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Fortress Investment Group LLC  
Form 10-Q  
August 01, 2013

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

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

For the quarterly period ended June 30, 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

20-5837959

(State or other jurisdiction of incorporation

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

or organization)

1345 Avenue of the Americas, New York, NY

10105

(Address of principal executive offices)

(Zip Code)

(212) 798-6100

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

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

Class A Shares: 236,986,614 outstanding as of July 26, 2013.

Class B Shares: 249,534,372 outstanding as of July 26, 2013.

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

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

- (i) the capital commitments or invested capital (or net asset value, "NAV," if lower) of our private equity funds and credit PE funds, depending on which measure management fees are being calculated upon at a given point in time, which in connection with private equity funds raised after March 2006 includes the mark-to-market value of public securities held within the funds,
- (ii) the contributed capital of our publicly traded alternative investment vehicles, which we refer to as our "Castles,"
- (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 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, alternative asset companies 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 through their direct ownership of FOGUs.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

SPECIAL NOTE REGARDING EXHIBITS

In reviewing the agreements included as exhibits to this Quarterly Report on Form 10 Q, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and: should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;

may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and

were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

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

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



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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## FORTRESS INVESTMENT GROUP LLC

## CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	June 30, 2013 (Unaudited)	December 31, 2012
<b>Assets</b>		
Cash and cash equivalents	\$292,592	\$104,242
Due from affiliates	141,537	280,557
Investments	1,215,469	1,211,684
Investments in options	98,298	38,077
Deferred tax asset	377,285	402,135
Other assets	143,196	124,798
	\$2,268,377	\$2,161,493
<b>Liabilities and Equity</b>		
<b>Liabilities</b>		
Accrued compensation and benefits	\$231,168	\$146,911
Due to affiliates	361,753	357,407
Deferred incentive income	286,089	231,846
Debt obligations payable	89,453	149,453
Other liabilities	68,272	59,226
	1,036,735	944,843
<b>Commitments and Contingencies</b>		
<b>Equity</b>		
Class A shares, no par value, 1,000,000,000 shares authorized, 236,963,748 and 218,286,342 shares issued and outstanding at June 30, 2013 and December 31, 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 June 30, 2013 and December 31, 2012 respectively	—	—
Paid-in capital	2,129,188	2,119,102
Retained earnings (accumulated deficit)	(1,474,325)	(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)	(1,897)	(2,634)
Total Fortress shareholders' equity	652,966	626,471
Principals' and others' interests in equity of consolidated subsidiaries	578,676	590,179
Total equity	1,231,642	1,216,650
	\$2,268,377	\$2,161,493



See notes to consolidated financial statements.

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## FORTRESS INVESTMENT GROUP LLC

## CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Revenues</b>				
Management fees: affiliates	\$ 123,762	\$ 117,834	\$ 267,364	\$ 224,129
Management fees: non-affiliates	15,355	10,383	30,170	21,772
Incentive income: affiliates	30,885	24,216	62,242	33,018
Incentive income: non-affiliates	1,434	469	2,863	776
Expense reimbursements: affiliates	49,341	44,449	100,007	87,400
Expense reimbursements: non-affiliates	1,477	937	2,848	1,886
Other revenues (affiliate portion disclosed in Note 6)	820	760	1,935	1,725
	223,074	199,048	467,429	370,706
<b>Expenses</b>				
Interest expense	1,783	4,135	4,078	8,502
Compensation and benefits	212,055	172,467	393,134	355,846
General, administrative and other	32,657	32,695	66,655	62,361
Depreciation and amortization	3,354	3,258	6,593	6,736
	249,849	212,555	470,460	433,445
<b>Other Income (Loss)</b>				
Gains (losses) (affiliate portion disclosed in Note 3)	(3,200	) 7,148	38,075	31,770
Tax receivable agreement liability adjustment	—	—	(7,739	) (6,935
Earnings (losses) from equity method investees	28,705	23,143	65,007	58,383
	25,505	30,291	95,343	83,218
Income (Loss) Before Income Taxes	(1,270	) 16,784	92,312	20,479
Income tax benefit (expense)	(1,166	) (2,528	) (27,442	) (30,370
Net Income (Loss)	\$ (2,436	) \$ 14,256	\$ 64,870	\$ (9,891
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	\$ (360	) \$ 9,347	\$ 52,617	\$ 14,740
Net Income (Loss) Attributable to Class A Shareholders	\$ (2,076	) \$ 4,909	\$ 12,253	\$ (24,631
Dividends declared per Class A share	\$ 0.06	\$ 0.05	\$ 0.12	\$ 0.10
<b>Earnings (Loss) Per Class A share</b>				
Net income (loss) per Class A share, basic	\$ (0.01	) \$ 0.02	\$ 0.05	\$ (0.12
Net income (loss) per Class A share, diluted	\$ (0.01	) \$ (0.12	) \$ 0.04	\$ (0.13
Weighted average number of Class A shares outstanding, basic	237,426,903	216,145,015	232,385,013	208,077,683
Weighted average number of Class A shares outstanding, diluted	237,426,903	516,418,867	498,277,165	516,111,391

See notes to consolidated financial statements.

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## FORTRESS INVESTMENT GROUP LLC

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Comprehensive income (loss) (net of tax)				
Net income (loss)	\$ (2,436 )	\$ 14,256	\$ 64,870	\$ (9,891 )
Foreign currency translation	1,040	(135 )	(1,816 )	(1,052 )
Comprehensive income (loss) from equity method investees	(89 )	577	4,136	(91 )
Total comprehensive income (loss)	\$ (1,485 )	\$ 14,698	\$ 67,190	\$ (11,034 )
Comprehensive income (loss) attributable to principals' and others' interests	\$ 236	\$ 9,650	\$ 54,070	\$ 14,131
Comprehensive income (loss) attributable to Class A shareholders	\$ (1,721 )	\$ 5,048	\$ 13,120	\$ (25,165 )

See notes to consolidated financial statements.

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## FORTRESS INVESTMENT GROUP LLC

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2013

(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	—	—	—	—	—	—	—	47,003	47,003
Distributions to principals' and others' interests in equity (net of tax)	—	—	(112)	—	—	—	(112)	(104,504)	(104,616)
Dividends declared	—	—	(27,578)	—	—	—	(27,578)	66	(27,512)
Dividend equivalents accrued in connection with equity-based compensation (net of tax)	—	—	(298)	—	—	—	(298)	(481)	(779)
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	—	—	11,790	—	—	—	11,790	(30)	11,760
Director restricted share	104,667	—	298	—	—	—	298	322	620

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grant Capital increase related to equity-based compensation, net	6,156,721	10,333,334	10,651	—	—	—	10,651	11,680	22,331
Dilution impact of Class A share issuance	—	—	9,631	—	(15	) (130	) 9,486	(9,486	) —
Reissuance of treasury stock	2,082,684	—	(4,439	) —	3,434	—	(1,005	) —	(1,005
Comprehensive income (loss) (net of tax)									
Net income (loss)	—	—	—	12,253	—	—	12,253	52,617	64,870
Foreign currency translation	—	—	—	—	—	(630	) (630	) (1,186	) (1,816
Comprehensive income (loss) from equity method investees	—	—	—	—	—	1,497	1,497	2,639	4,136
Total comprehensive income (loss)							13,120	54,070	67,190
Equity - June 30, 2013	236,963,748	249,534,372	\$2,129,188	\$(1,474,325)	\$—	\$(1,897)	\$652,966	\$578,676	\$1,231,642

See notes to consolidated financial statements.

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## FORTRESS INVESTMENT GROUP LLC

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(dollars in thousands)

	Six Months Ended June 30,	
	2013	2012
Cash Flows From Operating Activities		
Net income (loss)	\$64,870	\$(9,891)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	6,593	6,736
Other amortization and accretion (included in interest expense)	483	1,206
(Earnings) losses from equity method investees	(65,007)	(58,383)
Distributions of earnings from equity method investees	39,526	21,145
(Gains) losses	(38,075)	(31,770)
Deferred incentive income	(34,379)	(31,384)
Deferred tax (benefit) expense	45,154	32,717
Adjustment of estimated forfeited non-cash compensation	20	(1,725)
Options received from affiliates	(36,470)	(13,226)
Tax receivable agreement liability adjustment	7,739	6,935
Equity-based compensation	19,975	113,022
Options in affiliates granted to employees	8,217	3,377
Allowance for doubtful accounts	315	254
Cash flows due to changes in		
Due from affiliates	(43,051)	(45,044)
Other assets	2,844	3,673
Accrued compensation and benefits	120,151	(86,585)
Due to affiliates	1,990	(3,647)
Deferred incentive income	89,715	26,492
Other liabilities	1,459	(7,435)
Net cash provided by (used in) operating activities	192,069	(73,533)
Cash Flows From Investing Activities		
Contributions to equity method investees	(18,763)	(36,618)
Distributions of capital from equity method investees	236,173	136,141
Purchase of equity securities	(16,936)	—
Purchase of fixed assets	(5,032)	(5,898)
Net cash provided by (used in) investing activities	195,442	93,625
Cash Flows From Financing Activities		
Repayments of debt obligations	(60,000)	(71,972)
Payment of deferred financing costs	(2,054)	—
Dividends and dividend equivalents paid	(28,449)	(21,445)
Principals' and others' interests in equity of consolidated subsidiaries - contributions	\$45	37
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(109,003)	(75,704)
Net cash provided by (used in) financing activities	(199,161)	(169,084)
Net Increase (Decrease) in Cash and Cash Equivalents	188,350	(148,992)
Cash and Cash Equivalents, Beginning of Period	104,242	333,166
Cash and Cash Equivalents, End of Period	\$292,592	\$184,174

Continued on next page.





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## FORTRESS INVESTMENT GROUP LLC

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

	Six Months Ended June 30,	
	2013	2012
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	\$2,602	\$7,352
Cash paid during the period for income taxes	\$1,982	\$3,385
Supplemental Schedule of Non-cash Investing and Financing Activities		
Employee compensation invested directly in subsidiaries	\$44,110	\$15,130
Investments of receivable amounts into Fortress Funds	\$182,059	\$71,991
Dividends, dividend equivalents and Fortress Operating Group unit distributions declared but not yet paid	\$28,026	\$—

See notes to consolidated financial statements.

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FORTRESS INVESTMENT GROUP LLC  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
JUNE 30, 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, which Fortress refers to as “Castles,” that invest in a wide variety of real estate related assets including securities, loans, real estate properties and mortgage servicing rights.

- 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.

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FORTRESS INVESTMENT GROUP LLC  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
 JUNE 30, 2013  
 (dollars in tables in thousands, except share data)

## FINANCIAL STATEMENT GUIDE

Selected Financial Statement Captions	Note Reference	Explanation
Balance Sheet		
Due from Affiliates	6	Generally, management fees, expense reimbursements and incentive income due from Fortress Funds.
Investments and Investments in Options	3	Primarily the carrying value of Fortress's principal investments in the Fortress Funds.
Deferred Tax Asset	5	Relates to potential future tax benefits.
Due to Affiliates	6	Generally, amounts due to the Principals related to their interests in Fortress Operating Group and the tax receivable agreement.
Deferred Incentive Income	2	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	4	The balance outstanding on the credit agreement and promissory note.
Statement of Operations		
Management Fees: Affiliates	2	Fees earned for managing Fortress Funds, generally determined based on the size of such funds.
Management Fees: Non-Affiliates	2	Fees earned from managed accounts and our traditional fixed income asset management business, generally determined based on the amount managed.
Incentive Income: Affiliates	2	Income earned from Fortress Funds, based on the performance of such funds.
Incentive Income: Non- Affiliates	2	Income earned from managed accounts, based on the performance of such accounts.
Compensation and Benefits	7	Includes equity-based, profit-sharing and other compensation to employees.
Gains (Losses)	3	

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The result of asset dispositions or changes in the fair value of investments or other financial instruments which are marked to market (including the Castles and GAGFAH).

Tax Receivable Agreement Liability Adjustment	5	Represents a change in the amount due to the Principals under the tax receivable agreement.
Earnings (Losses) from Equity Method Investees	3	Fortress's share of the net earnings (losses) of the Fortress Funds resulting from its principal investments.
Income Tax Benefit (Expense)	5	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.

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Selected Financial Statement Captions	Note Reference	Explanation
Principals' and Others' Interests in (Income) Loss of Consolidated Subsidiaries	6	Primarily the Principals' and employees' share of Fortress's earnings based on their ownership interests in subsidiaries, including Fortress Operating Group.
Earnings Per Share	8	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.
Other		
Distributions	8	A summary of dividends and distributions, and the related outstanding shares and units, is provided.
Distributable Earnings	10	A presentation of our financial performance by segment (fund type) is provided, on the basis of the operating performance measure used by Fortress's management committee.

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.

The accompanying consolidated financial statements and related notes of Fortress have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared under U.S. generally accepted accounting principles have been condensed or omitted. In the opinion of management, all adjustments considered necessary for a fair presentation of Fortress's financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with Fortress's consolidated financial statements for the year ended December 31, 2012 and notes thereto included in Fortress's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2013. Capitalized terms used herein, and not otherwise defined, are defined in Fortress's consolidated financial statements for the year ended December 31, 2012.

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

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



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

Fortress recognized management fees and incentive income as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Private Equity				
Private Equity Funds				
Management fees: affil.	\$33,716	\$29,670	\$66,500	\$59,257
Management fees: non-affil.	118	100	222	171
Incentive income: affil.	4,854	—	15,309	1,107
Castles				
Management fees: affil.	12,063	12,534	28,751	24,683
Management fees, options: affil.	10,096	13,226	36,470	13,226
Management fees: non-affil.	1,046	651	2,316	3,203
Incentive income: affil.	1,200	—	1,200	—
Liquid Hedge Funds				
Management fees: affil.	19,538	15,951	37,060	33,163
Management fees: non-affil.	6,183	3,243	11,684	6,198
Incentive income: affil.	4,677	811	6,464	873
Incentive income: non-affil.	1,434	77	2,487	125
Credit Funds				
Credit Hedge Funds				
Management fees: affil.	25,299	25,812	49,829	51,317
Management fees: non-affil.	94	130	125	255
Incentive income: affil.	17,423	1,026	20,574	1,283
Incentive income: non-affil.	—	130	—	130
Credit PE Funds				
Management fees: affil.	22,326	20,641	47,482	42,483
Management fees: non-affil.	34	36	69	72
Incentive income: affil.	2,731	22,379	18,695	29,755
Incentive income: non-affil.	—	262	376	521
Logan Circle				
Management fees: affil.	724	—	1,272	—
Management fees: non-affil.	7,880	6,223	15,754	11,873
Total				
Management fees: affil.	\$123,762	\$117,834	\$267,364	\$224,129

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Management fees: non-affil.	\$15,355	\$10,383	\$30,170	\$21,772
Incentive income: affil. (A)	\$30,885	\$24,216	\$62,242	\$33,018
Incentive income: non-affil.	\$1,434	\$469	\$2,863	\$776

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

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## Deferred Incentive Income

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

Incentive income from certain Fortress Funds is earned based on achieving annual performance criteria. Accordingly, this incentive income is recorded as revenue at year end (in the fourth quarter of each year), is generally received subsequent to year end, and has not been recognized for these funds during the six months ended June 30, 2013 and 2012. If the amount of incentive income contingent on achieving annual performance criteria was not contingent on the results of the subsequent quarters, \$191.8 million and \$61.9 million of additional incentive income from affiliates would have been recognized during the six months ended June 30, 2013 and 2012, respectively. Incentive income based on achieving annual performance criteria that has not yet been recognized, if any, is not recorded on the balance sheet and is included as “undistributed” deferred incentive income in the table below.

During the six months ended June 30, 2013 and 2012, Fortress recognized \$18.7 million and \$29.8 million, respectively, of incentive income distributions from its credit PE funds which represented “tax distributions.” These tax distributions are not subject to clawback and reflect a cash amount approximately equal to the amount expected to be paid out by Fortress for taxes or tax-related distributions on the allocated income from such funds.

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

	Distributed-Gross	Distributed-Recognized	Distributed-Unrecognized	Undistributed net of intrinsic clawback
	(A)	(B)	(C)	(D)
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	336,807
Distribution of private equity incentive income	90,173	N/A	90,173	(90,173 )
Recognition of previously deferred incentive income	N/A	(34,379 )	(34,379 )	N/A
Changes in foreign exchange rates	(1,551 )	—	(1,551 )	N/A

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Deferred incentive income as of June 30, 2013	\$ 980,720	\$ (694,631 )	\$ 286,089	\$ 774,066
Deferred incentive income including Fortress Funds which matured	\$ 1,034,376	\$ (748,287 )		

(A) All related contingencies have been resolved.

(B) Reflected on the balance sheet.

(C) At June 30, 2013, the net undistributed incentive income is comprised of \$860.7 million of gross undistributed incentive income, net of \$86.6 million of intrinsic clawback (see next page). The net undistributed incentive income represents the amount that would be received by Fortress from the related funds if such funds were liquidated on June 30, 2013 at their net asset values.

(D) From inception to June 30, 2013, Fortress has paid \$424.2 million of compensation expense under its employee profit sharing arrangements (Note 7) 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 \$860.7 million of gross undistributed incentive income were realized, Fortress would recognize and pay an additional \$345.1 million of compensation expense.

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The following tables summarize information with respect to the Fortress Funds, other than the Castles, and their related incentive income thresholds as of June 30, 2013:

Fund (Vintage) (A)	Maturity Date (B)	Inception to Date Capital Investment	Inception to Date Distributions	Net Asset Value ("NAV")	NAV Surplus (Deficit)	Gain to Current Cross Preferred Return Incentive Threshold (D)	Undistributed Incentive Income (E)	Distributed Incentive Income (G)	Distributed Incentive Income Subject to Clawback (I)	Gross Intrinsic Value (J)	
Private Equity Funds											
NIH (1998)	In Liquidation	\$415,574	\$(823,588)	\$—	\$ N/A	\$—	\$—	\$94,513	\$—	\$—	
Fund I (1999) (K)	Closed May-13	1,015,943	(2,847,928)	—	N/A	—	—	344,939	—	—	
Fund II (2002)	Feb-13	1,974,298	(3,266,588)	154,466	1,446,756	—	—	287,985	33,720	3,28	
Fund III (2004)	Jan-15	2,762,993	(1,501,427)	2,249,991	988,425	1,662,739	—	66,903	66,903	66,9	
Fund III Coinvestment (2004)	Jan-15	273,649	(173,269 )	121,387	21,007	191,760	—	—	—	—	
Fund IV (2006)	Jan-17	3,639,561	(586,995 )	3,860,445	807,879	2,123,171	—	—	—	—	
Fund IV Coinvestment (2006)	Jan-17	762,696	(138,625 )	606,020	(18,051 )	454,728	—	—	—	—	
Fund V (2007)	Feb-18	4,103,713	(143,667 )	4,103,833	143,787	1,811,652	—	—	—	—	
Fund V Coinvestment (2007)	Feb-18	990,480	(148 )	631,856	(358,476)	480,381	—	—	—	—	
GAGACQ Fund (2004) (GAGFAH)	Closed Nov-09	545,663	(595,401 )	N/A	N/A	N/A	N/A	51,476	N/A	N/A	
FRID (2005) (GAGFAH)	Apr-15	1,220,229	(505,614 )	587,171	(127,444)	789,008	—	16,447	16,447	16,4	
FRIC (2006) (Brookdale)	May-16	328,754	(17,462 )	228,703	(82,589 )	240,692	—	—	—	—	
FICO (2006) (Intrawest)	Jan-17	724,525	(5 )	(58,889 )	(783,409)	460,283	—	—	—	—	
FHIF (2006) (Holiday)	Jan-17	1,543,463	(63,169 )	2,255,706	775,412	892,166	—	—	—	—	
FECI (2007) (Florida East Coast / Flagler)	Feb-18	982,779	(165 )	930,487	(52,127 )	566,738	—	—	—	—	
								\$—	\$862,263	\$117,070	\$86
Private Equity Funds in Investment Period											

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WWTAI (2011)	Jun-24	\$ 155,472	\$(12,334 )	\$ 155,135	\$ 11,997	\$-N/A	\$ 1,128	\$—	\$—	\$—
MSR Opportunities Fund IA (2012)	Aug-22	208,499	(6,843 )	214,852	13,196	—N/A	1,274	—	—	—
MSR Opportunities Fund IB (2012)	Aug-22	50,500	(1,657 )	51,981	3,138	—N/A	314	—	—	—
							\$2,716	\$—	\$—	\$—

Continued on next page.

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Fund (Vintage) (A)	Maturity Date (B)	Inception to Date Capital Invested	Inception to Date Distributions	Net Asset Value ("NAV") (C)	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 to Class (I)
Credit PE Funds										
Long Dated Value Fund I (2005)	Apr-30	\$267,325	\$(65,011)	\$286,184	\$83,870	\$117,813	\$33,943	\$—	\$—	\$—
Long Dated Value Fund II (2005)	Nov-30	274,280	(112,785)	201,328	39,833	94,838	55,005	—	412	—
Long Dated Value Fund III (2007)	Feb-32	343,156	(237,977)	223,034	117,855	—	N/A	17,415	4,287	—
LDVF Patent Fund (2007)	Nov-27	43,727	(9,167)	70,263	35,703	—	N/A	2,757	461	—
Real Assets Fund (2007)	Jun-17	359,024	(274,995)	188,706	104,677	—	N/A	11,877	4,439	—
Credit										
Opportunities Fund (2008)	Oct-20	5,471,831	(6,275,405)	1,448,137	2,251,711	—	N/A	188,014	254,145	95
SIP Managed Account (2010)	Sep-20	11,000	(24,924)	10,497	24,421	—	N/A	2,099	2,785	—
Japan Opportunity Fund (2009)	Jun-19	1,050,650	(892,413)	570,560	412,323	—	N/A	41,003	45,542	15
								\$263,165	\$312,071	\$1
Credit PE Funds in Investment Period										
Credit										
Opportunities Fund II (2009)	Jul-22	\$2,162,162	\$(1,766,177)	\$1,195,939	\$799,954	\$—	\$ N/A	\$111,367	\$45,490	\$1
Credit										
Opportunities Fund III (2011)	Mar-24	1,099,673	(366,422)	973,562	240,311	—	N/A	38,899	8,108	8,1
FCO Managed Accounts (2008-2012)	Oct-21 to Mar-27	3,299,844	(2,391,561)	1,942,466	1,034,183	—	N/A	127,021	76,223	39
Japan Opportunity Fund II (Yen) (2011)	Dec-21	278,639	(54,594)	266,596	42,551	—	N/A	6,903	1,653	—
Japan Opportunity Fund II (Dollar)	Dec-21	247,629	(27,361)	258,570	38,302	—	N/A	4,755	2,585	—

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(2011) Net Lease Fund I (2010) Global	Feb-20	149,595	(62,173	) 138,938	51,516	—	N/A	5,848	886	88
Opportunities Fund (2010)	Sep-20	221,709	(68,641	) 195,314	42,246	—	N/A	8,242	—	—
Life Settlements Fund (2010)	Dec-22	318,652	(94,254	) 220,935	(3,463	) 48,953	52,416	—	—	—
Life Settlements Fund MA (2010)	Dec-22	26,187	(7,696	) 18,048	(443	) 4,025	4,468	—	—	—
Real Estate Opportunities Fund (2011)	Sep-24	228,454	(72,205	) 183,822	27,573	—	N/A	1,778	629	17
Real Estate Opportunities REOC Fund (2011)	Oct-23	23,020	(7,677	) 19,700	4,357	—	N/A	867	—	—
								\$305,680	\$135,574	\$5



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	Incentive Income Eligible NAV (L)	Gain to Cross Incentive Income Threshold (M)	Percentage of Incentive Income Eligible NAV Above Incentive Income Threshold (N)	Undistributed Incentive Income (O)	Year to Date Incentive Income Crystallized (P)
<b>Liquid Hedge Funds</b>					
<b>Macro Funds (Q) (T)</b>					
Main fund investments	\$2,183,363	\$754	96.4	% \$53,998	\$5,930
Sidepocket investments (R)	20,732	11,504	N/A	292	—
Sidepocket investments - redeemers (S)	213,510	106,970	N/A	2,887	—
Managed accounts	1,195,630	—	100.0	% 33,125	2,584
<b>Asia Macro Funds (T)</b>					
Main fund investments	1,250,192	—	100.0	% 25,372	373
Managed accounts	140,213	—	100.0	% 3,457	—
<b>Fortress Convex Asia Funds (T)</b>					
Main fund Investments	84,915	1,160	59.0	% 68	—
<b>Fortress Partners Funds (T)</b>					
Main fund investments	64,365	28,581	0.1	% 1	—
Sidepocket investments (R)	135,004	26,271	N/A	2,127	—
<b>Credit Hedge Funds</b>					
<b>Special Opportunities Funds (T)</b>					
Main fund investments	\$3,436,788	\$—	100.0	% \$70,360	\$—
Sidepocket investments (R)	94,699	1,767	N/A	4,604	—
Sidepocket investments - redeemers (S)	226,264	72,828	N/A	3,612	—
Main fund investments (liquidating) (U)	1,184,447	123,454	93.7	% 83,526	18,520
Managed accounts	6,204	45,995	0.0	% —	—
<b>Worden Funds</b>					
Main fund investments	218,856	—	100.0	% 5,712	1,883
<b>Value Recovery Funds (V)</b>					
Managed accounts	23,022	4,623	0.0	% —	—

(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).

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- (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 June 30, 2013, Fortress held \$41.5 million of such amounts on behalf of employees related to all of the private equity funds.
- (K) The Fund I distributed incentive income amount is presented for the total fund, of which Fortress was entitled to approximately 50%.
- (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 in the current period 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 June 30, 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 June 30, 2013, the undistributed incentive income from the Macro main fund would decrease by \$1.0 million.

(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.

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Excludes the Value Recovery Funds which had a NAV of \$435.6 million at June 30, 2013. Fortress began (V)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.

During the six months ended June 30, 2013, Fortress formed a new fixed income fund which had a net asset value of \$230.5 million as of June 30, 2013.

In addition, Fortress raised equity within Newcastle and Eurocastle as described in Note 3.

In April 2013, Eurocastle (Note 3) 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.

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 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 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.

3. 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:

	June 30, 2013	December 31, 2012
Equity method investees	\$1,129,329	\$1,135,329

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Equity method investees, held at fair value (A)	86,140	76,355
Total equity method investments	\$1,215,469	\$1,211,684
Options in equity method investees	\$98,298	\$38,077

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

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Gains (losses) can be summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net realized gains (losses)	\$225	\$(190)	\$(371)	\$490
Net realized gains (losses) from affiliate investments	66	(50)	(117)	(41)
Net unrealized gains (losses)	2,104	749	5,602	(300)
Net unrealized gains (losses) from affiliate investments	(5,595)	6,639	32,961	31,621
Total gains (losses)	\$(3,200)	\$7,148	\$38,075	\$31,770

These gains (losses) were generated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Mark to fair value on investments and options	\$(5,599)	\$6,639	\$32,964	\$31,622
Mark to fair value on derivatives	2,104	749	5,277	(368)
Other	295	(240)	(166)	516
Total gains (losses)	\$(3,200)	\$7,148	\$38,075	\$31,770

#### 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 6. In addition, unconsolidated affiliates also hold ownership interests in certain of these entities. Summary financial information related to these investments is as follows:

	Fortress's Investment		Fortress's Equity in Net Income (Loss)			
	June 30, 2013	December 31, 2012	Three Months Ended June 30,		Six Months Ended June 30,	
			2013	2012	2013	2012
Private equity funds, excluding NIH	\$763,333	\$720,817	\$12,493	\$14,886	\$35,378	\$34,705
NIH	—	1,177	(640)	9	(554)	108
Publicly traded portfolio companies (A)(B)	71,395	67,313	N/A	N/A	N/A	N/A
Newcastle (B)	5,424	9,002	N/A	N/A	N/A	N/A
New Residential (B)	6,990	—	N/A	N/A	N/A	N/A
Eurocastle (B)	2,331	40	N/A	N/A	N/A	N/A
Total private equity	849,473	798,349	11,853	14,895	34,824	34,813
Liquid hedge funds	163,934	180,664	1,266	1,506	6,613	6,755
Credit hedge funds	58,010	58,507	3,237	2,490	5,665	5,346
Credit PE funds	136,233	166,482	12,200	4,251	17,850	11,087
Other	7,819	7,682	149	1	55	382
	\$1,215,469	\$1,211,684	\$28,705	\$23,143	\$65,007	\$58,383

(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.



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

	Six Months Ended June 30, 2013			Liquid Hedge Funds	Credit Hedge Funds	PE Funds	Other	Total
	Private Equity		Publicly Traded Portfolio Companies and Castles (A)					
	NIH	Other Funds						
Investment, beginning	\$1,177	\$ 720,817	\$76,355	\$ 180,664	\$ 58,507	\$ 166,482	\$ 7,682	\$ 1,211,684
Earnings from equity method investees	(554 )	35,378	N/A	6,613	5,665	17,850	55	65,007
Other comprehensive income from equity method investees	12	—	N/A	—	—	—	—	12
Contributions to equity method investees (B)	—	14,485	319	44,925	139,134	10,607	216	209,686
Distributions of earnings from equity method investees	—	(7,991 )	N/A	(12,899 )	(6,213 )	(12,419 )	(4 )	(39,526 )
Distributions of capital from equity method investees	(635 )	(925 )	N/A	(55,369 )	(139,083)	(46,287 )	(130 )	(242,429 )
Total distributions from equity method investees (B)	(635 )	(8,916 )	N/A	(68,268 )	(145,296)	(58,706 )	(134 )	(281,955 )
Mark to fair value - during period (C)	N/A	360	10,263	N/A	N/A	N/A	N/A	10,623
Translation adjustment Dispositions	—	—	(797 )	—	—	24	—	(773 )
Reclassification to Due to Affiliates (D)	—	1,209	—	—	—	—	—	1,209
Investment, ending	\$—	\$ 763,333	\$ 86,140	\$ 163,934	\$ 58,010	\$ 136,233	\$ 7,819	\$ 1,215,469
Ending balance of undistributed earnings	\$—	\$ 58,955	\$ N/A	\$ 2,820	\$ 1,561	\$ 5,839	\$ 2,296	\$ 71,471

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

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

Six Months Ended June 30, 2013	
Contributions	Distributions of Capital

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Per Consolidated Statements of Cash Flows	\$18,763	\$236,173
Investments of receivable amounts into Fortress Funds	182,059	—
Change in distributions payable out of Fortress Funds	—	54
Net funded*	5,996	5,996
Consolidation of private equity liquidating entity	2,553	—
Other	315	206
Per Above	\$209,686	\$242,429

\*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 9.

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

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	Private Equity Funds excluding NIH (B)			
	June 30, 2013		December 31, 2012	
Assets	\$16,716,272		\$15,944,821	
Debt	—		—	
Other liabilities	(229,351	)	(143,951	)
Equity	\$16,486,921		\$15,800,870	
Fortress's Investment Ownership (A)	\$763,333		\$720,817	
	4.6	%	4.6	%
	Six Months Ended June 30,			
	2013		2012	
Revenues and gains (losses) on investments	\$1,094,028		\$1,407,232	
Expenses	(97,586	)	(92,894	)
Net Income (Loss)	\$996,442		\$1,314,338	
Fortress's equity in net income (loss)	\$35,378		\$34,705	

	Liquid Hedge Funds (C)		Credit Hedge Funds		Credit PE Funds (B) (D)		
	June 30, 2013	December 31, 2012	June 30, 2013	December 31, 2012	June 30, 2013	December 31, 2012	
Assets		\$9,293,405	\$9,994,722	\$9,431,681	\$8,853,281	\$9,536,328	
Debt		—	(3,724,405	)	(3,329,686	)	(98,973
Other liabilities		(4,682,311	)	(457,965	)	(447,127	)
Non-controlling interest		—	(3,715	)	(4,289	)	(9,786
Equity	\$5,783,481	\$4,611,094	\$5,808,637	\$5,650,579	\$8,468,705	\$9,132,358	
Fortress's Investment Ownership (A)	\$163,934	\$180,664	\$58,010	\$58,507	\$136,233	\$166,482	
	2.8	% 3.9	% 1.0	% 1.0	% 1.6	% 1.8	%
	Six Months Ended June 30, 2013		Six Months Ended June 30, 2012		Six Months Ended June 30, 2013		2012
Revenues and gains (losses) on investments		\$210,701	\$681,939	\$584,805	\$888,338	\$816,013	
Expenses		(70,176	)	(155,380	)	(112,952	)
Net Income (Loss)	\$504,940	\$140,525	\$526,559	\$471,853	\$725,047	\$689,139	
Fortress's equity in net income (loss)	\$6,613	\$6,755	\$5,665	\$5,346	\$17,850	\$11,087	

(A) Excludes ownership interests held by other Fortress Funds, the Principals, employees and other affiliates.

(B)

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For Private Equity Funds, includes three entities which are recorded on a one quarter lag (i.e. balances reflected for these entities are for the period ended March 31, 2013). For Credit PE Funds, includes one entity which is recorded on a one quarter lag (i.e., the balances reflected for this entity are for the periods ended March 31, 2013 and 2012, respectively) 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.

In interim periods, the liquid hedge funds prepare summary financial information on a one quarter lag. For the six (C) months ended March 31, 2013, the liquid hedge funds recorded \$415.7 million of revenues and gains (losses) on investments, \$67.2 million of expenses, and \$348.5 million of net income (loss).

(D) Includes certain entities in which Fortress has both a direct and an indirect investment.

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## Investments in Variable Interest Entities

Fortress is not considered the primary beneficiary of, and, therefore, does not consolidate, any of the variable interest entities in which it holds an interest, except as described below. No reconsideration events occurred during the six months ended June 30, 2013 which caused a change in Fortress's accounting.

The following tables set forth certain information as of June 30, 2013 regarding variable interest entities in which Fortress holds a variable interest. The amounts presented below are included in, and not in addition to, the equity method investment tables above.

Entities formed during the six months ended June 30, 2013:

Business Segment	Fortress is not Primary Beneficiary			Fortress Investment (A)	Notes
	Gross Assets	Financial Obligations			
Castles	\$2,657,318	\$1,452,175		\$ 59,628	(B)
Credit PE Funds	39,774	26,932		139	(B)
Logan Circle	233,162	—		142	(B)

(A) 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 fees Fortress earns from those entities.

(B) Fortress is not the primary beneficiary of this entity, because it does not absorb a majority of the entity's expected income or loss based on a quantitative analysis.

All variable interest entities:

Business Segment	Fortress is not Primary Beneficiary			December 31, 2012			Notes
	June 30, 2013			June 30, 2013			
	Gross Assets	Financial Obligations	Fortress Investment (A)	Gross Assets	Financial Obligations	Fortress Investment (A)	
Private Equity Funds	\$ 1,091	\$ —	\$ 232	\$9,087	\$ —	\$ 1,176	(C) (D)
Castles	8,930,147	6,153,112	122,362	7,421,269	5,798,143	56,294	(C) (D)
Liquid Hedge Funds	3,402,400	586,431	5,745	4,905,876	2,271,914	27,817	(C) (D)
Credit Hedge Funds	1,893,260	355,073	3,237	1,771,900	365,135	46,193	(C) (D)
Credit PE Funds	1,085,563	417,186	4,455	1,536,067	418,208	4,483	(C) (D)
Logan Circle	233,162	—	142	—	—	—	(C) (D)

(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.

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.

(B)

Fortress is not the primary beneficiary of the Castles, NIH and the Logan Circle Fund because it does not absorb a majority of their expected income or loss based on a quantitative analysis. Of the remaining entities represented herein, which primarily represent investing vehicles, intermediate entities and master funds, Fortress is not the primary beneficiary because the related funds, intermediate entities and feeder funds (which are not consolidated) are more closely associated with these entities than Fortress based on both a quantitative and qualitative analysis. The investing vehicles, intermediate entities and master funds were formed for the sole purpose of acting as investment vehicles for the related funds.

(C)

Fortress's investment includes management fees receivable, incentive income receivable, expense reimbursements and other receivables from these entities, as applicable.

(D)

FCF is an entity which 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.

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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, was deemed to be its primary beneficiary. Therefore, Fortress consolidates FCF. As of June 30, 2013, FCF's gross assets were approximately \$35.7 million, primarily comprised of affiliate receivables. Fortress's exposure to loss from FCF is limited to its unreserved outstanding advances, which were approximately \$14.8 million at June 30, 2013, plus any future advances. 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.

## 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 June 30, 2013	December 31, 2012	Valuation Method
Assets (within Investments)			
Newcastle, New Residential and Eurocastle common shares	\$ 14,745	\$ 9,042	Level 1 - Quoted prices in active markets for identical assets
Common stock of publicly traded private equity portfolio companies, primarily GAGFAH	71,395	67,313	Level 1 - Quoted prices in active markets for identical assets
Total equity method investments carried at fair value	\$ 86,140	\$ 76,355	
Newcastle, New Residential and Eurocastle options	\$ 98,298	\$ 38,077	Level 2 - Option valuation models using significant observable inputs
Assets (within Other Assets)			
Derivatives	\$ 6,410	\$ 1,101	Level 2 - See below
Equity Securities (A)	\$ 16,933	\$—	Level 1 - Quoted prices in active markets for identical assets
Liabilities (within Accrued Compensation and Benefits)			
Options in affiliates granted to employees	\$(18,336	) \$(10,120	) Level 2 - Option valuation models using significant observable inputs

In June 2013, Fortress made a direct investment in accounts managed by Logan Circle's growth equities business. (A) The equity investments in these accounts are owned on Fortress's behalf and are held at fair value. As of June 30, 2013, Fortress's investment was comprised of approximately \$16.9 million of equity securities, classified as trading, and \$3.1 million of cash and cash equivalents.

See Note 4 regarding the fair value of Fortress's outstanding debt.

In January 2013, Newcastle issued 57.5 million shares of its common stock in a public offering at a price to the public of \$9.35 per share. For the purposes of compensating Fortress for its successful efforts in raising capital for

Newcastle, in connection with this offering, Newcastle granted options to Fortress to purchase 5,750,000 shares of Newcastle's common stock at the public offering price, which were valued at approximately \$18.0 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term. In connection with this offering, two of the Principals each purchased 106,950 shares of Newcastle at the public offering price.

In February 2013, Newcastle issued 23.0 million shares of its common stock in a public offering at a price to the underwriters of \$10.34 per share. For the purposes of compensating Fortress for its successful efforts in raising capital for Newcastle, in connection with this offering, Newcastle granted options to Fortress to purchase 2,300,000 shares of Newcastle's common stock with a strike price of \$10.48 per share, which were valued at approximately \$8.4 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term. In connection with this offering, two of the Principals each purchased 95,500 shares of Newcastle at a price of \$10.48 per share.



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In May 2013, Newcastle distributed all of the common shares of its subsidiary, New Residential Investment Corp. ("New Residential," NYSE: NRZ) to its shareholders. In connection with this transaction, Fortress's options 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.

In May 2013, Eurocastle issued 15.0 million shares of its common stock in a public offering at a price to the public of €7.25 per share. For the purposes of compensating Fortress for its successful efforts in raising capital for Eurocastle, in connection with this offering, Eurocastle granted options to Fortress to purchase 1,500,000 shares of Eurocastle's common stock at the public offering price, which were valued at approximately \$6.2 million. The options were fully vested upon issuance, become exercisable from October 2013 and have a ten-year term.

In June 2013, Newcastle issued 40.3 million shares of its common stock in a public offering at a price to the public of \$4.97 per share. For the purposes of compensating Fortress for its successful efforts in raising capital for Newcastle, in connection with this offering, Newcastle granted options to Fortress to purchase 4,025,000 shares of Newcastle's common stock at the public offering price, which were valued at approximately \$3.8 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term. In connection with this offering, two of the Principals purchased an aggregate of 750,000 shares of Newcastle at the public offering price.

#### Derivatives

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

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

Fortress's derivatives (not designated as hedges) are recorded as follows:

	Balance Sheet	Fair Value	Notional Amount	Gains/(Losses) (B)	Maturity
	Location (A)	June 30, 2013	June 30, 2013	Six Months Ended June 30, 2013	Date
Foreign exchange option contract	Other Assets	\$1,063	€50,000	\$(300	) Mar-14
Foreign exchange option contract	Other Assets	\$(1,041	) €50,000	\$250	Mar-14
	Other Assets	\$1,584	¥877,506	\$1,049	Dec-13

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Foreign exchange option contract					
Foreign exchange option contract	Other Assets	\$(29	) ¥877,506	\$171	Dec-13
Foreign exchange option contract	Other Assets	\$4,396	¥2,403,500	\$2,552	Dec-14
Foreign exchange option contract	Other Assets	\$(448	) ¥2,403,500	\$648	Dec-14
Foreign exchange option contract	Other Assets	\$2,157	¥1,865,000	\$417	Jun-16
Foreign exchange option contract	Other Assets	\$(1,691	) ¥1,865,000	\$49	Jun-16
Foreign exchange option contract	Other Assets	\$375	¥550,000	\$101	Jun-14
Foreign exchange option contract	Other Assets	\$(227	) ¥550,000	\$47	Jun-14
Foreign exchange option contract	Other Assets	\$500	¥550,000	\$109	Jun-15
Foreign exchange option contract	Other Assets	\$(366	) ¥550,000	\$25	Jun-15
Foreign exchange option contract	Other Assets	\$636	¥550,000	\$123	Jun-16
Foreign exchange option contract	Other Assets	\$(499	) ¥550,000	\$14	Jun-16

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

(B) Reflects unrealized gains (losses) related to contracts existing at period end. Total net foreign exchange gains (losses) from derivatives were \$5.3 million during the six months ended June 30, 2013.

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

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## 4. DEBT OBLIGATIONS

Debt Obligation	Face Amount and Carrying Value		Contractual Interest Rate	Final Stated Maturity	June 30, 2013 Amount Available for Draws
	June 30, 2013	December 31, 2012			
Revolving credit agreement (A)(B)	\$—	\$—	LIBOR + 2.50% (C)	Feb 2016	\$147,332
Promissory note (D)	89,453	149,453	5.00%	Feb 2014	N/A
Total	\$89,453	\$149,453			

Collateralized by substantially all of Fortress Operating Group's assets as well as Fortress Operating Group's rights (A) to fees from the Fortress Funds and its equity interests therein, other than fees from Fortress's senior living property manager.

The \$150.0 million revolving debt facility includes a \$15.0 million letter of credit subfacility of which \$2.7 million (B) 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.

Management believes the fair value of the outstanding promissory note was approximately \$91.1 million at June 30, 2013 (based on internal models, a level 3 valuation, see Note 3).

Fortress was in compliance with all of its debt covenants as of June 30, 2013. The following table sets forth the financial covenant requirements as of June 30, 2013.

	June 30, 2013 (dollars in millions)		
	Requirement	Actual	Notes
AUM, as defined	≥ \$25,000	\$40,100	(A)
Consolidated Leverage Ratio	≤ 2.00	0.10	(B)
Consolidated Interest Coverage Ratio	≥ 4.00	36.64	(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 in the credit agreement.

Impacted by Consolidated EBITDA, as defined, which is generally impacted by the same factors as distributable (B) earnings, except Consolidated EBITDA is not impacted by changes in clawback reserves or gains and losses, including impairment, on investments.

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 "2013 Credit Agreement"). The 2013 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 2013 Credit Agreement, approximately \$2.3 million of fees and expenses

were incurred. The 2013 Credit Agreement contains customary representations and warranties, events of default, and affirmative and negative covenants, including restrictions on liens and indebtedness and requirements for minimum AUM (as defined), a maximum leverage ratio (as defined) and a minimum interest coverage ratio (as defined).

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## 5. INCOME TAXES AND TAX RELATED PAYMENTS

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

Fortress recognizes compensation expense from the issuance of RSUs and RPU's (Note 7) over their vesting period. Consequently, Fortress records an estimated income tax benefit associated with RSUs and RPU's. 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's that were greater than the estimated benefits).

Based on the value of the RSUs and RPU's which vested during the six months ended June 30, 2013 and 2012, Fortress has estimated tax shortfalls of \$26.3 million and \$29.6 million, respectively, which have been charged to income tax expense during these periods.

The provision for income taxes consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Current</b>				
Federal income tax expense (benefit)	\$(9,101	) \$1,817	\$(19,516	) \$(5,586
Foreign income tax expense (benefit)	1,787	1,557	2,904	3,280
State and local income tax expense (benefit)	(467	) 1,091	(1,100	) (41
	(7,781	) 4,465	(17,712	) (2,347
<b>Deferred</b>				
Federal income tax expense (benefit)	8,432	(1,644	) 38,550	28,548
Foreign income tax expense (benefit)	(559	) (296	) 40	1,007
State and local income tax expense (benefit)	1,074	3	6,564	3,162
	8,947	(1,937	) 45,154	32,717
Total expense (benefit)	\$1,166	\$2,528	\$27,442	\$30,370

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

	June 30, 2013	December 31, 2012
Total deferred tax assets	\$443,275	\$485,160

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Valuation allowance	(65,990	) (83,025	)
Net deferred tax assets	\$377,285	\$402,135	
Total deferred tax liabilities (A)	\$14,864	\$5,815	

(A) Included in Other Liabilities. The deferred tax liabilities primarily relate to timing differences in the recognition of income from compensatory options received from Newcastle (Note 3).

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

Valuation Allowance at December 31, 2012	\$83,025	
Changes due to FIG Corp ownership increases	(1,606	)
Net decreases (A)	(15,429	)
Valuation Allowance at June 30, 2013	\$65,990	

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

For the six months ended June 30, 2013, a net deferred income tax provision of \$0.5 million was debited to other comprehensive income, primarily related to the equity method investees. A current income tax benefit of \$0.2 million was credited to paid-in capital, related to (i) dividend equivalent payments on RSUs (Note 8), as applicable, and (ii) distributions to Fortress Operating Group restricted partnership unit holders (Note 8), which are currently deductible for income tax purposes. In addition, a current 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.

FIG Corp increased its ownership in the underlying Fortress Operating Group entities during the six months ended June 30, 2013 through the delivery of vested RSUs and RPU's (Note 7). As a result of this change in ownership and other factors, the deferred tax asset decreased by \$1.2 million with an offsetting decrease of \$1.9 million to the valuation allowance. In addition, the deferred tax asset was increased by \$11.4 million related to a step-up in tax basis due to the share exchanges which will result in additional tax deductions, with an offsetting increase of \$0.2 million to the valuation allowance. The establishment of these net deferred tax assets also increased additional paid-in capital.

#### Tax Receivable Agreement

Although the tax receivable agreement payments are calculated based on annual tax savings, for the six months ended June 30, 2013, the payments which would have been made pursuant to the tax receivable agreement, if such period was calculated by itself, were estimated to be \$14.1 million. In addition, during the six months ended June 30, 2013, the realization of certain tax benefits, which were previously offset by a valuation allowance, gave rise to a \$7.7 million increase in the expected tax receivable agreement liability.

## 6. RELATED PARTY TRANSACTIONS AND INTERESTS IN CONSOLIDATED SUBSIDIARIES

### Affiliate Receivables and Payables

Due from affiliates was comprised of the following:

Private Equity			Credit				
		Liquid	Hedge				
Funds	Castles	Funds	Funds	PE Funds	Other		Total

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June 30, 2013

Management fees and incentive income (A)	\$41,977	\$5,363	\$4,538	\$3,985	\$15,085	\$793	\$71,741
Expense reimbursements (A)	1,438	3,764	8,244	5,615	13,115	54	32,230
Expense reimbursements - FCF (B)	27,073	—	—	—	—	—	27,073
Dividends and distributions	—	249	—	—	—	—	249
Other	551	—	—	—	12	9,681	10,244
Total	\$71,039	\$9,376	\$12,782	\$9,600	\$28,212	\$10,528	\$141,537

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	Private Equity		Liquid Hedge Funds	Credit Hedge		Other	Total
	Funds	Castles		Funds	PE Funds		
December 31, 2012							
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

Net of allowances for uncollectible management fees and expense reimbursements of \$12.2 million and \$6.1 (A) million at June 30, 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 3).

As of June 30, 2013, amounts due from Fortress Funds recorded in Due from Affiliates included \$39.9 million of past due management fees, excluding \$12.2 million which has been fully reserved by Fortress, and \$15.6 million of private equity general and administrative expenses advanced on behalf of certain Fortress Funds, excluding \$6.1 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.

Due to affiliates was comprised of the following:

	June 30, 2013	December 31, 2012
Principals - tax receivable agreement - Note 5	\$261,609	\$253,787
Principals - Principal Performance Payments - Note 7	24,566	25,573
Distributions payable on Fortress Operating Group units	28,026	31,997
Other	6,743	6,450
General partner liability - Note 9	40,809	39,600
	\$361,753	\$357,407

## Other Related Party Transactions

For the six months ended June 30, 2013 and 2012, Other Revenues included approximately \$1.0 million and \$0.7 million, respectively, of revenues from affiliates, primarily interest and dividends.

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During 2013, Fortress advanced \$1.0 million to one of its senior employees who is not an officer. This advance bears interest at LIBOR+4.00%. All principal and interest is due and payable no later than February 2017. In addition, two senior employees repaid advances aggregating \$1.6 million.

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

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

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This balance sheet caption was comprised of the following:

	June 30, 2013	December 31, 2012
Fortress Operating Group units held by the Principals and one senior employee	\$ 523,186	\$ 530,739
Employee interests in majority owned and controlled fund advisor and general partner entities	53,386	57,411
Other	2,104	2,029
Total	\$ 578,676	\$ 590,179

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

	June 30, 2013		December 31, 2012	
Fortress Operating Group equity (Note 12)	\$ 1,075,505		\$ 1,058,886	
Less: Others' interests in equity of consolidated subsidiaries (Note 12)	(55,490	)	(59,440	)
Total Fortress shareholders' equity in Fortress Operating Group	\$ 1,020,015		\$ 999,446	
Fortress Operating Group units outstanding (A)	249,534,372		249,534,372	
Class A shares outstanding (C)	236,963,748		220,369,026	
Total	486,498,120		469,903,398	
Fortress Operating Group as a percent of total (B)	51.3	%	53.1	%
Equity of Fortress Operating Group units held by Principals and one senior employee	\$ 523,186		\$ 530,739	

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

(B) As a result, the Registrant owned 48.7% and 46.9% of Fortress Operating Group as of June 30, 2013 and December 31, 2012, respectively.

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Fortress Operating Group units held by the Principals and one senior employee	\$ (3,352	)	\$ 7,864	\$ 47,433
Employee interests in majority owned and controlled fund advisor and general partner entities	2,939		1,485	5,109
Other	53	(2	)	75
Total	\$ (360	)	\$ 9,347	\$ 52,617
			\$ 11,487	3,154
			99	\$ 14,740

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net Income (loss) attributable to Fortress	\$ (2,076 )	\$ 4,909	\$ 12,253	\$ (24,631 )
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	19,238
Increase in Fortress's shareholders' equity for the delivery of Class A shares primarily in connection with vested RSUs and RPUs	323	1,052	9,486	10,701
Change from net income (loss) attributable to Fortress and transfers (to) from Principals' and Others' Interests	\$ (1,753 )	\$ 5,961	\$ 31,882	\$ 5,308

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## 7. EQUITY-BASED AND OTHER COMPENSATION

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Equity-based compensation, per below	\$ 10,380	\$ 51,987	\$ 19,975	\$ 113,022
Profit-sharing expense, per below	96,407	29,717	164,553	60,230
Discretionary bonuses	51,776	45,971	103,088	94,436
Other payroll, taxes and benefits	53,492	44,792	105,518	88,158
	\$ 212,055	\$ 172,467	\$ 393,134	\$ 355,846

## Equity-Based Compensation

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

	RSUs		Non-Employees		Restricted Shares Issued to Directors		RPU Employees	
	Number	Value (A)	Number	Value (A)	Number	Value (A)	Number	Value (A)
Outstanding at December 31, 2012	21,754,544	\$ 9.44	1,246,406	\$ 5.51	828,211	\$ 5.29	10,333,334	\$ 13.75
Issued	8,765,448	5.05	—	—	104,667	5.99	—	—
Transfers	—	—	—	—	—	—	—	—
Converted to Class A shares	(7,915,946 )	15.07	(323,459 )	11.30	—	—	(10,333,334)	13.75
Forfeited	(562,466 )	3.77	—	—	—	—	—	—
Outstanding at June 30, 2013 (B)	22,041,580	\$ 5.82	922,947	\$ 3.47	932,878	\$ 5.37	—	\$—

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Expense incurred (B)				
Employee RSUs	\$ 6,187	\$ 28,653	\$ 13,287	\$ 66,607
Non-Employee RSUs	—	145	1	381
Principal Performance Payments (C)	4,193	624	6,687	881
Restricted Shares (D)	—	—	—	24
RPU	—	22,565	—	45,129
Total equity-based compensation expense	\$ 10,380	\$ 51,987	\$ 19,975	\$ 113,022

(A) Represents the weighted average grant date estimated fair value per share or unit.

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In future periods, Fortress will further recognize compensation expense on its non-vested equity based awards (B) outstanding as of June 30, 2013 of \$55.3 million, with a weighted average recognition period of 2.5 years. This does not include contingent amounts.

Accrued based on year-to-date performance; the actual number of RSUs granted are determined at year end. Based (C) on year-to-date performance, a total of approximately 2.5 million RSUs would be awarded as Principal Performance Payments.

Certain restricted shares granted to directors are recorded in General and Administrative Expense (\$0.3 million (D) and \$0.4 million for the six months ended June 30, 2013 and 2012, respectively) and therefore are not included above.

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

Fortress's management reviewed the estimated forfeiture factor as of June 30, 2013 and, based on the actual forfeiture rate incurred and the remaining vesting period of certain grants, determined that the forfeiture assumptions for certain grants required adjustment. The result of these changes in estimates did not materially impact equity-based compensation.

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In January 2013, Fortress granted 4.8 million RSUs to its employees valued at an aggregate of \$20.5 million on the grant date. These RSUs generally vest over three years.

During the three months ended June 30, 2013, Fortress granted 1.1 million RSUs to its employees valued at an aggregate of \$7.2 million on the grant date. These RSUs generally vest over three years.

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

	Six Months Ended June 30, 2013		Total
	Equity-Based Compensation	Profit Sharing Expense	
Private equity business	\$—	\$—	\$—
Liquid hedge fund business	2,564	9,847	12,411
Credit business	4,123	10,525	14,648
Total	\$6,687	\$20,372	\$27,059

#### Profit Sharing Expense

Recognized profit sharing compensation expense is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Private equity funds	\$1,796	\$—	\$2,135	\$410
Castles	1,861	3,377	8,217	3,377
Liquid hedge funds	28,813	3,320	39,036	6,887
Credit hedge funds	32,028	12,249	50,703	26,779
Credit PE funds	18,907	7,680	44,090	15,864
Principal Performance Payments (A)	13,002	3,091	20,372	6,913
Total	\$96,407	\$29,717	\$164,553	\$60,230

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

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## 8. EARNINGS PER SHARE AND DISTRIBUTIONS

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

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



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Weighted average shares outstanding	237,426,903	237,426,903	232,385,013	498,277,165
Basic and diluted net income (loss) per Class A share	\$(0.01 )	\$(0.01 )	\$0.05	\$0.04

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	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
	Basic	Diluted	Basic	Diluted
Weighted average shares outstanding				
Class A shares outstanding	213,983,892	213,983,892	202,581,788	202,581,788
Fully vested restricted Class A share units with dividend equivalent rights	1,473,028	1,473,028	4,850,487	4,850,487
Fully vested restricted Class A shares	688,095	688,095	645,408	645,408
Fortress Operating Group units and fully vested RPU's exchangeable into Class A shares (1)	—	300,273,852	—	308,033,708
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	216,145,015	516,418,867	208,077,683	516,111,391
Basic and diluted net income (loss) per Class A share				
Net income (loss) attributable to Class A shareholders	\$4,909	\$4,909	\$(24,631)	\$(24,631)
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)	(88)	(88)	(258)	(258)
Dividend equivalents declared on, and undistributed earnings allocated to, non-vested restricted Class A shares and restricted Class A share units (2)	(116)	(116)	(220)	(220)
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)	—	(65,147)	—	(44,548)
Net income (loss) available to Class A shareholders	\$4,705	\$(60,442)	\$(25,109)	\$(69,657)

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Weighted average shares outstanding	216,145,015	516,418,867	208,077,683	516,111,391
Basic and diluted net income (loss) per Class A share	\$0.02	\$(0.12	) \$(0.12	) \$(0.13

The Fortress Operating Group units and fully vested RPUs 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 RPUs would first have to be exchanged for Fortress Operating Group units and Class B shares). These units and fully vested RPUs are not included in the computation of basic earnings per share. These units and fully vested RPUs enter into (1) 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 RPUs. 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.

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 (2) 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.

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 (3) the effect is dilutive using the treasury stock method. The effect of the units on the calculation is generally anti-dilutive during periods of net losses. The weighted average restricted Class A share units which are not entitled to receive dividend or dividend equivalent payments outstanding were:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Share Units	16,786,047	21,193,102	16,266,780	20,621,941

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- 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
- (4) Fortress is reflected in the computation of both basic and diluted earnings per Class A share using the method prescribed for securities issued by a subsidiary. For purposes of the computation of basic and diluted earnings per Class A share, the fully vested restricted Class A share units with dividend equivalent rights are treated as outstanding Class A shares of Fortress and as outstanding partnership units of Fortress Operating Group.

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

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

	Weighted Average Three Months Ended June 30,		Weighted Average Six Months Ended June 30,	
	2013	2012	2013	2012
Class A shares (public shareholders)	235,941,595	213,983,892	227,741,269	202,581,788
Restricted Class A shares (directors)	900,457	705,204	888,102	668,932
Restricted Class A share units (employees) (A)	584,851	1,473,028	3,755,642	4,850,487
Restricted Class A share units (employees) (B)	4,970,562	6,434,147	4,259,267	6,786,086
Fortress Operating Group units (Principals and one senior employee)	249,534,372	300,273,852	249,534,372	303,037,371
Fortress Operating Group RPU's (one senior employee)	—	10,333,334	4,909,761	15,329,671
Total	491,931,837	533,203,457	491,088,413	533,254,335

	As of June 30, 2013	As of December 31, 2012
Class A shares (public shareholders)	236,030,870	217,458,131
Restricted Class A shares (directors)	932,878	828,211
Restricted Class A share units (employees) (A)	692,324	555,646
Restricted Class A share units (employees) (B)	5,744,629	6,434,147
Fortress Operating Group units (Principals and one senior employee)	249,534,372	249,534,372
Fortress Operating Group RPU's (one senior employee)	—	10,333,334
Total	492,935,073	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.

In January 2013, 8.0 million existing RSUs and 10.3 million existing RPU's vested and the related Class A and Class B shares, as applicable, were delivered within six months of vesting pursuant to the plan documents. All of the treasury shares held at December 31, 2012 were issued to employees in connection with these deliveries. In March 2013, one

senior employee exchanged an aggregate of 10.3 million FOG units and Class B shares for an equal number of Class A shares. A portion of the vested shares are generally sold to cover withholding tax requirements. In June 2013, one of the Principals contributed 300,000 Class A shares to a charitable organization.

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Dividends and distributions during the six months ended June 30, 2013 are summarized as follows:

	Declared in Prior Year, Paid in Current Year	Declared in Current Year		Total
		Declared and Paid	Declared but not yet Paid	
Dividends on Class A Shares	\$—	\$27,512	\$—	\$27,512
Dividend equivalents on restricted Class A share units (A)	—	936	—	936
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	30,725	20,134	28,026	48,160
Distributions to Fortress Operating Group RPU holders (Note 7) (B)	1,272	401	—	401
Total distributions	\$31,997	\$48,983	\$28,026	\$77,009

- A portion of these dividend equivalents, if any, related to RSUs expected to be forfeited, is included as
- (A) 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).

On May 1, 2013, Fortress 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 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.

On July 31, 2013, Fortress declared a second quarter cash dividend of \$0.06 per Class A share. The dividend is payable on August 16, 2013 to holders of record of Class A shares on August 13, 2013. The aggregate amount of this dividend payment is approximately \$14.2 million. In connection with this dividend, dividend equivalent payments of approximately \$0.5 million will be paid to holders of restricted Class A share units.

## 9. COMMITMENTS AND CONTINGENCIES

Other than as described below, Fortress's commitments and contingencies remain materially unchanged from December 31, 2012.

**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 2), 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 June 30, 2013 was \$40.8 million.

Litigation — Fortress is, from time to time, a defendant in legal actions from transactions conducted in the ordinary course of business. Management, after consultation with legal counsel, believes the ultimate liability arising from such actions that existed as of June 30, 2013, individually and in the aggregate, will not materially affect Fortress's results of operations, liquidity or financial position.

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

Private Equity Fund and Credit PE Fund Capital Commitments — Fortress has remaining capital commitments, which aggregated \$163.0 million as of June 30, 2013, primarily to certain of the Fortress Funds. These commitments can be drawn by the funds on demand.

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

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

July 1 to December 31, 2013	\$ 12,538
2014	23,423
2015	20,882
2016	19,401
2017	2,540
2018	251
Thereafter	—
Total	\$ 79,035

Rent expense, including operating expense escalations, during the six months ended June 30, 2013 and 2012 was \$12.2 million and \$11.4 million, respectively, and was included in General, Administrative and Other Expense.

10. SEGMENT REPORTING

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

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

Incentive Income

- (i) for Fortress Funds which are private equity funds and credit PE funds, adding (a) incentive income paid (or declared as a distribution) to Fortress, less an applicable reserve for potential future clawbacks if the likelihood of a clawback is deemed greater than remote by Fortress's chief operating decision maker (net of the reversal of any prior such reserves that are no longer deemed necessary), minus (b) incentive income recorded in accordance with GAAP,
- a.



for other Fortress Funds, at interim periods, adding (a) incentive income on an accrual basis as if the incentive  
b. income from these funds were payable on a quarterly basis, minus (b) incentive income recorded in accordance with  
GAAP,

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Other Income

- (ii) with respect to income from certain principal investments and certain other interests that cannot be readily transferred or redeemed:
  - 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 Castles,
  - c. subtracting unrealized gains (or adding unrealized losses) on direct investments in publicly traded portfolio companies and in the Castles,
    - adding (a) proceeds from the sale of shares received pursuant to the exercise of stock options in certain of the
- (iii) Castles, 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,
  - adding back equity-based compensation expense (including Castle options assigned to employees, RSUs and RPU
- (v) (including the portion of related dividend and distribution equivalents recorded as compensation expense), and restricted shares),
  - adding or subtracting, as necessary, any changes in the fair value of contingent consideration payable with respect
- (vi) 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,
- (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 5).

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.

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

- any difference between the GAAP carrying amount of equity method investments and their carrying amount for
- (i) 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 item in (i)(b) above.

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## Distributable Earnings Impairment

## Clawback Reserve on Incentive Income for DE Purposes

Fortress had recognized incentive income for DE purposes from certain private equity funds and credit PE funds, which are subject to contingent clawback, as of June 30, 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	Current Year-to-Date Net DE Reserve	Inception-to-Date Net DE Reserve	Notes
Fund II	2,104	19 Quarters	\$6,070	\$(1,823)	\$(1,167)	\$4,903	(C)
Fund III	45,108	22 Quarters	45,108	—	—	45,108	(D)
FRID	10,041	24 Quarters	10,041	—	—	10,041	(D)
Total	\$57,253		\$61,219	\$(1,823)	\$(1,167)	\$60,052	

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: Fund I, Credit Opportunities Fund, Credit Opportunities Fund II, Credit Opportunities Fund III, certain FCO Managed Accounts, Real Estate Opportunities Fund, Net Lease Fund I and Japan Opportunity Fund.

(B) See Note 2.

The previously recorded reserves with respect to this fund exceeded its net intrinsic clawback by approximately \$2.8 million immediately prior to June 30, 2013. Based on the criteria determined by the CODM, management determined that no reversal of reserve was appropriate. In the aggregate, \$1.2 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 six months ended June 30, 2013, Fortress recorded \$0.7 million of impairment on its direct and indirect investments in its funds for segment reporting purposes. As of June 30, 2013, Fortress had \$3.1 million of unrealized losses on certain investments that have not been recorded as impairment. As of June 30, 2013, Fortress's share of the net asset value of its direct and indirect investments exceeded its segment cost basis by \$544.1 million, representing unrealized gains.

During the six months ended June 30, 2013, Fortress recorded an aggregate net reversal of \$1.2 million of clawback reserve for DE purposes.

Fortress expects aggregate returns on its private equity funds and credit PE funds that are in an unrealized investment loss or intrinsic clawback position, after taking reserves into account, to ultimately exceed their carrying amount or breakeven point, as applicable. If such funds were liquidated at their June 30, 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 \$3.1 million.

## Embedded Incentive Income

As of June 30, 2013, Fortress had \$860.7 million of gross undistributed incentive income (Note 2), or \$774.1 million net of intrinsic clawback. Of the \$860.7 million, \$191.8 million has been recognized in distributable earnings. This amount represents hedge fund incentive income recorded during the six months ended June 30, 2013.

In addition, if Fortress had exercised all of its in-the-money Newcastle, New Residential, and Eurocastle options (Note 3) and sold all of the resulting shares at their June 30, 2013 closing price, it would have recorded \$84.6 million of gross additional distributable earnings, or \$66.3 million net of employee interests.

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## Segment Results of Operations

Summary financial data on Fortress's segments is presented on the following pages, together with a reconciliation to revenues, assets and net income (loss) for Fortress as a whole. Fortress's investments in, and earnings (losses) from, its equity method investees by segment are presented in Note 3.

## June 30, 2013 and the Six Months Then Ended

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

(A)

(A) Unallocated assets include deferred tax assets of \$377.3 million.

## Three Months Ended June 30, 2013

	Private Equity Funds	Private Equity Castles	Liquid Hedge Funds	Credit Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
Segment revenues									
Management fees	\$33,834	\$12,985	\$25,721	\$25,393	\$22,360	\$8,604	\$—	\$—	\$128,897
Incentive income	4,854	1,200	92,460	63,489	36,954	—	—	—	198,957
Segment revenues - total	\$38,688	\$14,185	\$118,181	\$88,882	\$59,314	\$8,604	\$—	\$—	\$327,854

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Fund management distributable earnings (loss) before Principal	\$25,376	\$4,211	\$71,099	\$42,533	\$16,391	\$(3,236)	\$—	\$156,374
Performance Payments (B)								
Fund management distributable earnings (loss)	\$25,376	\$4,211	\$63,989	\$36,609	\$16,422	\$(3,236)	\$—	\$143,371
Pre-tax distributable earnings (loss)	\$25,376	\$4,211	\$63,989	\$36,609	\$16,422	\$(3,236)	\$4,270	\$147,641

(B) See Note 7. Fund management distributable earnings (loss) is only reduced for the profit sharing component of the Principal Performance Payments.

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## FORTRESS INVESTMENT GROUP LLC

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## Six Months Ended June 30, 2012

	Private Equity		Liquid	Credit	PE	Logan	Principal		Fortress
	Funds	Castles	Hedge	Hedge	Funds	Circle	Investments	Unallocated	Subtotal
Segment revenues									
Management fees	\$59,406	\$27,636	\$39,361	\$51,572	\$42,554	\$11,873	\$—	\$—	\$232,402
Incentive income	7,543	—	9,730	56,345	25,430	—	—	—	99,048
Segment revenues - total	\$66,949	\$27,636	\$49,091	\$107,917	\$67,984	\$11,873	\$—	\$—	\$331,450
Fund management distributable earnings (loss) before Principal Performance Payments (B)									
Fund management distributable earnings (loss)	\$43,009	\$13,200	\$7,889	\$49,485	\$7,098	\$(4,536)	\$—	\$131	\$116,276
Pre-tax distributable earnings (loss)	\$43,009	\$12,735	\$7,100	\$43,837	\$7,089	\$(4,536)	\$(2,082)	\$131	\$107,283

## Three Months Ended June 30, 2012

	Private Equity		Liquid	Credit	PE	Logan	Principal		Fortress
	Funds	Castles	Hedge	Hedge	Funds	Circle	Investments	Unallocated	Subtotal
Segment revenues									
Management fees	\$29,748	\$13,060	\$19,194	\$25,942	\$20,676	\$6,223	\$—	\$—	\$114,843
Incentive income	2,848	—	3,438	26,103	14,196	—	—	—	46,585
Segment revenues - total	\$32,596	\$13,060	\$22,632	\$52,045	\$34,872	\$6,223	\$—	\$—	\$161,428
Fund management distributable earnings (loss) before Principal Performance Payments (B)									
Fund management distributable earnings (loss)	\$20,714	\$5,924	\$3,121	\$23,381	\$4,423	\$(2,018)	\$—	\$697	\$56,242
Pre-tax distributable earnings (loss)	\$20,715	\$5,924	\$2,809	\$20,611	\$4,414	\$(2,018)	\$—	\$697	\$53,152



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(loss)

Pre-tax distributable earnings (loss)	\$20,715	\$5,924	\$2,809	\$20,611	\$4,414	\$(2,018)	\$(2,986 )	\$697	\$50,166
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## Reconciling items between segment measures and GAAP measures:

	Three Months Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Fund management distributable earnings	\$143,371	\$53,152	\$240,653	\$109,365
Investment income (loss)	5,970	1,061	11,459	6,267
Interest expense	(1,700 )	(4,047 )	(3,979 )	(8,349 )
Pre-tax distributable earnings	147,641	50,166	248,133	107,283
Adjust incentive income				
Incentive income received from private equity funds and credit PE funds, subject to contingent repayment	(36,955 )	(14,195 )	(85,319 )	\$(25,430 )
Incentive income received from third parties, subject to contingent repayment	—	(1,401 )	—	(1,401 )
Incentive income accrued from private equity funds and credit PE funds, not subject to contingent repayment	7,584	22,641	34,379	31,384
Incentive income received from private equity funds and credit PE funds, not subject to contingent repayment	(4,854 )	—	(4,854 )	(1,107 )
Incentive income from hedge funds, subject to annual performance achievement	(132,413 )	(26,089 )	(191,832 )	(61,944 )
Incentive income received from the sale of shares related to options	—	—	—	—
Reserve for clawback, gross (see discussion above)	—	(2,847 )	(1,823 )	(6,436 )
	(166,638 )	(21,891 )	(249,449 )	(64,934 )
Adjust other income				
Distributions of earnings from equity method investees**	(4,290 )	(490 )	(8,844 )	(2,007 )
Earnings (losses) from equity method investees**	25,329	21,215	59,216	51,943
Gains (losses) on options in equity method investees	(5,695 )	185	23,745	4,257
Gains (losses) on other investments	1,055	7,206	12,540	27,063
Impairment of investments (see discussion above)	514	71	727	155
Adjust income from the receipt of options	10,096	13,226	36,470	13,226
	27,009	41,413	123,854	94,637
Adjust employee, Principal and director compensation				
Adjust employee, Principal and director equity-based compensation expense (including Castle options assigned)	(12,265 )	(55,278 )	(28,354 )	(114,925 )
Adjust employee portion of incentive income from private equity funds, accrued prior to the realization of incentive income	—	1,025	655	2,316
	(12,265 )	(54,253 )	(27,699 )	(112,609 )
Adjust amortization of intangible assets and impairment of goodwill and intangible assets	(11 )	(12 )	(22 )	(23 )
	3,352	(7,864 )	(47,433 )	(11,487 )

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Adjust non-controlling interests related to Fortress Operating  
Group units

Adjust tax receivable agreement liability	—	—	(7,739	) (6,935	)
Adjust income taxes	(1,164	) (2,650	) (27,392	) (30,563	)
Total adjustments	(149,717	) (45,257	) (235,880	) (131,914	)
Net Income (Loss) Attributable to Class A Shareholders	(2,076	) 4,909	12,253	(24,631	)
Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries	(360	) 9,347	52,617	14,740	
Net Income (Loss) (GAAP)	\$(2,436	) \$14,256	\$64,870	\$(9,891	)

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

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					June 30, 2013
Total segment assets					\$2,481,843
Adjust equity investments from segment carrying amount					(40,002 )
Adjust investments gross of employees' and others' portion					41,100
Adjust goodwill and intangible assets to cost					(22,732 )
Accrued incentive income subject to annual performance achievement					(191,832 )
Total assets (GAAP)					\$2,268,377
	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	2012	2013	2012	
Segment revenues	\$327,854	\$161,428	\$575,367	\$331,450	
Adjust management fees	125	148	250	273	
Adjust incentive income	(166,638 )	(21,900 )	(249,449 )	(65,254 )	
Adjust income from the receipt of options	10,096	13,226	36,470	13,226	
Adjust other revenues (including expense reimbursements)*	51,637	46,146	104,791	91,011	
Total revenues (GAAP)	\$223,074	\$199,048	\$467,429	\$370,706	

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

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

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	Private Equity Funds	Castles	Liquid Hedge Funds	Credit Hedge Funds	PE Funds	Logan Circle	Unallocated	Total
Three Months Ended June 30, 2013								
Depreciation	\$385	\$147	\$510	\$1,415	\$46	\$65	\$775	\$3,343
Amortization	—	—	—	—	—	11	—	11
Total	\$385	\$147	\$510	\$1,415	\$46	\$76	\$775	\$3,354
2012								
Depreciation	\$407	\$101	\$503	\$1,276	\$104	\$101	\$754	\$3,246
Amortization	—	—	—	—	—	12	—	12
Total	\$407	\$101	\$503	\$1,276	\$104	\$113	\$754	\$3,258
Six Months Ended June 30, 2013								
Depreciation	\$739	\$272	\$979	\$2,758	\$149	\$124	\$1,550	\$6,571
Amortization	—	—	—	—	—	22	—	22
Total	\$739	\$272	\$979	\$2,758	\$149	\$146	\$1,550	\$6,593
2012								
Depreciation	\$829	\$210	\$1,009	\$2,596	\$201	\$201	\$1,667	\$6,713
Amortization	—	—	—	—	—	23	—	23
Total	\$829	\$210	\$1,009	\$2,596	\$201	\$224	\$1,667	\$6,736

## 11. SUBSEQUENT EVENTS

These financial statements include a discussion of material events, if any, which have occurred subsequent to June 30, 2013 (referred to as “subsequent events”) through the issuance of these consolidated financial statements. Events subsequent to that date have not been considered in these financial statements.

In July 2013, Fortress sold 862,383 shares of GAGFAH (Note 3) and realized a gain of \$5.5 million. From inception through June 30, 2013, Fortress recorded a cumulative unrealized gain of \$6.2 million in its investment income, resulting in a \$0.7 million loss in the third quarter of 2013.

In July 2013, Fortress repaid the remaining \$89.5 million, plus accrued interest, on its promissory note (Note 4) due to a former Principal. As such, this note is no longer outstanding.

For an additional subsequent event, see Note 8.



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## 12. 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 six months ended June 30, 2013.

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 4). Segregating the financial results of this group of entities provides a more transparent view of the capital deployed in Fortress's businesses as well as the relevant ratios for borrowing entities.

The consolidating balance sheet information is as follows:

	As of June 30, 2013					
	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
<b>Assets</b>						
Cash and cash equivalents	\$291,000	\$438	\$—	\$1,154	\$—	\$292,592
Due from affiliates	142,000	1,462	(1,925)	116,695	(116,695)	141,537
Investments	1,215,469	175	(175)	496,829	(496,829)	1,215,469
Investments in options	98,298	—	—	—	—	98,298
Deferred tax asset	3,514	—	—	373,771	—	377,285
Other assets	113,471	442	—	29,283	—	143,196
	\$1,863,752	\$2,517	\$(2,100)	\$1,017,732	\$(613,524)	\$2,268,377
<b>Liabilities and Equity</b>						
<b>Liabilities</b>						
Accrued compensation and benefits	\$229,368	\$1,800	\$—	\$—	\$—	\$231,168
Due to affiliates	216,320	2,444	(1,925)	261,609	(116,695)	361,753
Deferred incentive income	286,089	—	—	—	—	286,089
Debt obligations payable	—	—	—	89,453	—	89,453
Other liabilities	54,436	132	—	13,704	—	68,272
	786,213	4,376	(1,925)	364,766	(116,695)	1,036,735
<b>Commitments and Contingencies</b>						
<b>Equity</b>						
Paid-in capital	5,693,996	175	(175)	2,129,188	(5,693,996)	2,129,188

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Retained earnings (accumulated deficit)	(4,666,101 )	(2,034 )	—	(1,474,325 )	4,668,135	(1,474,325 )
Accumulated other comprehensive income (loss)	(5,846 )	—	—	(1,897 )	5,846	(1,897 )
Total Fortress shareholders' equity (B)	1,022,049	(1,859 )	(175 )	652,966	(1,020,015 )	652,966
Principals' and others' interests in equity of consolidated subsidiaries	55,490	—	—	—	523,186	578,676
Total Equity	1,077,539	(1,859 )	(175 )	652,966	(496,829 )	1,231,642
	\$1,863,752	\$2,517	\$(2,100 )	\$1,017,732	\$(613,524 )	\$2,268,377

(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.



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FORTRESS INVESTMENT GROUP LLC  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
JUNE 30, 2013  
(dollars in tables in thousands, except share data)

The consolidating statement of operations information is as follows:

	Six Months Ended June 30, 2013					
	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
<b>Revenues</b>						
Management fees: affiliates	\$265,787	\$1,577	\$—	\$—	\$—	\$ 267,364
Management fees: non-affiliates	29,886	284	—	—	—	30,170
Incentive income: affiliates	62,242	—	—	—	—	62,242
Incentive income: non-affiliates	2,863	—	—	—	—	2,863
Expense reimbursements: affiliates	87,793	12,214	—	—	—	100,007
Expense reimbursements: non-affiliates	2,848	—	—	—	—	2,848
Other revenues	2,127	2	—	3,067	(3,261 )	1,935
	453,546	14,077	—	3,067	(3,261 )	467,429
<b>Expenses</b>						
Interest expense	3,973	22	—	3,344	(3,261 )	4,078
Compensation and benefits General, administrative and other	379,357	13,777	—	—	—	393,134
Depreciation and amortization	6,564	29	—	—	—	6,593
	455,731	14,646	—	3,344	(3,261 )	470,460
<b>Other Income (Loss)</b>						
Gains (losses) Tax receivable agreement liability adjustment	38,080	(5 )	—	—	—	38,075
Earnings (losses) from equity method investees	—	—	—	(7,739 )	—	(7,739 )
	103,087	(5 )	—	34,271	(42,010 )	95,343
Income (Loss) Before Income Taxes	100,902	(574 )	—	33,994	(42,010 )	92,312
Income tax benefit (expense)	(5,701 )	—	—	(21,741 )	—	(27,442 )
Net Income (Loss)	\$95,201	\$(574 )	\$—	\$12,253	\$(42,010 )	\$ 64,870
Principals' and Others' Interests in	\$5,184	\$—	\$—	\$—	\$47,433	\$ 52,617

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Income (Loss) of Consolidated Subsidiaries Net Income (Loss) Attributable to Class A Shareholders (B)	\$90,017	\$(574 )	\$ —	\$12,253	\$(89,443 )	\$ 12,253
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(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.

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FORTRESS INVESTMENT GROUP LLC  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
 JUNE 30, 2013  
 (dollars in tables in thousands, except share data)

The consolidating statement of cash flows information is as follows:

	Six Months Ended June 30, 2013					
	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)	\$95,201	\$(574 )	\$ —	\$12,253	\$(42,010 )	\$ 64,870
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities						
Depreciation and amortization	6,564	29	—	—	—	6,593
Other amortization and accretion	483	—	—	—	—	483
(Earnings) losses from equity method investees	(65,007 )	—	—	(42,010 )	42,010	(65,007 )
Distributions of earnings from equity method investees	39,526	—	—	—	—	39,526
(Gains) losses	(38,080 )	5	—	—	—	(38,075 )
Deferred incentive income	(34,379 )	—	—	—	—	(34,379 )
Deferred tax (benefit) expense	669	—	—	44,485	—	45,154
Adjustment of estimated forfeited non-cash compensation	20	—	—	—	—	20
Options received from affiliates	(36,470 )	—	—	—	—	(36,470 )
Tax receivable agreement liability adjustment	—	—	—	7,739	—	7,739
Equity-based compensation	19,975	—	—	—	—	19,975
Options in affiliates granted to employees	8,217	—	—	—	—	8,217
Allowance for doubtful accounts	315	—	—	—	—	315
Cash flows due to changes in						
Due from affiliates	(26,382 )	(28 )	—	60,349	(76,990 )	(43,051 )
Other assets	25,745	184	—	(23,085 )	—	2,844
Accrued compensation and benefits	120,061	90	—	—	—	120,151
Due to affiliates	(57,550 )	(80 )	—	(17,370 )	76,990	1,990
Deferred incentive income	89,715	—	—	—	—	89,715

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Other liabilities	785	25	—	649	—	1,459
Net cash provided by (used in) operating activities	149,408	(349)	) —	43,010	—	192,069
Cash Flows From Investing Activities						
Contributions to equity method investees	(18,763)	) —	—	(40,787)	) 40,787	(18,763)
Distributions of capital from equity method investees	236,173	—	—	45,688	(45,688)	) 236,173
Purchase of equity securities	(16,936)	) —	—	—	—	(16,936)
Purchase of fixed assets	(5,032)	) —	—	—	—	(5,032)
Net cash provided by (used in) investing activities	195,442	—	—	4,901	(4,901)	) 195,442

Continued on next page.

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FORTRESS INVESTMENT GROUP LLC  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
 JUNE 30, 2013  
 (dollars in tables in thousands, except share data)

	Six Months Ended June 30, 2013					
	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	—	—	—	(60,000 )	—	(60,000 )
Payment of deferred financing costs	(2,054 )	—	—	—	—	(2,054 )
Issuance (purchase) of Class A shares (RSU settlements)	(40,787 )	—	—	40,787	—	—
Capital contributions (distributions)	40,787	—	—	—	(40,787 )	—
Dividends and dividend equivalents paid	(46,500 )	—	—	(27,637 )	45,688	(28,449 )
Principals' and others' interests in equity of consolidated subsidiaries - contributions	345	—	—	—	—	345
Principals' and others' interests in equity of consolidated subsidiaries - distributions	(109,003 )	—	—	—	—	(109,003 )
Net cash provided by (used in) financing activities	(157,212 )	—	—	(46,850 )	4,901	(199,161 )
Net Increase (Decrease) in Cash and Cash Equivalents	187,638	(349 )	—	1,061	—	188,350
Cash and Cash Equivalents, Beginning of Period	103,362	787	—	93	—	104,242
Cash and Cash Equivalents, End of Period	\$291,000	\$438	\$ —	\$1,154	\$ —	\$ 292,592

(A) Other than Fortress Operating Group.



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

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

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

Overview

Our Business

Fortress is a leading, highly diversified global investment management firm with approximately \$54.6 billion in AUM as of June 30, 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 strong in the second quarter of 2013, which led to an improvement in our operating results in comparison with the second quarter of 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 June 30, 2013, we managed the following businesses:

**Private Equity** — a business that manages approximately \$14.3 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, Western Europe and Asia; and (ii) publicly traded permanent capital vehicles, which Fortress refers to as "Castles," that invest in a wide variety of real estate related assets including securities, loans, real estate properties and mortgage servicing rights.

**Liquid Hedge Funds** — a business that manages approximately \$6.5 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 \$12.5 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 \$21.4 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

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.

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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 2 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"> <li>- The amount of previously distributed incentive income.</li> <li>- The amount of "undistributed incentive income," which is the amount of incentive income that would be due to us upon a liquidation of the fund's remaining assets at their current estimated fair value.</li> </ul>
Yes	No	Yes	<ul style="list-style-type: none"> <li>- The amount of previously distributed incentive income.</li> <li>- The "intrinsic clawback," which is the amount of incentive income that we would have to return to the fund upon a liquidation of its remaining assets at their current estimated fair value.</li> <li>- The amount by which the total current fund value would have to increase as of the reporting date in order to reduce the intrinsic clawback to zero such that we would be in a position to earn additional incentive income from the fund in the future.</li> </ul>
No	Yes	N/A	<ul style="list-style-type: none"> <li>- The amount of "undistributed incentive income," which is the amount of incentive income that would be due to us upon a liquidation of the fund's remaining assets at their current estimated fair value.</li> </ul>
No	No	N/A	<ul style="list-style-type: none"> <li>- The amount by which the total current fund value would have to increase as of the reporting date such that we would be in a position to earn incentive income from the fund in the future.</li> </ul>

We disclose each of these performance measures, as applicable, for all of our funds in Note 2 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 7 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 10 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.  
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.
- 4) 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.

Equity-based compensation, which is not paid in cash but has a dilutive effect when it vests because it results in  
2)additional shares being issued. (This amount is broken out from total compensation in the compensation footnote in  
our consolidated financial statements.)

3)Other general and administrative expenses and interest expense.

4)Taxes.

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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.

### Managing Business Performance

We conduct our management and investment business through the following primary segments: (i) private equity funds, (ii) Castles, (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 net 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 financial institutions.

Strong equity market conditions enable our private equity funds to increase the value, and effect realizations, of their portfolio company investments. In addition, strong equity markets make it generally easier for our funds that invest in equities to generate positive investment returns. The condition of debt markets also has a meaningful impact on our business. Several of our funds are directly and indirectly exposed to debt instruments, which are generally assisted by a strong and liquid debt market. 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. Furthermore, from time to time, we utilize debt to finance our investments in our funds and for working capital purposes.

Beginning in mid-2007 through mid-2009, the equity and debt markets experienced a significant deterioration. The deterioration of the debt markets in the United States was triggered by considerable turbulence in the housing and sub-prime mortgage markets, which negatively affected other fixed income markets. The difficult conditions in the fixed income markets prompted lenders to cease committing to new senior loans and other debt, which, in turn, made it extremely difficult to finance new and pending private equity acquisitions or to refinance existing debt. The securitization markets, in particular, were significantly impaired and continue to be limited. As the turbulence in the debt markets continued and its intensity increased, equity market conditions also deteriorated as concerns of an economic slowdown affected equity valuations. Furthermore, the resulting reduction in the availability of capital caused increased correlation in the values of a wide variety of potential investments, which generally declined substantially. The

resulting reduction in liquidity and increase in volatility caused several commercial and investment banks, hedge funds and other financial institutions to reduce the carrying value of a significant amount of their holdings, which further reduced the liquidity of debt and, to a lesser extent, equity instruments. We refer to these conditions, as they existed during this period, as the “2008 Recession.”

Equity market conditions began to stabilize in the second quarter of 2009, and debt market conditions improved significantly in 2010. As a result, in our private equity business we were able to access the equity markets in the United States and abroad and to realize significant positions in publicly traded securities of our portfolio companies. The improvement in the debt markets enabled us and our portfolio companies to refinance existing debt obligations and otherwise obtain debt financing with respect to our existing investments. However, debt and equity market conditions remain volatile and have been adversely affected by various factors, such as the European debt crisis, continuing weakness in the U.S. labor and real estate markets, and unrest in the Middle East.

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 June 30, 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 those funds and, therefore, our reputation. In addition, the potential for defaults on European sovereign debt may have negative impacts on the markets, which could have a material adverse impact on Fortress.

Market conditions have impacted our business in several ways:

Volatility in the markets increased the importance of maintaining sufficient liquidity without relying upon additional infusions of capital from the debt and equity 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.

Conditions during the 2008 Recession resulted in significant declines in the values of our funds' investments. Our credit funds and liquid hedge funds have recovered these losses in aggregate in subsequent periods. Our private equity funds have also recovered these losses, but must satisfy minimum return requirements prior to generating incentive income. This has resulted in increased challenges to our ability to generate incentive income from our existing traditional private equity funds and, in some cases, the possibility that we will be liable for “clawback” payments relating to incentive payments previously collected. The returns required are subject to a number of variables, such as the amount of loss incurred, the amount of outstanding capital in the fund, the amount and timing of future capital draws and distributions, and the rate of preferred return earned by investors. See Note 2 to the consolidated financial statements included herein for more information.

Based on the above described improvements in the markets, our board of directors approved a revised dividend policy under which it reinstated a quarterly dividend beginning in the fourth quarter of 2011, which was increased in the fourth quarter of 2012. The decision to pay a dividend, as well as the amount of any dividends paid, is subject to change at the discretion of our board of directors based upon a number of factors, including actual and projected distributable earnings.

Conditions during the 2008 Recession also resulted in what we refer to as the “Great Deleveraging.” As the financing of existing assets throughout the markets matures over time, it must be refinanced. The general reduction in the value of assets, coupled with the reduction in capital availability described above, led to refinancing at a significantly lower level of leverage, which requires either a contribution of equity or, in many cases, the sale of the assets. These circumstances resulted in significant opportunities for investors with sufficient capital to acquire assets at reduced prices. However, since the first wave of the Great Deleveraging, near-term investment opportunities have become

more sporadic in nature given pricing and market dynamics.

Despite the volatile economic conditions, our funds continue to make investments on an opportunistic basis, and we continue to raise new funds as illustrated in the AUM table below.

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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 the 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, historically low interest rates, as well as the reductions in asset values described above, 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 stabilized or even slightly increased - and redemption requests appear to have decreased - relative to the conditions experienced during the 2008 Recession. 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 a historical leader in the alternative asset management industry based on the size, diversity and historical performance of our funds, we were able to attract a significant amount of new capital even during challenging market conditions. As illustrated in "- Performance of Our Funds" below, we have generated strong returns across most of our funds, and the performance of our more recent vintage private equity funds has rebounded significantly since the 2008 Recession. 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 post-recession 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: transportation and infrastructure, financial services (particularly loan servicing), leisure and gaming, real estate (including Florida commercial real estate and German residential real estate), and senior living facilities. If any of these industries or sectors were adversely affected by market conditions, sector-specific trends or other factors, in a systemic or uniform manner, it could have a disproportionately negative impact on those funds.

Our liquid hedge funds engage in active trading. Performance in the first half of 2013 has been very favorable across the liquid hedge fund business led by positions profiting from the weakening in the Japanese Yen and rising global equity markets. However, towards the end of May and June, as global equity markets pulled back from their earlier highs and emerging market rates moved appreciably higher, profits were reduced in equities and emerging market interest rates. See “- Performance of Our Funds.” The positive impact of these trends may not continue as these trends may change, or the positions held by the funds may be changed.

We believe that unfolding developments in the U.S. residential housing market are generating significant, compelling investment opportunities. The U.S. residential market is vast and, in the aftermath of the 2008 Recession, 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, attractive pricing, and significant barriers to entry. New Residential Investment Corp. ("New Residential") and the MSR Opportunities Funds have recently made significant investments in excess MSRs.

## Market Considerations Summary

While market conditions in the United States and abroad have improved meaningfully over the last several years, it is not clear whether a sustained recovery will occur or, if so, for how long it will last. Many market participants remain concerned about the long-term health of the financial markets, financial institutions and countries that participate in these markets. 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 negatively impact Fortress and our funds.

Although disruptions in the markets, with respect to equity prices, interest rates, credit spreads or other market factors, including market liquidity, may adversely affect our existing positions, we believe such disruptions generally also present significant new opportunities for investment, particularly in distressed asset classes. Our ability to take advantage of these opportunities will depend on our access to debt and equity capital, both at Fortress and within the funds. However, no assurance can be given that future trends will not be disadvantageous to us, particularly if conditions deteriorate, or if generally improving conditions in our markets reverse.

To date we have been able to continue raising capital, both through new and existing funds, which helps to increase our AUM and to give us a significant amount of capital available to be invested at a time when we believe attractive returns are available. However, we do not currently know the full extent to which market uncertainty will affect us or the markets in which we operate. If conditions deteriorate, or result in a permanent, fundamental change in the markets, we and the funds we manage may experience reduced liquidity, reduced earnings and cash flow, impairment charges, increased margin requirements, as well as challenges in maintaining our reputation, raising additional capital, maintaining compliance with covenants under our debt obligations, obtaining investment financing and making investments on attractive terms.

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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		Liquid	Credit	PE Funds (J)	Logan	Total
	Funds (J)	Castles	Hedge Funds	Hedge Funds		Circle	
2013							
AUM December 31, 2012	\$10,611	\$3,660	\$5,060	\$5,665	\$7,749	\$20,685	\$53,430
Capital raised (A)	—	1,097	1,393	242	—	—	2,732
Increase in invested capital	307	—	—	—	549	—	856
Redemptions (B)	—	—	(518 )	(48 )	—	—	(566 )
SPV distributions (C)	—	—	—	—	—	—	—
RCA distributions (D)	—	—	—	(421 )	—	—	(421 )
Return of capital distributions (E)	(296 )	—	(40 )	(8 )	(1,383 )	—	(1,727 )
Adjustment for capital reset (F) (K)	—	(1,492 )	—	—	—	—	(1,492 )
Crystallized incentive income (G)	—	—	(69 )	(140 )	—	—	(209 )
Net client flows (traditional)	—	—	—	—	—	1,277	1,277
Income (loss) and foreign exchange (H)	446	(49 )	635	470	(207 )	(565 )	730
AUM June 30, 2013 (I)	\$11,068	\$3,216	\$6,461	\$5,760	\$6,708	\$21,397	\$54,610

(A) Includes offerings of shares by the Castles, if any.

(B) Excludes redemptions which reduced AUM subsequent to June 30, 2013. Redemptions are further detailed below.

(C) Mainly represents distributions from the Drawbridge Global Macro Fund SPV, which was established to hold the illiquid assets pertaining to investors who gave redemption notices in the fourth quarter of 2008.

Represents distributions from (i) assets held within redeeming capital accounts (or "RCA") in our Drawbridge

(D) 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.

For private equity and credit PE funds, return of capital distributions are based on realization events. Such

(E) distributions include, in the case of private equity and credit PE funds that are in their capital commitment periods, recallable capital distributions.

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

(F) 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.

(G) Represents the transfer of value from investors (fee paying) to Fortress (non-fee paying) related to realized hedge fund incentive income.

(H) Represents the change in fee-paying NAV resulting from realized and unrealized changes in the reported value of the fund.

(I)

AUM is presented mainly in reference to Fortress's ability to generate management fees. Note 2 to our consolidated financial statements, contained herein, provides further information regarding incentive income, and Note 3 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.

(J) As of June 30, 2013, the private equity funds and credit PE funds had approximately \$0.7 billion and \$5.9 billion of uncalled and callable capital, respectively, that will become assets under management if deployed/called, of which an aggregate of \$1.4 billion is only available for follow-on investments, management fees and other fund expenses.

(K) In April 2013, 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 is 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 is 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 2008, 2009, 2010, 2011 and 2012 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 June 30, 2013:

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	\$573,421	\$132,520	\$441,291	\$41,125	\$—	\$41,125
2012	1,482,907	1,483,319	—	248,402	100,315	167,775
2011	2,382,209	2,291,242	—	785,831	466,834	428,848
Prior			— (A)			504,876 (A)
			\$441,291 (B)			\$1,142,624 (B)

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

(B)

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For liquid hedge funds, reflects \$171.3 million to be paid primarily within one quarter and \$270.0 million to be paid in the first quarter of 2014 and thereafter. For credit hedge funds, reflects \$1,101.5 million in RCAs to be paid as the underlying investments are realized, \$36.2 million to be paid within one quarter and \$4.9 million to be paid in the first quarter of 2014 and thereafter. Excludes any notices received from investors whose status has changed from fee-paying to non-fee-paying subsequent to notice receipt.

(C) RCA payments are reflected in the AUM rollforward table as RCA distributions rather than as redemptions.

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

## Performance of Our Funds

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

Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)	
			June 30, 2013	2012	Inception to June 30, 2013	
Private Equity						
Private Equity Funds that Report IRR's						
Fund I	Nov-99	Closed - May-13	\$—	\$—	25.7	%
Fund II	Jul-02	(A)	—	—	35.5	%
Fund III	Sep-04	Jan-15	1,225	1,287	7.0	%
Fund III Coinvestment	Nov-04	Jan-15	101	112	1.5	%
Fund IV	Mar-06	Jan-17	2,983	2,900	3.4	%
Fund IV Coinvestment	Apr-06	Jan-17	473	619	(0.4)	)%
Fund V	May-07	Feb-18	2,774	2,741	0.4	%
Fund V Coinvestment	Jul-07	Feb-18	601	577	(8.5)	)%
GAGACQ Coinvestment Fund (GAGFAH)	Sep-04	Permanent	—	—	18.9	%
FRID (GAGFAH)	Mar-05	Apr-15	786	507	(2.5)	)%
FRIC (Brookdale)	Mar-06	May-16	160	107	(4.3)	)%
FICO (Intrawest)	Aug-06	Jan-17	—	—	(100.0)	)%
FHIF (Holiday)	Dec-06	Jan-17	1,083	1,067	7.1	%
FECI (Florida East Coast/Flagler)	Jun-07	Feb-18	437	443	(0.9)	)%
WWTAI	Jul-11	Jun-24	148	27	(C)	
MSR Opportunities Fund IA	Aug-12	Aug-22	195	—	(C)	
MSR Opportunities Fund IB	Aug-12	Aug-22	49	—	(C)	

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Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)		Six Months Ended		
			June 30, 2013	2012	Inception to Date (D)	June 30, 2013	2012		
<b>Private Equity - Castles</b>									
Newcastle Investment Corp.	Jun-98	Permanent	\$1,486	\$1,561	N/A	7.7	%	11.9	%
New Residential Investment Corp.	May-13	Permanent	1,204	—	N/A	8.3	%	N/A	
Eurocastle Investment Limited	Oct-03	Permanent	526	1,829	N/A	N/A		N/A	
<b>Liquid Hedge Funds</b>									
Drawbridge Global Macro Funds (A)	Jun-02	Redeemable	340	410	9.3	%	12.8	%	7.3
Fortress Macro Funds	May-09	Redeemable	1,856	1,683	9.7	%	13.2	%	8.0
Fortress Macro MA1	Nov-11	Redeemable	299	62	19.2	%	13.8	%	(C)
Fortress Partners Fund LP (A)	Jul-06	Redeemable	547	644	2.2	%	0.1	%	1.7
Fortress Partners Offshore Fund LP (A)	Nov-06	Redeemable	644	666	2.6	%	2.2	%	2.1
Fortress Asia Macro Funds	Mar-11	Redeemable	1,258	235	16.0	%	12.9	%	6.8
Fortress Convex Asia Funds	May-12	Redeemable	85	26	(3.7)	)%	0.7	%	(C)
<b>Credit Hedge Funds</b>									
Drawbridge Special Opp's Fund LP (E)	Aug-02	PE style redemption	3,844	4,008	11.5	%	9.4	%	7.6
Drawbridge Special Opp's Fund LTD (E)	Aug-02	PE style redemption	1,195	929	11.7	%	10.5	%	7.9
Worden Fund	Jan-10	PE style redemption	223	191	13.5	%	9.1	%	9.0
Worden Fund II	Aug-10	PE style redemption	34	19	11.9	%	8.4	%	7.0
Value Recovery Funds and related assets	(F)	Non-redeemable	458	691	(F)		(F)		(F)

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Name of Fund	Inception Date	Maturity Date (A)	AUM		Returns (B)	
			June 30, 2013	2012	Inception to June 30, 2013	
Credit PE Funds						
Credit Opportunities Fund	Jan-08	Oct-20	\$722	\$972	26.2	%
Credit Opportunities Fund II	Jul-09	Jul-22	737	929	18.7	%
Credit Opportunities Fund III	Sep-11	Mar-24	785	459	(C)	
FCO Managed Accounts	Sep-08 to Jun-10	Oct-21 to Jun-24	805	905	22.5	%(G)
FCO Managed Accounts (C)	Oct-10 to Jun-12	Apr-22 to Mar-27	566	295	(C)	
Long Dated Value Fund I	Apr-05	Apr-30	185	186	4.4	%
Long Dated Value Fund II	Nov-05	Nov-30	153	157	2.7	%
Long Dated Value Fund III	Feb-07	Feb-32	104	197	8.0	%
LDVF Patent Fund	Nov-07	Nov-27	16	16	13.4	%
Real Assets Fund	Jun-07	Jun-17	86	92	8.6	%
Japan Opportunity Fund	Jun-09	Jun-19	425	600	20.7	%
Japan Opportunity Fund II (Dollar)	Dec-11	Dec-21	713	75	(C)	
Japan Opportunity Fund II (Yen)	Dec-11	Dec-21	739	25	(C)	
Net Lease Fund I	Jan-10	Feb-20	74	65	18.7	%
Global Opportunities Fund	Sep-10	Sep-20	271	337	(C)	
Life Settlements Fund	Dec-10	Dec-22	210	197	(C)	
Life Settlements Fund MA	Dec-10	Dec-22	18	17	(C)	
Real Estate Opportunities Fund	May-11	Sep-24	76	48	(C)	
Real Estate Opportunities REOC Fund	Oct-11	Oct-23	17	14	(C)	
Subtotal - all funds			31,716	28,927		
Managed accounts			1,497	749		
Total - Alternative Investments			33,213	29,676		
Logan Circle			21,397	18,112		
Total (H)			\$54,610	\$47,788		

(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. The Castles are considered to have permanent equity as they have an indefinite life and no redemption terms. Investor capital in the liquid hedge funds and the Fortress Partners Funds is generally redeemable at the option of the fund investors; however, a substantial portion of the Drawbridge Global Macro Funds' and Fortress Partner Funds' investor capital is not redeemable by its investors and such capital will only be distributed as underlying assets are realized, in accordance with their governing documents. The Drawbridge Special Opportunities Funds and Worden Funds may pay redemptions over time, as the underlying investments are realized, in accordance with their governing documents ("PE style redemption"). The Value Recovery Funds generally do not allow for redemptions, but are in the process of realizing their remaining investments in an orderly liquidation. Management notes that funds which had a term of three years or longer at inception, funds which have permanent equity, funds which have a PE style redemption and funds which do not allow for redemptions aggregated approximately 80.0% of our alternative investment AUM as of June 30, 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 Castles, returns represent the current dividend yield which is calculated by annualizing the most recently declared dividend and dividing the result by the closing stock price for the period. Eurocastle did not declare a dividend during the six months ended June 30, 2013 and 2012.

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.

These funds had no successor fund formed and either (a) were in their investment periods and had capital, other (C) 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.

The returns for the Drawbridge Special Opportunities Funds reflect the performance of each fund excluding the (E) 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).

Fortress began managing the third party originated Value Recovery Funds in June 2009. Their returns are not (F) comparable since we are only managing the realization of existing investments within these funds which were acquired prior to Fortress becoming their manager.

(G) 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.

In addition to the funds listed, Fortress manages NIH, FPRF and Mortgage Opportunities Funds I and II. Such (H) 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 had zero AUM as of June 30, 2013 and 2012, 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.

	Six Months Ended June 30,		Variance	Three Months Ended June 30,		Variance
	2013 (Unaudited)	2012 (Unaudited)		2013 (Unaudited)	2012 (Unaudited)	
<b>Revenues</b>						
Management fees: affiliates	\$267,364	\$224,129	\$43,235	\$123,762	\$117,834	\$5,928
Management fees: non-affiliates	30,170	21,772	8,398	15,355	10,383	4,972
Incentive income: affiliates	62,242	33,018	29,224	30,885	24,216	6,669
Incentive income: non-affiliates	2,863	776	2,087	1,434	469	965
Expense reimbursements: affiliates	100,007	87,400	12,607	49,341	44,449	4,892
Expense reimbursements: non-affiliates	2,848	1,886	962	1,477	937	540
Other revenues	1,935	1,725	210	820	760	60
	467,429	370,706	96,723	223,074	199,048	24,026
<b>Expenses</b>						
Interest expense	4,078	8,502	(4,424 )	1,783	4,135	(2,352 )
Compensation and benefits	393,134	355,846	37,288	212,055	172,467	39,588
General, administrative and other expense (including depreciation and amortization)	73,248	69,097	4,151	36,011	35,953	58
	470,460	433,445	37,015	249,849	212,555	37,294
<b>Other Income (Loss)</b>						
Gains (losses)	38,075	31,770	6,305	(3,200 )	7,148	(10,348 )
Tax receivable agreement liability adjustment	(7,739 )	(6,935 )	(804 )	—	—	—
Earnings (losses) from equity method investees	65,007	58,383	6,624	28,705	23,143	5,562
	95,343	83,218	12,125	25,505	30,291	(4,786 )
Income (Loss) Before Income Taxes	92,312	20,479	71,833	(1,270 )	16,784	(18,054 )

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Income tax benefit (expense)	(27,442 )	(30,370 )	2,928	(1,166 )	(2,528 )	1,362
Net Income (Loss)	\$64,870	\$(9,891 )	\$74,761	\$(2,436 )	\$14,256	\$(16,692 )
Principals' and Others' Interests in						
Income	\$52,617	\$14,740	\$37,877	\$(360 )	\$9,347	\$(9,707 )
(Loss) of Consolidated Subsidiaries						
Net Income (Loss) Attributable to Class						
A	\$12,253	\$(24,631 )	\$36,884	\$(2,076 )	\$4,909	\$(6,985 )
Shareholders						



## 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 Fee Paying AUM

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

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

Six Months Ended	Private Equity		Liquid Hedge	Credit Hedge			Total
	Funds	Castles	Funds	Funds	PE Funds	Logan Circle	
June 30, 2013	\$10,935	\$3,251	\$5,670	\$5,682	\$7,166	\$21,340	\$54,044
June 30, 2012	\$9,917	\$3,260	\$4,918	\$5,942	\$6,041	\$15,907	\$45,985

Three Months Ended	Private Equity		Liquid Hedge	Credit Hedge			Total
	Funds	Castles	Funds	Funds	PE Funds	Logan Circle	
June 30, 2013	\$11,097	\$3,047	\$5,976	\$5,690	\$6,874	\$21,667	\$54,351
June 30, 2012	\$10,233	\$3,300	\$4,619	\$5,925	\$5,946	\$17,098	\$47,121

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 will

receive management fees based on a percentage of revenues from the properties.

#### Incentive Income

Incentive income is calculated as a percentage of returns, or profits, (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 PE 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 967 asset management employees as of June 30, 2012, to 1,035 asset management employees as of June 30, 2013. Additionally, we have 986 employees at the senior living properties that we manage (whose compensation expense is reimbursed to us by the owners of the facilities).

#### Revenues

##### Six months ended June 30

Total revenues were \$467.4 million for the six months ended June 30, 2013, a net increase of \$96.7 million, compared to \$370.7 million for the six months ended June 30, 2012. The increase in revenues was attributable to (i) increases of \$43.2 million and \$8.4 million in management fees from affiliates and non-affiliates, respectively, (ii) increases of \$29.2 million and \$2.1 million in incentive income from affiliates and non-affiliates, respectively, (iii) increases of \$12.6 million and \$1.0 million in expense reimbursements from affiliates and non-affiliates, respectively, and (iv) an increase of \$0.2 million in other revenues.

The increase in management fees from affiliates of \$43.2 million was primarily due to increases in average fee paying AUM, based on a simple quarterly average, in our private equity funds and credit PE funds of \$1.0 billion and \$1.1 billion, respectively, and an increase of \$23.2 million in management fees resulting from Newcastle and Eurocastle options granted to Fortress during the six months ended June 30, 2013 as compared to the prior period.

The increase in management fees from non-affiliates of \$8.4 million was primarily related to an increase in average fee paying AUM, based on a simple quarterly average, of \$0.6 billion and \$5.4 billion in our liquid hedge fund managed accounts and Logan Circle, respectively. This increase was partially offset by a decrease of \$1.3 million in management fees from non-affiliates due to certain investments within the Castles concluding in the first quarter of 2012.

The increase in incentive income from affiliates of \$29.2 million was primarily attributable to (i) an increase of \$17.4 million in incentive income primarily earned from the Drawbridge Special Opportunities Funds as a result of an increase in incentive earned on distributions from redeeming capital accounts ("RCA"), which represent accounts where investors have provided withdrawal notices and receive payout as underlying fund investments are realized, (ii) an increase of \$10.5 million of incentive income recognized from Fund II as a result of a realization event and the fund reaching its maturity date during the six months ended June 30, 2013, which resulted in the recognition of income as certain contingencies for repayment were resolved, (iii) an increase of \$1.2 million in crystallized incentive income recognized from our Castles, (iv) a net increase of \$5.6 million in incentive income recognized from our liquid hedge funds primarily as a result of redemptions and an increase in the average capital eligible for incentive income

primarily attributable to higher returns during the six months ended June 30, 2013, and (v) an increase of \$3.7 million of incentive income recognized primarily from the liquidation of Fund I in May 2013. These increases were partially offset by a net decrease of \$11.1 million in incentive income from our credit PE funds due to a decrease in deemed tax distributions, which are no longer subject to clawback, for the six months ended June 30, 2013, as compared with the prior period.

The \$2.1 million increase in incentive income from non-affiliates was primarily related to an increase in crystallized incentive income from our liquid managed accounts.

The increase in expense reimbursements from affiliates of \$12.6 million is primarily related to an increase in operating expenses eligible for reimbursement from our funds, the most significant of which related to our senior living property manager, for the six months ended June 30, 2013 as compared to the prior comparative period.

## Expenses

### Six months ended June 30

Expenses were \$470.5 million for the six months ended June 30, 2013, a net increase of \$37.0 million, compared to \$433.4 million for the six months ended June 30, 2012. The increase was attributable to an increase of \$37.3 million in compensation and benefits, and an increase of \$4.2 million in general, administrative and other expenses. These increases were partially offset by a decrease of \$4.4 million in interest expense.

Total compensation and benefits increased primarily due to (i) a \$104.3 million increase in profit-sharing expenses primarily related to our liquid hedge funds, credit PE funds, credit hedge funds, Principal Performance Payments, and Castles, (ii) a \$17.4 million increase in other payroll, taxes, and benefits (including wages), and (iii) an \$8.7 million increase in discretionary bonus accruals. These increases were partially offset by a decrease of \$93.0 million in equity-based compensation expense. 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 \$17.4 million increase in other payroll, taxes and benefits was the result of an increase in headcount and the formation of a senior living property management business in July 2012. The increase of \$8.7 million in discretionary bonuses is primarily related to increased headcount and changes in the performance of the Company. The \$93.0 million decrease in equity-based compensation is primarily due to the final vesting of RSUs issued in connection with our IPO and RPU's in January 2013.

The increase in general, administrative and other expenses was primarily due to (i) an increase of \$2.3 million in placement fees related to a private equity fund, (ii) an increase in recruitment fees of \$0.8 million, and (iii) an increase of \$1.1 million in other general and administrative expenses.

The decrease in interest expense of \$4.4 million primarily relates to a decrease in the average outstanding debt balance and average interest rate for the six months ended June 30, 2013, as compared to the prior period.

## Revenues

### Three months ended June 30

Total revenues were \$223.1 million for the three months ended June 30, 2013, a net increase of \$24.0 million, compared to \$199.0 million for the three months ended June 30, 2012. The increase in revenues was attributable to (i) increases of \$5.9 million and \$5.0 million in management fees from affiliates and non-affiliates, respectively, (ii) increases of \$6.7 million and \$1.0 million in incentive income from affiliates and non-affiliates, respectively, (iii) increases of \$4.9 million and \$0.5 million in expense reimbursements from affiliates and non-affiliates, respectively, and (iv) an increase of \$0.1 million in other revenues.

The increase in management fees from affiliates of \$5.9 million was primarily due to increases in average fee paying AUM, based on a simple quarterly average, in our private equity funds, liquid hedge funds and credit PE funds of \$0.9 billion, \$0.7 billion, and \$0.9 billion, respectively. These increases were partially offset by a net decrease of \$3.1 million in management fees due to Newcastle and Eurocastle options granted to Fortress during the three months ended June 30, 2013 as compared to the prior comparative period.

The increase in management fees from non-affiliates of \$5.0 million was primarily related to an increase in average fee paying AUM, based on a simple quarterly average, of \$0.7 billion and \$4.6 billion in our liquid hedge fund managed accounts and Logan Circle, respectively.

The increase in incentive income from affiliates of \$6.7 million was primarily attributable to (i) an increase of \$14.5 million in incentive income primarily earned from the Drawbridge Special Opportunities Funds as a result of an increase in incentive earned on distributions from redeeming capital accounts (“RCA”), which represent accounts where investors have provided withdrawal notices and receive payout as underlying fund investments are realized, (ii) an increase of \$1.2 million in crystallized incentive income recognized from our Castles, (iii) a net increase of \$3.9 million related to crystallized incentive from our liquid hedge funds primarily as a result of redemptions and an increase in the average capital eligible for incentive income primarily attributable to higher returns during the three months ended June 30, 2013, and (iv) an increase of \$4.9 million of incentive income recognized from the liquidation of Fund I in May 2013. This increase was partially offset by a net decrease of \$19.6 million of incentive income recognized from our credit PE funds due to a decrease in deemed tax distributions, which are no longer subject to clawback, for the three months ended June 30, 2013, as compared with the prior period.

The \$1.0 million increase in incentive income from non-affiliates was primarily related to an increase in crystallized incentive income from our liquid managed accounts.

The increase in expense reimbursements from affiliates of \$4.9 million is primarily related to an increase in operating expenses eligible for reimbursement from our funds, the most significant of which related to our senior living property manager, for the three months ended June 30, 2013 as compared to the prior comparative period.

## Expenses

### Three months ended June 30

Expenses were \$249.8 million for the three months ended June 30, 2013, a net increase of \$37.3 million, compared to \$212.6 million for the three months ended June 30, 2012. This increase was attributable to an increase in compensation and benefits of \$39.6 million, partially offset by a decrease in interest expense of \$2.4 million.

Total compensation and benefits increased primarily due to (i) a \$66.7 million net increase in profit-sharing expenses primarily related to our liquid hedge funds, credit hedge funds, credit PE funds, and Principal Performance Payments, (ii) an \$8.7 million increase in other payroll, taxes, and benefits (including wages), and (iii) a \$5.8 million increase in discretionary bonus accruals. These increases were partially offset by a decrease of \$41.6 million in equity-based compensation expense. 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 \$8.7 million increase in other payroll, taxes and benefits was the result of an increase in headcount and the formation of a senior living property management business in July 2012. The \$41.6 million decrease in equity-based compensation is primarily due to the final vesting of RSUs issued in connection with our IPO and RPU's in January 2013.

The decrease in interest expense of \$2.4 million primarily relates to a decrease in the average outstanding debt balance and average interest rate for the three months ended June 30, 2013, as compared to the prior period.

## 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 June 30, 2013 of \$55.3 million with a weighted average recognition period of 2.5 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 7 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 / investment officers within these funds. Therefore, the overall profit-sharing percentage of a given hedge fund segment will vary from year to year depending on which funds and which employees generate the most profits within the segment.

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



Other Income (Loss)

Six months ended June 30

Other Income (Loss) was \$95.3 million for the six months ended June 30, 2013, a net increase of \$12.1 million, compared to \$83.2 million for the six months ended June 30, 2012. This increase was primarily attributable to (i) an increase of \$5.6 million in the fair value of the derivatives held, primarily Japanese Yen foreign exchange contracts, for the six months ended June 30, 2013 as compared to the prior comparative period, (ii) a net increase of \$6.6 million in earnings from equity method investees primarily related to the performance of our credit PE funds and credit hedge funds for the six months ended June 30, 2013 relative to the prior comparative period, (iii) a net increase in unrealized gains of \$22.2 million related to our direct investments in options and common stock in our Castles. These increases were partially offset by (i) a decrease in unrealized gains (including the effects of foreign exchange) of \$21.3 million related to our direct investment in GAGFAH common stock, and (ii) an increase of \$0.8 million in the expense associated with the tax receivable agreement liability.

Three months ended June 30

Other Income (Loss) was \$25.5 million for the three months ended June 30, 2013, a net decrease of \$4.8 million, compared to \$30.3 million for the three months ended June 30, 2012. This decrease is primarily related to (i) a net decrease of \$5.0 million in the unrealized gains related to our direct investments in options and common stock in our Castles, and (ii) a decrease of \$5.7 million in the unrealized gains (including the effects of foreign exchange) related to our direct investment in GAGFAH common stock. These decreases were partially offset by a net increase of \$5.6 million in earnings from equity method investees with respect to our investments in our credit PE funds and credit hedge funds, partially offset by a decrease in earnings from equity method investees with respect to our liquid hedge and private equity funds for the three months ended June 30, 2013 relative to the prior comparative period.

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 six months ended June 30, 2013 and 2012, Fortress recognized income tax expense (benefit) of \$27.4 million and \$30.4 million, respectively. The primary reasons for changes in income tax expense (benefit) are (i) changes in annual taxable income and related foreign and state income taxes (and forecasts thereof which are used to calculate the tax provision during interim periods), (ii) changes in the mix of businesses producing income, which may be subject to tax at different rates, and related changes in our structure, and (iii) the tax impact of RSUs and RPU'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 Periods Six Months Ended June 30, 2013 vs. 2012	
Change in pre-tax income applicable to Class A Shareholders (A)	\$12,916	
Change in foreign and state income taxes	1,001	
Change in mix of business (B)	(2,471	)
Change in deferred tax asset-impact of equity compensation vesting (C)	(1,029	)

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Change in deferred tax asset valuation allowance and related adjustments	(13,355	)
Other	10	)
Total change (D)	\$(2,928	)

Changes in pre-tax income applicable to Class A shareholders are caused by changes in the pre-tax income of (A) Fortress Operating Group and by changes in the Class A shareholders' ownership interest in Fortress Operating Group.

From the first six months of 2012 to the first six months of 2013, a lesser proportion of our total income was subject to corporate tax. In 2013, we generated more unrealized gains and certain other income, which income is (B) passed directly to shareholders, increasing the proportion of our total income which was not subject to corporate tax and thereby reducing the proportion which was subject to corporate income tax.

(C) This factor changes based on the amount of equity-based compensation delivered in a given year.

Interim period tax provisions are based on estimates, including estimates of full year taxable amounts, and are (D) therefore subject to significant judgment and uncertainty. This can result in significant variability from period to period and comparability may be limited.

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

##### Six Months Ended June 30

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries increased from \$14.7 million to \$52.6 million, an increase of \$37.9 million, primarily attributable to (i) an increase of \$41.0 million resulting from a \$70.1 million increase in Fortress Operating Group consolidated net income during the six months ended June 30, 2013 as compared to the six months ended June 30, 2012, (ii) a decrease of \$5.0 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 \$1.9 million resulting from Others' interests in the net income of consolidated subsidiaries of Fortress Operating Group.

##### Three Months Ended June 30

Principals' and Others' Interests in Income (Loss) of Consolidated Subsidiaries decreased from \$9.3 million to \$(0.4) million, a decrease of \$9.7 million, primarily attributable to (i) a decrease of \$11.6 million resulting from a \$20.0 million decrease in Fortress Operating Group consolidated net income during the three months ended June 30, 2013 as compared to the three months ended June 30, 2012, (ii) an increase of \$0.4 million resulting from the accretion to noncontrolling interests in Fortress Operating Group caused by the delivery of restricted stock and restricted partnership awards, and (iii) an increase of \$1.5 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) Castles, (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 10 to Part I, Item 1, "Financial Statements — Segment Reporting." Furthermore, 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, is disclosed therein.

"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

- 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 (i) 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,
  - for other Fortress Funds, at interim periods, adding (a) incentive income on an accrual basis as if the incentive
  - b. 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:
  - for equity method investments in the private equity funds and credit PE funds as well as indirect equity method
  - a. 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 Castles,

c. subtracting unrealized gains (or adding unrealized losses) on direct investments in publicly traded portfolio

companies and in the Castles,

adding (a) proceeds from the sale of shares received pursuant to the exercise of stock options in certain of the (iii) Castles, 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,

adding back equity-based compensation expense (including Castle options assigned to employees, RSUs and RPU

(v) (including the portion of related dividend and distribution equivalents recorded as compensation expense), and restricted shares),

adding or subtracting, as necessary, any changes in the fair value of contingent consideration payable with respect (vi) 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,

(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 5).

#### Private Equity Funds

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

	Six Months Ended June 30,		2013 vs. 2012 \$	Three Months Ended June 30,		2013 vs. 2012 \$
	2013	2012		2013	2012	
Segment revenues						
Management Fees	\$66,722	\$59,406	\$7,316	\$33,834	\$29,748	\$4,086
Incentive Income	7,637	7,543	94	4,854	2,848	2,006
Segment revenues — total	\$74,359	\$66,949	\$7,410	\$38,688	\$32,596	\$6,092
Pre-tax distributable earnings	\$46,939	\$43,009	\$3,930	\$25,376	\$20,715	\$4,661

#### Six months ended June 30

Pre-tax distributable earnings increased by \$3.9 million primarily due to:

#### Revenues

Management fees were \$66.7 million for the six months ended June 30, 2013, a net increase of \$7.3 million, compared to \$59.4 million for the six months ended June 30, 2012. Management fees increased by \$7.3 million due to (i) a net

increase of \$5.1 million in management fees primarily from Fund IV, Fund V, and FRID as a result of an increase in the market values of certain portfolio companies, some of which were below their invested capital in prior periods, which impacted the computation of fees for the six months ended June 30, 2013, (ii) an increase of \$1.1 million in management fees from the MSR Opportunities Funds which called initial capital in January 2013, and (iii) an increase of \$0.8 million in management fees from WWTAI due to an increase in investor commitments and net capital inflows.

Incentive income was \$7.6 million for the six months ended June 30, 2013, a net increase of \$0.1 million, compared to \$7.5 million of incentive income recognized for the six months ended June 30, 2012. Incentive income increased by \$0.1 million primarily as a result of a \$3.7 million increase in the amount of incentive income earned from realization events that occurred in Fund I for the six months ended June 30, 2013 as compared to the prior comparative period, which was partially offset by a reduction in the reversal of previously recognized reserves for the potential clawback of incentive income from Fund II of \$3.6 million.

## Expenses

Expenses were \$27.4 million for the six months ended June 30, 2013, a net increase of \$3.5 million, compared to \$23.9 million for the six months ended June 30, 2012. The net increase of \$3.5 million in expenses was primarily attributable to a net increase of \$2.2 million in general and administrative and allocable expenses, primarily related to placement fees associated with capital raises incurred in the first quarter of 2013, and a net increase of \$1.3 million in net compensation and benefits expense due to increased headcount.

## Three months ended June 30

Pre-tax distributable earnings increased by \$4.7 million primarily due to:

## Revenues

Management fees were \$33.8 million for the three months ended June 30, 2013, a net increase of \$4.1 million, compared to \$29.7 million for the three months ended June 30, 2012. Management fees increased by \$4.1 million primarily due to (i) a net increase of \$2.9 million in management fees primarily from Fund IV, Fund V, and FRID as a result of an increase in the market values of certain portfolio companies, some of which were below their invested capital in prior periods, which impacted the computation of fees for the three months ended June 30, 2013, (ii) an increase of \$0.6 million in management fees from the MSR Opportunities Funds which called initial capital in January 2013, and (iii) an increase of \$0.5 million in management fees from WWTAI due to an increase in investor commitments and net capital inflows.

Incentive income was \$4.9 million for the three months ended June 30, 2013, a net increase of \$2.1 million, compared to \$2.8 million of incentive income recognized for the three months ended June 30, 2012. Incentive income increased by \$2.1 million primarily as a result of the recognition of \$4.9 million in incentive income for the three months ended June 30, 2013 as a result of a realization event that occurred in Fund I, which was partially offset by a reduction in the reversal of previously recognized reserves for the potential clawback of incentive income from Fund II of \$2.8 million.

## Expenses

Expenses were \$13.3 million for the three months ended June 30, 2013, a net increase of \$1.5 million, compared to \$11.8 million for the three months ended June 30, 2012. The net increase of \$1.5 million in expenses was primarily attributable to a net increase of \$1.8 million in net compensation and benefits expense related to increased headcount offset by a decrease of \$0.4 million in general and administrative and allocable expenses due to lower professional fees.

## Publicly Traded Alternative Investment Vehicles (“Castles”)

The following table presents our results of operations for our Castles segment:

	Six Months Ended June 30,		2013 vs.	Three Months Ended June 30,		2013 vs.
	2013	2012	2012	2013	2012	2012
			\$			\$
Segment revenues						
Management Fees	\$30,817	\$27,636	\$3,181	\$12,985	\$13,060	\$(75 )
Incentive Income	1,200	—	1,200	1,200	—	1,200
Segment revenues — total	\$32,017	\$27,636	\$4,381	\$14,185	\$13,060	\$1,125
	\$14,653	\$12,735	\$1,918	\$4,211	\$5,924	\$(1,713 )

Pre-tax distributable  
earnings

Six months ended June 30

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

Revenues

Management fees were \$30.8 million for the six months ended June 30, 2013, a net increase of \$3.2 million, compared to \$27.6 million for the six months ended June 30, 2012. Management fees increased by \$3.2 million primarily as a result of (i) a \$7.8 million increase in management fees primarily due to an increase in Newcastle AUM resulting from their equity raises in the second and third quarters

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of 2012 and the first and second quarters of 2013, and (ii) a \$1.9 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 \$6.5 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.

#### Expenses

Expenses were \$17.4 million for the six months ended June 30, 2013, a net increase of \$2.5 million, compared to \$14.9 million for the six months ended June 30, 2012. The increase of \$2.5 million in expenses was primarily attributable to a \$2.6 million increase in net compensation and benefits expense primarily due to higher headcount in Newcastle, New Residential and the senior living property management business, offset by decreased headcount in Eurocastle.

Three months ended June 30

Pre-tax distributable earnings decreased by \$1.7 million primarily due to:

#### Revenues

Management fees were \$13.0 million for the three months ended June 30, 2013, a net decrease of \$0.1 million, compared to \$13.1 million for the three months ended June 30, 2012. Management fees decreased by \$0.1 million primarily as a result of a \$5.0 million decrease in Eurocastle management fees primarily due to a decrease in AUM as a result of their restructuring process and amended management agreement in April 2013. This decrease was partially offset by (i) a \$4.0 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 and second quarters of 2013, and (ii) a \$0.9 million increase in management fees generated by our senior living property management business which launched in July 2012.

#### Expenses

Expenses were \$10.0 million for the three months ended June 30, 2013, a net increase of \$2.8 million, compared to \$7.2 million for the three months ended June 30, 2012. The increase of \$2.8 million in expenses were primarily attributable to a \$3.2 million increase in net compensation and benefits expense primarily due to higher headcount in Newcastle, New Residential and the senior living property management business, offset by decreased headcount in Eurocastle. These increases were partially offset by a \$0.3 million net decrease in general and administrative expenses and allocable expenses primarily due to lower acquisition related professional fees incurred in the three months ended June 30, 2013, as compared to the prior comparative period.

#### Liquid Hedge Funds

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

	Six Months Ended June 30,		2013 vs. 2012 \$	Three Months Ended June 30,		2013 vs. 2012 \$
	2013	2012		2013	2012	
Segment revenues						
Management Fees	\$48,744	\$39,361	\$9,383	\$25,721	\$19,194	\$6,527
Incentive Income	124,712	9,730	114,982	92,460	3,438	89,022
Segment revenues - total	\$173,456	\$49,091	\$124,365	\$118,181	\$22,632	\$95,549
	\$88,622	\$7,100	\$81,522	\$63,989	\$2,809	\$61,180

Pre-tax distributable  
earnings

Six months ended June 30

Pre-tax distributable earnings increased by \$81.5 million primarily due to:

Revenues

Management fees were \$48.7 million for the six months ended June 30, 2013, a net increase of \$9.3 million, compared to \$39.4 million for the six months ended June 30, 2012. Management fees increased by \$9.3 million primarily due to (i) a \$6.8 million increase in management fees generated from the Fortress Asia Macro Funds (including related managed accounts), (ii) a \$6.4 million net increase in management fees generated from the Fortress Macro Funds (including related managed accounts), and (iii) a \$0.4 million increase

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in management fees generated from the Fortress Convex Asia Funds, primarily as a result of an increase in net capital inflows and positive performance in these funds. 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 \$0.6 million and \$0.6 million in net decreases in management fees from the Drawbridge Global Macro Funds and Fortress Partners Funds, respectively, primarily as a result of net capital outflows.

Incentive income, which is determined on a fund-by-fund basis, was \$124.7 million for the six months ended June 30, 2013, a net increase of \$115.0 million, compared to \$9.7 million for the six months ended June 30, 2012. Incentive income increased by \$115.0 million primarily due to an increase of \$85.9 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 substantially all capital met or exceeded its high water mark in 2013 and generated subsequent positive performance. The increase in incentive income was also due to increases of \$26.1 million and \$2.9 million in the incentive income generated by the Fortress Asia Macro Funds (including related managed accounts) and Drawbridge Global Macro Funds, respectively, primarily due to all capital remaining above their high water marks in 2013 and positive performance for the six months ended June 30, 2013.

#### Expenses

Expenses were \$84.8 million for the six months ended June 30, 2013, a net increase of \$42.8 million, compared to \$42.0 million for the six months ended June 30, 2012. The increase of \$42.8 million in expenses was primarily attributable to (i) an increase of \$32.1 million in profit sharing compensation expense, (ii) an increase of \$9.0 million in accruals for Principal Performance Payments, and (iii) an increase of \$3.5 million in compensation and benefits expense. These increases were partially offset by a net decrease of \$1.9 million in general and administrative expenses and corporate allocable expenses.

#### Three months ended June 30

Pre-tax distributable earnings increased by \$61.2 million primarily due to:

#### Revenues

Management fees were \$25.7 million for the three months ended June 30, 2013, a net increase of \$6.5 million, compared to \$19.2 million for the three months ended June 30, 2012. Management fees increased by \$6.5 million primarily due to (i) a \$4.1 million increase in management fees generated from the Fortress Asia Macro Funds (including related managed accounts), (ii) a \$3.6 million increase in management fees generated from the Fortress Macro Funds (including related managed accounts), and (iii) a \$0.2 million increase in management fees generated from the Fortress Convex Asia Funds, primarily as a result of an increase in net capital inflows and positive performance. These increases were partially offset by a \$0.6 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 \$0.4 million and \$0.4 million in net decreases in management fees from the Drawbridge Global Macro Funds and Fortress Partners Funds, respectively, primarily as a result of net capital outflows.

Incentive income, which is determined on a fund-by-fund basis, was \$92.5 million for the three months ended June 30, 2013, a net increase of \$89.1 million, compared to \$3.4 million for the three months ended June 30, 2012. Incentive income increased by \$89.1 million primarily due to an increase of \$63.2 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 substantially all capital met or exceeded its high water mark in 2013 and generated subsequent positive performance. The increase in incentive income was also due to increases of \$23.6 million and \$2.1 million in the incentive income generated by the Fortress Asia Macro Funds (including related managed accounts) and Drawbridge Global Macro Funds, respectively, primarily due to all capital remaining above

their high water marks in 2013 and positive performance for the three months ended June 30, 2013.

#### Expenses

Expenses were \$54.2 million for the three months ended June 30, 2013, a net increase of \$34.4 million, compared to \$19.8 million for the three months ended June 30, 2012. The increase of \$34.4 million in expenses was primarily attributable to (i) an increase of \$25.5 million in profit sharing compensation expense, (ii) an increase of \$6.8 million in accruals for Principal Performance Payments, and (iii) an increase of \$2.9 million in compensation and benefits expense. These increases were partially offset by a net decrease of \$0.9 million in general and administrative expenses and corporate allocable expenses.

## Credit Hedge Funds

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

	Six Months Ended June 30,		2013 vs. 2012 \$	Three Months Ended June 30,		2013 vs. 2012 \$
	2013	2012		2013	2012	
Segment revenues						
Management Fees	\$49,954	\$51,572	\$(1,618 )	\$25,393	\$25,942	\$(549 )
Incentive Income	96,646	56,345	40,301	63,489	26,103	37,386
Segment revenues - total	\$146,600	\$107,917	\$38,683	\$88,882	52,045	\$36,837
Pre-tax distributable earnings	\$57,903	\$43,837	\$14,066	\$36,609	\$20,611	\$15,998

## Six months ended June 30

Pre-tax distributable earnings increased by \$14.1 million primarily due to:

## Revenues

Management fees were \$50.0 million for the six months ended June 30, 2013, a net decrease of \$1.6 million, compared to \$51.6 million for the six months ended June 30, 2012. Management fees decreased by \$1.6 million primarily due to (i) a \$1.1 million decrease in management fees from the Drawbridge Special Opportunities Funds as a result of net capital outflows due to RCA distributions, and (ii) a \$0.7 million decrease 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. These decreases were partially offset by an increase of \$0.3 million in management fees from the Worden Funds as a result of net capital inflows.

Incentive income, which is determined on a fund-by-fund basis, was \$96.6 million for six months ended June 30, 2013, a net increase of \$40.3 million, compared to \$56.3 million for the six months ended June 30, 2012. Incentive income increased by \$40.3 million primarily due to an increase of \$37.2 million in incentive income generated by the Drawbridge Special Opportunities Funds primarily due to relatively higher returns and increased RCA distributions, and an increase of \$3.6 million in incentive income generated by the Worden Funds primarily due to higher returns during the six months ended June 30, 2013. These increases were partially offset by a \$0.3 million decrease in incentive income from other investments.

## Expenses

Expenses were \$88.7 million for the six months ended June 30, 2013, a net increase of \$24.6 million, compared to \$64.1 million for the six months ended June 30, 2012. The increase of \$24.6 million in expenses was primarily attributable to (i) an increase of \$21.0 million in profit sharing compensation expense, (ii) an increase of \$6.3 million in compensation and benefits expense, and (iii) an increase of \$4.3 million in accruals for Principal Performance Payments. These increases were partially offset by a net decrease of \$6.9 million in general and administrative expenses and allocable expenses.

## Three months ended June 30

Pre-tax distributable earnings increased by \$16.0 million primarily due to:

## Revenues

Management fees were \$25.4 million for the three months ended June 30, 2013, a net decrease of \$0.5 million, compared to \$25.9 million for the three months ended June 30, 2012. Management fees decreased by \$0.5 million primarily due to (i) a \$0.6 million decrease in management fees from the Drawbridge Special Opportunities Funds as a result of net capital outflows due to RCA distributions, and (ii) a \$0.1 million decrease 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. These decreases were partially offset by an increase of \$0.2 million in management fees from the Worden Funds as a result of net capital inflows.

Incentive income, which is determined on a fund-by-fund basis, was \$63.5 million for the three months ended June 30, 2013, a net increase of \$37.4 million, compared to \$26.1 million for the three months ended June 30, 2012. Incentive income increased by \$37.4 million primarily due to an increase of \$33.2 million in incentive income generated by the Drawbridge Special Opportunities Funds

primarily due to higher returns and increased RCA distributions, and an increase of \$4.3 million in incentive income generated by the Worden Funds primarily due to higher returns during the three months ended June 30, 2013.

#### Expenses

Expenses were \$52.3 million for the three months ended June 30, 2013, a net increase of \$20.9 million, compared to \$31.4 million for the three months ended June 30, 2012. The increase of \$20.9 million in expenses was primarily attributable to (i) an increase of \$17.4 million in profit sharing compensation expense, (ii) an increase of \$4.3 million in compensation and benefits expense, and (iii) an increase of \$3.1 million in accruals for Principal Performance Payments. These increases were partially offset by a net decrease of \$4.0 million in general and administrative expenses and allocable expenses.

#### Credit PE Funds

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

Six Months Ended June 30,	2013 vs. 2012
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