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Fortress Investment Group LLC
Form 13F-HR
August 15, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fortress Investment Group LLC
Address: 1345 Avenue of the Americas, 46th Flr.
New York, NY 10105

13F File Number: 28-12421

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David Brooks
Title: Secretary, VP and General Counsel
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ David Brooks New York, NY August 14, 2008

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 12
Form13F Information Table Entry Total: 276
Form13F Information Table Value Total: \$3,060,450 (thousands)
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
1	28-12421	Fortress Investment Group LLC
2	28-12417	FIG Corp
3	28-12418	Fortress Operating Entity I LP
4	28-10806	FIG LLC
5	28-10807	Drawbridge Global Macro Advisors LLC
6	28-11237	Drawbridge Special Opportunities Advisors LLC
7	28-11538	Fortress Fund MM LLC
8	28-11537	Fortress Fund MM II LLC
9	28-10162	FIG Advisors LLC
10	28-12420	RIC Coinvestment Fund GP LLC
11	28-12416	Fortress Investment Fund GP Holdings LLC
12	28-12512	Fortress Fund III GP LLC
13	28-12439	Fortress Operating Entity II LP

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
2020 CHINACAP ACQUIRCO INC	COM	90212G109	3911	437000	SH		DEFINED	1 2
99 CENTS ONLY STORES	COM	65440K106	660	100000	SH		DEFINED	1 2
ACCENTURE LTD BERMUDA	CL A	G1150G111	241	5916	SH		DEFINED	1 2
ADVANCED BATTERY TECHNOLOG I	COM	00752H102	261	45202	SH		DEFINED	1 2
ADVANCED MICRO DEVICES INC	COM	007903107	154	26500	SH		DEFINED	1 2
ADVANCED TECHNOLOGY ACQU COR	UNIT 06/11/2011	007556202	14312	1856250	SH		DEFINED	1 2
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	224	6881	SH		DEFINED	1 2
AGRIUM INC	COM	008916108	280	2600	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	34793	4185875	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	182917	21750002	SH		DEFINED	1 2
AIRCASTLE LTD	COM	G0129K104	30486	3625000	SH		DEFINED	1 2
ALTERA CORP	COM	021441100	5492	265300	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	COM	02149U101	326	35066	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	COM	02149U101	10698	1150300	SH		DEFINED	1 2
ALTERNATIVE ASSET MGMT ACQU	*W EXP 08/01/201	02149U119	472	1210250	SH		DEFINED	1 2
AMAZON COM INC	COM	023135106	294	4006	SH		DEFINED	1 2
AMERICAN TOWER CORP	CL A	029912201	12202	288802	SH		DEFINED	1 2
ANADARKO PETE CORP	COM	032511107	951	12710	SH		DEFINED	1 2
ANALOG DEVICES INC	COM	032654105	403	12700	SH		DEFINED	1 2
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	3443	101457	SH		DEFINED	1 2
ANHEUSER BUSCH COS INC	COM	035229103	6212	100000	SH		DEFINED	1 2
APPLE INC	COM	037833100	8623	51500	SH		DEFINED	1 2
APPLIED MATLS INC	COM	038222105	1196	62663	SH		DEFINED	1 2
ARCHER DANIELS MIDLAND CO	COM	039483102	1421	42100	SH		DEFINED	1 2
ARROWHEAD RESH CORP	COM	042797100	91	36742	SH		DEFINED	1 2
ASIA SPECIAL SIT ACQST CORP	SHS	G0538M105	5993	650000	SH		DEFINED	1 2
BAKER HUGHES INC	COM	057224107	43670	500000	SH	CALL	DEFINED	1 2
BAKER HUGHES INC	COM	057224107	15255	174661	SH		DEFINED	1 2
BALLY TECHNOLOGIES INC	COM	05874B107	10140	300000	SH		DEFINED	1 2
BAUER EDDIE HLDGS INC	COM	071625107	62	14941	SH		DEFINED	1 2
BIONOVO INC	COM	090643107	67	55304	SH		DEFINED	1 2
BJS WHOLESALE CLUB INC	COM	05548J106	10449	270000	SH		DEFINED	1 2
BLACKROCK INC	COM	09247X101	5027	28400	SH		DEFINED	1 2
BLOCK H & R INC	COM	093671105	4155	194146	SH		DEFINED	1 2

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BROADCOM CORP	CL A	111320107	536	19637	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	358354	17600867	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	2545	125000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	2546	125000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	202154	9929000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	676522	33228000	SH	DEFINED	1	2	
BRT RLTY TR	SH BEN INT NEW	055645303	146	12127	SH	DEFINED	1	2	
BUNGE LIMITED	COM	G16962105	905	8400	SH	DEFINED	1	2	
BUNGE LIMITED	COM	G16962105	2692	25000	SH	CALL	DEFINED	1	2
BURGER KING HLDGS INC	COM	121208201	13406	500400	SH	DEFINED	1	2	
CAL MAINE FOODS INC	COM NEW	128030202	1897	57500	SH	DEFINED	1	2	
CAMERON INTERNATIONAL CORP	COM	13342B105	1415	25560	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	*W EXP 11/08/201	14055E112	466	750000	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	COM	14055E104	9330	1000000	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	UNIT 07/24/2012	14055E203	5025	500000	SH	DEFINED	1	2	
CARNIVAL CORP	PAIRED CTF	143658300	4944	150000	SH	PUT	DEFINED	1	2
CERADYNE INC	COM	156710105	268	7800	SH	DEFINED	1	2	
CHESAPEAKE ENERGY CORP	COM	165167107	13523	205020	SH	DEFINED	1	2	
CHINA DIGITAL TV HLDG CO LTD	SPONSORED ADR	16938G107	1203	86500	SH	DEFINED	1	2	
CHINA HLDGS ACQUISITION CORP	UNIT 99/99/9999	16942N205	9890	990000	SH	DEFINED	1	2	
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	604	8011	SH	DEFINED	1	2	
CINCINNATI BELL INC NEW	COM	171871106	41	10360	SH	DEFINED	1	2	
COCA COLA CO	COM	191216100	10429	200630	SH	DEFINED	1	2	
COLUMBUS ACQUISITION CORP	*W EXP 05/18/201	198851115	22	72700	SH	DEFINED	1	2	
COLUMBUS ACQUISITION CORP	COM	198851107	2307	300000	SH	DEFINED	1	2	
COMMSCOPE INC	COM	203372107	402	7610	SH	DEFINED	1	2	
COMMSCOPE INC	COM	203372107	254	4800	SH	DEFINED	1	2	
CONAGRA FOODS INC	COM	205887102	1928	100000	SH	DEFINED	1	2	
CONAGRA FOODS INC	COM	205887102	5784	300000	SH	CALL	DEFINED	1	2
CONSOL ENERGY INC	COM	20854P109	17979	160000	SH	DEFINED	1	2	
CREDICORP LTD	COM	G2519Y108	2956	36000	SH	DEFINED	1	2	
CVS CAREMARK CORPORATION	COM	126650100	1520	38419	SH	DEFINED	1	2	
CYTRX CORP	COM NEW	232828301	15	23333	SH	DEFINED	1	2	
DANA HOLDING CORP	COM	235825205	6579	1229610	SH	DEFINED	1	2	
DANAOS CORPORATION	SHS	Y1968P105	1887	85746	SH	DEFINED	1	2	
DEVON ENERGY CORP NEW	COM	25179M103	2047	17030	SH	DEFINED	1	2	
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4310	30975	SH	DEFINED	1	2	
DILLARDS INC	CL A	254067101	2199	190100	SH	DEFINED	1	2	
DIRECTV GROUP INC	COM	25459L106	3941	152101	SH	DEFINED	1	2	
DITECH NETWORKS INC	COM	25500T108	35	16300	SH	DEFINED	1	2	
DOUBLE-TAKE SOFTWARE INC	COM	258598101	279	20300	SH	DEFINED	1	2	
DSW INC	CL A	23334L102	1178	100000	SH	DEFINED	1	2	
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	356	19100	SH	DEFINED	1	2	
EL PASO CORP	COM	28336L109	3429	157760	SH	DEFINED	1	2	
EMBARQ CORP	COM	29078E105	5909	125000	SH	DEFINED	1	2	
ENERGY INFRASTRUCTURE ACQUI	COM	29269P109	323	32636	SH	DEFINED	1	2	
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	1970	200000	SH	DEFINED	1	2	
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	4926	500000	SH	DEFINED	1	2	
EQUINIX INC	COM NEW	29444U502	6709	75195	SH	DEFINED	1	2	
EVOLUTION PETROLEUM CORP	COM	30049A107	8242	1360000	SH	DEFINED	1	2	
EXELON CORP	COM	30161N101	1853	20600	SH	DEFINED	1	2	
EXTREME NETWORKS INC	COM	30226D106	61	21350	SH	DEFINED	1	2	
FASTENAL CO	COM	311900104	2166	50178	SH	DEFINED	1	2	
FIDELITY NATL INFORMATION SV	COM	31620M106	7457	202031	SH	DEFINED	1	2	
FIFTH THIRD BANCORP	COM	316773100	239	23487	SH	DEFINED	1	2	
FLEXTRONICS INTL LTD	ORD	Y2573F102	4700	500000	SH	DEFINED	1	2	
FPL GROUP INC	COM	302571104	10926	166600	SH	DEFINED	1	2	
FRANKLIN RES INC	COM	354613101	4124	45000	SH	DEFINED	1	2	
FUSHI COPPERWELD INC	COM	36113E107	434	18300	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	54243	22050000	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	2279	925800	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	3282	1334011	SH	DEFINED	1	2	

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GENERAL DYNAMICS CORP	COM	369550108	2096	24893	SH		DEFINED	1	2
GENERAL ELECTRIC CO	COM	369604103	81405	3050000	SH	PUT	DEFINED	1	2
GENERAL GROWTH PPTYS INC	COM	370021107	1082	30900	SH		DEFINED	1	2
GENERAL GROWTH PPTYS INC	COM	370021107	1737	49600	SH		DEFINED	1	2
GENERAL MTRS CORP	COM	370442105	3910	340022	SH		DEFINED	1	2
GENERAL MTRS CORP	COM	370442105	20528	1785000	SH	PUT	DEFINED	1	2
GENVEC INC	COM	37246C109	94	65595	SH		DEFINED	1	2
GILEAD SCIENCES INC	COM	375558103	2996	56579	SH		DEFINED	1	2
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	6895	700000	SH		DEFINED	1	2
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	14776	1500000	SH		DEFINED	1	2
GLOBAL CONSUMER ACQST CORP	UNIT 99/99/9999	378983209	646	64500	SH		DEFINED	1	2
GLOBAL CONSUMER ACQST CORP	*W EXP 11/27/201	378983118	389	511000	SH		DEFINED	1	2
GLOBAL CONSUMER ACQST CORP	COM	378983100	3121	338500	SH		DEFINED	1	2
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	2556	202000	SH		DEFINED	1	2
GOLDEN POND HEALTHCARE INC	UNIT 99/99/9999	38116J208	5926	750000	SH		DEFINED	1	2
GOOGLE INC	CL A	38259P508	5264	10000	SH		DEFINED	1	2
GUSHAN ENVIRONMENTAL ENRGY L	SPON ADR	40330W106	291	25000	SH		DEFINED	1	2
HANSEN NAT CORP	COM	411310105	214	7400	SH		DEFINED	1	2
HARRIS & HARRIS GROUP INC	COM	413833104	126	20955	SH		DEFINED	1	2
HATTERAS FINL CORP	COM	41902R103	25864	1125000	SH		DEFINED	1	2
HEARTLAND EXPRESS INC	COM	422347104	602	40400	SH		DEFINED	1	2
HECKMANN CORP	*W EXP 11/09/201	422680116	2487	975000	SH		DEFINED	1	2
HECKMANN CORP	*W EXP 11/09/201	422680116	1084	425000	SH		DEFINED	1	2
HECKMANN CORP	UNIT 99/99/9999	422680207	2382	200000	SH		DEFINED	1	2
HECKMANN CORP	COM	422680108	555	61895	SH		DEFINED	1	2
HERCULES OFFSHORE INC	COM	427093109	1185	31178	SH		DEFINED	1	2
HESS CORP	COM	42809H107	945	7489	SH		DEFINED	1	2
HICKS ACQUISITION CO I INC	COM	429086309	5574	600000	SH		DEFINED	1	2
HIGHLANDS ACQUISITION CORP	*W EXP 10/03/201	430880112	70	200000	SH		DEFINED	1	2
HIGHLANDS ACQUISITION CORP	COM	430880104	3680	400000	SH		DEFINED	1	2
HIMAX TECHNOLOGIES INC	SPONSORED ADR	43289P106	110	21400	SH		DEFINED	1	2
HUNT J B TRANS SVCS INC	COM	445658107	1178	35408	SH		DEFINED	1	2
IDEATION ACQUISITION CORP	UNIT 99/99/9999	451665202	1950	250000	SH		DEFINED	1	2
ILLINOIS TOOL WKS INC	COM	452308109	7614	160261	SH		DEFINED	1	2
ILLINOIS TOOL WKS INC	COM	452308109	28506	600000	SH	PUT	DEFINED	1	2
IMERGENT INC	COM	45247Q100	160	13534	SH		DEFINED	1	2
INTEL CORP	COM	458140100	5391	251000	SH		DEFINED	1	2
INVERNESS MED INNOVATIONS IN	COM	46126P106	826	24888	SH		DEFINED	1	2
ISHARES TR	DJ US REAL EST	464287739	250	4100	SH		DEFINED	1	2
J CREW GROUP INC	COM	46612H402	796	24100	SH		DEFINED	1	2
JAMBA INC	COM	47023A101	43	23384	SH		DEFINED	1	2
JOS A BANK CLOTHIERS INC	COM	480838101	246	9200	SH		DEFINED	1	2
KAPSTONE PAPER & PACKAGING C	COM	48562P103	3268	490000	SH		DEFINED	1	2
KBL HEALTHCARE ACQUIS CORP I	UNIT 99/99/9999	48241N206	5068	658100	SH		DEFINED	1	2
KEY ENERGY SVCS INC	COM	492914106	1457	75000	SH		DEFINED	1	2
KINETIC CONCEPTS INC	COM NEW	49460W208	271	6800	SH		DEFINED	1	2
KINETIC CONCEPTS INC	COM NEW	49460W208	240	6000	SH		DEFINED	1	2
KLA-TENCOR CORP	COM	482480100	305	7500	SH		DEFINED	1	2
KNIGHT TRANSN INC	COM	499064103	657	35900	SH		DEFINED	1	2
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	299	4300	SH		DEFINED	1	2
LANDSTAR SYS INC	COM	515098101	1226	22200	SH		DEFINED	1	2
LEHMAN BROS HLDGS INC	COM	524908100	3170	160000	SH	CALL	DEFINED	1	2
LINEAR TECHNOLOGY CORP	COM	535678106	339	10410	SH		DEFINED	1	2
LINN ENERGY LLC	UNIT LTD LIAB	536020100	4970	200000	SH		DEFINED	1	2
LIVEPERSON INC	COM	538146101	41	14467	SH		DEFINED	1	2
LSI CORPORATION	COM	502161102	171	27900	SH		DEFINED	1	2
MARATHON ACQUISITION CORP	COM	565756103	10948	1400000	SH		DEFINED	1	2
MARATHON OIL CORP	COM	565849106	260	5000	SH		DEFINED	1	2
MASTERCARD INC	CL A	57636Q104	7435	28000	SH		DEFINED	1	2
MBF HEALTHCARE ACQUISITION C	COM	552650103	9444	1200000	SH		DEFINED	1	2
MBF HEALTHCARE ACQUISITION C	*W EXP 04/16/201	552650111	152	587500	SH		DEFINED	1	2
MCDONALDS CORP	COM	580135101	9600	170749	SH		DEFINED	1	2

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MEMC ELECTR MATLS INC	COM	552715104	1002	16286	SH	DEFINED	1	2	
MICROCHIP TECHNOLOGY INC	COM	595017104	284	9290	SH	DEFINED	1	2	
MICRON TECHNOLOGY INC	COM	595112103	200	33400	SH	DEFINED	1	2	
MINRAD INTL INC	COM	60443P103	26	12640	SH	DEFINED	1	2	
MIRANT CORP NEW	COM	60467R100	40255	1028200	SH	DEFINED	1	2	
MONSANTO CO NEW	COM	61166W101	1049	8300	SH	DEFINED	1	2	
MOODYS CORP	COM	615369105	390	11313	SH	DEFINED	1	2	
MOSAIC CO	COM	61945A107	977	6755	SH	DEFINED	1	2	
MSCI INC	CL A	55354G100	497	13700	SH	DEFINED	1	2	
NATIONAL CITY CORP	COM	635405103	64	13493	SH	DEFINED	1	2	
NATIONAL OILWELL VARCO INC	COM	637071101	9126	102860	SH	DEFINED	1	2	
NATIONAL OILWELL VARCO INC	COM	637071101	26616	300000	SH	CALL	DEFINED	1	2
NAVISTAR INTL CORP (NEW) CMN	COM	63934E108	11519	175000	SH	DEFINED	1	2	
NETWORK EQUIP TECHNOLOGIES	COM	641208103	63	17708	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	7190	1025729	SH	DEFINED	1	2	
NEWCASTLE INVT CORP	COM	65105M108	1343	191600	SH	DEFINED	1	2	
NEWFIELD EXPL CO	COM	651290108	11427	175125	SH	DEFINED	1	2	
NEWS CORP	CL A	65248E104	6016	400000	SH	DEFINED	1	2	
NEXCEN BRANDS INC	COM	653351106	8	15082	SH	DEFINED	1	2	
NII HLDGS INC	CL B NEW	62913F201	246	5200	SH	DEFINED	1	2	
NIKE INC	CL B	654106103	416	6978	SH	DEFINED	1	2	
NORTHWESTERN CORP	COM NEW	668074305	21489	845347	SH	DEFINED	1	2	
NORTHWESTERN CORP	COM NEW	668074305	9563	376196	SH	DEFINED	1	2	
NOVA BIOSOURCE FUELS INC	COM	65488W103	31	46367	SH	DEFINED	1	2	
NOVELL INC	COM	670006105	87	14802	SH	DEFINED	1	2	
NUCOR CORP	COM	670346105	254	3400	SH	DEFINED	1	2	
NVIDIA CORP	COM	67066G104	455	24300	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	16232	4099059	SH	DEFINED	1	2	
ODYSSEY MARINE EXPLORATION I	COM	676118102	760	192000	SH	DEFINED	1	2	
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	82144	370000	SH	CALL	DEFINED	1	2
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	4418	19900	SH	DEFINED	1	2	
OMNICOM GROUP INC	COM	681919106	4499	100253	SH	DEFINED	1	2	
ON SEMICONDUCTOR CORP	COM	682189105	176	19152	SH	DEFINED	1	2	
ON2 TECHNOLOGIES INC	COM	68338A107	11	18688	SH	DEFINED	1	2	
ONEOK INC NEW	COM	682680103	244	5000	SH	DEFINED	1	2	
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1187	14930	SH	DEFINED	1	2	
OWENS ILL INC	COM NEW	690768403	221	5300	SH	DEFINED	1	2	
PAR PHARMACEUTICAL COS INC	COM	69888P106	8115	500000	SH	CALL	DEFINED	1	2
PEABODY ENERGY CORP	COM	704549104	11130	126400	SH	DEFINED	1	2	
PENN NATL GAMING INC	COM	707569109	5060	157377	SH	DEFINED	1	2	
PETROCHINA CO LTD	SPONSORED ADR	71646E100	23195	180000	SH	DEFINED	1	2	
PETROHAWK ENERGY CORP	COM	716495106	203	4379	SH	DEFINED	1	2	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2125	30000	SH	DEFINED	1	2	
PFIZER INC	COM	717081103	872	49886	SH	DEFINED	1	2	
PHARMERICA CORP	COM	71714F104	276	12200	SH	DEFINED	1	2	
PHILIP MORRIS INTL INC	COM	718172109	49365	999500	SH	DEFINED	1	2	
PNC FINL SVCS GROUP INC	COM	693475105	343	6009	SH	DEFINED	1	2	
POTASH CORP SASK INC	COM	73755L107	5680	24850	SH	DEFINED	1	2	
POTASH CORP SASK INC	COM	73755L107	20571	90000	SH	CALL	DEFINED	1	2
POTASH CORP SASK INC	COM	73755L107	1600	7000	SH	PUT	DEFINED	1	2
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	313	7700	SH	DEFINED	1	2	
PRICE T ROWE GROUP INC	COM	74144T108	5078	89924	SH	DEFINED	1	2	
PRIMEDIA INC	COM NEW	74157K846	196	42059	SH	DEFINED	1	2	
PROSHARES TR	REAL EST PRO	74347R552	15225	145000	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	UNIT 99/99/9999	74347T202	8832	924800	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	COM	74347T103	1862	200000	SH	DEFINED	1	2	
QUALCOMM INC	COM	747525103	7851	176937	SH	DEFINED	1	2	
RADIOSHACK CORP	COM	750438103	2853	232539	SH	DEFINED	1	2	
RESEARCH IN MOTION LTD	COM	760975102	5845	50000	SH	PUT	DEFINED	1	2
RESEARCH IN MOTION LTD	COM	760975102	8768	75000	SH	DEFINED	1	2	
SAPPHIRE INDUSTRIALS CORP	UNIT 99/99/9999	80306T208	10000	1000000	SH	DEFINED	1	2	
SBA COMMUNICATIONS CORP	COM	78388J106	9006	250097	SH	DEFINED	1	2	

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SCHLUMBERGER LTD	COM	806857108	1448	13475	SH	DEFINED	1 2
SCHWAB CHARLES CORP NEW	COM	808513105	5301	258100	SH	DEFINED	1 2
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	20260	1000000	SH	CALL	DEFINED 1 2
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	27381	1023600	SH	DEFINED	1 2
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	28103	919000	SH	DEFINED	1 2
SIMS GROUP LTD	SPONS ADR	829160100	2503	62731	SH	DEFINED	1 2
SMITHFIELD FOODS INC	COM	832248108	48706	2450000	SH	CALL	DEFINED 1 2
SONIC INNOVATIONS INC	COM	83545M109	43	12806	SH	DEFINED	1 2
SRA INTL INC	CL A	78464R105	2837	126299	SH	DEFINED	1 2
STAR BULK CARRIERS CORP	COM	Y8162K105	208	17682	SH	DEFINED	1 2
STATE STR CORP	COM	857477103	25303	395427	SH	DEFINED	1 2
STEWART W P & CO LTD	COM	G84922106	32	20741	SH	DEFINED	1 2
STONELEIGH PARTNERS ACQUS CO	COM	861923100	9631	1247500	SH	DEFINED	1 2
STONELEIGH PARTNERS ACQUS CO	*W EXP 05/31/201	861923126	226	500000	SH	DEFINED	1 2
SUNCOR ENERGY INC	COM	867229106	11624	200000	SH	DEFINED	1 2
SYNTAX BRILLIAN CORP	COM	87163L103	36	69736	SH	DEFINED	1 2
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	10525	456612	SH	DEFINED	1 2
TEREX CORP NEW	COM	880779103	206	4000	SH	DEFINED	1 2
TERRESTAR CORP	COM	881451108	154	38681	SH	DEFINED	1 2
TEXAS INSTRS INC	COM	882508104	1054	37436	SH	DEFINED	1 2
TJX COS INC NEW	COM	872540109	3152	100169	SH	DEFINED	1 2
TOLL BROTHERS INC	COM	889478103	614	32800	SH	DEFINED	1 2
TRANSOCEAN INC NEW	SHS	G90073100	466	3055	SH	DEFINED	1 2
TREEHOUSE FOODS INC	COM	89469A104	8608	354830	SH	DEFINED	1 2
TREMISIS ENERGY ACQ CORP II	UNIT 99/99/9999	89472N200	8833	1100000	SH	DEFINED	1 2
TRIAN ACQUISITION I CORP	UNIT 99/99/9999	89582E207	4132	400000	SH	DEFINED	1 2
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	8006	57800	SH	DEFINED	1 2
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	7556	775000	SH	DEFINED	1 2
TRIPLECROWN ACQUISITION CORP	COM	89677G109	25126	2740000	SH	DEFINED	1 2
TRIPLECROWN ACQUISITION CORP	*W EXP 10/22/201	89677G117	1251	2501700	SH	DEFINED	1 2
TRIPLECROWN ACQUISITION CORP	COM	89677G109	349	38099	SH	DEFINED	1 2
TUPPERWARE BRANDS CORP	COM	899896104	236	6900	SH	DEFINED	1 2
ULTRA PETROLEUM CORP	COM	903914109	1202	12238	SH	DEFINED	1 2
ULTRAPETROL BAHAMAS LTD	COM	P94398107	1261	100000	SH	DEFINED	1 2
UNION PAC CORP	COM	907818108	1382	18300	SH	DEFINED	1 2
UNISYS CORP	COM	909214108	78	19745	SH	DEFINED	1 2
UNITED REFINING ENERGY CORP	UNIT 12/11/2011	911360204	16160	1600000	SH	DEFINED	1 2
US GOLD CORPORATION	COM PAR \$0.10	912023207	31	13533	SH	DEFINED	1 2
VERENIUM CORPORATION	COM	92340P100	118	60905	SH	DEFINED	1 2
VICTORY ACQUISITION CORP	*W EXP 04/24/201	92644D118	239	367000	SH	DEFINED	1 2
VICTORY ACQUISITION CORP	COM	92644D100	14270	1499000	SH	DEFINED	1 2
VISA INC	COM CL A	92826C839	894	11000	SH	DEFINED	1 2
WALTER INDS INC	COM	93317Q105	2449	22519	SH	DEFINED	1 2
WEATHERFORD INTERNATIONAL LT	COM	G95089101	7337	147959	SH	DEFINED	1 2
WERNER ENTERPRISES INC	COM	950755108	1197	64449	SH	DEFINED	1 2
WHITING PETE CORP NEW	COM	966387102	205	1935	SH	DEFINED	1 2
WILLBROS GROUP INC	COM	969199108	14895	340000	SH	DEFINED	1 2
WILLBROS GROUP INC	COM	969199108	1987	45350	SH	DEFINED	1 2
WILLIAMS COS INC DEL	COM	969457100	7413	183890	SH	DEFINED	1 2
WILLIAMS COS INC DEL	COM	969457100	24791	615000	SH	DEFINED	1 2
WYETH	COM	983024100	8633	180000	SH	CALL	DEFINED 1 2
WYNN RESORTS LTD	COM	983134107	5695	70000	SH	PUT	DEFINED 1 2
XILINX INC	COM	983919101	351	13899	SH	DEFINED	1 2
XTO ENERGY INC	COM	98385X106	1896	27674	SH	DEFINED	1 2
YAMANA GOLD INC	COM	98462Y100	827	50000	SH	DEFINED	1 2
YUM BRANDS INC	COM	988498101	537	15307	SH	DEFINED	1 2