Partnership to such Holder, the amount (if cash) or value (if RSUs or other equity securities) of such distribution shall be deducted from the Distribution Account. For purposes of determining the value of RSUs or Class A Shares of the Company distributed for any Fiscal Year, each RSU or Class A Share shall have a value equal to the average closing price of the Company's Class A Shares over the 20 trading day period ending on the Determination Date for such Fiscal Year. For the avoidance of doubt, if a Holder's Annual Amount for a Fiscal Year is negative, it will not be deducted from such Holder's Distribution Account, but will instead be deducted from such Holder's FOE I Distribution Account.

"*Distribution Payment Date*" shall have the meaning set forth in Section 4(a) of this Designation.

"*Existing Hedge Fund*" shall have the meaning set forth in the Plan.

"*Existing Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*Existing PE Fund*" shall have the meaning set forth in the Plan.

"*FOE I*" shall mean Fortress Operating Entity I LP, a Delaware limited partnership.

"*FOE I Distribution Account*" shall mean, for any Holder who also holds any Class A Preferred Units of FOE I, such Holder's "Distribution Account," as defined in the Designation of the Class A Preferred Units of FOE I.

"*Fortress*" shall mean the Company and its controlled Affiliates.

"*Hedge Fund*" shall have the meaning set forth in the Plan.

"*Holder*" shall mean a holder of a Class B Preferred Unit.

"*Investment Vehicle*" means a Hedge Fund, a PE Fund or a Castle.

"*Junior Partnership Units*" shall have the meaning set forth in Section 3(a) of this Designation.

"*New Hedge Fund AUM*" shall have the meaning set forth in the Plan.

"*New PE AUM*" shall have the meaning set forth in the Plan.

"*NOR*" shall mean, in all cases, applying the principles used for determining "fund management distributable earnings" of Fortress, as disclosed by Fortress on its financial statements publicly filed with the SEC, with respect to a particular Investment Vehicle for a particular Fiscal Year, (a) the amount of the net management fees plus the amount of net incentive fees actually received by the Partnership, as reflected on the Partnership's internal management accounts in respect of the applicable Investment Vehicle with respect to the applicable Fiscal Year (in each case, net of rebates thereof, if any, with respect to investments by Fortress or its affiliates and revenue sharing arrangements), minus (b) the sum of (i) the applicable fund's allocable share of the costs and expenses of the Partnership related to, or incurred for the benefit of, the applicable

Investment Vehicle, including, but not limited to, (A) payroll costs (including salary, benefits and discretionary bonuses), (B) direct expenses (including travel and entertainment expenses and marketing), (C) overhead expenses (including rent), (D) other operating expenses (including reserves), (E) corporate overhead (including corporate functions and the "capital formation group"), (F) fixed asset depreciation, and (G) payments to employees of the Partnership and its Affiliates and third parties under profit-sharing arrangements, and (ii) any taxes (including payroll and employment taxes, but for the avoidance of doubt, excluding any income taxes payable by the Partnership) payable in respect of the amounts set forth in clause (a) or clause (b) above with respect to the applicable Fiscal Year. For the avoidance of doubt, (i) the NOR for any Investment Vehicle may be negative for a Fiscal Year and (ii) clawback obligations on Existing PE Funds shall not be included within the NOR calculation.

"*Parity Partnership Units*" shall have the meaning set forth in Section 3(b) of this Designation.

"*Partnership*" shall mean Principal Holdings I LP, a Delaware limited partnership.

"*PE Fund*" shall have the meaning set forth in the Plan.

"*Percentage Interest*" shall mean, for each Holder and any Investment Vehicle, the percentage specified for such Holder with respect to such Investment Vehicle on Schedule A hereto, which shall be modified from time to time by the General Partner in accordance with Section 12 of this Designation.

"*Plan*" shall mean the Fortress Investment Group LLC Principal Compensation Plan, as amended or supplemented from time to time.

"*Preferred Unit*" shall mean Class A Preferred Units and any other class or series of Units hereafter designated as Preferred Units by the General Partner.

"*Principals Committee*" shall have the meaning set forth in the Plan.

"*Promote*" shall have the meaning set forth in the Plan.

"*RSU*" shall have the meaning set forth in the Plan.

"*Vested Promote Interest*" shall have the meaning set forth in Section 5(a) of this Designation.

3. **Ranking.** Any class or series of Units of the Partnership shall be deemed to rank:

(a) junior to the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, if (i) such class or series of Units shall be Common Units, or (ii) the holders of Class A Preferred Units shall be entitled to receipt of distributions or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of such class or series of Units (the Units referred to in clauses (i) and (ii) of this paragraph (a) being hereinafter referred to, collectively, as "*Junior Partnership Units*"); and

(b) on a parity with the Class A Preferred Units as to the payment of distributions and as to the distribution of assets upon liquidation, dissolution or winding up, whether or not the distribution rates, distribution payment dates or redemption or liquidation prices per unit or other denomination thereof be different from those of the Class A Preferred Units, if the holders of such class or series of Units (collectively, "*Parity Partnership Units*") and the Class A Preferred Units shall be entitled to the receipt of distributions and of amounts distributable upon liquidation, dissolution or winding up in proportion to their respective amounts of accumulated and unpaid distributions per unit or other denomination or liquidation preferences, without preference or priority one over the other.

4. **Distributions.**

(a) Each Holder of Class A Preferred Units will be entitled to receive, when and as declared by the General Partner, an annual distribution equal to the positive balance, if any, in such Holder's Distribution Account. Distributions may be paid in cash, RSUs, Class A Shares of the Company or other equity securities, as determined by the General Partner and in accordance with the Plan and the relevant Award Agreement. Such distributions shall be payable annually on a date (each a "*Distribution Payment Date*") determined by the General Partner that is no earlier than January 31 and no later than March 15 of each year. Distributions will be payable in arrears to holders as they appear on the records of the Partnership at the close of business on the last day of the Fiscal Year immediately preceding the relevant Distribution Payment Date. Class A Preferred Units will not entitle the Holders thereof to receive any distributions in excess of the annual distributions specified herein. No interest, or sum of money in lieu of interest, shall be payable in respect of any distribution payment or payments on the Class A Preferred Units that may be in arrears.

(b) The amount of accumulated and unpaid distributions on any Class A Preferred Unit at any time shall be equal to the balance, if positive, in the Distribution Account related to such Class A Preferred Unit at such time.

(c) When distributions are not paid in full upon the Class A Preferred Units or any Parity Partnership Units, or a sum sufficient for such payment is not set apart, all distributions declared upon the Class A Preferred Units and any Parity Partnership Units shall be declared ratably in proportion to the respective amounts of distributions accumulated and unpaid on the Class A Preferred Units and accumulated and unpaid on such Parity Partnership Units. Except as set forth in the preceding sentence, unless all accumulated and unpaid distributions on the Class A Preferred Units have been or contemporaneously are declared and paid, or declared and a sum sufficient for the payment thereof has been or contemporaneously is set apart for such payment, no distributions shall be declared or paid or set apart for payment by the Partnership with respect to any Parity Partnership Units.

(d) Unless all accumulated and unpaid distributions on the Class A Preferred Units have been declared and paid, or declared and set apart for payment, or all Holders of Class A Preferred Units consent in writing, no distributions (other than distributions paid in Junior Partnership Units or options, warrants or rights to subscribe for or purchase Junior Partnership Units) may be declared or paid or set apart for payment by the Partnership, and no other distribution of cash or other property may be declared or made, directly or indirectly, by the Partnership with respect to any Junior Partnership Units, nor shall any Junior Partnership Units be redeemed, purchased or otherwise acquired for any consideration (or any monies be paid to or made available for a sinking fund for the redemption or repurchase of any such Junior Partnership Units), directly or indirectly, by the Partnership (except by conversion into or exchange for Junior Partnership Units, or options, warrants or rights to subscribe for or purchase Junior Partnership Units), nor shall any other cash or other property be paid or distributed to or for the benefit of holders of Junior Partnership Units.

5. **Liquidation Preference.**

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, before any distribution by the Partnership shall be made to or set apart for the holders of any Junior Partnership Units, to the extent possible and in accordance with Section 9.5 (c) of the Agreement, each Class A Preferred Unit shall entitle the Holder thereof to receive (i) a liquidation preference equal to the amount of accumulated and unpaid distributions thereon (whether or not earned or declared) to and including the date of final distribution to such Holder (the aggregate of such sums for all Holders of Class A Preferred Units is referred to herein as the "*Class A Liquidating Proceeds*"), and (ii) if any portion of such Class A Preferred Unit constitutes a Promote that is vested and does not constitute deferred compensation under Code Section 409A, then such Holder shall also be entitled to receive an interest in the entity that is entitled to receive such Promote, which interest corresponds to the vested portion of such Class A Preferred Unit (a "*Vested Promote Interest*"); provided, however, that such Holders will not be entitled to any further payment in respect of such Class A Preferred Units. Until all Holders of the Class A Preferred Units have been paid the Class A Liquidating Proceeds in full, and all Vested Promote Interests to which they are entitled, no distribution of the Partnership will be made to any holder of Junior Partnership Units upon the liquidation, dissolution or winding up of the Partnership.

(b) If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, the assets of the Partnership, or proceeds thereof, distributable among the holders of Class A Preferred Units and holders of any Parity Partnership Units shall be insufficient to pay in full the Class A Liquidating Proceeds, the Vested Promote Interests to which any Holders are entitled and liquidating payments on any Parity Partnership Units, such assets, or the proceeds thereof, shall be distributed among the Holders of Class A Preferred Units and holders of any such Parity Partnership Units ratably in the same proportion as the respective amounts that would be payable on such Class A Preferred Units and any such Parity Partnership Units if all amounts payable thereon were paid in full.

(c) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Partnership, after all distributions shall have been made in full to the Holders of Class A Preferred Units and holders of any Parity Partnership Units to enable them to receive their respective liquidation preferences, any Junior Partnership Units shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Class A Preferred Units and any Parity Partnership Units shall not be entitled to share therein.

6. **Redemption by the Partnership.** Class A Preferred Units shall be automatically redeemed, for no consideration, in the following circumstances:

(a) Termination for Cause. In the event of a termination of a Holder's employment with Fortress for Cause, notice of such termination to such Holder by Fortress shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

(b) Voluntary Resignation. If a Holder voluntarily resigns from his or her service to Fortress, such Holder's resignation shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if (i) the Holder executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such resignation, and such release becomes irrevocable, and (ii) any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then, promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(c) Termination without Cause or Due to Death or Disability. In the event of a termination of a Holder's employment by Fortress without Cause or due to death or Disability, the date of such termination shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units; provided, however, that if the Holder (or his estate, in the case of such Holder's death) executes a general release of claims, in the form customarily used by Fortress, within forty-five (45) days following such termination, death or Disability, and such release becomes irrevocable, then (i) such redemption shall not take effect until after the distribution for the Fiscal Year in which such termination, death or Disability occurred, and (ii) if any portion of such Holder's Class A Preferred Units constitutes a Promote that is vested, and does not constitute deferred compensation under Code Section 409A, then promptly after such redemption, the Partnership shall cause to be issued or assigned to such Holder a Vested Promote Interest which corresponds to the vested portion of the Holder's Class A Preferred Units. The Partnership may defer any payment otherwise due hereunder with respect to such Holder's Class A Preferred Units until a determination has been made as to whether or not such proviso applies.

(d) Removal of Participant. If the Compensation Committee removes a Holder from participation in the Plan upon the unanimous vote of the Principals Committee under Section 3 of the Plan, then notice of such removal to such Holder by Fortress, the Compensation Committee or the Partnership shall automatically effect an immediate redemption, for no consideration, of all of such Holder's Class A Preferred Units.

From and after the date of redemption of any Class A Preferred Units, such Units will no longer be outstanding, and distributions will cease to accumulate on such Class A Preferred Units.

7. **No Redemption at the Option of the Holder.** The Class A Preferred Units shall not be redeemable at the option of Holders thereof at any time.

8. **Status of reacquired Units.** All Class A Preferred Units that have been issued and reacquired in any manner by the Partnership shall be deemed cancelled and no longer outstanding.

9. **Units Uncertificated.** The ownership of the Class A Preferred Units shall not be evidenced by Certificates of Ownership.

10. **Allocations of Income and Loss; Capital Accounts.** This Section 10 of this Designation shall apply to Class A Preferred Units notwithstanding anything to the contrary in Section 6.1(a) or 6.1(b) of the Agreement (but with regard to the remainder of Article VI of the Agreement). For each taxable year, each holder of Class A Preferred Units shall be allocated items of Partnership income and gain in accordance with the distributions made to such holder pursuant to Section 4 of this Designation. The items of Partnership income and gain allocated to a holder of Class A Preferred Units shall, as closely as possible, match the U.S. federal income tax character of the positive balance in each Distribution Account with respect to which a Holder received a distribution in such taxable year.

11. **Voting Rights.** Except as otherwise required by applicable law or in the Agreement or as set forth in Section 12 of this Designation, the holders of Class A Preferred Units shall have no voting or approval rights with respect to any action to be taken (or not taken) by the General Partner or the Partnership.

12. **Amendment.** The General Partner is authorized to amend this Designation at any time without the consent or approval of any Partners or Holders; provided, however, that if any Class A Preferred Units are outstanding, except as provided in the last sentence of this Section 12, or as provided in Section 15, the affirmative vote or consent of each Holder adversely affected shall be necessary for effecting any amendment of any of the provisions of this Designation that adversely affects the rights or preferences of a Class A Preferred Unit of such Holder. The creation or issuance of any class or series of Partnership Units, including, without limitation, any Partnership Units that may have rights junior to or on a parity with the Class A Preferred Units, will not be deemed to have an adverse effect on the rights or preferences of any Holder of Class A Preferred Units. The General Partner is authorized to amend Schedule A from time to time, without the consent or approval of any Holder or other Partner, to reflect (i) the grant or modification of awards under the Plan made by the Compensation Committee, and (ii) any redemption, repurchase or transfer of a Class A Preferred Unit.

13. **Restrictions on Transfer.** Except as may be determined by the Compensation Committee or set forth in the applicable Award Agreement, the rights of a Holder with respect to Class A Preferred Units shall not be assignable or transferable by the Holder except by will or the laws of intestacy.

14. **Set-Off.** To the extent permitted by Code Section 409A, the Partnership shall have the right to reduce any amount otherwise owed to a Holder with respect to such Holder's Class A Preferred Units by any amounts that are owed by such Holder to Fortress at the time of any distribution hereunder.

15. **Plan Controls.** The Class A Preferred Units shall be issued only pursuant to the Plan. In the event of any inconsistency between this Designation and the Plan, the terms of the Plan shall control. The General Partner is authorized to modify or amend this Designation as it determines to be necessary or desirable from time to time to conform the terms of this Designation to the Plan, as in effect on the date hereof and as it may be modified in the future.

THIRD AMENDMENT
TO THE
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP
OF
PRINCIPAL HOLDINGS I LP

THIS THIRD AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF PRINCIPAL HOLDINGS I LP (this "Amendment"), is made as of February 27, 2014, by and among FIG Asset Co. LLC, a Delaware limited liability company, as general partner (the "General Partner"), and the Limited Partners (as defined below). All capitalized terms used in this Amendment but not otherwise defined herein shall have the respective meanings given to them in the Partnership Agreement (as defined below).

WHEREAS, the General Partner and the Limited Partners have entered into an Amended and Restated Agreement of Limited Partnership, dated as of February 1, 2007, as amended by amendments thereto, dated as of August 2008 and March 2013 (the "Partnership Agreement"); and

WHEREAS, the General Partner and the Limited Partners desire to amend the Partnership Agreement on the terms set forth herein.

NOW THEREFORE, in consideration of the mutual promises and agreements herein made and intending to be legally bound hereby, the parties hereto hereby agree as follows:

1. Amendment to Section 1.1. The definition of "Presumed Tax Rate" in Section 1.1 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

"Presumed Tax Rate" means the highest effective combined Federal, state and local income tax rate applicable to any of the Partners, taking into account the character of the income, giving effect to the Federal income tax deduction for state and local taxes and applying any other reasonable assumptions that the General Partner, in its discretion, determines in good faith to be appropriate.

2. Amendment to Section 7.3. Section 7.3 of the Partnership Agreement is hereby amended and restated to read in its entirety as follows:

Section 7.3 Tax Distributions.

(a) Subject to § 17-607 of the Act and Section 7.3(g), the Partnership shall make distributions to each Partner for each calendar quarter ending after the date hereof as follows (such distributions, together with any distributions pursuant to Section 7.3(b), (c) or (g), are referred to herein, collectively, as "Tax Distributions"):

(i) On or before the 10th day following the end of the First Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the First Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(ii) On or before the 10th day following the end of the Second Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the

Second Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year;

(iii) On or before the 10th day following the end of the Third Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Third Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year; and

(iv) On or before the 10th day following the end of the Fourth Quarterly Period of each calendar year, an amount equal to such Partner's Presumed Tax Liability for the Fourth Quarterly Period, less the aggregate amount of Prior Distributions previously made to such Partner that relate to such calendar year.

(b) Subject to Section 7.3(g), on or before April 10 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(c) Subject to Section 7.3(g), on or before October 30 of each calendar year, if the General Partner determines in its sole discretion that all Prior Distributions made with respect to the immediately preceding calendar year are insufficient to satisfy the Partners' Presumed Tax Liability for such immediately preceding calendar year, the Partnership shall make an additional Tax Distribution to each Partner in an amount that the General Partner determines in its reasonable discretion will be sufficient to allow each Partner to satisfy his or her Presumed Tax Liability for the immediately preceding calendar year.

(d) Tax Distributions shall be made on the basis of a calendar year regardless of the Fiscal Year used by the Partnership.

(e) Notwithstanding any other provision of this Agreement, Tax Distributions shall be made: (i) to all Partners pro rata in accordance with their Percentage Interests; and (ii) as if each distributee Partner was allocated an amount of income in each quarterly period equal to the product of (x) the highest amount of income allocated to any Partner with respect to his Units, calculated on a per-Unit basis, taking into account any income allocations pursuant to Section 6.2 hereof, multiplied by (y) the amount of Units held by such distributee partner.

(f) If necessary, but subject to Section 17-607 of the Act, the Partnership shall be required to borrow funds in order to make the Tax Distributions required by this Section 7.3.

(g) For purposes of determining any Tax Distributions hereunder, the General Partner may calculate a Partner's Presumed Tax Liability with respect to all Fortress Operating Group Entities on an aggregate basis and calculate the amount of any Tax Distributions hereunder on a collective basis with similar distributions paid by the other Fortress Operating Group Entities to cover such tax liabilities for the relevant calendar year; provided, that (i) all Fortress Operating Group Entities pay Tax Distributions for that calendar year that are calculated on the same collective basis and (ii) the Tax Distributions paid by all of the Fortress Operating Group Entities when calculated on such an aggregate basis shall not exceed the sum of the Tax Distributions that would be paid by each of

the Fortress Operating Group Entities if the Partner's Presumed Tax Liability was calculated separately for each Fortress Operating Group Entity (without regard to this Section 7.3(g)); provided, further, that for purposes of this Section 7.3(g) only, all references to the Fortress Operating Group Entities shall be deemed to exclude FOE II (New) LP.

(h) The determination as to which calendar year any distribution relates shall be made by the General Partner in its reasonable discretion.

3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the principles of conflict of laws thereof.

4. Binding on Successors. This Amendment inures to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

5. Ratification. Except as otherwise expressly modified hereby, the Partnership Agreement shall remain in full force and effect, and all of the terms and provisions of the Partnership Agreement, as herein modified, are hereby ratified and reaffirmed.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned Partners have executed this Amendment as of the date first written above.

GENERAL PARTNER:

FIG ASSET CO. LLC,
a Delaware limited liability company

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

LIMITED PARTNERS:

/s/ Wesley R. Edens
Wesley R. Edens

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2011 GRAT Family Trust

/s/ Jay Levine
Jay Levine, as Trustee of
The Wesley R. Edens 2011 GRAT Family Trust

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2012 Annuity Trust

/s/ Wesley R. Edens
Wesley R. Edens, as Trustee of
The Wesley R. Edens 2013 Annuity Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr.

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee
of The 2012 Briger GST Trust

/s/ Devon Briger
Devon Briger, as Trustee
of The 2012 Briger GST Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Matthew Harrison Briger
Matthew Harrison Briger, as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Christine Tanona
Christine Tanona, as Trustee of
The Peter L. Briger, Jr. 2010 GRAT Family Trust

/s/ Peter L. Briger, Jr.
Peter L. Briger, Jr., as Trustee of
The Peter L. Briger, Jr. 2008 GRAT Family Trust

/s/ Matthew Harrison Briger
Matthew Harrison Briger, as Trustee of
The Peter L. Briger, Jr. 2008 GRAT Family Trust

WAINSCOTT HOLDINGS, LLC

By: /s/ Peter L. Briger, Jr.
Peter L. Briger, Jr.
Sole Member

[Signature Page to Third Amendment to A&R Agreement of Limited Partnership of PH I LP]

/s/ Michael E. Novogratz
Michael E. Novogratz

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee
of The 2012 Novogratz GST Trust

/s/ Sukey Novogratz
Sukey Novogratz, as Trustee
of The 2012 Novogratz GST Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Novogratz Family 2009 GRAT Family Trust

/s/ David Barry
David Barry, as Trustee of
The Novogratz Family 2009 GRAT Family Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ Sukey Novogratz
Sukey Novogratz, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ David Barry
David Barry, as Trustee of
The Michael Novogratz 2008 GRAT Family Trust

/s/ Michael E. Novogratz
Michael E. Novogratz, as Trustee of
The Novogratz Family 2008 GRAT Family Trust

[Signature Page to Third Amendment to A&R Agreement of Limited Partnership of PH I LP]

/s/ David Barry
David Barry, as Trustee of
The Novogratz Family 2008 GRAT Family Trust

[Signature Page to Third Amendment to A&R Agreement of Limited Partnership of PH I LP]

/s/ Randal A. Nardone
Randal A. Nardone

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2011 Annuity Trust #1

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
Randal A. Nardone 2011 GRAT #2 Family Trust

/s/ Melani Nardone
Melani Nardone, as Trustee of
Randal A. Nardone 2011 GRAT #2 Family Trust

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2012 Annuity Trust #1

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
The Randal A. Nardone 2012 Annuity Trust #2

/s/ Randal A. Nardone
Randal A. Nardone, as Trustee of
Randal A. Nardone 2013 Annuity Trust

FIRST AMENDMENT TO CREDIT AGREEMENT, CONSENT AND WAIVER

This FIRST AMENDMENT TO CREDIT AGREEMENT, CONSENT AND WAIVER (this "Amendment") is entered into and effective as of January 29, 2014 among FIG LLC, a Delaware limited liability company (the "Borrower"), certain Subsidiaries and Affiliates of the Borrower (the "Guarantors"), the Lenders party hereto and BANK OF AMERICA, N.A., as Administrative Agent (the "Administrative Agent"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Credit Agreement (as defined below).

RECITALS

WHEREAS, the Borrower, the Guarantors, the Lenders and the Administrative Agent are party to that certain Credit Agreement dated as of February 26, 2013 (as amended and modified from time to time, the "Credit Agreement");

WHEREAS, certain of the Loan Parties and their Subsidiaries propose to enter into and consummate the transactions described on Exhibit A hereto (together with such other transactions reasonably necessary or desirable to consummate the foregoing (the "ALCO Transaction");

WHEREAS, the Borrower has requested that the Lenders agree to certain amendments to the Credit Agreement, consent to the ALCO Transaction and waive any Default or Event of Default resulting therefrom; and

WHEREAS, the Required Lenders are willing to agree to such amendments, consent and waiver, subject to the terms and conditions as more fully set forth below.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. Amendments to Credit Agreement. Subject to the satisfaction of the applicable conditions precedent set forth in Section 3 below, from and after the date hereof, the Credit Agreement is hereby amended as follows:

(a) The following new definitions are hereby added to Section 1.01 of the Credit Agreement in the appropriate alphabetical order:

"Affiliated Alternative Asset Business" means a business that generates annual Management Fees but with respect to which the Loan Parties and their Subsidiaries hold less than a majority of the total issued and outstanding Equity Interest of the Person directly or indirectly managing such business.

"First Amendment" means that certain First Amendment to Credit Agreement, Consent and Waiver, dated as of the First Amendment Effective Date, by and among the

Borrower, the other Loan Parties party thereto, the Lenders party thereto and the Administrative Agent.

“First Amendment Effective Date” means January 29, 2014.

“LPA Amendment Effective Date” means the date upon which the Borrower has delivered to the Administrative Agent fully-executed copies of the amendments to each of the limited partnership agreements of FOE I and Principal Holdings in the forms attached to the First Amendment as Exhibit B thereto.

“TK Entity” means a Subsidiary of a Loan Party (without giving effect to the last sentence in the definition of Subsidiary) substantially all of whose assets are subject to a TK Agreement.

“TK Parent” means a Subsidiary of a Loan Party (without giving effect to the last sentence in the definition of Subsidiary) who is the direct owner of a TK Entity.

(b) The definition of “EBITDA” in Section 1.01 of the Credit Agreement is hereby amended by (i) deleting the period at the end of clause (j) thereof and replacing it with “; plus” and (ii) inserting the following new clause (k) immediately after clause (j) thereof:

(k) with respect to any Affiliated Alternative Asset Business of such Person, the lesser of (A) (x) the EBITDA (if positive) of such Affiliated Alternative Asset Business (calculated in the same manner as set forth in this definition of EBITDA) multiplied by (y) the profit percentage of such Person in such Affiliated Alternative Asset Business and (B) the actual cash received by such Person from such Affiliated Alternative Asset Business in respect of the period for which EBITDA is calculated (provided that the Borrower can designate cash received from the end of the applicable period to the date at least 10 days prior to the delivery of the applicable Quarterly Financial Compliance Certificate pursuant to Section 7.02(b) for such period to have been effectively received in the most recently ended fiscal quarter); provided that the amount of EBITDA from all Affiliated Alternative Asset Businesses cannot exceed 10% of aggregate Consolidated EBITDA during any period.

(c) The definition of “Exchange Loan” in Section 1.01 of the Credit Agreement is hereby amended by deleting the words “*the Principals of*” set forth therein and substituting the words “*any Person owning*” in replacement therefor.

(d) Section 1.01 of the Credit Agreement is hereby amended by deleting the definitions of “GK Entity” and “GK Parent”.

(e) Clause (ii) of the definition of “Incentive Income Adjustment” in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

(ii) for all Fortress Funds (other than Private Equity Funds) and for Affiliated Alternative Asset Businesses, (x) incentive income on an accrual basis as if such incentive income from such funds and businesses were payable on a quarterly basis minus (y) incentive income recorded in accordance with GAAP.

(f) The definition of “Management Agreements” in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

“Management Agreements” means all agreements and Organization Documents that set forth Management Fees therein to which a Loan Party or a Subsidiary is a party (including any such agreements with or Organization Documents of any Affiliated Alternative Assets Business), as more fully set forth on Schedule 6.18.

(g) The definition of “Management Fee Earning Assets” in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

“Management Fee Earning Assets” means the sum of (a) in connection with a Traditional Asset Business, 33% of all assets subject to a Management Agreement in which a Loan Party, directly or indirectly, earns Management Fees, (b) in connection with an Alternative Asset Business, 100% of all assets subject to a Management Agreement in which a Loan Party, directly or indirectly, earns Management Fees and (c) in connection with Investments in an Affiliated Alternative Asset Business, a percentage of all assets subject to a Management Agreement in which a Loan Party, directly or indirectly, earns Management Fees, such percentage to be based on the lowest profit share to be earned by such Loan Party during the next twelve months; provided that assets of a Fortress Fund shall not be considered to be Management Fee Earning Assets if an event occurs that causes such Fortress Fund to (or a public announcement is made that such Fortress Fund will) terminate, dissolve, liquidate or wind up, or begin process of same, other than (x) a scheduled orderly unwinding of a Private Equity Fund or (y) a Permitted Fund Termination.

(h) The definition of “Permitted Tax Distributions” in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

“Permitted Tax Distribution” means all Tax Distributions (as such term is defined, on the LPA Amendment Effective Date, in a Top Tier Guarantor’s partnership agreement (as amended) or with respect to Top Tier Guarantors created after the LPA Amendment Effective Date, in a manner consistent with such existing Top Tier Guarantor’s partnership agreements (as amended)).

(i) Section 7.12(v) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(v) a TK Parent.

(j) Section 8.01(q) of the Credit Agreement is hereby amended by (i) deleting the words “*Liens incurred with respect to*” set forth therein and substituting the words “*Liens on*” in replacement therefor and (ii) deleting the words “*GK Entity*” set forth therein and substituting the words “*TK Entity*” in replacement therefor.

(k) Section 8.01(v) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(v) *Liens not otherwise permitted by this Section 8.01 securing Indebtedness or other obligations not prohibited from being incurred hereunder not to exceed an aggregate amount of \$35,000,000 at any one time; provided that for the purposes of this Section 8.01*

(v), the amount of any Lien shall be calculated to be the lower of (i) the amount of Indebtedness or other obligations secured by such Lien and (ii) the value of the assets subject to such Lien at the time such Lien is granted.

(l) Section 8.02(m) of the Credit Agreement is hereby amended by deleting the words “GK Entity” set forth therein and substituting the words “TK Entity” in replacement therefor.

(m) Section 8.04(b) of the Credit Agreement is hereby amended by inserting the words “(if fair market value of the assets subject to such Disposition is greater than zero)” immediately after the words “cash and/or Cash Equivalents” in clause (i) thereof.

(n) The first sentence of Section 8.07 of the Credit Agreement is hereby amended by (i) deleting the words “GK Entity” set forth in clause (h) thereof and substituting the words “TK Entity” in replacement therefor; (ii) deleting the word “and” after clause (h) thereof and (iii) inserting the following at the end of clause (i) thereof:

, (j) payments in the ordinary course of business by a Loan Party on behalf of any Subsidiary or Fortress Fund which are reimbursed by such Subsidiary or Fortress Fund within a reasonable period of time not to exceed 90 days and (k) entering into any Management Agreement and transactions in accordance with the terms of any Management Agreement.

2. Consent and Waiver under Credit Agreement. Pursuant to Section 11.01 of the Credit Agreement, the Required Lenders hereby consent to the consummation of the ALCO Transaction and the performance by the relevant Loan Parties and their Subsidiaries of their respective obligations under the ALCO Transaction. Notwithstanding anything to the contrary in any Loan Document, the Required Lenders hereby agree that neither the consummation of the ALCO Transaction nor the performance by the relevant Loan Parties and their Subsidiaries of their respective obligations under the ALCO Transaction will constitute or result in any Default or Event of Default. The Administrative Agent hereby acknowledges such consent and agreement by the Required Lenders.

3. Effectiveness; Conditions Precedent. This Amendment (other than the amendment set forth in Section 1(h) hereof) shall be effective as of the date hereof upon satisfaction of the conditions set forth in Sections 3(a), 3(b) and 3(d) below. The amendment set forth in Section 1(h) hereof shall become effective upon the satisfaction of the condition set forth in Section 3(c) hereof and each of the other conditions set forth in this Section 3.

(a) Receipt by the Administrative Agent of copies of this Amendment duly executed by the Borrower, the Guarantors and the Required Lenders;

(b) Receipt by the Administrative Agent of a Compliance Certificate signed by a Responsible Officer of the Borrower giving pro forma effect to the ALCO Transaction as of September 30, 2013 (as if the ALCO Transaction had been consummated on such date), calculated after giving effect to this Amendment;

(c) Receipt by the Administrative Agent of executed copies of amendments to the limited partnership agreements of FOE I and Principal Holdings in substantially the forms attached hereto as Exhibit B; and

(d) Payment by the Borrower of all fees and expenses then due and payable.

4. Ratification of Credit Agreement. The term “Credit Agreement” as used in each of the Loan Documents shall hereafter mean the Credit Agreement as amended, waived and modified by this Amendment. Except as herein specifically agreed, the Credit Agreement, as amended, waived and modified by this Amendment, is hereby ratified and confirmed and shall remain in full force and effect according to its terms. Each of the Loan Parties acknowledges and consents to the amendments and modifications set forth herein and agrees that this Amendment does not impair, reduce or limit any of its obligations under the Loan Documents (including, without limitation, the indemnity obligations and guaranty obligations set forth therein) and that, after the date hereof, this Amendment shall constitute a Loan Document.

5. Authority/Enforceability. Each of the Loan Parties represents and warrants as follows:

(a) It has taken all necessary action to authorize the execution, delivery and performance of this Amendment.

(b) This Amendment has been duly executed and delivered by such Person and constitutes such Person’s legal, valid and binding obligations, enforceable in accordance with its terms, except as such enforceability may be subject to (i) bankruptcy, insolvency, reorganization, fraudulent conveyance or transfer, moratorium or similar laws affecting creditors’ rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding at law or in equity).

(c) No consent, approval, authorization or order of, or filing, registration or qualification with, any court or governmental authority or third party is required in connection with the execution, delivery or performance by such Person of this Amendment.

(d) The execution and delivery of this Amendment does not (i) violate, contravene or conflict with any provision of its, or its Subsidiaries’ organizational documents or (ii) materially violate, contravene or conflict with any Requirement of Law or any other law, regulation, order, writ, judgment, injunction, decree or permit applicable to it or any of its Subsidiaries.

6. Representations and Warranties of the Loan Parties. The Loan Parties represent and warrant to the Administrative Agent and the Lenders that (a) the representations and warranties of the Loan Parties set forth in Article VI of the Credit Agreement are true and correct in all material respects as of the date hereof (except to the extent a representation and warranty specifically refers to an earlier date and then as of such earlier date), (b) after giving effect to this Amendment, no event has occurred and is continuing which constitutes a Default or an Event of Default and (c) the Collateral Documents continue to create a valid perfected security interest in the Collateral prior to all Liens other than Permitted Liens.

7. Counterparts/Telecopy. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. Delivery of executed counterparts of this Amendment by telecopy or electronic transmission of a “PDF” copy shall be effective as an original and shall constitute a representation that an original shall be delivered promptly upon request.

8. GOVERNING LAW. THIS AMENDMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

BORROWER:

FIG LLC,
a Delaware limited liability company

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

GUARANTORS:

FORTRESS OPERATING ENTITY I LP,
a Delaware limited partnership
By: FIG Corp, its General Partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

PRINCIPAL HOLDINGS I LP,
a Delaware limited partnership
By: FIG Asset Co. LLC, its General Partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS PRINCIPAL INVESTMENT HOLDINGS LLC,
a Delaware limited liability company

By: /s/ David N. Brooks
Name: David N. Brooks
Title: General Counsel

FORTRESS PRINCIPAL INVESTMENT GROUP LLC,
a Delaware limited liability company

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

**FORTRESS PRINCIPAL INVESTMENT HOLDINGS IV
LLC,**

a Delaware limited liability company

By: /s/ David N. Brooks

Name: David N. Brooks

Title: General Counsel

FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC,

a Delaware limited liability company

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FIG PARTNERS POOL (A) LLC,

a Delaware limited liability company

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

FIG PARTNERS POOL (P2) LLC,

a Delaware limited liability company

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

ADMINISTRATIVE AGENT: BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Darleen R. Parmelee
Name: Darleen R. Parmelee
Title: Vice President

LENDERS:

BANK OF AMERICA, N.A.,
as a Lender and L/C Issuer

By: /s/ Dominic Malleo
Name: Dominic Malleo
Title: Director

LENDERS:

BARCLAYS BANK PLC,
as a Lender

By: /s/ Noam Azachi
Name: Noam Azachi
Title: Vice President

LENDERS:

CITIBANK N.A.,

as a Lender

By: /s/ Dane Graham

Name: Dane Graham

Title: Director

LENDERS:

CREDIT SUISSE AG, Cayman Islands Branch,

as a Lender

By: /s/ Doreen Barr
Name: Doreen Barr
Title: Authorized Signatory

By: /s/ Alex Verdone
Name: Alex Verdone
Title: Authorized Signatory

LENDERS:

DEUTSCHE BANK AG NEW YORK BRANCH,

as a Lender

By: /s/ Kirk L. Tashjian
Name: Kirk L. Tashjian
Title: Vice President

By: /s/ Peter Cucchiara
Name: Peter Cucchiara
Title: Vice President

LENDERS:

GOLDMAN SACHS BANK USA,

as a Lender

By: /s/ Michelle Latzoni

Name: Michelle Latzoni

Title: Authorized Signatory

LENDERS:

MORGAN STANLEY BANK, N.A.,

as a Lender

By: /s/ Harry Comminellis

Name: Harry Comminellis

Title: Authorized Signatory

LENDERS:

WELLS FARGO BANK, N.A.,

as a Lender

By: /s/ Rosy Cohen

Name: Rosy Cohen

Title: Managing Director

EXHIBIT A

Summary of Proposed ALCO Transaction

The transfer of Fortress Asia Macro GP LLC and Fortress Asia Macro Advisors LLC to Adam Levinson (or one or more entities controlled by Adam Levinson) as more fully described in the materials provided to the Lenders dated January 22, 2014 and the payment of fees, costs and expenses in connection therewith.

EXHIBIT B

Amendments to Limited Partnership Agreements

Filed as Exhibits 10.10, 10.14 and 10.18 to Fortress Investment Group LLC's Annual Report on Form 10-K (File No. 001-33294) for the year ended December 31, 2013 filed with the SEC on February 27, 2014.

Exhibit 21.1

FORTRESS INVESTMENT GROUP LLC SUBSIDIARIES

Subsidiary	Jurisdiction of Incorporation/Organization
FIG Corp	Delaware
FIG Asset Co. LLC	Delaware
Fortress Operating Entity I LP	Delaware
Principal Holdings I LP	Delaware
Fortress Investment Holdings II LLC	Delaware
FIG Partners Pool (A) LLC	Delaware
FIG Partners Pool (P2) LLC	Delaware
Fortress Principal Investment Holdings LLC	Delaware
FIG LLC	Delaware
Fortress Canada Management Trust	Delaware
Fortress Canada Investment Corp.	Canada
Fortress Principal Investment Holdings IV LLC	Delaware
Drawbridge Special Opportunities GP LLC	Delaware
Fortress Partners GP LLC	Delaware
Fortress Partners Advisors LLC	Delaware
Drawbridge Real Assets GP LLC	Delaware
Drawbridge LDVF Patent GP LLC	Delaware
Drawbridge Long Dated Value III GP LLC	Delaware
FCO Fund GP LLC	Delaware
Fortress Investment Group Germany GmbH	Germany
Fortress Drive Asset Manager LLC	Delaware
FIG Italia S.r.l.	Italy
Fortress Investment Group (Australia) Pty. Ltd.	Australia
Fortress Germany Asset Management GmbH	Germany
FIG HCRS LLC	Delaware
DBSO Japan Holdings LLC	Delaware
Fortress Real Estate (Asia) GK f/k/a Fortress Investment Group Asia GK f/k/a Fortress Asia Realty GK	Japan
Fortress CDO Advisors LLC *process of dissolution	Delaware
Fortress Investment Group (UK) Ltd.	England and Wales
Drawbridge (UK) LLP	England and Wales
Fortress Investment Group (Hong Kong) LLC	Delaware
Fortress Credit Corp.	Delaware
Fortress Realty Management GP LLC	Delaware
Drawbridge (Suisse) S.a.r.l.	Switzerland
Fortress Fund MM LLC	Delaware
Fortress Fund MM II LLC	Delaware
FIG Advisors LLC	Delaware
Fortress Credit Opportunities Advisors LLC	Delaware
Drawbridge Special Opportunities Advisors LLC	Delaware
Drawbridge Global Macro Advisors LLC	Delaware
Drawbridge Long Dated Value Advisors LLC	Delaware
Drawbridge Real Assets Advisors LLC	Delaware
KDC I LLC	Delaware
KDC SM Corp.	Delaware
Drawbridge LDVF Patent Advisors LLC	Delaware
Fortress Fund IV GP Holdings Ltd.	Cayman Islands

Subsidiary	Jurisdiction of Incorporation/Organization
Fortress Fund IV GP L.P.	Cayman Islands
RIC Coinvestment Fund GP LLC	Delaware
Fortress IW Coinvestment Fund GP Holdings Ltd.	Cayman Islands
Fortress IW Coinvestment Fund GP L.P.	Cayman Islands
Fortress Fund V GP Holdings Ltd.	Cayman Islands
Fortress Fund V GP L.P.	Cayman Islands
Fortress Principal Investment Group LLC	Delaware
FRID GP Holdings Ltd.	Cayman Islands
Fortress Residential Investment Deutschland GP L.P.	Cayman Islands
Fortress Investment Fund GP (Holdings) LLC	Delaware
Fortress Fund III GP LLC	Delaware
Fortress Partners Offshore Master GP LLC	Delaware
Drawbridge Long Dated Value GP LLC	Delaware
Drawbridge Long Dated Value II GP LLC	Delaware
Drawbridge Global Macro GP LLC	Delaware
Fortress Oldcastle S.L.P. LLC	Delaware
FIG Promote Holdings LLC	Delaware
Fortress Commodities GP Ltd.	Cayman Islands
Fortress (GAGACQ) Cayman Ltd.	Cayman Islands
DBGM Associates LLC	Delaware
Fortress Holiday Investment Fund GP LLC	Delaware
Fortress Fund V GP (BCF) Holdings Ltd.	Cayman Islands
Fortress Fund V GP (BCF) L.P.	Cayman Islands
Fortress Florida Coinvestment Fund GP LLC	Delaware
Fortress Mortgage Opportunities Associates LLC	Delaware
FIG China Holdings LLC	Delaware
Fortress Asia Realty Management LLC	Delaware
Fortress Mortgage Opportunities Advisors LLC	Delaware
FIG (Mauritius) LLC	Delaware
Fortress Asia Realty Holdings LLC	Delaware
Fortress Capital Formation LLC f/k/a Fortress Securities LLC	Delaware
Drawbridge Special Opportunities Offshore GP LLC	Delaware
Hybrid GP Holdings LLC	Delaware
DBGM Onshore GP LLC	Delaware
FIG HK (HongKong) Limited	Hong Kong
FCO MA GP LLC	Delaware
Fortress Credit Opportunities MA Advisors LLC	Delaware
Fox Lake Pharma MM LLC	Delaware
FPM Deutschland GmbH	Germany
Fortress Investment Consulting (Shanghai) Co. Ltd	China
Fortress Asia Realty GP LLC	Delaware
Fortress IW Coinvestment Fund (B,C,G) L.P.	Cayman Islands
Fortress Fund IV (B,C,F,G) L.P.	Cayman Islands
Fortress Mortgage Opportunities GP Series 1 LLC	Delaware
Fortress Mortgage Opportunities GP Series 2 LLC	Delaware
Fortress Mortgage Opportunities GP Series 3 LLC	Delaware

Subsidiary	Jurisdiction of Incorporation/Organization
Fortress Macro Advisors LLC	Delaware
Fortress Macro GP LLC	Delaware
Fortress Macro Master GP LLC	Delaware
Fortress Japan Opportunity Domestic GP LLC	Delaware
Fortress Japan Opportunity Management LLC	Delaware
Fortress Japan Opportunity GP LLC	Delaware
Fortress VRF Advisors I LLC	Delaware
Fortress VRF I LLC	Delaware
Yama Holdings I LLC	Delaware
Yama Holdings II LLC	Delaware
FCO Fund II GP LLC	Delaware
Fortress Commodities MA I GP LLC	Delaware
FM Falstaff Advisors LLC	Delaware
Fortress Net Lease Advisors LLC	Delaware
Kawa Holdings I LLC	Delaware
Kawa Holdings II LLC	Delaware
Fortress Finance Co LLC	Delaware
Fortress Special Opportunities I GP LLC	Delaware
Fortress Special Opportunities Advisors LLC	Delaware
Sora Holdings I LLC	Delaware
Sora Holdings II LLC	Delaware
Fortress Asset Management GP LLC	Delaware
Fortress Asset Management LLC	Delaware
Tani Holdings I LLC	Delaware
Tani Holdings II LLC	Delaware
Tatsu Holdings I LLC	Delaware
Tatsu Holdings II LLC	Delaware
Fortress Global Opportunities (YEN) Advisors LLC (f/k/a Fortress Credit Opportunities (YEN) Advisors LLC)	Delaware
FGO (YEN) GP LLC (f/k/a FCO YEN GP LLC)	Delaware
Fortress Credit Opportunity MA II Advisors LLC (f/ka FCO MA II Advisors LLC)	Delaware
FCO MA LSS Advisors LLC	Delaware
Fortress Investment Group (Singapore) Pte. Ltd.	Singapore
PE Advisors LLC	Delaware
Kiro Holdings I LLC	Delaware
Kiro Holdings II LLC	Delaware
Kuro Holdings I LLC	Delaware
Kuro Holdings II LLC	Delaware
Mizu Holdings I LLC	Delaware
Mizu Holdings II LLC	Delaware
Midori Holdings I LLC	Delaware
Midori Holdings II LLC	Delaware
Shiro Holdings I LLC	Delaware
Shiro Holdings II LLC	Delaware
Yuki Holdings I LLC	Delaware
Yuki Holdings II LLC	Delaware
FCO MA II GP LLC	Delaware
FCO MA LSS GP LLC	Delaware
Logan Circle Partners GP LLC	Delaware

Subsidiary	Jurisdiction of Incorporation/Organization
Logan Circle Partners L.P.	Delaware
FG GK Holdings LLC	Delaware
Global Portfolio Advisors LLC	Delaware
Fortress Value Recovery Advisors II LLC	Delaware
Fortress Credit Opportunities MA Maple Leaf Advisors LLC	Delaware
Fortress Life Settlement Advisors LLC	Delaware
FLS Fund GP LLC	Delaware
Fortress Asia Macro Advisors LLC	Delaware
Fortress Asia Macro GP LLC	Delaware
Lima Investor LLC	Delaware
Lima MM LLC	Delaware
FIG AMC (UK) Limited	Delaware
FCO MA Maple Leaf GP LLC	Delaware
Lima Holdings LLC	Delaware
BC Holdings GP Ltd.	Cayman Islands
Fortress Global Investment Holdings LLC	Delaware
Aulos Holdings I LLC	Delaware
Aulos Holdings II LLC	Delaware
Rhodia Holdings I LLC	Delaware
Rhodia Holdings II LLC	Delaware
Calliope Holdings I LLC	Delaware
Calliope Holdings II LLC	Delaware
Volga Holdings I LLC	Delaware
Volga Holdings II LLC	Delaware
Trebbia Holdings I LLC	Delaware
Trebbia Holdings II LLC	Delaware
Arno Holdings I LLC	Delaware
Arno Holdings II LLC	Delaware
Fortress Credit Opportunities MA III Advisors LLC	Delaware
Fortress Credit Advisors LLC	Delaware
Fortress Liquid Markets Advisors LLC	Delaware
Fortress Real Estate Opportunities Advisors LLC	Delaware
Fortress Power Assets Advisors LLC	Delaware
FIG Transportation Fund Management LLC	Delaware
Fortress Investment Group Korea Inc.	Korea
Fortress Worldwide Transportation and Infrastructure Master GP LLC	Delaware
Fortress Worldwide Transportation and Infrastructure GP LLC	Delaware
FRO REOC Advisors LLC	Delaware
Fortress MA Macro 1 GP LLC	Delaware
Residential Asset Administration LLC	Delaware
Fortress China Senior Care GP Ltd.	Cayman Islands
Fortress China Senior Care Advisors Ltd.	Cayman Islands
Como Holdings I LLC	Delaware
Como Holdings II LLC	Delaware
Garda Holdings I LLC	Delaware
Garda Holdings II LLC	Delaware

Subsidiary	Jurisdiction of Incorporation/Organization
Lugano Holdings I LLC	Delaware
Lugano Holdings II LLC	Delaware
Primus Hedging Services LLC	Delaware
Fortress Japan Opportunity GP LLC	Delaware
Fortress Net Lease GP LLC	Delaware
FCO Fund III GP LLC	Delaware
FRO Fund GP LLC	Delaware
FPA Fund GP LLC	Delaware
Fortress Japan Opportunity II GP LLC	Delaware
FRO REOC Fund GP LLC	Delaware
Fortress Credit Opportunities III Advisors LLC	Delaware
Fortress Convex Asia GP LLC	Delaware
Fortress Convex Asia Advisors LLC	Delaware
Fortress Mortgage Portfolio Strategies Advisors LLC	Delaware
Hybrid GP Holdings II LLC	Delaware
FCO MA Centre Advisors LLC	Delaware
FCO MA Centre GP LLC	Delaware
FCO MA SC Advisors LLC	Delaware
FCO MA SUP Advisors LLC	Delaware
FCO MA SUP GP LLC	Delaware
Maru Holdings I LLC	Delaware
Maru Holdings II LLC	Delaware
Shima Holdings I LLC	Delaware
Shima Holdings II LLC	Delaware
Nami Holdings I LLC	Delaware
Nami Holdings II LLC	Delaware
Hana Holdings I LLC	Delaware
Hana Holdings II LLC	Delaware
FCO MA III Advisors LLC	Delaware
FCO MA III GP LLC	Delaware
Fortress MSR Opportunities Fund 1 A GP LLC	Delaware
Fortress MSR Opportunities Fund 1 B GP LLC	Delaware
Fortress MSR Opportunities Fund Management LLC	Delaware
Fortress China Holdco Limited	Cayman Islands
Fortress China Home Health Holdco Ltd.	Cayman Islands
Fortress China Senior Care Management Ltd.	Cayman Islands
FOE II (New) LP	Delaware
FHC (DE) LLC	Delaware
Pisa Holdings I LLC	Delaware
Pisa Holdings II LLC	Delaware
Vicenza Holdings I LLC	Delaware
Vicenza Holdings II LLC	Delaware
Treviso Holdings I LLC	Delaware
Treviso Holdings II LLC	Delaware
Padova Holdings I LLC	Delaware
Padova Holdings II LLC	Delaware
FYT Equity Holdings Limited	Cayman Islands

Subsidiary	Jurisdiction of Incorporation/Organization
FIG (Israel) LLC	Delaware
Sora 2 Holdings I LLC	Delaware
Sora 2 Holdings II LLC	Delaware
Fortress Asia Opportunity GP LLC	Delaware
Fund I Liquidating MM LLC	Delaware
Fortress MSR Opportunities Fund II Management LLC	Delaware
Fortress MSR Opportunities Fund II A GP LLC	Delaware
AMRESCO Holding MM LLC	Delaware
Munia Holdings I LLC	Delaware
Rayo Holdings I LLC	Delaware
Altus Holdings I LLC	Delaware
Aneto Holdings I LLC	Delaware
Aneto Holdings II LLC	Delaware
Moncayo Holdings I LLC	Delaware
Moncayo Holdings II LLC	Delaware
Aranda Holdings I LLC	Delaware
Aranda Holdings II LLC	Delaware
FIG Infrastructure Partners Management LLC	Delaware
Fortress Infrastructure Partners GP LLC	Delaware
Fortress MSR Opportunities MA I GP LLC	Delaware
Fortress MSR Opportunities MA I Management LLC	Delaware
Fortress MSR Opportunities Fund II B GP LLC	Delaware
Fortress Macro GP Holdings LLC	Delaware
FDCI LLC	Delaware
Fortress Japan Income Management LLC	Delaware
Fortress Japan Income Fund GP LLC	Delaware
Fortress Investment Group (Spain). S.L.	Spain
Fortress Credit Investments (Ireland) Limited	Ireland
FDCI II LLC	Delaware
Fortress Italian NPL Opportunities Fund Advisors LLC	Delaware
Fortress Italian NPL Opportunities Fund GP LLC	Delaware
Fortress (Dubai) Transportation & Infrastructure Advisors Ltd.	UAE
Fortress Italian NPL Opportunities GP (BCD) LLC	Delaware
Fortress Infrastructure Partners GP (BC) LLC	Delaware

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the (i) Registration Statement (Form S-8 No. 333-140576) pertaining to the 2007 Omnibus Equity Incentive Plan of Fortress Investment Group LLC and (ii) Registration Statement (Form S-3 No. 333-177147) and related Prospectus of Fortress Investment Group LLC for the registration of Class A Shares, Preferred Shares, Depositary Shares, Warrants, Subscription Rights, Purchase Contracts and Purchase Units, of our reports dated February 27, 2014, with respect to the consolidated financial statements of Fortress Investment Group LLC and the effectiveness of internal control over financial reporting of Fortress Investment Group LLC and subsidiaries, included in this Annual Report (Form 10-K) for the year ended December 31, 2013.

/s/ Ernst & Young LLP

New York, New York
February 27, 2014

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Randal A. Nardone, certify that:

1. I have reviewed this annual report on Form 10-K 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.

February 27, 2014
(Date)

/s/ Randal A. Nardone

Randal A. Nardone
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Daniel N. Bass, certify that:

1. I have reviewed this annual report on Form 10-K 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.

February 27, 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 Annual Report on Form 10-K of Fortress Investment Group LLC. (the "Company") for the annual period ended December 31, 2013 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

Randal A. Nardone

Chief Executive Officer

February 27, 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.

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 Annual Report on Form 10-K of Fortress Investment Group LLC. (the “Company”) for the annual period ended December 31, 2013 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

Daniel N. Bass

Chief Financial Officer

February 27, 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
