UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012

or

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

For the transition period from to

Commission File Number: 001-33294

Fortress Investment Group LLC

(Exact name of registrant as specified in its charter)

Delaware	**20-5837959**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
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 x No o

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

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

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

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: 220,367,578 outstanding as of October 30, 2012.

Class B Shares: 298,723,852 outstanding as of October 30, 2012.

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FORTRESS INVESTMENT GROUP LLC

FORM 10-Q

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As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires:

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 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 net asset value, or 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, and the company refer, collectively, to Fortress Investment Group LLC and its subsidiaries, including the Fortress Operating Group and all of its subsidiaries.

Fortress Funds and our funds refers to the private investment funds, alternative asset companies and related managed accounts that are managed by the Fortress Operating Group. 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 refers to the combined entities, which are in part owned directly by the principals and one senior employee, and in part owned indirectly by Fortress Investment Group LLC, and whose equity interests are comprised of Fortress Operating Group units (FOGUs).

principals or Principals refers to Peter Briger, Wesley Edens, Robert Kauffman, Randal Nardone and Michael Novogratz, collectively, who prior to the completion of our initial public offering and related transactions directly owned 100% of the Fortress Operating Group units and following completion of our initial public offering and related transactions own a majority of the Fortress Operating Group units and of the Class B shares, representing a majority of the total combined voting power of all of our outstanding Class A and Class B shares. The principals ownership percentage is subject to change based on, among other things, equity offerings and grants by Fortress and dispositions by the principals.

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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 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 (Unaudited)

(dollars in thousands)

	September 30, 2012 (Unaudited)	December 31, 2011
Assets		
Cash and cash equivalents	$ 253,731	$ 333,166
Due from affiliates	289,889	298,689
Investments	1,199,622	1,079,777
Deferred tax asset	379,372	400,196
Other assets	102,787	108,858
	$ 2,225,401	$ 2,220,686
Liabilities and Equity		
Liabilities		
Accrued compensation and benefits	$ 222,719	$ 247,024
Due to affiliates	345,009	354,158
Deferred incentive income	245,957	238,658
Debt obligations payable	180,528	261,250
Other liabilities	81,193	57,204
	1,075,406	1,158,294
Commitments and Contingencies		
Equity		
Class A shares, no par value, 1,000,000,000 shares authorized, 220,188,973 and 189,824,053 shares issued and outstanding at September 30, 2012 and December 31, 2011 respectively		
Class B shares, no par value, 750,000,000 shares authorized, 298,723,852 and 305,857,751 shares issued and outstanding at September 30, 2012 and December 31, 2011, respectively		
Paid-in capital	2,048,874	1,972,711
Retained earnings (accumulated deficit)	(1,508,043)	(1,484,120)
Accumulated other comprehensive income (loss)	(2,175)	(1,160)
Total Fortress shareholders equity	538,656	487,431
Principals and others interests in equity of consolidated subsidiaries	611,339	574,961
Total equity	1,149,995	1,062,392
	$ 2,225,401	$ 2,220,686

See notes to consolidated financial statements

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FORTRESS INVESTMENT GROUP LLC

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Revenues				
Management fees: affiliates	$ 112,806	$ 118,353	$ 336,935	$ 353,269
Management fees: non-affiliates	10,762	18,865	32,534	47,641
Incentive income: affiliates	5,976	14,754	38,994	44,361
Incentive income: non-affiliates	788	266	1,564	1,251
Expense reimbursements from affiliates	49,636	42,350	138,317	130,337
Other revenues (affiliate portion disclosed in Note 6)	1,555	1,071	3,885	5,433
	181,523	195,659	552,229	582,292
Expenses				
Interest expense	3,375	4,583	11,877	13,883
Compensation and benefits	181,421	158,426	537,267	535,259
Principals agreement compensation (expired in 2011)		279,623		751,749
General, administrative and other	31,004	34,165	93,365	109,545
Depreciation and amortization	4,982	23,767	11,718	30,114
	220,782	500,564	654,227	1,440,550
Other Income (Loss)				
Gains (losses) (affiliate portion disclosed in Note 3)	(2,228)	(15,229)	29,542	(26,751)
Tax receivable agreement liability adjustment			(6,935)	(116)
Earnings (losses) from equity method investees	52,034	(64,483)	110,417	26,417
	49,806	(79,712)	133,024	(450)
Income (Loss) Before Income Taxes	10,547	(384,617)	31,026	(858,708)
Income tax benefit (expense)	(3,881)	2,712	(34,251)	(24,493)
Net Income (Loss)	$ 6,666	$ (381,905)	$ (3,225)	$ (883,201)
Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries	$ 5,958	$ (239,847)	$ 20,698	$ (543,175)
Net Income (Loss) Attributable to Class A Shareholders	$ 708	$ (142,058)	$ (23,923)	$ (340,026)
Dividends declared per Class A share	$ 0.05	$	$ 0.15	$
Earnings Per Class A share				
Net income (loss) per Class A share, basic	$ 0.00	$ (0.76)	$ (0.12)	$ (1.85)
Net income (loss) per Class A share, diluted	$ (0.04)	$ (0.83)	$ (0.13)	$ (1.88)
Weighted average number of Class A shares outstanding, basic	220,641,776	190,006,987	212,297,285	185,373,605
Weighted average number of Class A shares outstanding, diluted	520,039,541	495,864,738	517,431,334	492,396,969

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 September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Comprehensive income (loss) (net of tax)				
Net income (loss)	$ 6,666	$ (381,905)	$ (3,225)	$ (883,201)
Foreign currency translation	168	815	(884)	917
Comprehensive income (loss) from equity method investees	(1,066)	559	(1,157)	1,397
Total comprehensive income (loss)	$ 5,768	$ (380,531)	$ (5,266)	$ (880,887)
Comprehensive income (loss) attributable to principals and others interests	$ 5,331	$ (239,149)	$ 19,462	$ (541,691)
Comprehensive income (loss) attributable to Class A shareholders	$ 437	$ (141,382)	$ (24,728)	$ (339,196)

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FORTRESS INVESTMENT GROUP LLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012

(dollars in thousands)

	Class A Shares	Class B Shares	Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Fortress Shareholders Equity	Principals and Others Interests in Equity of Consolidated Subsidiaries	Total Equity
Equity - December 31, 2011	189,824,053	305,857,751	$ 1,972,711	$ (1,484,120)	$ (1,160)	$ 487,431	$ 574,961	$ 1,062,392
Contributions from principals and others interests in equity							24,177	24,177
Distributions to principals and others interests in equity			(189)			(189)	(60,159)	(60,348)
Dividends declared			(31,359)			(31,359)		(31,359)
Dividend equivalents accrued in connection with equity-based compensation			(548)			(548)	(841)	(1,389)
Conversion of Class B shares to Class A shares	17,467,232	(17,467,232)	22,362		(196)	22,166	(22,166)	
Net deferred tax effects resulting from acquisition and exchange of Fortress Operating Group units			9,653			9,653	4	9,657
Director restricted share grant	257,918		344			344	500	844
Capital increase related to equity-based compensation, net	12,639,770	10,333,333	61,604			61,604	89,683	151,287
Dilution impact of Class A share issuance			14,296		(14)	14,282	(14,282)	
Comprehensive income (loss) (net of tax)								
Net income (loss)				(23,923)		(23,923)	20,698	(3,225)
Foreign currency translation					(507)	(507)	(377)	(884)

Comprehensive income (loss) from equity method investees					(298)	(298)	(859)	(1,157)
Total comprehensive income (loss)						(24,728)	19,462	(5,266)
Equity - September 30, 2012	220,188,973	298,723,852	$ 2,048,874	$ (1,508,043)	$ (2,175)	$ 538,656	$ 611,339	$ 1,149,995

See notes to consolidated financial statements

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FORTRESS INVESTMENT GROUP LLC

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(dollars in thousands)

	Nine Months Ended September 30,	
	2012	2011
Cash Flows From Operating Activities		
Net income (loss)	$ (3,225)	$ (883,201)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	11,718	30,114
Other amortization and accretion	1,467	1,119
(Earnings) losses from equity method investees	(110,417)	(26,417)
Distributions of earnings from equity method investees	32,621	19,775
(Gains) losses	(29,542)	26,751
Deferred incentive income	(36,931)	(40,146)
Deferred tax (benefit) expense	32,107	2,924
Reversal of forfeited non-cash compensation	(1,705)	
Options received from affiliates	(21,524)	(12,615)
Tax receivable agreement liability adjustment	6,935	116
Equity-based compensation	162,372	930,869
Options in affiliates granted to employees	3,378	
Allowance for doubtful accounts	485	5,037
Cash flows due to changes in		
Due from affiliates	(66,183)	(55,539)
Other assets	601	20,780
Accrued compensation and benefits	(4,276)	(19,835)
Due to affiliates	1,404	(9,601)
Deferred incentive income	43,382	99,239
Other liabilities	23,061	31,852
Net cash provided by (used in) operating activities	45,728	121,222
Cash Flows From Investing Activities		
Contributions to equity method investees	(52,573)	(69,923)
Distributions of capital from equity method investees	137,015	179,258
Purchase of fixed assets	(7,367)	(13,350)
Net cash provided by (used in) investing activities	77,075	95,985
Cash Flows From Financing Activities		
Repayments of debt obligations	(80,722)	(7,500)
Repurchase of RSUs (Note 8)	(7,522)	
Dividend and dividend equivalents paid	(32,803)	
Principals and others interests in equity of consolidated subsidiaries - contributions	429	13,074
Principals and others interests in equity of consolidated subsidiaries - distributions	(81,620)	(119,675)
Net cash provided by (used in) financing activities	(202,238)	(114,101)
Net Increase (Decrease) in Cash and Cash Equivalents	(79,435)	103,106
Cash and Cash Equivalents, Beginning of Period	333,166	210,632
Cash and Cash Equivalents, End of Period	$ 253,731	$ 313,738
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest	$ 10,198	$ 12,049
Cash paid during the period for income taxes	$ 5,623	$ 7,793

Supplemental Schedule of Non-cash Investing and Financing Activities				
Employee compensation invested directly in subsidiaries	$	23,598	$	58,865
Investments of receivable amounts into Fortress Funds	$	74,636	$	143,800
Dividends, dividend equivalents and Fortress Operating Group unit distributions declared but not yet paid	$	7,876	$	2,805

See notes to consolidated financial statements

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FORTRESS INVESTMENT GROUP LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

SEPTEMBER 30, 2012

(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) Private equity funds, which make significant, control-oriented investments in debt and equity securities of public or privately held entities in North America and Western Europe, with a focus on acquiring and building asset-based businesses with significant cash flows; and

b) Publicly traded alternative investment vehicles, which Fortress refers to as Castles, which are companies that invest primarily in real estate and real estate related debt investments.

2) Liquid hedge funds, which 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 globally in assets, opportunistic lending situations and securities 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.

4) Logan Circle Partners, L.P. (Logan Circle), which represents Fortress s traditional, fixed income asset management business.

5) Principal investments in the above described funds.

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	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.

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FORTRESS INVESTMENT GROUP LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

SEPTEMBER 30, 2012

(dollars in tables in thousands, except share data)

Selected Financial Statement Captions	Note Reference	Explanation
Debt Obligations Payable	4	The balance outstanding on the credit agreement.
Principals and Others Interests in Equity of Consolidated Subsidiaries	6	The GAAP basis of the Principals and one senior employee s ownership interests in Fortress Operating Group as well as employees ownership interests in certain subsidiaries.
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.
Principals Agreement Compensation	7	As a result of the principals agreement, which expired in December 2011, the January 2007 value of a significant portion of the Principals equity in Fortress was recorded as an expense over an approximate five year period. Fortress was not a party to this agreement. It was an agreement between the Principals to further incentivize them to remain with Fortress. This GAAP expense had no economic effect on Fortress or its shareholders.
Gains (Losses)	3	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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FORTRESS INVESTMENT GROUP LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

SEPTEMBER 30, 2012

(dollars in tables in thousands, except share data)

Selected Financial Statement Captions	**Note Reference**	**Explanation**
Principals and Others Interests in (Income) Loss of Consolidated Subsidiaries	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.

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

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, the definition of an investment company, 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, 2011 and notes thereto included in Fortress s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2012. Capitalized terms used herein, and not otherwise defined, are defined in Fortress s consolidated financial

statements for the year ended December 31, 2011.

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

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FORTRESS INVESTMENT GROUP LLC

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(dollars in tables in thousands, except share data)

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 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.

Management Fees, Incentive Income and Related Profit Sharing Expense

Fortress recognized management fees and incentive income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Private Equity				
Private Equity Funds				
Management fees - affil.	$ 29,891	$ 30,333	$ 89,148	$ 101,443
Management fees - non-affil.	112		283	
Incentive income - affil.	708	4,440	1,815	7,906
Castles				
Management fees - affil.	13,744	12,277	38,427	36,312
Management fees, options - affil.	8,298	5,594	21,524	12,615
Management fees - non-affil.	359	1,668	3,563	3,606
Incentive income - affil.				
Liquid Hedge Funds				
Management fees - affil.	14,783	23,715	47,946	70,262
Management fees - non-affil.	3,395	4,223	9,592	13,598
Incentive income - affil.	563	239	1,436	2,299
Incentive income - non-affil.	188		312	985

Credit Funds								
Credit Hedge Funds								
Management fees - affil.		24,688		26,914		76,005		80,548
Management fees - non-affil.		58		8,004		313		15,573
Incentive income - affil.		466		34		1,749		2,182
Incentive income - non-affil.						130		
Credit PE Funds								
Management fees - affil.		21,402		19,520		63,885		52,089
Management fees - non-affil.		36		30		108		97
Incentive income - affil.		4,239		10,041		33,994		31,974
Incentive income - non-affil.		600		266		1,122		266
Logan Circle								
Management fees - non-affil.		6,802		4,940		18,675		14,767
Total								
Management fees - affil.	$	112,806	$	118,353	$	336,935	$	353,269
Management fees - non-affil.	$	10,762	$	18,865	$	32,534	$	47,641
Incentive income - affil. (A)	$	5,976	$	14,754	$	38,994	$	44,361
Incentive income - non-affil.	$	788	$	266	$	1,564	$	1,251

(A) See Deferred Incentive Income below.

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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 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 nine months ended September 30, 2012 and 2011. If the amount of incentive income contingent on achieving annual performance criteria was not contingent on the results of the subsequent quarters, \$108.0 million and \$46.1 million of additional incentive income from affiliates would have been recognized during the nine months ended September 30, 2012 and 2011, 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 nine months ended September 30, 2012 and 2011, Fortress recognized \$34.0 million and \$32.0 million, respectively, of incentive income distributions from its credit PE funds which represented tax distributions. These tax distributions are not subject to clawback and reflect a cash amount approximately equal to the amount expected to be paid out by Fortress for taxes or tax-related distributions on the allocated income from such funds.

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

	Distributed-Gross	Distributed-Recognized (A)	Distributed-Unrecognized (B)	Undistributed net of intrinsic clawback (C) (D)
Deferred incentive income as of December 31, 2011	$ 823,097	$ (584,439)	$ 238,658	$ 202,805
Share of income (loss) of Fortress Funds	N/A	N/A	N/A	393,152
Distribution of private equity incentive income	44,230	N/A	44,230	(44,230)

Recognition of previously deferred incentive income	N/A	(36,931)	(36,931)	N/A
Deferred incentive income as of September 30, 2012	$ 867,327	$ (621,370)	$ 245,957	$ 551,727

(A) All related contingencies have been resolved.

(B) Reflected on the balance sheet.

(C) At September 30, 2012, the net undistributed incentive income is comprised of $642.4 million of gross undistributed incentive income, net of $90.7 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 September 30, 2012 at their net asset values.

(D) From inception to September 30, 2012, Fortress has paid $365.1 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 $642.4 million of gross undistributed incentive income were realized, Fortress would recognize and pay an additional $254.8 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 September 30, 2012:

Fund (Vintage) (A)	**Maturity Date (B)**	**Inception to Date Capital Invested**	**Inception to Date Distributions (C)**	**Net Asset Value ("NAV")**	**NAV Surplus (Deficit) (D)**	**Current Preferred Return Threshold (E)**	**Gain to Cross Incentive Income Threshold (F)**	**Undistributed Incentive Income (G)**	**Distributed Incentive Income (H)**	**Distributed Incentive Income Subject to Clawback (I)**	**Gross Intrinsic Clawback (J)**	**Net Intrinsic Clawback (J)**
Private Equity Funds												
NIH (1998)	Indefinite	$ 415,574	$ (808,344)	$ 11,418	N/A	$	$ N/A	$	$ 94,513	$	$	$
Fund I (1999) (K)	Apr-10	1,015,943	(2,784,118)	84,153	1,852,328		N/A	15,868	$ 332,907			
Fund II (2002)	Feb-13	1,974,296	(3,260,088)	135,374	1,421,166		N/A		287,024	43,214	7,374	4,722
Fund III (2004)	Jan-15	2,762,993	(1,414,198)	2,062,904	714,109	1,410,045	695,936		66,903	66,903	66,903	45,108
Fund III Coinvestment (2004)	Jan-15	273,648	(156,926)	124,273	7,551	175,998	168,447					
Fund IV (2006)	Jan-17	3,639,561	(119,598)	3,966,340	446,377	1,832,624	1,386,247					
Fund IV Coinvestment (2006)	Jan-17	762,696	(12,651)	697,363	(52,682)	394,664	447,346					
Fund V (2007)	Feb-18	4,103,714	(27,579)	3,709,087	(367,048)	1,484,658	1,851,706					
Fund V Coinvestment (2007)	Feb-18	990,477	(140)	587,345	(402,992)	397,992	800,984					
GAGACQ Fund (2004)	Nov-09	545,663	(595,401)	N/A	N/A	N/A	N/A	N/A	51,476	N/A	N/A	N/A
FRID (2005)	Apr-15	1,220,228	(505,612)	494,114	(220,502)	678,756	899,258		16,447	16,447	16,447	10,041
FRIC (2006)	May-16	328,754	(17,460)	202,563	(108,731)	194,596	303,327					
FICO (2006)	Jan-17	724,525	(5)	(56,897)	(781,417)	393,565	1,174,982					
FHIF (2006)	Jan-17	1,528,480	(63,169)	2,205,050	739,739	759,927	20,188					
FECI (2007)	Feb-18	982,779	(157)	835,441	(147,181)	475,678	622,859					
								$ 15,868	$ 849,270	$ 126,564	$ 90,724	$ 59,871
Private Equity Funds in Investment Period												
WWTAI (2011)	Jun-24	$ 65,310	$ (1,285)	$ 63,989	$ (36)	$ 2,146	$ 2,182	$	$	$	$	$

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Fund (Vintage) (A)	Maturity Date (B)	Inception to Date Capital Invested	Inception to Date Distributions (C)	Net Asset Value (NAV)	NAV Surplus (Deficit) (D)	Current Preferred Return Threshold (E)	Gain to Cross Incentive Income Threshold (F)	Undistributed Incentive Income (G)	Distributed Incentive Income (H)	Distributed Incentive Income Subject to Clawback (I)	Gross Intrinsic Clawback (J)	Net Intrinsic Clawback (J)
Credit PE Funds												
Long Dated Value Fund I (2005)	Apr-30	$ 267,325	$ (64,822)	$ 275,779	$ 73,276	$ 104,345	$ 31,069	$	$	$	$	$
Long Dated Value Fund II (2005)	Nov-30	273,147	(107,074)	202,218	36,145	83,750	47,605		412			
Long Dated Value Fund III (2007)	Feb-32	342,643	(137,043)	293,512	87,912		N/A	12,432	3,452			
LDVF Patent Fund (2007)	Nov-27	43,221	(9,061)	54,776	20,616		N/A	1,372	461			
Real Assets Fund (2007)	Jun-17	358,617	(243,342)	221,100	105,825		N/A	12,898	3,641			
Credit Opportunities Fund (2008)	Oct-20	5,396,168	(5,756,710)	1,633,011	1,993,553		N/A	163,079	228,362	87,080		
SIP Managed Account (2010)	Sep-20	11,000	(21,277)	8,058	18,335		N/A	1,612	2,055			
Assets Overflow Fund (2008)	May-18	90,500	(112,344)		21,844		N/A		2,180	1,298		
Japan Opportunity Fund (2009)	Jun-19	1,306,702	(835,880)	845,004	374,182		N/A	49,490	22,291	3,345		
								$ 240,883	$ 262,854	$ 91,723	$	$
Credit PE Funds in Investment Period												
Credit Opportunities Fund II (2009)	Jul-22	$ 2,036,507	$ (1,143,754)	$ 1,442,778	550,025	$	N/A	$ 85,809	$ 22,020	$	$	$
Credit Opportunities Fund III (2011)	Mar-24	466,857	(3,343)	531,998	68,484		N/A	13,455				
FCO Managed Account #1 (2008)	Oct-21	1,567,671	(1,302,403)	733,396	468,128		N/A	41,601	51,829	27,571		
FCO Managed Account #2 (2010)	Jun-24	224,504	(72,140)	192,699	40,335		N/A	7,804				
FCO Managed Account #3 (2010)	Jun-22	510,063	(224,548)	419,324	133,809		N/A	21,340	4,062			
FCO Managed Account #4 (2010)	Apr-22	373,396	(81,443)	340,679	48,726		N/A	9,589				
FCO Managed Account #5 (2012)	Sep-25	26,390	(40)	26,607	257	681	424					
	Mar-25	15,834	(11)	15,798	(25)	434	459					

FCO Managed Account #6 (2012)											
FCO Managed Account #7 (2012)	Mar-27	57,300		57,845	545	1,418	873				
FCO Managed Account #8 (2012)	Mar-24	45,802		45,375	(427)	499	926				
Japan Opportunity Fund II (Yen) (2011)	Dec-21	320,393	(44,045)	282,088	5,740	8,207	2,467				
Japan Opportunity Fund II (Dollar) (2011)	Dec-21	178,643	(23,702)	156,709	1,768	5,022	3,254				
Net Lease Fund I (2010)	Feb-20	126,166	(20,777)	136,285	30,896		N/A	3,935	98	98	
Global Opportunities Fund (2010)	Sep-20	223,338	(57,850)	189,431	23,943		N/A	4,685			
Life Settlements Fund (2010)	Dec-22	318,652	(94,254)	236,621	12,223	33,560	21,337				
Life Settlements Fund MA (2010)	Dec-22	26,187	(7,696)	19,341	850	2,752	1,902				
Real Estate Opportunities Fund (2011)	Sep-24	106,083	(42,722)	74,434	11,073		N/A	960			
Real Estate Opportunities REOC Fund (2011)	Oct-24	14,804	(6,804)	9,795	1,795		N/A	198			
								$ 189,376	$ 78,009	$ 27,669	$

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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)
Liquid Hedge Funds					
Macro Funds (Q) (T)					
Main fund investments	$ 1,610,124	$ 6,171	88.5%	$ 6,366	$ 355
Sidepocket investments (R)	26,614	13,950	N/A	438	
Sidepocket investments - redeemers (S)	242,106	114,407	N/A	4,315	
Managed accounts	680,514		100.0%	9,060	312
Asia Macro Funds (T)					
Main fund investments	243,200		100.0%	4,021	1,078
Managed accounts	68,398		100.0%	278	
Fortress Convex Asia Funds					
Main fund Investments	25,192	808	0.0%		
Fortress Partners Funds (T)					
Main fund investments	112,491	42,319	0.1%		
Sidepocket investments (R)	136,612	40,121	N/A	425	
Credit Hedge Funds					
Special Opportunities Funds (T)					
Main fund investments	$ 3,046,731	$	100.0%	$ 82,547	$
Sidepocket investments (R)	102,159	203	N/A	4,493	
Sidepocket investments - redeemers (S)	251,662	79,945	N/A	3,275	
Main fund investments (liquidating) (U)	1,438,492	106,321	93.6%	83,757	1,492
Managed accounts	15,174	34,782	0.0%		
Worden Funds					
Main fund investments	238,821	490	88.2%	5,763	
Value Recovery Funds (V)					
Managed accounts	24,024	4,983	0.0%		130

(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). As of period end, there is an aggregate NAV surplus within both the private equity funds and credit PE funds.

(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.

(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 September 30, 2012, Fortress held $45.9 million of such amounts on behalf of employees related to all of the private equity funds.

(K) Fund I undistributed and distributed incentive income amounts are presented for the total fund, of which Fortress is entitled to approximately 50%. Distributed incentive income subject to clawback for Fund I is presented with respect to Fortress s portion only.

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(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.

(P) Represents the amount of incentive income Fortress has earned in the current period from the fund which is no longer subject to contingencies.

(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 September 30, 2012, as if they became realized, would not 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 September 30, 2012, the undistributed incentive income from the Macro main fund would decrease by $0.6 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.

(V) Excludes the Value Recovery Funds which had a NAV of $486.8 million at September 30, 2012. Fortress began managing the third party originated Value Recovery Funds in June 2009 and generally does not expect to earn any significant incentive income from the fund investments.

Private Equity Funds and Credit PE Funds

During the nine months ended September 30, 2012, Fortress formed new Private Equity and credit PE funds which had capital commitments as follows as of September 30, 2012:

Fortress	$	45,050
Fortress s affiliates		16,950
Third party investors		1,720,950
Total capital commitments	$	1,782,950

In July 2012, Fortress formed a consolidated senior living property management subsidiary and has agreed to manage eleven senior living properties, including eight which are owned by Newcastle and three which are owned by third parties. Fortress will receive management fees equal to 6% of revenues (as defined in the agreements) for the first two years of the agreements and 7% thereafter. In addition, Fortress will receive reimbursement for certain expenses, including all of the compensation expense associated with the approximately 800 on-site employees. Upon the acquisition of the eight properties by Newcastle, which occurred in July 2012, Newcastle reimbursed Fortress for approximately $6.4 million of pre-acquisition expenditures.

In July 2012, Fortress and Fosun Group formed a joint venture, Shanghai Starcastle Senior Living Services Ltd. (Starcastle), to develop and operate senior living communities in China, in which Fortress has a 50% ownership interest. Starcastle has received approval from the Shanghai government to operate its first senior living community in China. As of September 30, 2012, Fortress s investment in Starcastle was approximately $0.3 million and was included in the Private Equity Funds segment.

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Liquid Hedge Funds and Credit Hedge Funds

During the nine months ended September 30, 2012, Fortress formed, or became the manager of, hedge funds with net asset values as follows as of September 30, 2012:

		Liquid
Fortress	$	24,405
Fortress s affiliates		2,635
Third party investors		25,192
Total NAV (A)	$	52,232

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

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:

		September 30, 2012		December 31, 2011
Equity method investees	$	1,102,786	$	1,034,721
Equity method investees, held at fair value (A)		66,520		34,530
Total equity method investments		1,169,306		1,069,251
Options in equity method investees		30,316		10,526
Total investments	$	1,199,622	$	1,079,777

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

Gains (losses) can be summarized as follows:

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net realized gains (losses)	$ 57	$ (478)	$ 548	$ (3,597)
Net realized gains (losses) from affiliate investments	(65)	(221)	(106)	(518)
Net unrealized gains (losses)	(498)	1,495	(798)	2,873
Net unrealized gains (losses) from affiliate investments	(1,722)	(16,025)	29,898	(25,509)
Total gains (losses)	$ (2,228)	$ (15,229)	$ 29,542	$ (26,751)

These gains (losses) were generated as follows:

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Mark to fair value on publicly traded investments	$ (1,726)	$ (16,310)	$ 29,895	$ (28,629)
Mark to fair value on derivatives	(498)	1,925	(866)	(194)
Mark to fair value on Logan Circle contingent consideration		291		3,122
Other	(4)	(1,135)	513	(1,050)
Total gains (losses)	$ (2,228)	$ (15,229)	$ 29,542	$ (26,751)

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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)			
			Three Months Ended September 30,		Nine Months Ended September 30,	
	September 30, 2012	December 31, 2011	2012	2011	2012	2011
Private equity funds, excluding NIH	$ 700,582	$ 626,515	$ 35,939	$ (57,160)	$ 70,644	$ 12,358
NIH	1,195	1,251	50	43	159	(57)
Publicly traded portfolio companies (A)(B)	58,718	29,682	N/A	N/A	N/A	N/A
Newcastle (B)	7,724	4,770	N/A	N/A	N/A	N/A
Eurocastle (B)	78	78	N/A	N/A	N/A	N/A
Total private equity	768,297	662,296	35,989	(57,117)	70,803	12,301
Liquid hedge funds	177,473	204,892	7,295	(4,964)	14,050	3,747
Credit hedge funds	56,180	53,831	3,445	101	8,791	5,132
Credit PE funds	159,861	141,186	5,446	(2,133)	16,532	5,087
Other	7,495	7,046	(141)	(370)	241	150
	$ 1,169,306	$ 1,069,251	$ 52,034	$ (64,483)	$ 110,417	$ 26,417

(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.

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

Nine Months Ended September 30, 2012

	Private Equity			Liquid	Credit			
	NIH	**Other Funds**	**Private Equity Portfolio Companies and Castles(A)**	**Hedge Funds**	**Hedge Funds**	**PE Funds**	**Other**	**Total**
Investment, beginning	$ 1,251	$ 626,515	$ 34,530	$ 204,892	$ 53,831	$ 141,186	$ 7,046	$ 1,069,251
Earnings from equity method investees	159	70,644	N/A	14,050	8,791	16,532	241	110,417
Other comprehensive income from equity method investees			N/A			(1,589)		(1,589)
Contributions to equity method investees (C)		4,220	248	26,824	72,907	35,023	219	139,441
Distributions of earnings from equity method investees			N/A	(7,750)	(9,436)	(15,427)	(8)	(32,621)
Distributions of capital from equity method investees (C)	(215)	(2,089)	N/A	(60,543)	(69,913)	(15,846)	(3)	(148,609)
Total distributions from equity method investees	(215)	(2,089)	N/A	(68,293)	(79,349)	(31,273)	(11)	(181,230)
Mark to fair value - during period (B)	N/A		32,274	N/A	N/A	N/A	N/A	32,274
Translation adjustment			(532)					(532)
Dispositions						(18)		(18)
Reclassification to Due to Affiliates (D)		1,292						1,292
Investment, ending	$ 1,195	$ 700,582	$ 66,520	$ 177,473	$ 56,180	$ 159,861	$ 7,495	$ 1,169,306
Ending balance of undistributed earnings	$	$ 54,524	N/A	$ 5,720	$ 4,196	$ 5,660	$ 2,066	$ 72,166

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

(B) Recorded to Gains (Losses).

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

	Nine Months Ended September 30, 2012	
	Contributions	Distributions of Capital
Per Consolidated Statements of Cash Flows	$ 52,573	$ 137,015
Investments of receivable amounts into Fortress Funds	74,636	
Change in distributions payable out of Fortress Funds		(389)
Net funded*	11,858	11,858
Other	374	125
Per Above	$ 139,441	$ 148,609

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*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.

(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.

	Private Equity Funds excluding NIH	
	September 30, 2012	December 31, 2011
Assets	$ 15,785,050	$ 13,296,783

Debt				(45,291)
Other liabilities		(302,826)		(263,858)
Equity	$	15,482,224	$	12,987,634
Fortress s Investment	$	700,582	$	626,515
Ownership (A)		4.5%		4.8%

	Nine Months Ended September 30,			
		2012		2011
Revenues and gains (losses) on investments	$	2,763,969	$	849,622
Expenses		(140,842)		(195,974)
Net Income (Loss)	$	2,623,127	$	653,648
Fortress s equity in net income (loss)	$	70,644	$	12,358

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

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	Liquid Hedge Funds (B)		Credit Hedge Funds		Credit PE Funds (C) (D)	
	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011
Assets		$ 8,211,051	$ 9,421,582	$ 8,654,158	$ 8,944,826	$ 7,949,091
Debt			(3,521,834)	(2,910,711)	(163,014)	(57,602)
Other liabilities		(3,134,491)	(284,963)	(291,850)	(264,761)	(410,125)
Non-controlling interest			(4,517)	(9,794)	(12,036)	(9,182)
Equity	$ 4,369,332	$ 5,076,560	$ 5,610,268	$ 5,441,803	$ 8,505,015	$ 7,472,182
Fortress s Investment	$ 177,473	$ 204,892	$ 56,180	$ 53,831	$ 159,861	$ 141,186
Ownership (A)	4.1%	4.0%	1.0%	1.0%	1.9%	1.9%

	Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011	2012	2011
Revenues and gains (losses) on investments		$ (78,441)	$ 929,106	$ 564,429	$ 1,384,905	$ 447,707
Expenses		(163,415)	(171,931)	(195,722)	(213,996)	(170,347)
Net Income (Loss)	$ 276,500	$ (241,856)	$ 757,175	$ 368,707	$ 1,170,909	$ 277,360
Fortress s equity in net income (loss)	$ 14,050	$ 3,747	$ 8,791	$ 5,132	$ 16,532	$ 5,087

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

(B) In interim periods, the liquid hedge funds prepare summary financial information on a one quarter lag. For the nine months ended June 30, 2012, the liquid hedge funds recorded $127.2 million of revenues and gains (losses) on investments, $107.8 million of expenses, and $19.4 million of net income (loss).

(C) Includes one entity which is recorded on a one quarter lag (i.e., the balances reflected for this entity are for the periods ended June 30, 2012 and 2011, respectively) and several entities which are recorded on a one month lag. They are recorded on a lag because they are foreign entities and do not provide financial reports under U.S. GAAP within the reporting timeframe necessary for U.S. public entities.

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

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. No reconsideration events occurred during the nine months ended September 30, 2012 which caused a change in Fortress s accounting.

The following tables set forth certain information as of September 30, 2012 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 nine months ended September 30, 2012:

	Fortress is not Primary Beneficiary			
Business Segment	**Gross Assets**	**Financial Obligations (A)**	**Fortress Investment (B)**	**Notes**
Credit PE Funds	$ 489,407	$ 121,123	$ 2,862	(C)

(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.

(B) Represents Fortress s maximum exposure to loss with respect to these entities, which includes direct and indirect investments in these funds, plus any receivables due from these funds. In addition to the table above, Fortress is exposed to potential changes in cash flow and revenues attributable to the management fees and/or incentive income Fortress earns from those entities.

(C) Fortress is not the primary beneficiary of these entities, which primarily represent investing vehicles, because the related 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 were formed for the sole purpose of acting as investment vehicles for the related funds.

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All variable interest entities:

	Fortress is not Primary Beneficiary						
	September 30, 2012			December 31, 2011			
Business Segment	**Gross Assets**	**Financial Obligations (A)**	**Fortress Investment (B)**	**Gross Assets**	**Financial Obligations (A)**	**Fortress Investment (B)**	**Notes**
Private Equity Funds	$ 11,643	$	$ 1,195	$ 12,871	$	$ 1,251	(C) (D)
Castles	7,170,060	5,480,654	46,431	7,374,735	6,568,462	22,384	(C) (D)
Liquid Hedge Funds	8,437,109	6,001,141	1,900	4,208,343	547,044	10,771	(C) (D)
Credit Hedge Funds	1,705,714	378,799	3,657	1,594,736	364,791	35,476	(C) (D)
Credit PE Funds	1,567,161	490,878	5,824	732,419	89,334	5,108	(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.

(B) Represents Fortress s maximum exposure to loss with respect to these entities, which includes direct and indirect investments in these funds, plus any receivables due from these funds. In addition to the table above, Fortress is exposed to potential changes in cash flow and revenues attributable to the management fee and/or incentive income Fortress earns from those entities.

(C) Fortress is not the primary beneficiary of the Castles and NIH 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.

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

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. 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 September 30, 2012, FCF s gross assets were approximately $76.3 million, primarily comprised of affiliate receivables. Fortress s exposure to loss from FCF is limited to its unreserved outstanding advances, which were approximately $51.0 million at September 30, 2012, 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).

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	Fair Value				Valuation Method
	September 30, 2012		December 31, 2011		
Assets (within Investments)					
Newcastle and Eurocastle common shares	$	7,802	$	4,848	Level 1 - Quoted prices in active markets for identical assets
Common stock of publicly traded private equity portfolio companies, primarily GAGFAH	$	58,718	$	29,682	Level 1 - Quoted prices in active markets for identical assets
Eurocastle convertible debt (A)	$		$		Level 3 - Option valuation models, adjusted for non-option characteristics
Total equity method investments carried at fair value	$	66,520	$	34,530	
Newcastle and Eurocastle options	$	30,316	$	10,526	Level 2 - Option valuation models using significant observable inputs
Assets (within Other Assets)					
Derivatives	$	280	$	1,236	Level 2 - See below
Liabilities (within Accrued Compensation and Benefits)					
Options in affiliates granted to employees	$	(3,605)	$		Level 2 - Option valuation models using significant observable inputs.

(A) The debt bears interest at 20% per annum and is perpetual, but Eurocastle may redeem the securities at a premium of 20%. As of September 30, 2012, it had a face amount of 1.2 million ($1.5 million) and was convertible into Eurocastle common shares at 0.30 per share. The fair value was determined using the market value approach.

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

In April 2012, Newcastle issued 18,975,000 shares of its common stock in a public offering at a price to the public of $6.22 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 1,897,500 shares of Newcastle s common stock at the public offering price, which were valued at approximately $5.6 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term.

In May 2012, Newcastle issued 23,000,000 shares of its common stock in a public offering at a price to the public of $6.71 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 at the public offering price, which were valued at approximately $7.6 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term.

In July 2012, Newcastle issued 25,300,000 shares of its common stock in a public offering at a price to the public of $6.70 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 2,530,000 shares of Newcastle s common stock at the public offering price, which were valued at approximately $8.3 million. The options were fully vested upon issuance, become exercisable over thirty months and have a ten-year term.

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. 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.

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

	Balance Sheet Location (A)	Fair Value September 30, 2012	Notional Amount September 30, 2012	Gains/(Losses) Nine Months Ended September 30, 2012 (B)	Maturity Date
Foreign exchange option contract	Other Assets	$ 315	20,000	$ (580)	Feb-13
Foreign exchange option contract	Other Assets	(35)	20,000	535	Feb-13

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

(B) In addition, Fortress recorded a loss of $0.8 million during the nine months ended September 30, 2012 on contracts which expired in 2012.

The counterparty on these derivatives is Citibank N.A.

4. DEBT OBLIGATIONS

Debt Obligation	Face Amount and Carrying Value September 30, 2012	Face Amount and Carrying Value December 31, 2011	Contractual Interest Rate	Final Stated Maturity	Amount Available for Draws	September 30, 2012 Weighted Average Funding Cost (A)	Weighted Average Maturity (Years)
Credit agreement (B)							
Revolving debt (C)	$	$	LIBOR + 4.00% (D)	Oct-13	$ 56,713		
Term loan	180,528	261,250	LIBOR + 4.00% (D)	Oct-15	N/A	6.2%	2.2
Total	$ 180,528	$ 261,250			$ 56,713	6.2%	2.2

(A) The weighted average funding cost is calculated based on the contractual interest rate (utilizing the most recently reset LIBOR rate or the minimum rate, as applicable) plus the amortization of deferred financing costs. The most recently reset LIBOR rate was below the minimum of

1.75%.

(B) Collateralized by substantially all of Fortress Operating Group s assets as well as Fortress Operating Group s rights to fees from the Fortress Funds and its equity interests therein.

(C) The $60 million revolving debt facility includes a $25 million letter of credit subfacility of which $3.3 million was utilized.

(D) With a minimum LIBOR rate of 1.75% and, in the case of the revolving debt, subject to unused commitment fees of 0.625% per annum.

In April 2012, Fortress made a $54.5 million Free Cash Flow-based payment on its credit facility. In connection with this payment, $0.6 million of deferred financing costs were expensed.

Management believes the fair value of this debt was approximately equal to its face amount at September 30, 2012 (based on counterparty inquiries, a level 3 valuation, see Note 4).

Fortress was in compliance with all of its debt covenants as of September 30, 2012. The following table sets forth the financial covenant requirements as of September 30, 2012.

	September 30, 2012 (dollars in millions)		
	Requirement	**Actual**	**Notes**
AUM, as defined	≥ $25,000	$ 37,508	(A)
Consolidated Leverage Ratio	≤ 2.75	0.68	(B)
Minimum Investment Assets Ratio	≥ 2.00	7.40	(C)
Consolidated Fixed Charge Coverage Ratio	≥ 1.75	2.40	(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.

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

(C) Impacted by capital investments in funds and the valuation of such funds investments.

In October 2012, Fortress repaid the term loan in full. See Note 11.

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

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

Based on the value of the RSUs and RPUs which vested during the nine months ended September 30, 2012 and 2011, Fortress has estimated tax shortfalls of $30 million and $26.8 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 September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Current				
Federal income tax expense (benefit)	$ 2,952	$ 9,565	$ (2,634)	$ 14,398
Foreign income tax expense (benefit)	1,814	1,350	5,094	5,111
State and local income tax expense (benefit)	(275)	(950)	(316)	2,060
	4,491	9,965	2,144	21,569
Deferred				

Federal income tax expense (benefit)	(520)	(12,436)	28,028	(1,035)
Foreign income tax expense (benefit)	(51)	1	956	239
State and local income tax expense (benefit)	(39)	(242)	3,123	3,720
	(610)	(12,677)	32,107	2,924
Total expense (benefit)	$ 3,881	$ (2,712)	$ 34,251	$ 24,493

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

	September 30, 2012	**December 31, 2011**
Total deferred tax assets	$ 468,549	$ 492,041
Valuation allowance	(89,177)	(91,845)
Net deferred tax assets	$ 379,372	$ 400,196
Total deferred tax liabilities (A)	$ 2,062	$ 199

(A) Included in Other Liabilities

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

Valuation Allowance at December 31, 2011	$ 91,845
Changes due to FIG Corp ownership increases	3,867
Net decreases (A)	(6,535)
Valuation Allowance at September 30, 2012	$ 89,177

(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 nine months ended September 30, 2012, a net deferred income tax provision of less than $0.1 million was debited to other comprehensive income, primarily related to the equity method investees. A current income tax benefit of $0.6 million was credited to paid-in capital, related to (i) dividend equivalent payments on RSUs (Note 8), as applicable, and

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(ii) distributions to Fortress Operating Group restricted partnership unit holders (Note 8), which are currently deductible for income tax purposes. The establishment of these net deferred tax assets also increased additional paid-in capital.

FIG Corp increased its ownership in the underlying Fortress Operating Group entities during the nine months ended September 30, 2012 through the delivery of vested RSUs and RPUs (Note 8). As a result of this increased ownership, the deferred tax asset was increased by $5.3 million with an offsetting increase of $1.6 million to the valuation allowance. In addition, the deferred tax asset was increased by $8.3 million, with an offsetting increase of $2.3 million to the valuation allowance, related to a step-up in the tax basis due to the share exchange which will result in additional tax deductions. 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 nine months ended September 30, 2012, the payments which would have been made pursuant to the tax receivable agreement, if such period was calculated by itself, were estimated to be $17.5 million. During the nine months ended September 30, 2012, $8.7 million was paid under the tax receivable agreement relating to 2010. In October 2012, the remaining $8.8 million relating to 2010 was paid. In addition, during the nine months ended September 30, 2012, the realization of certain tax benefits, which were previously offset by a valuation allowance, gave rise to a $6.9 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:

September 30, 2012	Private Equity Funds	Castles	Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds	Other	Total
Management fees and incentive income (A)	$ 144,965	$ 4,641	$ 507	$ 5,170	$ 17,295	$	$ 172,578
Expense reimbursements (A)	16,818	2,675	1,909	4,060	10,132		35,594
Expense reimbursements - FCF (B)	68,565						68,565
Dividends and distributions		226					226
Other	1,768	770			640	9,748	12,926
Total	$ 232,116	$ 8,312	$ 2,416	$ 9,230	$ 28,067	$ 9,748	$ 289,889

December 31, 2011	Private Equity Funds	Castles	Liquid Hedge Funds	Credit Hedge Funds	Credit PE Funds	Other	Total
Management fees and incentive income (A)	$ 95,267	$ 4,013	$ 696	$ 88,794	$ 15,901	$	$ 204,671
Expense reimbursements (A)	9,065	2,174	5,200	5,337	6,315		28,091
Expense reimbursements - FCF (B)	58,146						58,146
Dividends and distributions		154					154
Other	518	669			1,483	4,957	7,627
Total	$ 162,996	$ 7,010	$ 5,896	$ 94,131	$ 23,699	$ 4,957	$ 298,689

(A) Net of allowances for uncollectable management fees and expense reimbursements of $12.2 million and $5.6 million at September 30, 2012, respectively, and of $12.1 million and $5.1 million as of December 31, 2011, respectively. Allowances are recorded as General and Administrative expenses.

(B) Represents expense reimbursements due to FCF, a consolidated VIE (Note 3).

As of September 30, 2012, amounts due from Fortress Funds recorded in Due from Affiliates included $144.8 million of past due management fees, excluding $12.2 million which has been fully reserved by Fortress, and $67.4 million of private equity general and administrative expenses advanced on behalf of certain Fortress Funds. Although such funds are currently experiencing liquidity issues, Fortress believes the unreserved portion of these fees and reimbursable expenses will ultimately be collectable. The unreserved amounts are primarily due from five different funds and the amounts represent less than 5% of such funds NAV, both individually and in the aggregate. See Note 11 regarding the receipt of a significant portion of these amounts subsequent to September 30, 2012.

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Due to affiliates was comprised of the following:

	September 30, 2012	December 31, 2011
Principals - Tax receivable agreement - Note 5	$ 277,351	$ 279,039
Principals - Principal Performance Payments - Note 7	13,419	
Distributions payable on Fortress Operating Group units	7,876	29,423
Other	7,423	8,046
General partner liability - Note 9	38,940	37,650
	$ 345,009	$ 354,158

Other Related Party Transactions

For the nine months ended September 30, 2012 and 2011, Other Revenues included approximately $1.3 million and $2.0 million, respectively, of revenues from affiliates, primarily dividends.

During 2012, Fortress advanced an aggregate of $3.8 million to 3 of its senior employees who are not officers. These advances bear interest at between LIBOR+4% and LIBOR+ 4.25%. All principal and interest is due and payable no later than February 2017.

Principals and Others Interests in Consolidated Subsidiaries

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

This balance sheet caption was comprised of the following:

	September 30, 2012	December 31, 2011
Fortress Operating Group units held by the Principals and one senior employee	$ 550,459	$ 507,031
Employee interests in majority owned and controlled fund advisor and general partner entities	58,899	66,087
Other	1,981	1,843
Total	$ 611,339	$ 574,961

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

	September 30, 2012	December 31, 2011
Fortress Operating Group equity (Note 12)	$ 1,017,083	$ 889,642
Less: Others interests in equity of consolidated subsidiaries (Note 12)	(60,880)	(67,930)
Total Fortress shareholders equity in Fortress Operating Group	$ 956,203	$ 821,712
Fortress Operating Group units outstanding (A)	298,723,852	305,857,751
Class A shares outstanding	220,188,973	189,824,053
Total	518,912,825	495,681,804
Fortress Operating Group as a percent of total (B)	57.6%	61.7%
Equity of Fortress Operating Group units held by Principals and one senior employee	$ 550,459	$ 507,031

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

(B) As a result, the Registrant owned 42.4% and 38.3% of Fortress Operating Group as of September 30, 2012 and December 31, 2011, respectively.

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

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Fortress Operating Group units held by the Principals and one senior employee	$ 3,845	$ (239,762)	$ 15,332	$ (547,091)
Employee interests in majority owned and controlled fund advisor and general partner entities	2,098	45	5,228	3,876
Other	15	(130)	138	40
Total	$ 5,958	$ (239,847)	$ 20,698	$ (543,175)

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 September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net income (loss) attributable to Fortress	$ 708	$ (142,058)	$ (23,923)	$ (340,026)
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	2,929		22,167	3,845
Increase in Fortress s shareholders equity for the delivery of Class A shares primarily in connection with vested RSUs and RPUs	3,579	5,275	14,280	13,137
Change from net income (loss) attributable to Fortress and transfers (to) from Principals and Others Interests	$ 7,216	$ (136,783)	$ 12,524	$ (323,044)

7. EQUITY-BASED AND OTHER COMPENSATION

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Equity-based compensation, per below	$ 49,349	$ 57,051	$ 162,372	$ 179,120
Profit-sharing expense, per below	37,018	13,125	97,249	89,027
Discretionary bonuses	46,410	46,458	140,846	141,708
Other payroll, taxes and benefits	48,644	41,792	136,800	125,404
	$ 181,421	$ 158,426	$ 537,267	$ 535,259

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Equity-Based Compensation

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

	RSUs						Restricted Shares Issued to Directors				RPUs Employees			
	Employees			Non-Employees										
	Number	Value (A)		Number	Value (A)		Number	Value (A)			Number	Value (A)		
Outstanding as of December 31, 2011	34,670,464	$	10.49	787,046	$	11.33	570,293	$	6.24		20,666,667	$	13.75	
Issued	6,821,847		2.96				257,918		3.18					
Transfers	(1,794,043)		3.09	1,794,043		3.09								
Converted to Class A shares	(13,261,221)		11.68	(1,293,693)		5.62					(4,340,000)		13.75	
Converted to Class B shares											(5,993,333)		13.75	
Forfeited	(4,427,415)		3.68	(40,990)		8.03								
Outstanding as of September 30, 2012 (B)	22,009,632	$	9.41	1,246,406	$	5.51	828,211	$	5.29		10,333,334	$	13.75	

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Expense incurred (B)				
Employee RSUs	$ 24,839	$ 29,158	$ 91,446	$ 100,396
Non-Employee RSUs	228	(310)	609	113
Principal Performance Payments (C)	1,469		2,351	
Restricted Shares (D)		38	24	327
STIP (E)		5,353		10,590
RPUs	22,813	22,812	67,942	67,694
Total equity-based compensation expense	$ 49,349	$ 57,051	$ 162,372	$ 179,120

(A) Represents the weighted average grant date estimated fair value per share or unit. The weighted average estimated fair value, discounted for the non-entitlement to dividends, per unit as of September 30, 2012 for awards granted to non-employees was $4.25. The closing trading price per share of Fortress s Class A shares on such date was $4.42 per share.

(B) In future periods, Fortress will further recognize compensation expense on its non-vested equity based awards outstanding as of September 30, 2012 of $83.1 million, with a weighted average recognition period of 1.3 years. This does not include contingent amounts.

(C) Described below. Accrued based on year-to-date performance; the actual number of RSUs granted are determined at year end. Based on year-to-date performance, a total of approximately 2.0 million RSUs would be awarded as Principal Performance Payments.

(D) Certain restricted shares granted to directors are recorded in General and Administrative Expense ($0.5 million and $0.8 million for the nine months ended September 30, 2012 and 2011, respectively) and therefore are not included above.

(E) STIP stands for Short Term Incentive Plan. In April 2011, one of the Principals entered into an agreement with a senior employee whereby such employee was due 2,857,143 Fortress Operating Group units from such Principal since the employee remained with Fortress until January 2012. As a result of the service requirement, the fair value of these units was charged to compensation expense in 2011. The STIP was settled in 2012.

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

Fortress s management reviewed the estimated forfeiture factor as of March 31, 2012 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 was an increase to equity-based compensation of $6.7 million. An additional adjustment was deemed necessary at June 30, 2012, resulting in an increase to equity-based compensation of $1.0 million.

In April 2010, in connection with the acquisition of Logan Circle, Fortress created the Logan Circle Comp Plan. The Logan Circle Comp Plan provides for annual bonuses to a senior employee which may be paid partially in RSUs, as well as for potential Class A share awards to certain employees, including this senior employee, in the years 2015, 2016 and 2017.

In January 2012, Fortress granted 6.6 million RSUs to its employees and affiliates valued at an aggregate of $23.4 million on the grant date. These RSUs generally vest over three years.

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

In May 2012, Fortress granted partial rights in 1.7 million of the options it holds in Newcastle (Note 3) to certain of its employees. The value of these rights of $3.5 million was recorded as accrued profit sharing compensation expense at that time. The related liability will be marked to fair value until such time as the rights are exercised or expire.

In August 2011, Fortress s Principals extended their employment for a new five-year term effective January 1, 2012, on substantially similar terms and conditions as their prior employment agreements. Additionally, under a new compensation plan adopted by Fortress, the Principals receive payments (Principal Performance Payments) based on the performance of the existing AUM (as of December 31, 2011) of Fortress s flagship hedge funds and on their success in raising and investing new funds in all businesses in 2012 and beyond. The Principal Performance Payments are comprised of a mix of cash and equity, with the equity component becoming larger as performance, and the size of the payments, increases.

Specifically, the new compensation plan calls for payments of 20% of the incentive income earned from existing flagship hedge fund AUM and either 10% or 20% (based on the level of involvement of the Principal) of the fund management distributable earnings of new AUM in all businesses. Payments of up to 10% of fund management distributable earnings before Principal Performance Payments, in each of the Principals respective businesses, are made in cash, and payments in excess of this threshold are made in restricted share units that will vest over three years.

The Principals new employment agreements contain customary post-employment non-competition and non-solicitation covenants. In order to ensure the Principals compliance with such covenants, 50% of the after-tax cash portion of any Principal Performance Payments are subject to mandatory investment in Fortress-managed funds, and such invested amounts serve as collateral against any breach of those covenants.

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

Nine Months Ended September 30, 2012

	Equity-Based Compensation	Profit Sharing Expense	Total
Private equity business	$	$ 546	$ 546
Liquid hedge fund business	206	1,579	1,785
Credit business	2,145	8,943	11,088
Total	$ 2,351	$ 11,068	$ 13,419

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Profit Sharing Expense

Recognized profit sharing compensation expense is summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Private equity funds	$ 262	$ 541	$ 672	$ 1,032
Castles	1		3,378	
Liquid hedge funds	4,544	5,057	11,431	16,338
Credit hedge funds	19,710	(620)	46,488	24,001
Credit PE funds	8,347	8,147	24,212	47,656
Principal Performance Payments (A)	4,154		11,068	
Total	$ 37,018	$ 13,125	$ 97,249	$ 89,027

(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.

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 September 30, 2012		Nine Months Ended September 30, 2012	
	Basic	Diluted	Basic	Diluted
Weighted average shares outstanding				
Class A shares outstanding	217,293,696	217,293,696	207,521,553	207,521,553
Fully vested restricted Class A share units with dividend equivalent rights	2,519,869	2,519,869	4,068,945	4,068,945
Fully vested restricted Class A shares	828,211	828,211	706,787	706,787
Fortress Operating Group units and fully vested RPUs exchangeable into Class A shares (1)		299,397,765		305,134,049

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		220,641,776		520,039,541		212,297,285		517,431,334
Basic and diluted net income (loss) per Class A share								
Net income (loss) attributable to Class A shareholders	$	708	$	708	$	(23,923)	$	(23,923)
Dilution in earnings due to RPUs 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)		(116)		(116)		(327)		(327)
Dividend equivalents declared on non-vested restricted Class A shares and restricted Class A share units		(108)		(108)		(327)		(327)
Add back Principals and others interests in loss of Fortress Operating Group, net of assumed corporate income taxes at enacted rates, attributable to Fortress Operating Group units and fully vested RPUs exchangeable into Class A shares (1)				(22,295)				(42,943)
Net income (loss) available to Class A shareholders	$	484	$	(21,811)	$	(24,577)	$	(67,520)
Weighted average shares outstanding		220,641,776		520,039,541		212,297,285		517,431,334
Basic and diluted net income (loss) per Class A share	$	0.00	$	(0.04)	$	(0.12)	$	(0.13)

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	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
	Basic	Diluted	Basic	Diluted
Weighted average shares outstanding				
Class A shares outstanding	186,675,357	186,675,357	179,704,474	179,704,474
Fully vested restricted Class A share units with dividend equivalent rights	2,791,277	2,791,277	5,208,431	5,208,431
Fully vested restricted Class A shares	540,353	540,353	460,700	460,700
Fortress Operating Group units and fully vested RPUs exchangeable into Class A shares (1)		305,857,751		307,023,364
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	190,006,987	495,864,738	185,373,605	492,396,969
Basic and diluted net income (loss) per Class A share				
Net income (loss) attributable to Class A shareholders	$ (142,058)	$ (142,058)	$ (340,026)	$ (340,026)
Dilution in earnings due to RPUs 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)	(1,561)	(1,561)	(3,698)	(3,698)
Dividend equivalents declared on non-vested restricted Class A shares and restricted Class A share units				
Add back Principals and others interests in loss of Fortress Operating Group, net of assumed corporate income taxes at enacted rates, attributable to Fortress Operating Group units and fully vested RPUs exchangeable into Class A shares (1)		(267,989)		(580,511)
Net income (loss) available to Class A shareholders	$ (143,619)	$ (411,608)	$ (343,724)	$ (924,235)
Weighted average shares outstanding	190,006,987	495,864,738	185,373,605	492,396,969
Basic and diluted net income (loss) per Class A share	$ (0.76)	$ (0.83)	$ (1.85)	$ (1.88)

(1) 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 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.

(2) Restricted Class A shares granted to directors and certain restricted Class A share units granted to employees are eligible to receive dividend or dividend equivalent payments when dividends are declared and paid on Fortress s Class A shares and therefore participate fully in the results of Fortress s operations from the date they are granted. They are included in the computation of both basic and diluted earnings per Class A share using the two-class method for participating securities, except during periods of net losses.

(3) Certain restricted Class A share units granted to employees are not entitled to dividend or dividend equivalent payments until they are vested and are therefore non-participating securities. These units are not included in the computation of basic earnings per share. They are included in the computation of diluted earnings per share when the effect is dilutive using the treasury stock method. The effect of the units on the calculation is generally anti-dilutive during periods of net losses. The weighted average restricted Class A share units which are not entitled to receive dividend or dividend equivalent payments outstanding were:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2012	**2011**	**2012**	**2011**
Share Units	16,426,317	21,556,226	19,212,189	24,233,838

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

The Class B shares have no net income (loss) per share as they do not participate in Fortress s earnings (losses) or distributions. The Class B shares have no dividend or liquidation rights. Each Class B share, along with one Fortress Operating Group (FOG) 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.

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Fortress s dividend paying shares and units were as follows:

	Weighted Average Three Months Ended September 30,		Weighted Average Nine Months Ended September 30,	
	2012	2011	2012	2011
Class A shares (public shareholders)	217,293,696	186,675,357	207,521,553	179,704,474
Restricted Class A shares (directors)	828,211	570,293	722,413	506,213
Restricted Class A share units (employees) (A)	2,519,869	2,791,277	4,068,945	5,208,431
Restricted Class A share units (employees) (B)	6,434,147	13,820,478	6,667,917	14,104,896
Fortress Operating Group units (Principals and one senior employee)	299,397,765	305,857,751	301,815,314	304,487,344
Fortress Operating Group RPUs (one senior employee)	10,333,334	20,666,667	13,652,069	23,202,687
Total	536,807,022	530,381,823	534,448,211	527,214,045

	As of September 30, 2012	As of December 31, 2011
Class A shares (public shareholders)	219,360,762	189,253,760
Restricted Class A shares (directors)	828,211	570,293
Restricted Class A share units (employees) (A)	636,458	691,808
Restricted Class A share units (employees) (B)	6,434,147	13,667,930
Fortress Operating Group units (Principals and one senior employee)	298,723,852	305,857,751
Fortress Operating Group RPUs (one senior employee)	10,333,334	20,666,667
Total	536,316,764	530,708,209

(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 2012, 8.7 million existing RSUs and 10.3 million existing RPUs vested and the related Class A and Class B shares, as applicable, were delivered, or, in certain cases, were delivered within six months of vesting pursuant to the plan documents. In March and August 2012, one senior employee exchanged an aggregate of 15,917,232 and 1,550,000, respectfully, 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 August of 2012, Fortress paid $7.5 million of withholding tax on behalf of employees and, therefore, issued only 3.5 million Class A shares in satisfaction of 5.4 million RSUs. This payment was treated as a financing activity on the statements of cash flows since it had the same accounting effect as if Class A shares were

repurchased.

Dividends and distributions during the nine months ended September 30, 2012 are summarized as follows:

	Declared in Prior Year, Paid Current Year	Declared and Paid	Current Year Declared but not yet Paid	Total
Dividends on Class A Shares	$	$ 31,359	$	$ 31,359
Dividend equivalents on restricted Class A share units (A)		1,444		1,444
Distributions to Fortress Operating Group unit holders (Principals and one senior employee) (B)	27,561	15,550	7,559	23,109
Distributions to Fortress Operating Group RPU holders (Note 7) (B)	1,862	472	317	789
Total distributions	$ 29,423	$ 48,825	$ 7,876	$ 56,701

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

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

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

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

On November 1, 2012, Fortress declared a third quarter cash dividend of $0.05 per Class A share. The dividend is payable on November 19, 2012 to holders of record of Class A shares on November 14, 2012. The aggregate amount of this dividend is approximately $11.0 million. In connection with this dividend, dividend equivalent payments of approximately $0.3 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, 2011.

General Partner Liability Certain of Fortress 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 September 30, 2012 was $38.9 million.

Litigation Fortress is, from time to time, a defendant in legal actions from transactions conducted in the ordinary course of business. Management, after consultation with legal counsel, believes the ultimate liability arising from such actions that existed as of September 30, 2012, individually and in the aggregate, will not materially affect Fortress s results of operations, liquidity or financial position.

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

Private Equity Fund and Credit PE Fund Capital Commitments Fortress has remaining capital commitments, which aggregated $154.1 million as of September 30, 2012, 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 a number of operating leases for office space.

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

October 1 to December 31, 2012	$	6,308
2013		24,159
2014		23,044
2015		20,939
2016		19,355
2017		2,407
Thereafter		215
Total	$	96,427

Rent expense, including operating expense escalations, during the nine months ended September 30, 2012 and 2011 was $18.9 million and $20.8 million, respectively, and was included in General, Administrative and Other Expense.

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In September 2012, Fortress sublet a portion of its office space at a loss. In connection with this, Fortress recorded lease related charges of $3.3 million.

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

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

Other Income

(ii) with respect to income from certain principal investments and certain other interests that cannot be readily transferred or redeemed:

a. for equity method investments in the private equity funds and credit PE funds as well as indirect equity method investments in hedge fund special investment accounts (which generally have investment profiles similar to private equity funds), treating these investments as cost basis investments by adding (a) realizations of income, primarily dividends, from these funds, minus (b) impairment with respect to these funds, if

necessary, minus (c) equity method earnings (or losses) recorded in accordance with GAAP,

b. subtracting gains (or adding losses) on stock options held in the Castles,

c. subtracting unrealized gains (or adding unrealized losses) on direct investments in publicly traded portfolio companies and in the Castles,

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

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(iv) adding or subtracting, as necessary, the employee profit sharing in incentive income described in (i) above to match the timing of the expense with the revenue,

(v) adding back equity-based compensation expense (including Castle options assigned to employees, RSUs and RPUs (including the portion of related dividend and distribution equivalents recorded as compensation expense), and restricted shares),

(vi) adding or subtracting, as necessary, any changes in the fair value of contingent consideration payable with respect to the acquisition of a business, to the extent management intends to pay it in equity and it is recorded on the statement of operations under GAAP,

(vii) adding back the amortization of intangible assets and any impairment of goodwill or intangible assets recorded under GAAP,

(viii) adding back compensation expense recorded in connection with the forfeiture arrangements entered into among the principals, which expired in December 2011,

(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.

In January 2012, Fortress changed the method it uses to allocate expenses between its operating segments in order to match the method used in computing Principal Performance Payments (Note 7) under its new employment agreements with the Principals. Prior period segment results have not been restated for comparability since it is impractical to do so. The change in expense allocation methodology has no effect on aggregate segment expenses or distributable earnings. The primary impact of applying the current expense allocation methodology to the nine months ended September 30, 2011 would be a shift of approximately $46.7 million of expenses from the Credit Hedge Funds segment to the Credit PE Funds segment.

Furthermore, in January 2012, Fortress determined that Logan Circle was a reportable segment as it became material to Fortress s operations. As a result, Logan Circle has been disaggregated from the Unallocated amounts for all periods presented.

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

(i) any difference between the GAAP carrying amount of equity method investments and their carrying amount for segment reporting purposes, which is generally fair value for publicly traded investments and net asset value for nonpublic investments,

(ii) employees and others portions of investments, which are reported gross for GAAP purposes (as assets offset by Principals and others interests in equity of consolidated subsidiaries) but net for segment reporting purposes,

(iii) the difference, if any, between the GAAP carrying amount of intangible assets and goodwill and their carrying amount for segment reporting purposes resulting from the distributable earnings adjustments listed above, and

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

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(dollars in tables in thousands, except share data)

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 September 30, 2012:

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	$ 4,722	16 Quarters	$ 11,435	$ (6,436)	$ (4,121)	$ 7,314	(C)
Fund III	45,108	19 Quarters	45,108			45,108	(D)
FRID	10,041	21 Quarters	10,041			10,041	(D)
Total	$ 59,871		$ 66,584	$ (6,436)	$ (4,121)	$ 62,463	

(A) Fortress has recognized incentive income for DE purposes from the following funds, which do not have intrinsic clawback and for which the CODM has determined no clawback reserve is necessary: Fund I, Credit Opportunities Fund, FCO Managed Account #1, Assets Overflow Fund, Net Lease Fund I and Japan Opportunity Fund.

(B) See Note 2.

(C) The previously recorded reserves with respect to this fund exceeded its net intrinsic clawback by approximately $2.6 million immediately prior to September 30, 2012. Based on the criteria determined by the CODM, management determined that no reversal of reserve was appropriate. In the aggregate, $4.1 million of reserve has been reversed in 2012.

(D) The potential clawback on these funds has been fully reserved in prior periods.

Impairment Determination

During the nine months ended September 30, 2012, Fortress recorded $0.9 million of impairment on its direct and indirect investments in its funds for segment reporting purposes. As of September 30, 2012, Fortress had $2.1 million of unrealized losses on certain investments that have not been recorded as impairment. As of September 30, 2012, Fortress s share of the net asset value of its direct and indirect investments exceeded its segment cost basis by $418.3 million, representing unrealized gains.

During the nine months ended September 30, 2012, Fortress recorded a $4.1 million net reversal 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 September 30, 2012 NAV (although Fortress has no current intention of doing so), the result would be additional impairment losses and reserves for DE purposes of approximately $2.1 million.

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.

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September 30, 2012 and the Nine Months Then Ended

	Private Equity		Liquid	Credit					
	Funds	Castles	Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
Segment revenues									
Management fees	$ 89,410	$ 41,615	$ 57,537	$ 76,319	$ 63,992	$ 18,675	$	$	$ 347,548
Incentive income	8,252		21,394	92,183	42,415				164,244
Segment revenues - total	$ 97,662	$ 41,615	$ 78,931	$ 168,502	$ 106,407	$ 18,675	$	$	$ 511,792
Fund management distributable earnings (loss) before Principal Performance Payments (B)	$ 65,082	$ 19,650	$ 16,067	$ 76,277	$ 13,149	$ (6,831)	$	$ 131	$ 183,525
Fund management distributable earnings (loss)	$ 65,082	$ 19,104	$ 14,488	$ 67,363	$ 13,121	$ (6,831)	$	$ 131	$ 172,458
Pre-tax distributable earnings (loss)	$ 65,082	$ 19,104	$ 14,488	$ 67,363	$ 13,121	$ (6,831)	$ (1,718)	$ 131	$ 170,740
Total segment assets	$ 230,749	$ 7,627	$ 25,069	$ 98,217	$ 27,420	$ 31,340	$ 1,447,714	$ 479,304 (A)	$ 2,347,440

(A) Unallocated assets include deferred tax assets of $379.4 million.

Three Months Ended September 30, 2012

	Private Equity		Liquid	Credit					
	Funds	Castles	Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
Segment revenues									
Management fees	$ 30,004	$ 13,979	$ 18,176	$ 24,747	$ 21,438	6,802	$	$	$ 115,146
Incentive income	708		11,664	35,839	16,985				65,196
Segment revenues - total	$ 30,712	$ 13,979	$ 29,840	$ 60,586	$ 38,423	$ 6,802	$	$	$ 180,342
Fund management distributable earnings (loss)	$ 22,073	$ 6,450	$ 8,177	$ 26,791	$ 6,052	$ (2,295)	$	$	$ 67,248

before Principal Performance Payments (B)									
Fund management distributable earnings (loss)	$ 22,073	$ 6,369	$ 7,388	$ 23,526	$ 6,033	$ (2,295)	$	$	$ 63,094
Pre-tax distributable earnings (loss)	$ 22,073	$ 6,369	$ 7,388	$ 23,526	$ 6,033	$ (2,295)	$ 363	$	$ 63,457

(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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(dollars in tables in thousands, except share data)

Nine Months Ended September 30, 2011

	Private Equity		Liquid	Credit					
	Funds	Castles	Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
Segment revenues									
Management fees	$ 101,443	$ 39,542	$ 83,859	$ 96,122	$ 52,187	$ 14,767	$	$	$ 387,920
Incentive income	(1,748)		4,526	49,923	99,666				152,367
Segment revenues - total	$ 99,695	$ 39,542	$ 88,385	$ 146,045	$ 151,853	$ 14,767	$	$	$ 540,287
Fund management distributable earnings (loss) before Principal Performance Payments	$ 69,878	$ 19,375	$ 14,291	$ 27,628	$ 80,776	$ (12,669)	$	$ 472	$ 199,751
Fund management distributable earnings (loss)	$ 69,878	$ 19,375	$ 14,291	$ 27,628	$ 80,776	$ (12,669)	$	$ 472	$ 199,751
Pre-tax distributable earnings	$ 69,878	$ 19,375	$ 14,291	$ 27,628	$ 80,776	$ (12,669)	$ (7,473)	$ 472	$ 192,278

Three Months Ended September 30, 2011

	Private Equity		Liquid	Credit					
	Funds	Castles	Hedge Funds	Hedge Funds	PE Funds	Logan Circle	Principal Investments	Unallocated	Fortress Subtotal
Segment revenues									
Management fees	$ 30,333	$ 13,819	$ 27,937	$ 34,919	$ 19,551	$ 4,940	$	$	$ 131,499
Incentive income	(3,077)		1,354	(4,274)	19,813				13,816
Segment revenues - total	$ 27,256	$ 13,819	$ 29,291	$ 30,645	$ 39,364	$ 4,940	$	$	$ 145,315
Fund management distributable earnings (loss) before Principal Performance Payments	$ 19,952	$ 7,630	$ 5,601	$ (1,788)	$ 23,595	$ (3,666)	$	$ (490)	$ 50,834
Fund management distributable earnings (loss)	$ 19,952	$ 7,630	$ 5,601	$ (1,788)	$ 23,595	$ (3,666)	$	$ (490)	$ 50,834
Pre-tax distributable earnings	$ 19,952	$ 7,630	$ 5,601	$ (1,788)	$ 23,595	$ (3,666)	$ (7,944)	$ (490)	$ 42,890

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Reconciling items between segment measures and GAAP measures:

	Three Months Ended		Nine Months Ended	
	September 30, 2012	**September 30, 2011**	**September 30, 2012**	**September 30, 2011**
Fund management distributable earnings	$ 63,094	$ 50,834	$ 172,458	$ 199,751
Investment income (loss)	3,658	(3,415)	9,926	6,288
Interest expense	(3,295)	(4,529)	(11,644)	(13,761)
Pre-tax distributable earnings	63,457	42,890	170,740	192,278
Adjust incentive income				
Incentive income received from private equity funds and credit PE funds, subject to contingent repayment	$ (16,986)	$ (19,813)	(42,416)	$ (99,666)
Incentive income received from third parties, subject to contingent repayment	(273)		(1,674)	(988)
Incentive income accrued from private equity funds and credit PE funds, not subject to contingent repayment	5,547	14,747	36,931	40,146
Incentive income received from private equity funds and credit PE funds, not subject to contingent repayment	(708)	(1,461)	(1,815)	(2,790)
Incentive income from hedge funds, subject to annual performance achievement	(46,012)	3,193	(107,956)	(46,106)
Incentive income received from the sale of shares related to options				
Reserve for clawback, gross (see discussion above)		4,538	(6,436)	4,538
	(58,432)	1,204	(123,366)	(104,866)
Adjust other income				
Distributions of earnings from equity method investees**	(1,494)	(1,564)	(3,501)	(9,843)
Earnings (losses) from equity method investees**	47,706	(61,759)	99,649	21,527
Gains (losses) on options in equity method investees	(6,219)	(5,724)	(1,962)	(7,287)
Gains (losses) on other investments	3,996	(8,717)	31,060	(18,392)
Impairment of investments (see discussion above)	720	2,157	875	2,865
Adjust income from the receipt of options	8,298	5,594	21,524	12,615
	53,007	(70,013)	147,645	1,485

Adjust employee, Principal and director compensation				
Adjust employee, Principal and director equity-based compensation expense (including Castle options assigned)	(49,495)	(57,078)	(164,420)	(179,788)
Adjust employee portion of incentive income from private equity funds accrued prior to the realization of incentive income		(1,623)	2,316	(1,623)
	(49,495)	(58,701)	(162,104)	(181,411)
Adjust mark-to-market of contingent consideration in business combination		291		3,122
Adjust amortization of intangible assets and impairment of goodwill and intangible assets	(10)	(20,535)	(34)	(21,388)
Adjust Principals forfeiture agreement expense (expired in 2011)	N/A	(279,623)	N/A	(751,749)
Adjust non-controlling interests related to Fortress Operating Group units	(3,845)	239,762	(15,332)	547,091
Adjust tax receivable agreement liability			(6,935)	(116)
Adjust income taxes	(3,974)	2,667	(34,537)	(24,472)
Total adjustments	(62,749)	(184,948)	(194,663)	(532,304)
Net Income (Loss) Attributable to Class A Shareholders	708	(142,058)	(23,923)	(340,026)
Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries	5,958	(239,847)	20,698	(543,175)
Net Income (Loss) (GAAP)	$ 6,666	$ (381,905)	$ (3,225)	$ (883,201)

** 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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(dollars in tables in thousands, except share data)

		September 30, 2012
Total segment assets	$	2,347,440
Adjust equity investments from segment carrying amount		(30,461)
Adjust investments gross of employees and others portion		39,076
Adjust goodwill and intangible assets to cost		(22,698)
Accrued incentive income subject to annual performance achievement		(107,956)
Total assets (GAAP)	$	2,225,401

	Three Months Ended September 30,				Nine Months Ended September 30,			
		2012		2011		2012		2011
Segment revenues	$	180,342	$	145,315	$	511,792	$	540,287
Adjust management fees		124		125		397		375
Adjust incentive income		(58,432)		1,204		(123,686)		(106,755)
Adjust income from the receipt of options		8,298		5,594		21,524		12,615
Adjust other revenues (including expense reimbursements)*		51,191		43,421		142,202		135,770
Total revenues (GAAP)	$	181,523	$	195,659	$	552,229	$	582,292

*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.

	Private Equity				Liquid		Credit									
		Funds		Castles		Hedge Funds		Hedge Funds		PE Funds		Logan Circle		Unallocated		Total
Three Months Ended September 30,																
2012																
Depreciation	$	717	$	148	$	752	$	2,010	$	108	$	67	$	1,170	$	4,972
Amortization												10				10
Total	$	717	$	148	$	752	$	2,010	$	108	$	77	$	1,170	$	4,982
2011																

Depreciation	$	437	$	102	$	454	$	1,203	$	74	$	111	$	851	$	3,232
Amortization												20,535				20,535
Total	$	437	$	102	$	454	$	1,203	$	74	$	20,646	$	851	$	23,767
<u>Nine Months Ended September 30,</u>																
2012																
Depreciation	$	1,546	$	358	$	1,760	$	4,605	$	309	$	268	$	2,838	$	11,684
Amortization												34				34
Total	$	1,546	$	358	$	1,760	$	4,605	$	309	$	302	$	2,838	$	11,718
2011																
Depreciation	$	1,241	$	292	$	1,268	$	2,917	$	312	$	289	$	2,407	$	8,726
Amortization												21,388				21,388
Total	$	1,241	$	292	$	1,268	$	2,917	$	312	$	21,677	$	2,407	$	30,114

FORTRESS INVESTMENT GROUP LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

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(dollars in tables in thousands, except share data)

11. SUBSEQUENT EVENTS

These financial statements include a discussion of material events, if any, which have occurred subsequent to September 30, 2012 (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 October 2012, a realization event occurred with respect to a private equity portfolio company. As a result of this event, Fortress received an aggregate of $182.2 million, comprised of the payment of deferred fees and expenses of $149.8 million, the repayment of advances of $15.8 million, and $16.6 million of distributions related to our principal investments in the relevant funds. Fortress repaid its term loan (Note 4) in full with these proceeds. In connection with this repayment, $1.4 million of deferred financing costs were written off and a prepayment fee of $1.8 million was paid.

For additional subsequent events, see Notes 4, 5 and 8.

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) 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 nine months ended September 30, 2012.

Fortress Operating Group includes all of Fortress s operating and investing entities. The upper tier Fortress Operating Group entities 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 and the relevant ratios for borrowing entities.

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FORTRESS INVESTMENT GROUP LLC

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

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(dollars in tables in thousands, except share data)

The consolidating balance sheet information is as follows:

	As of September 30, 2012			
	Fortress Operating Group Combined	**Fortress Investment Group LLC Consolidated (A)**	**Intercompany Eliminations**	**Fortress Investment Group LLC Consolidated**
Assets				
Cash and cash equivalents	$ 233,924	$ 19,807	$	$ 253,731
Due from affiliates	289,889	5,577	(5,577)	289,889
Investments	1,199,622	405,744	(405,744)	1,199,622
Deferred tax asset	5,092	374,280		379,372
Other assets	92,188	10,599		102,787
	$ 1,820,715	$ 816,007	$ (411,321)	$ 2,225,401
Liabilities and Equity				
Liabilities				
Accrued compensation and benefits	$ 222,719	$	$	$ 222,719
Due to affiliates	73,235	277,351	(5,577)	345,009
Deferred incentive income	245,957			245,957
Debt obligations payable	180,528			180,528
Other liabilities	81,193			81,193
	803,632	277,351	(5,577)	1,075,406
Commitments and Contingencies				
Equity				
Paid-in capital	5,630,759	2,048,874	(5,630,759)	2,048,874
Retained earnings (accumulated deficit)	(4,666,301)	(1,508,043)	4,666,301	(1,508,043)
Accumulated other comprehensive income (loss)	(8,255)	(2,175)	8,255	(2,175)
Total Fortress shareholders equity (B)	956,203	538,656	(956,203)	538,656
Principals and others interests in equity of consolidated subsidiaries	60,880		550,459	611,339
Total Equity	1,017,083	538,656	(405,744)	1,149,995
	$ 1,820,715	$ 816,007	$ (411,321)	$ 2,225,401

(A) Other than Fortress Operating Group.

(B) Includes the Principals equity in the Fortress Operating Group column, which is eliminated in consolidation.

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(dollars in tables in thousands, except share data)

The consolidating statement of operations information is as follows:

	Nine Months Ended September 30, 2012			
	Fortress Operating Group Consolidated	**Fortress Investment Group LLC Consolidated (A)**	**Intercompany Eliminations**	**Fortress Investment Group LLC Consolidated**
Revenues				
Management fees: affiliates	$ 336,935	$	$	$ 336,935
Management fees: non-affiliates	32,534			32,534
Incentive income: affiliates	38,994			38,994
Incentive income: non-affiliates	1,564			1,564
Expense reimbursements from affiliates	138,317			138,317
Other revenues	3,875	17	(7)	3,885
	552,219	17	(7)	552,229
Expenses				
Interest expense	11,625	259	(7)	11,877
Compensation and benefits	537,267			537,267
General, administrative and other	93,365			93,365
Depreciation and amortization	11,718			11,718
	653,975	259	(7)	654,227
Other Income (Loss)				
Gains (losses)	29,542			29,542
Tax receivable agreement liabilty adjustment		(6,935)		(6,935)
Earnings (losses) from equity method investees	110,417	10,673	(10,673)	110,417
	139,959	3,738	(10,673)	133,024
Income (Loss) Before Income Taxes	38,203	3,496	(10,673)	31,026
Income tax benefit (expense)	(6,832)	(27,419)		(34,251)
Net Income (Loss)	$ 31,371	$ (23,923)	$ (10,673)	$ (3,225)
Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries	$ 5,366	$	$ 15,332	$ 20,698
Net Income (Loss) Attributable to Class A Shareholders (B)	$ 26,005	$ (23,923)	$ (26,005)	$ (23,923)

(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

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(dollars in tables in thousands, except share data)

The consolidating statement of cash flows information is as follows:

	Nine Months Ended September 30, 2012			
	Fortress Operating Group Consolidated	Fortress Investment Group LLC Consolidated (A)	Intercompany Eliminations	Fortress Investment Group LLC Consolidated
Cash Flows From Operating Activities				
Net income (loss)	$ 31,371	$ (23,923)	$ (10,673)	$ (3,225)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities				
Depreciation and amortization	11,718			11,718
Other amortization and accretion	1,467			1,467
(Earnings) losses from equity method investees	(110,417)	(10,673)	10,673	(110,417)
Distributions of earnings from equity method investees	32,621			32,621
(Gains) losses	(29,542)			(29,542)
Deferred incentive income	(36,931)			(36,931)
Deferred tax (benefit) expense	444	31,663		32,107
Reversal of forfeited non-cash compensation	(1,705)			(1,705)
Options received from affiliates	(21,524)			(21,524)
Tax receivable agreement liability adjustment		6,935		6,935
Equity-based compensation	162,372			162,372
Options in affiliates granted to employees	3,378			3,378
Allowance for doubtful accounts	485			485
Cash flows due to changes in				
Due from affiliates	(66,183)			(66,183)
Other assets	5,150	(4,549)		601
Accrued compensation and benefits	(4,276)			(4,276)
Due to affiliates	10,028	(8,624)		1,404
Deferred incentive income	43,382			43,382
Other liabilities	23,061			23,061
Net cash provided by (used in) operating activities	54,899	(9,171)		45,728
Cash Flows From Investing Activities				
Contributions to equity method investees	(52,573)	(48,563)	48,563	(52,573)
Distributions of capital from equity method investees	137,015	27,337	(27,337)	137,015

Purchase of fixed assets	(7,367)			(7,367)
Net cash provided by (used in) investing activities	77,075	(21,226)	21,226	77,075
Cash Flows From Financing Activities				
Repayments of debt obligations	(80,722)			(80,722)
Issuance (purchase) of Class A shares (RSU settlements)	(48,563)	48,563		
Repurchase of RSUs	(7,522)			(7,522)
Capital contributions (distributions)	48,563		(48,563)	
Dividends and dividend equivalents paid	(28,781)	(31,359)	27,337	(32,803)
Principals and others interests in equity of consolidated subsidiaries - contributions	429			429
Principals and others interests in equity of consolidated subsidiaries - distributions	(81,620)			(81,620)
Net cash provided by (used in) financing activities	(198,216)	17,204	(21,226)	(202,238)
Net Increase (Decrease) in Cash and Cash Equivalents	(66,242)	(13,193)		(79,435)
Cash and Cash Equivalents, Beginning of Period	300,166	33,000		333,166
Cash and Cash Equivalents, End of Period	$ 233,924	$ 19,807	$	$ 253,731

(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 $51.5 billion in AUM as of September 30, 2012. 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 1,400 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.

As of September 30, 2012, we managed the following businesses:

Private Equity a business that manages approximately $14.7 billion of AUM comprised of two business segments: (i) private equity funds that primarily make significant, control-oriented investments in debt and equity securities of public or privately held entities in North America and Western Europe, with a focus on acquiring and building asset-based businesses with significant cash flows; and (ii) publicly traded alternative investment vehicles, which we refer to as Castles, that invest primarily in real estate and real estate related debt investments.

Liquid Hedge Funds a business that manages approximately $4.4 billion of AUM. These funds invest globally in fixed income, currency, equity and commodity markets and related derivatives to capitalize on imbalances in the financial markets. In addition, this segment includes an endowment style fund, which invests in Fortress Funds, funds managed by external managers and direct investments; and a fund that seeks to generate returns by executing a positively convex investment strategy.

Credit Funds a business that manages approximately $11.8 billion of AUM comprised of two business segments: (i) credit hedge funds which make highly diversified investments in assets, opportunistic lending situations and securities 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.

Logan Circle our traditional, fixed income asset management business which has approximately $20.6 billion of AUM.

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.

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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 acquired 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.
- Earn attractive returns on the investments we make.
- Effectively manage our liquidity, including our debt, 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*: 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.

- *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 Results of Operations 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 Results of Operations 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.

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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 net 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 the fund is realized, subject to a clawback. At the termination of such a fund, a computation is done to determine how much incentive income we should have earned based on the fund s overall performance, and any incentive income payments received by us in excess of the amount we should have earned must be returned by us (or clawed back) to the fund for distribution to fund investors. Certain of our private equity style funds pay incentive income only after all of the fund s invested capital has been returned.

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

PE Style Fund Status			**Key Disclosures**
	In a liquidation of the fund s assets at their estimated fair value as of the reporting date:		
Has the fund made incentive income payments to us?	**Would the fund owe us incentive income?**	**Would we owe a clawback of incentive income to the fund?**	**(Refer to Note 2 to our consolidated financial statements)**
Yes	Yes	No	- The amount of previously distributed incentive income. - The amount of undistributed incentive income, which is the amount of incentive income that would be due to us upon a liquidation of the fund s remaining assets at their current estimated fair value.
Yes	No	Yes	- The amount of previously distributed incentive income. - The intrinsic clawback, which is the amount of incentive income that we would have to return to the fund upon a liquidation of its remaining assets at their current estimated fair value.

			- The amount by which the total current fund value would have to increase as of the reporting date in order to reduce the intrinsic clawback to zero such that we would be in a position to earn additional incentive income from the fund in the future.
No	Yes	N/A	- The amount of undistributed incentive income, which is the amount of incentive income that would be due to us upon a liquidation of the fund s remaining assets at their current estimated fair value.
No	No	N/A	- 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.

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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 way 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 debt 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 simply 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 simply means that employees are paid in equity of Fortress rather than in cash. This form of compensation has the advantage of never 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, 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 (if any).

2) Accrued compensation, generally payable to employees shortly after year-end.

3) Amounts due to our Principals under the tax receivable agreement. These amounts partially offset the deferred tax assets and do not become payable to the Principals until the related future tax benefits are realized.

4) Deferred incentive income, which is incentive income that we have already received in cash but is subject to contingencies and may have to be returned (clawed back) to the respective funds if certain performance hurdles are not met.

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

1) Expected cash flows from funds, including the potential for incentive income.

2) Cash on hand.

3) Collectability of receivables.

4) Current amounts due under our credit facility.

5) Other current liabilities, primarily accrued compensation.

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6) Debt covenants.

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.

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

3) Other general and administrative expenses and interest.

4) Taxes.

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

Essentially, the key components of our income are the fees we are earning from our funds in comparison to the compensation and other corporate expenses we are paying in cash, and the resulting operating margin. Other significant components include (i) the unrealized changes in value of our funds, reported as unrealized gains (losses) and earnings (losses) from equity method investees, as this is indicative of changes in potential future cash flows, (ii) taxes, and (iii) equity-based compensation (not including principals agreement 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.

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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 make investments in debt instruments, which are assisted by a strong and liquid debt market. In addition, our funds borrow money to make investments. Our funds utilize leverage in order to increase investment returns, which ultimately drive the performance of our funds. Furthermore, we utilize debt to finance our investments in our funds and for working capital purposes.

Beginning in mid-2007, 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. In particular, the securitization markets have been impaired since that time. As the turbulence in the debt markets continued and its intensity increased, equity market conditions also began to deteriorate as concerns of an economic slowdown began to affect 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, including, for example, the IPOs of Rail America, Seacube Container Leasing Ltd., Whistler Blackcomb Holdings Inc. and Nationstar Mortgage Holdings Inc. as well as realizations of significant other positions in publicly traded securities of our portfolio companies. The improvement in the debt markets has enabled us and other market participants to begin 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.

The recent market conditions have impacted our business in several ways:

- Volatility in the markets has 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 increased 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 recovered a substantial majority of these losses, but must satisfy minimum return requirements prior to generating incentive income. This has resulted in a significant reduction in 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 so-called 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 preferential return earned by investors. See Note 2 to the consolidated financial statements included herein for more information.

- Based on the above described recent improvements in the markets, our board of directors approved a revised dividend policy under which it reinstated a $0.05 per share quarterly dividend beginning in the fourth quarter of 2011. The

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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 have also resulted in what we refer to as the Great Deleveraging. As the financing on existing assets throughout the markets matures over time, it must be refinanced. With the general reduction in the value of assets coupled with the reduction in capital availability described above, a refinancing can often only be achieved at a significantly lower level of leverage, requiring either a contribution of equity or, in many cases, the sale of the assets. These circumstances have resulted in significant opportunities for investors with sufficient capital to acquire assets at reduced prices.

- 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.

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.

First, 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 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 offered on investment products offered by alternative asset managers.

Recent reductions in interest rates, targeted at stimulating economic growth, 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 alternatives 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 sector based on the size, diversity and historical performance of our funds, we have been able to attract a significant amount of new capital both at the public company and within our funds, even during the recent 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 in recent periods. 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. 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 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, 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. For example, if the commercial real estate operating environment in Florida remains challenging or deteriorates further, our fund investments in Flagler Development Group could decline in value and potentially have a material adverse effect on the performance of the funds that are invested in Flagler.

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Market Considerations Summary

While market conditions in the United States and abroad have improved meaningfully over the last three 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 and the financial institutions and countries that participate in these markets.   If market conditions deteriorate in the future   particularly if there is 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, this development 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 present significant new opportunities for investment, particularly in distressed asset classes. Our ability to take advantage of these opportunities will depend on our ability to access debt and equity capital, both at Fortress and within the funds. 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 market reverse.

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 credit 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 debt covenants, obtaining investment financing and making investments on attractive terms. However, 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.

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 Hedge	Credit			
	Funds (J)	Castles	Funds	Hedge Funds	PE Funds (J)	Logan Circle	Total
2012							
AUM December 31, 2011	$ 9,285	$ 3,181	$ 5,515	$ 5,976	$ 6,232	$ 13,524	$ 43,713
Capital raised (A)		444	447	216	227		1,334
Increase in invested capital	98			20	1,464		1,582
Redemptions (B)			(2,001)	(11)			(2,012)
SPV distributions (C)							
RCA distributions (D)				(903)			(903)
Return of capital distributions (E)	(142)			(233)	(1,564)		(1,939)
Adjustment for reset date (F)					(331)		(331)
Crystallized incentive income (G)			(2)	(70)			(72)
Equity buyback (H)							

Net client flows						5,935	5,935
Income (loss) and foreign exchange (I)	1,872	(20)	419	668	62	1,167	4,168
AUM September 30, 2012 (K)	$ 11,113	$ 3,605	$ 4,378	$ 5,663	$ 6,090	$ 20,626	$ 51,475

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

(B) Excludes redemptions which reduced AUM subsequent to September 30, 2012. Redemptions are further detailed below. Liquid hedge fund redemptions include $0.7 billion of capital returned to investors in connection with the closing of the Fortress Commoditites Funds in the second quarter of 2012.

(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.

(D) Represents distributions from (i) assets held within redeeming capital accounts (or RCA) in our Drawbridge Special Opportunities Funds, which represent accounts where investors have provided withdrawal notices and are subject to payout as underlying fund investments are realized, and (ii) the Value Recovery Funds.

(E) For private equity and credit PE funds, return of capital distributions are based on realization events. Such distributions include, in the case of private equity and credit PE funds that are in their capital commitment periods, recallable capital distributions.

(F) 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 cancelled. For the period commencing with the initial closing of or contribution to the fund and ending on the last day of the semi-annual or quarterly period ending on or after the reset date, certain funds generate management fees as a percentage of the fund s capital commitments and certain funds generate management fees as a percentage of the fund s aggregate capital contributions. Thereafter, such funds generally generate management fees as a percentage of the aggregate capital contributed adjusted for the fair value of each investment that is below the associated investment s contributed capital.

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

(H) Represents buybacks of equity interests by the Castles.

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

(J) As of September 30, 2012, the private equity funds and credit PE funds had approximately $0.7 billion and $6.5 billion of uncalled capital, respectively, that will become assets under management if deployed/ called.

(K) 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.

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 2012 redemption notice date is July 5, 2012 for redemptions to be paid in the first quarter of 2013.

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 2012 return of capital request notice date is October 3, 2012 for capital to be returned after January 1, 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 and 2011 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 September 30, 2012 (in thousands):

Notice Receipt Period	Liquid Hedge Fund Redemption Notices Received	Payments Made with Respect to those Notices - Inception to Date (C)	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
2012	$ 1,376,806	$ 1,077,410	$ 304,247	$ 239,882(D)	$	$ 239,882
2011	2,382,209	2,291,242		785,831	363,715	503,974
2010	1,231,169	1,218,557		722,323	447,756	399,821
2009	1,968,260	1,985,307		1,436,187	1,432,872	294,278
Prior			(A)			217,125(A)
			$ 304,247(B)			$ 1,655,080(B)

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

(B) For liquid hedge funds, reflects $0.1 billion to be paid primarily within one quarter and $0.2 billion to be paid primarily in the first quarter of 2013. For credit hedge funds, includes $1.7 billion in RCAs to be paid as the underlying investments are realized. Excludes any notices received from investors whose status has changed from fee-paying to non-fee-paying subsequent to notice receipt.

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

(D) In October 2012, Fortress s credit hedge funds received $32.7 million of additional redemption requests.

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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.

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 September 30, 2012	AUM September 30, 2011	Returns (B) Inception to September 30, 2012
Private Equity					
Private Equity Funds that Report IRR s					
Fund I	Nov-99	(A)	$	$	25.7%
Fund II	Jul-02	Feb-13			35.6%
Fund III	Sep-04	Jan-15	1,290	1,286	6.0%
Fund III Coinvestment	Nov-04	Jan-15	118	88	0.6%
Fund IV	Mar-06	Jan-17	3,387	2,417	2.2%
Fund IV Coinvestment	Apr-06	Jan-17	654	560	(1.3)%
Fund V	May-07	Feb-18	2,802	2,627	(2.6)%
Fund V Coinvestment	Jul-07	Feb-18	577	547	(11.4)%
GAGACQ Coinvestment Fund	Sep-04	Permanent			18.5%
FRID	Mar-05	Apr-15	537	349	(5.0)%
FRIC	Mar-06	May-16	140	75	(6.6)%
FICO	Aug-06	Jan-17			(100.0)%
FHIF	Dec-06	Jan-17	1,072	1,055	7.8%
FECI	Jun-07	Feb-18	431	458	(3.1)%
WWTAI	Jul-11	Jun-24	53	9	(C)

					Inception to Date (D)	Returns (B) Nine Months Ended September 30, 2012	2011
Private Equity - Castles							
Newcastle Investment Corp.	Jun-98	Permanent	1,729	1,294	N/A	(B)	(B)
Eurocastle Investment Limited (E)	Oct-03	Permanent	1,876	1,943	N/A	N/A	N/A
Liquid Hedge Funds							
Drawbridge Global Macro Funds	Jun-02	Redeemable	417	386	8.1%	10.2%	(8.3)%
Fortress Macro Funds	May-09	Redeemable	1,503	2,400	6.1%	11.1%	(7.3)%
Fortress Macro MA1	Nov-11	Redeemable	65		(C)	(C)	N/A
Fortress Commodities Funds	Jan-08	Closed May-12		810	(1.4)%	(12.5)%	0.9%
Fortress Commodities Fund MA1 Ltd	Nov-09	Closed Apr-12		104	(4.7)%	(6.6)%	1.1%
Fortress Partners Fund LP	Jul-06	Redeemable	669	770	2.3%	6.9%	0.2%
Fortress Partners Offshore Fund LP	Nov-06	Redeemable	701	670	2.6%	7.9%	(1.6)%

Fortress Asia Macro Funds	Mar-11	Redeemable	246	189	8.8%	10.7%	(C)
Fortress Convex Asia Funds	Apr-12	Redeemable	25		(C)	(C)	N/A
Credit Hedge Funds							
Drawbridge Special Opp s Fund LP (F)	Aug-02	PE style redemption	3,846	4,117	10.9%	13.1%	6.4%
Drawbridge Special Opp s Fund LTD (F)	Aug-02	PE style redemption	1,053	853	11.1%	12.2%	9.1%
Worden Fund	Jan-10	PE style redemption	199	191	12.1%	13.1%	4.7%
Worden Fund II	Aug-10	PE style redemption	39	20	10.7%	10.1%	6.3%
Value Recovery Funds and related assets	(G)	Non-redeemable	511	987	(G)	(G)	(G)

Continued on next page.

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Name of Fund	Inception Date	Maturity Date (A)	AUM September 30, 2012	AUM September 30, 2011	Returns (B) Inception to September 30, 2012
Credit PE Funds					
Credit Opportunities Fund	Jan-08	Oct-20	997	1,275	26.9%
Credit Opportunities Fund II	Jul-09	Jul-22	1,014	1,064	17.8%
Credit Opportunities Fund III	Sep-11	Mar-24	459	63	(C)
FCO Managed Account #1	Sep-08	Oct-21	575	432	24.1%
FCO Managed Account #2	May-10	Jun-24	144	114	13.6%
FCO Managed Account #3	Jun-10	Jun-22	293	262	21.9%
FCO Managed Account #4	Oct-10	Apr-22	295	175	(C)
FCO Managed Account #5	Apr-12	Sep-25	26		(C)
FCO Managed Account #6	Apr-12	Mar-25	16		(C)
FCO Managed Account #7	Apr-12	Mar-27	52		(C)
FCO Managed Account #8	Jun-12	Mar-24	43		(C)
Long Dated Value Fund I	Apr-05	Apr-30	186	201	4.4%
Long Dated Value Fund II	Nov-05	Nov-30	157	161	2.7%
Long Dated Value Fund III	Feb-07	Feb-32	197	198	7.0%
LDVF Patent Fund	Nov-07	Nov-27	15	14	10.2%
Real Assets Fund	Jun-07	Jun-17	97	118	9.9%
Assets Overflow Fund	Jul-08	May-18			11.1%
Japan Opportunity Fund	Jun-09	Jun-19	598	956	19.1%
Japan Opportunity Fund II (Dollar)	Dec-11	Dec-21	120		(C)
Japan Opportunity Fund II (Yen)	Dec-11	Dec-21	109		(C)
Net Lease Fund I	Jan-10	Feb-20	78	53	(C)
Global Opportunities Fund	Sep-10	Sep-20	345	349	(C)
Life Settlements Fund	Dec-10	Dec-22	210	161	(C)
Life Settlements Fund MA	Dec-10	Dec-22	18	14	(C)
Real Estate Opportunities Fund	May-11	Sep-24	30		(C)
Real Estate Opportunities REOC Fund	Oct-11	Oct-24	9		(C)
Subtotal - all funds			30,023	29,815	
Managed accounts			826	891	
Total - Alternative Investments			30,849	30,706	
Logan Circle Partners, L.P.			20,626	12,913	
Total (H)			$ 51,475	$ 43,619	

(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 I 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 86% of our alternative investment AUM as of September 30, 2012.

(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 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 return on invested equity (ROE). ROE is not reported on an inception to date basis. Newcastle s 2012 and 2011 ROE is not meaningful because Newcastle had minimal average book equity.

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.

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(C) These funds had no successor fund formed and either (a) were in their investment periods and had capital, other than recallable capital, remaining to invest, or (b) had less than one year elapsed from their inception, through the end of these periods.

(D) For liquid hedge funds and credit hedge funds, reflects a composite of monthly returns presented on an annualized net return basis.

(E) Interim returns for Eurocastle Investment Limited are only reported on a semi-annual basis at June 30 of each calendar year.

(F) The returns for the Drawbridge Special Opportunities Funds reflect the performance of each fund excluding the performance of the redeeming capital accounts (i.e. investors who requested redemptions in prior periods and who are being paid out as investments are realized).

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

(H) In addition to the funds listed, Fortress manages NIH, FPRF and Mortgage Opportunities Funds I and II. Such funds are excluded from the table because they did not include any fee paying assets under management at the end of the periods presented. Fund I, Fund II, GAGACQ Coinvestment Fund and Assets Overflow Fund had zero AUM as of September 30, 2012 and 2011, but for purposes of continuity of presentation, the returns of these funds have been left in the table.

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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.

	Nine Months Ended September 30, 2012 (Unaudited)	Nine Months Ended September 30, 2011 (Unaudited)	Variance $	Three Months Ended September 30, 2012 (Unaudited)	Three Months Ended September 30, 2011 (Unaudited)	Variance $
Revenues						
Management fees: affiliates	$ 336,935	$ 353,269	$ (16,334)	$ 112,806	$ 118,353	$ (5,547)
Management fees: non-affiliates	32,534	47,641	(15,107)	10,762	18,865	(8,103)
Incentive income: affiliates	38,994	44,361	(5,367)	5,976	14,754	(8,778)
Incentive income: non-affiliates	1,564	1,251	313	788	266	522
Expense reimbursements from affiliates	138,317	130,337	7,980	49,636	42,350	7,286
Other revenues	3,885	5,433	(1,548)	1,555	1,071	484
	552,229	582,292	(30,063)	181,523	195,659	(14,136)
Expenses						
Interest expense	11,877	13,883	(2,006)	3,375	4,583	(1,208)
Compensation and benefits	537,267	535,259	2,008	181,421	158,426	22,995
Principals agreement compensation (expired in 2011)		751,749	(751,749)		279,623	(279,623)
General, administrative and other expense (including depreciation and amortization)	105,083	139,659	(34,576)	35,986	57,932	(21,946)
	654,227	1,440,550	(786,323)	220,782	500,564	(279,782)
Other Income (Loss)						
Gains (losses)	29,542	(26,751)	56,293	(2,228)	(15,229)	13,001
Tax receivable agreement liability adjustment	(6,935)	(116)	(6,819)			
Earnings (losses) from equity method investees	110,417	26,417	84,000	52,034	(64,483)	116,517
	133,024	(450)	133,474	49,806	(79,712)	129,518
Income (Loss) Before Income Taxes	31,026	(858,708)	889,734	10,547	(384,617)	395,164
Income tax benefit (expense)	(34,251)	(24,493)	(9,758)	(3,881)	2,712	(6,593)
Net Income (Loss)	$ (3,225)	$ (883,201)	$ 879,976	$ 6,666	$ (381,905)	$ 388,571
Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries	$ 20,698	$ (543,175)	$ 563,873	$ 5,958	$ (239,847)	$ 245,805
Net Income (Loss) Attributable to Class A Shareholders	$ (23,923)	$ (340,026)	$ 316,103	$ 708	$ (142,058)	$ 142,766

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).

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Average fee paying AUM, based on a simple quarterly average, was as follows:

	Private Equity				Credit		
Nine Months Ended	**Funds**	**Castles**	**Liquid Hedge Funds**	**Hedge Funds**	**PE Funds**	**Logan Circle**	**Total**
September 30, 2012	$ 10,216	$ 3,347	$ 4,783	$ 5,872	$ 6,048	$ 17,087	$ 47,353
September 30, 2011	$ 10,347	$ 3,195	$ 6,286	$ 6,477	$ 4,977	$ 12,509	$ 43,791

	Private Equity				Credit		
Three Months Ended	**Funds**	**Castles**	**Liquid Hedge Funds**	**Hedge Funds**	**PE Funds**	**Logan Circle**	**Total**
September 30, 2012	$ 10,775	$ 3,498	$ 4,388	$ 5,761	$ 5,842	$ 19,369	$ 49,633
September 30, 2011	$ 9,725	$ 3,257	$ 6,243	$ 6,294	$ 5,280	$ 12,922	$ 43,721

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 agreed 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 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 970 asset management employees as of September 30, 2011 to 966 asset management employees, and 759 property level employees within our senior living property management subsidiary, as of September 30, 2012.

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Revenues

Nine months ended September 30

Total revenues were $552.2 million for the nine months ended September 30, 2012, a net decrease of $30.1 million, compared to $582.3 million for the nine months ended September 30, 2011. The decrease in revenues was attributable to (i) decreases of $16.3 million and $15.1 million in management fees from affiliates and non-affiliates, respectively, (ii) a decrease of $5.4 million in incentive income from affiliates, and (iii) a decrease of $1.5 million in other revenues. These decreases were partially offset by an increase of $0.3 million in incentive income from non-affiliates and an increase of $8.0 million in expense reimbursements from affiliates.

The decreases in management fees from affiliates and non-affiliates were primarily attributable to decreases of $0.1 billion, $1.5 billion and $0.6 billion in average fee paying AUM, based on a simple quarterly average, in our private equity funds, liquid hedge funds and credit hedge funds, respectively. These decreases were partially offset by increases of $0.2 billion, $1.1 billion and $4.6 billion in average fee paying AUM in our Castles, credit PE funds and Logan Circle, respectively. Management fees from affiliates and non-affiliates decreased despite a net increase of $3.6 billion in average fee paying AUM, and an increase of $8.9 million in management fees due to Newcastle options granted to Fortress during the nine months ended September 30, 2012 as compared to the prior period, due to a lower average management fee percentage earned by Logan Circle compared to our alternative business average management fee percentage. The decrease in management fees from non-affiliates was also attributable to a decrease of $14.7 million due to an advisory agreement that concluded in the third quarter of 2011.

The decrease in incentive income from affiliates of $5.4 million was primarily due to (i) a net decrease in incentive income recognized from certain of our private equity funds, which are recognized as repayment contingencies are resolved, (ii) a net reduction in crystallized incentive income recognized from certain of our liquid hedge funds, and (iii) a decrease in incentive income earned from our credit hedge funds primarily due to a decrease in incentive income earned on distributions from redeeming capital accounts (or RCA), which represent accounts where investors have provided withdrawal notices and are subject to payout as underlying fund investments are realized. These decreases were partially offset by a net increase in incentive income recognized from certain of our credit PE funds, which are recognized as repayment contingencies are resolved.

The $1.5 million decrease in other revenues was primarily related to a decrease in other investment returns.

The increase in expense reimbursements from affiliates of $8.0 million is primarily related to an increase in operating expenses eligible for reimbursement from our funds for the nine months ended September 30, 2012 as compared to the prior comparative period.

Expenses

Nine months ended September 30

Expenses were $654.2 million for the nine months ended September 30, 2012, a net decrease of $786.3 million, compared to $1,440.6 million for the nine months ended September 30, 2011. The decrease was attributable to (i) a decrease of $2.0 million in interest expense, (ii) a decrease of $751.7 million in principals agreement compensation, and (iii) a decrease of $34.6 million in general, administrative and other expenses. These decreases were offset by a net increase of $2.0 million in compensation and benefits.

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

The decrease in general, administrative and other expenses was primarily due to (i) the impairment of goodwill and other intangible assets related to Logan Circle ($20.1 million) during the nine months ended September 30, 2011, (ii) a decrease in allowances for potentially uncollectible expense reimbursements in connection with a certain fund experiencing liquidity shortfalls ($4.7 million), and (iii) a decrease in operating expenses related to the termination of a managed account in the third quarter of 2011 ($7.5 million).

Total compensation and benefits increased primarily due to a $11.4 million increase in other payroll, taxes and benefits, and a $36.9 million increase in profit-sharing expenses related to our credit hedge funds, Principal Performance Payments, and Castles, offset by a $28.7 million decrease in profit-sharing expenses related to our credit PE funds, liquid hedge funds and private equity funds, and a $16.7 million decrease in equity-based compensation. The increases in other payroll, taxes and benefits were primarily due to an increase in wages, severance and related taxes for the nine months ended September 30, 2012 as compared to the prior comparative period. The $16.7 million decrease in equity-based compensation was primarily due to (i) a $10.8 million decrease related to the net impact of changes in actual forfeiture activity and changes in the

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forfeiture assumptions associated with the RSUs, (ii) a $10.6 million decrease due to the STIP agreement entered into by one of the Principals with a senior employee which impacted 2011 but not 2012, and (iii) a $1.1 million decrease related to lower grant date valuations of RSUs granted during 2012 in comparison to RSUs granted during the comparable period in 2011. These decreases were partially offset by a $3.1 million increase related to the departure of our former CEO during the nine months ended September 30, 2012 and a $2.4 million increase in expense associated with the Principal Performance Payments. Changes in profit sharing expense are a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods.

Revenues

Three months ended September 30

Total revenues were $181.5 million for the three months ended September 30, 2012, a net decrease of $14.1 million, compared to $195.7 million for the three months ended September 30, 2011. The decrease in revenues was attributable to decreases of $5.5 million and $8.1 million in management fees from affiliates and non-affiliates, respectively, and a decrease of $8.8 million in incentive income from affiliates. These decreases were partially offset by (i) an increase of $0.5 million in incentive income from non-affiliates (ii) an increase of $7.3 million in expense reimbursements from affiliates and (iii) an increase of $0.5 million in other revenues.

The decrease in management fees from affiliates and non-affiliates was primarily attributable to a decrease of $1.9 billion and $0.5 billion in average fee paying AUM, based on a simple quarterly average, in our liquid hedge funds and our credit hedge funds, respectively. These decreases were partially offset by (i) increases of $1.0 billion, $0.2 billion, $0.6 billion, and $6.4 billion in average fee paying AUM in our private equity funds, Castles, credit PE funds, and Logan Circle, respectively, and (ii) an increase of $2.7 million in management fees due to Newcastle options granted to Fortress during the three months ended September 30, 2012 as compared to the prior period. The decrease in management fees from non-affiliates was also attributable to a decrease of $7.8 million due to an advisory agreement that concluded in the third quarter of 2011.

The decrease in incentive income from affiliates of $8.8 million was primarily due to a decrease in crystallized incentive income from certain of our private equity and credit PE funds, which are recognized as repayment contingencies are resolved.

The increase in incentive income from non-affiliates of $0.5 million was primarily related to an increase in incentive income generated by a managed account related to our credit PE funds.

The $7.3 million increase in expense reimbursements from affiliates was primarily attributable to an increase in operating expenses eligible for reimbursement from our funds for the three months ended September 30, 2012 as compared to the prior comparative period.

Expenses

Three months ended September 30

Expenses were $220.8 million for the three months ended September 30, 2012, a decrease of $279.8 million, compared to $500.6 million for the three months ended September 30, 2011. The decrease was primarily attributable to (i) a decrease of $1.2 million in interest expense, (ii) a decrease of $279.6 million in principals agreement compensation, and (iii) a decrease of $21.9 million in general, administrative and other expenses. These increases were partially offset by an increase of $23.0 million in compensation and benefits.

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

The decrease in general, administrative and other expenses was primarily due to the impairment of goodwill and other intangible assets related to Logan Circle ($20.1 million) during the three months ended September 30, 2011 and a decrease in operating expenses related to the termination of a managed account in the third quarter of 2011 ($4.5 million). These decreases were partially offset by a net increase in rent expense ($1.0 million) and a net increase in depreciation expense ($1.5 million).

Total compensation and benefits increased primarily due to a (i) $23.9 million net increase in profit-sharing expenses primarily related to our credit hedge funds, credit PE funds and Principal Performance Payments, partially offset by a decrease in profit-sharing expenses related to our liquid hedge funds and private equity funds, and (ii) a $6.9 million increase in other payroll, taxes and benefits. These increases were partially offset by a $7.7 million decrease in equity-based compensation. The $7.7 million decrease in equity-based compensation was primarily due to (i) a $5.4 million decrease

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due to the STIP agreement entered into by one of the Principals with a senior employee which impacted 2011 but not 2012, (ii) a $3.2 million decrease related to the net impact of changes in actual forfeiture activity and changes in the forfeiture assumptions associated with the RSUs, and (iii) a $0.7 million decrease due to expenses recognized during the three months ended September 30, 2011 related to our former CEO, and partially offset by a $1.5 million increase in expense associated with Principal Performance Payments. Changes in profit sharing expense are a result of changes in the performance of relevant funds and the amount of profit sharing interests held by employees in the respective periods.

Current and Future Compensation Expense

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

Discretionary bonuses are awarded annually based on performance and on our estimation of market compensation. We note that while the payment of discretionary bonuses is optional, it is important for us to maintain a certain level of discretionary bonuses, based on the level of market compensation, even in periods of weaker performance, in order to retain and motivate employees.

Equity-based compensation awards, primarily RSUs, which are typically subject to service-based vesting conditions, are a key component of this compensation as they achieve all three goals. We set the level of our equity-based compensation each year based on performance (firm and individual) and our liquidity, as well as the number of shares available under our equity incentive plan and the dilutive impact they would have upon vesting.

In future periods, we will further recognize non-cash compensation expense on our non-vested equity-based awards outstanding as of September 30, 2012 of $83.1 million with a weighted average recognition period of 1.3 years.

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

Principals Agreement Compensation

As a result of the Principals Agreement, which expired in December 2011, $4,763.0 million was charged to compensation expense on a straight-line basis over the approximately five-year vesting period. Fortress was not a party to this agreement. It was an agreement between our principals to further incentivize them to remain with Fortress. This GAAP expense had no economic effect on Fortress or its shareholders. As a result, management did not include this expense in any of its analyses of performance. When Fortress recorded this non-cash expense, it recorded a corresponding increase in capital.

Other Income (Loss)

Nine months ended September 30

Other Income (Loss) was $133.0 million for the nine months ended September 30, 2012, a net increase of $133.5 million, compared to ($0.5) million for the nine months ended September 30, 2011. This increase was primarily attributable to (i) a significant increase in gains associated with increases in net unrealized gains primarily related to our direct investments in GAGFAH and Newcastle and (ii) better performance resulting in an increase in earnings from equity method investees with

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respect to our investments in our private equity funds, credit PE funds, liquid hedge funds and credit hedge funds for the nine months ended September 30, 2012 relative to the prior comparative period. These increases were partially offset by an increase in the expense associated with the tax receivable agreement liability.

Three months ended September 30

Other Income (Loss) was $49.8 million for the three months ended September 30, 2012, a net increase of $129.5 million, compared to ($79.7) million for the three months ended September 30, 2011. The change was primarily due to increases in net unrealized gains primarily related to our direct investments in GAGFAH and Newcastle and increases in our earnings from equity method investees related to higher performance with respect to our investments in our private equity funds, credit PE funds, liquid hedge funds and credit hedge funds for the three months ended September 30, 2012 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 nine months ended September 30, 2012 and 2011, Fortress recognized income tax expense (benefit) of $34.3 million and $24.5 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 RPUs that vested and were delivered at a value substantially less than their original value. The deferred tax asset is further discussed under Critical Accounting Policies below.

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

	Comparative Periods Nine months ended September 30, 2012 vs. 2011	
Change in pre-tax income applicable to Class A Shareholders (A)	$	11,509
Change in foreign and state income taxes		(2,274)
Change in mix of business (B)		5,337
Change in deferred tax asset-impact of equity compensation vesting (C)		1,009
Change in deferred tax asset valuation allowance and related adjustments		(7,099)
Other		1,276
Total change (D)	$	9,758

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

(B) From the first nine months of 2011 to the first nine months of 2012, a greater proportion of our total income was subject to corporate tax. In 2011, we generated more unrealized gains in certain of our private equity funds, which income is passed directly to shareholders, increasing the proportion of our total income which was not subject to corporate tax and thereby reducing the proportion which was subject to corporate income tax.

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

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

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

Nine months ended September 30

Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries increased from ($543.2) million to $20.7 million, an increase of $563.9 million, primarily attributable to (i) an increase of $563.4 million resulting from a $898.4 million increase in Fortress Operating Group consolidated net income during the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011, (ii) a decrease of $0.9 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 $1.4 million resulting from Others interests in the net income of consolidated subsidiaries of Fortress Operating Group.

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Three Months Ended September 30

Principals and Others Interests in Income (Loss) of Consolidated Subsidiaries increased from ($239.8) million to $6.0 million, an increase of $245.8 million, primarily attributable to (i) an increase of $243.9 million resulting from a $393.2 million increase in Fortress Operating Group consolidated net income during the three months ended September 30, 2012 as compared to the three months ended September 30, 2011, (ii) a decrease of $0.3 million resulting from the dilution of noncontrolling interests in Fortress Operating Group caused by the delivery of restricted stock and restricted partnership awards, and (iii) an increase of $2.2 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.

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 defined in Note 10 to Part I, Item 1, Financial Statements and Supplementary Data 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.

Private Equity Funds

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

	Nine Months Ended September 30,		2012 vs. 2011	Three Months Ended September 30,		2012 vs. 2011
	2012	2011	$	2012	2011	$
Segment revenues						

Management Fees	$	89,410	$	101,443	$	(12,033)	$	30,004	$	30,333	$	(329)
Incentive Income		8,252		(1,748)		10,000		708		(3,077)		3,785
Segment revenues total	$	97,662	$	99,695	$	(2,033)	$	30,712	$	27,256	$	3,456
Pre-tax distributable earnings	$	65,082	$	69,878	$	(4,796)	$	22,073	$	19,952	$	2,121

Nine months ended September 30

Pre-tax distributable earnings decreased by $4.8 million primarily due to:

Revenues

Management fees were $89.4 million for the nine months ended September 30, 2012, a net decrease of $12.0 million, compared to $101.4 million for the nine months ended September 30, 2011. Management fees decreased $12.0 million primarily as a result of (i) a decrease of $11.4 million due to the reset of Fund V, Fund V Coinvestment and FECI upon expiration of their respective capital commitment periods in 2011, (ii) a net decrease of $1.0 million in management fees primarily as a result of a net decrease in market values of certain portfolio companies below their invested capital in prior periods, and (iii) a decrease of $1.2 million in management fees in Fund II and Mortgage Opportunities Fund III, which are no longer subject to management fees. These decreases were partially offset by an increase of $1.6 million primarily in Fund IV, managed accounts and FHIF primarily due to net capital inflows and a net increase in market values of certain portfolio companies which were below their invested capital in prior periods, which impacted the computation of management fees for the nine months ended September 30, 2012.

Incentive income was $8.3 million for the nine months ended September 30, 2012, a net increase of $10.0 million, compared to $($1.7) million of incentive income recognized for the nine months ended September 30, 2011. Incentive income increased primarily as a result of a reversal of $6.4 million of previously recognized reserves for the potential

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clawback of incentive income from Fund II during the nine months ended September 30, 2012, as compared to the recognition of a $4.5 million incremental reserve for the potential clawback of incentive income from Fund II during the nine months ended September 30, 2011.

Expenses

Expenses were $32.6 million for the nine months ended September 30, 2012, a net increase of $2.8 million, compared to $29.8 million for the nine months ended September 30, 2011. The net increase of $2.8 million in expenses was primarily attributable to a net increase of $7.3 million in compensation and benefits, which includes an increase of $3.6 million in profit sharing compensation expense (primarily related to the clawback reserve reversal mentioned above). This increase in compensation expenses was partially offset by a net decrease of $4.5 million in general and administrative and corporate allocable expenses primarily related to an allowance for uncollectible amounts due from one of our private equity funds recognized in 2011.

Three months ended September 30

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

Revenues

Management fees were $30.0 million for the three months ended September 30, 2012, a net decrease of $0.3 million, compared to $30.3 million for the three months ended September 30, 2011. Management fees decreased $0.3 million primarily due to FRID as a result of a net decrease in the market value of its portfolio company which was below its invested capital in prior periods, which impacted the computation of management fees for the three months ended September 30, 2012.

Incentive income was $0.7 million for the three months ended September 30, 2012, a net increase of $3.8 million, compared to $($3.1) million of incentive income recognized for the three months ended September 30, 2011. Incentive income increased by $3.8 million primarily as a result of the recognition of a $4.5 million reserve for the potential clawback of incentive for Fund II for the three months ended September 30, 2011.

Expenses

Expenses were $8.6 million for the three months ended September 30, 2012, a net increase of $1.3 million, compared to $7.3 million for the three months ended September 30, 2011. The net increase of $1.3 million in expenses was primarily attributable to a net increase of $1.6 million in compensation and benefits, which includes an increase of $1.3 million in profit sharing compensation expense (primarily related to the reduction in profit sharing compensation expense due to the clawback reserve recognized for the three months ended September 30, 2011 as mentioned above). This increase in compensation expenses was partially offset by a net decrease of $0.4 million in general and administrative

expenses.

Publicly Traded Alternative Investment Vehicles (Castles   )

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

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	2012 vs. 2011 $	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	2012 vs. 2011 $
Segment revenues						
Management Fees	$ 41,615	$ 39,542	$ 2,073	$ 13,979	$ 13,819	$ 160
Incentive Income						
Segment revenues total	$ 41,615	$ 39,542	$ 2,073	$ 13,979	$ 13,819	$ 160
Pre-tax distributable earnings	$ 19,104	$ 19,375	$ (271)	$ 6,369	$ 7,630	$ (1,261)

Nine months ended September 30

Pre-tax distributable earnings decreased by $0.3 million primarily due to:

Revenues

Management fees were $41.6 million for the nine months ended September 30, 2012, an increase of $2.1 million, compared to $39.5 million for the nine months ended September 30, 2011. Management fees increased $2.1 million primarily as a result of (i) a $3.7 million increase due to an increase in Newcastle AUM resulting from their equity raises in 2011 and 2012 and (ii) $0.6 million of property management fees for the nine months ended September 30, 2012. These increases

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were partially offset by a $2.2 million decrease in management fees from certain investments within the Castles, which were concluded in the first quarter of 2012, as well as changes in foreign currency exchange rates.

Expenses

Expenses were $22.5 million for the nine months ended September 30, 2012, a net increase of $2.4 million, compared to $20.1 million for the nine months ended September 30, 2011. The net increase of $2.4 million in expense was primarily attributable to (i) a $3.0 million net increase in compensation and benefits, of which $0.5 was attributable to an increase in compensation expense for new property management employees, (ii) a $0.6 million net increase in general and administrative expenses, and (iii) $0.5 million of accruals for Principal Performance Payments. These increases to expenses were partially offset by a $1.8 million net decrease in corporate allocable expenses primarily as a result of a decrease in overall corporate expenses and a decrease in average headcount within the Castles.

Three months ended September 30

Pre-tax distributable earnings decreased by $1.3 million primarily due to:

Revenues

Management fees were $14.0 million for the three months ended September 30, 2012, an increase of $0.2 million, compared to $13.8 million for the three months ended September 30, 2011. Management fees increased $0.2 million primarily as a result of (i) a $1.8 million increase due to an increase in Newcastle AUM resulting from their equity raises subsequent to June 2011, and (ii) $0.6 million of property management fees for the three months ended September 20, 2012. These increases were partially offset by a $2.3 million decrease in management fees from certain investments within the Castles, which were concluded in the first quarter of 2012, as well as changes in foreign currency exchange rates.

Expenses

Expenses were $7.6 million for the three months ended September 30, 2012, a net increase of $1.4 million, compared to $6.2 million for the three months ended September 30, 2011. The net increase of $1.4 million in expenses was primarily attributable to (i) a $1.0 million net increase in compensation and benefits and (ii) a $0.6 million net increase in general and administrative expenses primarily related to professional fees. These increases were partially offset by a $0.2 million net decrease in corporate allocable expenses primarily as a result of a decrease in overall corporate expenses and a decrease in average headcount within the Castles.

Liquid Hedge Funds

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

	Nine Months Ended September 30,		2012 vs. 2011	Three Months Ended September 30,		2012 vs. 2011
	2012	2011	$	2012	2011	$
Segment revenues						
Management Fees	$ 57,537	$ 83,859	$ (26,322)	$ 18,176	$ 27,937	$ (9,761)
Incentive Income	21,394	4,526	16,868	11,664	1,354	10,310
Segment revenues - total	$ 78,931	$ 88,385	$ (9,454)	$ 29,840	$ 29,291	$ 549
Pre-tax distributable earnings	$ 14,488	$ 14,291	$ 197	$ 7,388	$ 5,601	$ 1,787

Nine months ended September 30

Pre-tax distributable earnings increased by $0.2 million primarily due to:

Revenues

Management fees were $57.5 million for the nine months ended September 30, 2012, a net decrease of $26.3 million, compared to $83.9 million for the nine months ended September 30, 2011. Management fees decreased $26.3 million primarily due to net decreases of $13.1 million, $13.5 million and $1.6 million in management fees from the Fortress Macro Funds (including related managed accounts), Fortress Commodities Funds (including related managed accounts) and Fortress Partners Funds, respectively, primarily as a result of net capital outflows and the closing of the Fortress Commodities Funds in May 2012. These decreases were partially offset by a $1.8 million increase in management fees from the Fortress Asia Macro Funds (including related managed accounts), which launched in March 2011.

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Incentive income, which is determined on a fund by-fund basis, was $21.4 million for the nine months ended September 30, 2012, a net increase of $16.9 million, compared to $4.5 million for the nine months ended September 30, 2011. Incentive income increased $16.9 million primarily due to a net increase of $15.3 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts) as a result of a higher proportion of capital being eligible for incentive income as certain capital met or exceeded its high water mark in 2012 and generated subsequent positive performance and an increase of $5.4 million in the incentive income generated by the Fortress Asia Macro Funds (including related managed accounts) as a result of higher returns and capital as compared to the prior comparative period. These increases in incentive income were partially offset by decreases of $3.5 million and $0.3 million in the incentive income generated by the Fortress Commodities Funds (including related managed accounts), and Fortress Partners Funds, respectively. These decreases were primarily a result of all capital eligible for incentive income remaining below its respective high water mark and the closing of the Fortress Commodities Funds.

Expenses

Expenses were $64.4 million for the nine months ended September 30, 2012, a net decrease of $9.7 million, compared to $74.1 million for the nine months ended September 30, 2011. The decrease of $9.7 million in expenses was primarily attributable to (i) a decrease of $11.0 million in net compensation and benefits, which includes a net decrease of $4.9 million in profit sharing compensation expense, and (ii) a decrease of $0.2 million in general and administrative and corporate allocable expenses. These decreases in expenses were partially offset by $1.6 million of accruals for Principal Performance Payments.

Three months ended September 30

Pre-tax distributable earnings increased by $1.8 million primarily due to:

Revenues

Management fees were $18.2 million for the three months ended September 30, 2012, a net decrease of $9.8 million, compared to $27.9 million for the three months ended September 30, 2011. Management fees decreased $9.8 million primarily due to net decreases of $4.4 million, $5.3 million, and $0.5 million in management fees from the Fortress Macro Funds (including related managed accounts), Fortress Commodities Funds (including related managed accounts) and Fortress Partners Funds, respectively, primarily as a result of net capital outflows and the closing of the Fortress Commodities Funds in May 2012. These decreases were partially offset by a $0.3 million net increase in management fees from the Fortress Asia Macro Funds (including related managed accounts) as a result of net capital inflows and positive performance.

Incentive income, which is determined on a fund by-fund basis, was $11.7 million for the three months ended September 30, 2012, a net increase of $10.3 million, compared to $1.4 million for the three months ended September 30, 2011. Incentive income increased $10.3 million primarily due to net increases of (i) $9.3 million in the incentive income generated by the Fortress Macro Funds (including related managed accounts) as a result of a higher proportion of capital being eligible for incentive income as certain capital met or exceeded its high water mark in 2012 and generated subsequent positive performance, and (ii) $2.4 million in incentive income generated by the Fortress Asia Macro Funds (including related managed accounts) as a result of higher returns and AUM as compared to the prior comparative period. These increases were partially offset by a decrease in incentive income of $1.5 million due to the closing of the Fortress Commodities Funds.

Expenses

Expenses were $22.5 million for the three months ended September 30, 2012, a net decrease of $1.2 million, compared to $23.7 million for the three months ended September 30, 2011. The decrease of $1.2 million in expenses was primarily attributable to (i) a net decrease of $2.7 in compensation and benefits, which includes a $0.5 million net decrease in profit sharing compensation expense, and (ii) a $0.3 million decrease in corporate expense allocations. These decreases were partially offset by (i) a $0.9 million increase in general and administrative expenses and (ii) $0.8 million of accruals for Principal Performance Payments.

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Credit Hedge Funds

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

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	2012 vs. 2011 $	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	2012 vs. 2011 $
Segment revenues						
Management Fees	$ 76,319	$ 96,122	$ (19,803)	$ 24,747	$ 34,919	$ (10,172)
Incentive Income	92,183	49,923	42,260	35,839	(4,274)	40,113
Segment revenues - total	$ 168,502	146,045	$ 22,457	$ 60,586	30,645	$ 29,941
Pre-tax distributable earnings	$ 67,363	$ 27,628	$ 39,735	$ 23,526	$ (1,788)	$ 25,314

Nine months ended September 30

Pre-tax distributable earnings increased by $39.7 million primarily due to:

Revenues

Management fees were $76.3 million for the nine months ended September 30, 2012, a net decrease of $19.8 million, compared to $96.1 million for the nine months ended September 30, 2011. Management fees decreased $19.8 million primarily due to (i) a $14.7 million decrease in management fees from an advisory agreement that concluded in the third quarter of 2011, (ii) a $2.4 million decrease in management fees from the Value Recovery Funds and related assets due to a decrease in investment distributions, and (iii) a $2.3 million net decrease in management fees primarily from the Drawbridge Special Opportunities Funds as a result of net investor distributions.

Incentive income, which is determined on a fund by-fund basis, was $92.2 million for the nine months ended September 30, 2012, a net increase of $42.3 million, compared to $49.9 million for the nine months ended September 30, 2011. Incentive income increased $42.3 million primarily due to net increases of $39.2 million and $3.8 million in incentive income generated by the Drawbridge Special Opportunities Funds and Worden Funds, respectively. These increases were partially offset by a $0.8 million decrease in incentive income from other investments.

Expenses

Expenses were $101.1 million for the nine months ended September 30, 2012, a net decrease of $17.3 million, compared to $118.4 million for the nine months ended September 30, 2011. The decrease of $17.3 million in expenses was primarily attributable to (i) a net decrease of $46.7 in allocable expenses primarily as a result of a change in expense allocation methodology and (ii) a net decrease of $6.1 million in general and administrative expenses primarily related to the advisory agreement which concluded in the third quarter of 2011. These decreases in expenses

were partially offset by (iii) a net increase of $27.6 million in compensation and benefits, which includes a net increase of $21.3 million in profit sharing compensation expense, and (iv) $8.9 million of accruals for Principal Performance Payments.

Three months ended September 30

Pre-tax distributable earnings increased by $25.3 million primarily due to:

Revenues

Management fees were $24.7 million for the three months ended September 30, 2012, a net decrease of $10.2 million, compared to $34.9 million for the three months ended September 30, 2011. Management fees decreased $10.2 million primarily due to (i) a $7.8 million decrease in management fees from an advisory agreement that concluded in the third quarter of 2011, (ii) a $0.8 million decrease in management fees from the Value Recovery Funds and related assets due to investment distributions, (iii) a $1.5 million net decrease in management fees primarily from the Drawbridge Special Opportunities Funds primarily as a result of net investor distributions.

Incentive income, which is determined on a fund by-fund basis, was $35.8 million for the three months ended September 30, 2012, a net increase of $40.1 million, compared to ($4.3) million for the three months ended September 30, 2011. Incentive income increased $40.1 million primarily due to net increases of $36.9 million and $3.0 million in incentive income generated by the Drawbridge Special Opportunities Funds and Worden Funds, respectively. These increases were due to the recognition of incentive income of $35.6 million for these funds for the three months ended September 30, 2012

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as compared to a $4.3 million reversal in the third quarter of 2011 of a portion of the incentive income recorded during the first half of 2011.

Expenses

Expenses were $37.1 million for the three months ended September 30, 2012, a net increase of $4.7 million, compared to $32.4 million for the three months ended September 30, 2011. The increase of $4.7 million in expenses was primarily attributable to (i) a net increase of $21.3 million in compensation and benefits, which includes an increase of $18.9 million in profit sharing compensation expense, and (ii) $3.3 million of accruals for Principal Performance Payments. These increases were partially offset by (i) a $15.9 million net decrease in allocable expenses primarily as a result of a change in expense allocation methodology and (ii) a net decrease of $4.0 million in general and administrative expenses.

Credit PE Funds

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

	Nine Months Ended September 30,		2012 vs. 2011	Three Months Ended September 30,		2012 vs. 2011
	2012	2011	$	2012	2011	$
Segment Revenues						
Management Fees	$ 63,992	$ 52,187	$ 11,805	$ 21,438	$ 19,551	$ 1,887
Incentive Income	42,415	99,666	(57,251)	16,985	19,813	(2,828)
Segment revenues - total	$ 106,407	$ 151,853	$ (45,446)	$ 38,423	$ 39,364	$ (941)
Pre-tax distributable earnings	$ 13,121	$ 80,776	$ (67,655)	$ 6,033	$ 23,595	$ (17,562)

Nine months ended September 30

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

Revenues

Management fees were $64.0 million for the nine months ended September 30, 2012, a net increase of $11.8 million, compared to $52.2 million for the nine months ended September 30, 2011. Management fees increased by $11.8 million primarily due to (i) an $11.4 million net increase in management fees primarily attributable to net capital calls or commitments made after 2011, most notably in the Credit Opportunities Funds and the FCO Managed Accounts and (ii) a $1.1 million net increase in the Japan Opportunity Funds. These increases in management fees were partially offset by a $0.7 million net decrease in management fees attributable to net capital distributions by the Long Dated Value Funds and Real Assets Funds.

Incentive income was $42.4 million for the nine months ended September 30, 2012, a net decrease of $57.3 million, compared to $99.7 million for the nine months ended September 30, 2011. Incentive income decreased $57.3 million primarily due to (i) a decrease of $67.6 million in incentive income generated primarily by Credit Opportunities Fund I and FCO Managed Account #1 and (ii) a decrease of $1.8 million in incentive income generated by the Long Dated Value Funds and Real Assets Funds for the nine months ended September 30, 2012 as compared to the prior comparative period. These decreases were partially offset by an increase of $12.3 million in incentive income generated primarily by Credit Opportunities Fund II and certain FCO Managed Accounts for the nine months ended September 30, 2012 as compared to the prior comparative period.

Expenses

Expenses were $93.3 million for the nine months ended September 30, 2012, a net increase of $22.2 million, compared to $71.1 million for the nine months ended September 30, 2011. The increase of $22.2 million in expenses was primarily attributable to a net increase of $48.3 million in allocable expenses primarily related to a change in expense allocation methodology. This increase was partially offset by a net decrease of $25.0 million in compensation and benefits expense, which includes a net decrease of $23.4 million in profit sharing compensation expense.

Three months ended September 30

Pre-tax distributable earnings decreased by $17.6 million primarily due to:

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Revenues

Management fees were $21.4 million for the three months ended September 30, 2012, a net increase of $1.9 million, compared to $19.6 million for the three months ended September 30, 2011. Management fees increased by $1.9 million primarily due to (i) a $1.4 million net increase in management fees primarily attributable to net capital calls or commitments made after the first quarter of 2011, most notably in the Credit Opportunities Funds and the FCO Managed Accounts, and (ii) a $0.5 million net increase in the Japan Opportunities Funds.

Incentive income was $17.0 million for the three months ended September 30, 2012, a net decrease of $2.8 million, compared to $19.8 million for the three months ended September 30, 2011. Incentive income decreased by $2.8 million primarily due to net decreases of: (i) $4.0 million in incentive income generated by the Credit Opportunities Funds and certain FCO Managed Accounts and (ii) $1.4 million in incentive income generated by the Long Dated Value Funds and Real Assets Funds for the three months ended September 30, 2012 as compared to the prior comparative period. These decreases were partially offset by an increase of $2.6 million in incentive income generated primarily by the Japan Opportunity Funds for the three months ended September 30, 2012 as compared to the prior comparative period.

Expenses

Expenses were $32.4 million for the three months ended September 30, 2012, a net increase of $16.6 million, compared to $15.8 million for the three months ended September 30, 2011. The increase of $16.6 million in expenses was primarily attributable to a net increase of $17.0 million in allocable expenses primarily related to a change in expense allocation methodology, and a $0.5 net increase in general and administrative expense, partially offset by a $0.9 decrease in net in compensation and benefits expense.

Logan Circle

	Nine Months Ended September 30, 2012	2011	2012 vs. 2011 $	Three Months Ended September 30, 2012	2011	2012 vs. 2011 $
Segment Revenues						
Management Fees	$ 18,675	$ 14,767	$ 3,908	$ 6,802	$ 4,940	$ 1,862
Incentive Income						
Segment revenues - total	$ 18,675	$ 14,767	$ 3,908	$ 6,802	$ 4,940	$ 1,862
Pre-tax distributable earnings (loss)	$ (6,831)	$ (12,669)	$ 5,838	$ (2,295)	$ (3,666)	$ 1,371

Nine months ended September 30

Pre-tax distributable loss decreased by $5.8 million primarily due to:

Revenues

Management fees were $18.7 million for the nine months ended September 30, 2012, a net increase of $3.9 million, compared to $14.8 million for the nine months ended September 30, 2011. Management fees increased $3.9 million due to an increase in AUM as a result of net client inflows and positive performance.

Expenses

Expenses were $25.5 million for the nine months ended September 30, 2012, a net decrease of $1.9 million, compared to $27.4 million for the nine months ended September 30, 2011. The decrease of $1.9 million in expenses was primarily attributable to (i) a net decrease of $0.7 million in compensation and benefits expense, (ii) a net decrease of $0.5 million in general and administrative expenses primarily as a result of a decrease in professional fees, and (iii) a net decrease of $0.7 million in corporate allocable expenses as a result of a decrease in overall corporate expenses and a decrease in average headcount within Logan Circle.

Three months ended September 30

Pre-tax distributable loss decreased by $1.4 million primarily due to:

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Revenues

Management fees were $6.8 million for the three months ended September 30, 2012, a net increase of $1.9 million, compared to $4.9 million for the three months ended September 30, 2011. Management fees increased $1.9 million due to an increase in AUM as a result of net client inflows and positive performance.

Expenses

Expenses were $9.1 million for the three months ended September 30, 2012, a net increase of $0.5 million, compared to $8.6 million for the three months ended September 30, 2011. The increase of $0.5 million in expenses was primarily attributable to (i) a $0.2 million net increase in compensation and benefits expenses, (ii) a $0.2 million net increase in general and administrative expenses, and (iii) a $0.1 million net increase in corporate allocable expenses.

Principal Investments

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

	Nine Months Ended September 30,		2012 vs. 2011	Three Months Ended September 30,		2012 vs. 2011
	2012	2011	$	2012	2011	$
Pre-tax distributable earnings (loss)	$ (1,718)	$ (7,473)	$ 5,755	$ 363	$ (7,944)	$ 8,307

Nine months ended September 30

Pre-tax distributable loss decreased by $5.8 million primarily due to:

- a $1.9 million decrease in net investment income from realizations and the performance of our investments in our funds. The $1.9 million net decrease in investment income was due to a net decrease of $6.4 million from realization events in our credit PE funds, private equity funds, and special investments in our hedge funds, offset by a net increase of $4.5 million attributable to our investments in our hedge funds for the nine months ended September 30, 2012 as compared to the prior comparative period;

- a $2.0 million increase in net investment income primarily as a result of a decrease in recorded impairments with respect to our special investments in our hedge funds for the nine months ended September 30, 2012 as compared to the prior comparative period;

- a $2.1 million increase in net investment income due to a net decrease in interest expense primarily driven by a decrease in average debt balance during the nine months ended September 30, 2012 as compared to the prior comparable period;

- a $0.4 million decrease in net investment income due to a decrease in dividend income earned primarily from our direct investment in GAGFAH common stock, partially offset by an increase in dividend income earned from our direct investment in Newcastle common stock; and

- a $4.3 million increase in net investment income due to our foreign currency hedges and foreign currency translation adjustments.

Three months ended September 30

Pre-tax distributable earnings increased by $8.3 million primarily due to:

- a $4.8 million increase in net investment income from realizations and the performance of our investments in our funds. The $4.8 million net increase in investment income was due to a net increase of $4.9 million attributable to our investments in our hedge funds offset by a net decrease of $0.1 million from realization events in our credit PE funds, private equity funds, and special investments in our hedge funds for the three months ended September 30, 2012 as compared to the prior comparative period;

- a $1.4 million increase in net investment income primarily as a result of a decrease in recorded impairments with respect to our special investments in our hedge funds for the three months ended September 30, 2012 as compared to the prior comparative period;

- a $1.2 million increase in net investment income due to a net decrease in interest expense primarily due to a decrease in the average debt balance;

- a $0.1 million increase in net investment income due to an increase in dividend income earned from our direct investment in Newcastle common stock; and

- a $0.7 million increase in net investment income due to our foreign currency hedges and foreign currency translation adjustments.

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The following table reflects all of our investments which are not marked to market through distributable earnings for segment reporting purposes as of September 30, 2012:

Fund	Fortress Share of NAV (A)	Fortress Segment Cost Basis (B)	Excess (C)	(Deficit) (C)
Main Funds				
Fund I	$ 56	$	$ 56	$ N/A
Fund II	1,457		1,457	N/A
Fund III and Fund III Coinvestment	12,743	3,792	8,951	N/A
Fund IV and Fund IV Coinvestment	144,661	79,575	65,086	N/A
Fund V and Fund V Coinvestment	146,736	74,026	72,710	N/A
Long Dated Value Funds	19,279	13,644	5,635	N/A
Real Assets Funds	24,553	11,997	12,556	N/A
Credit Opportunities Funds	67,501	40,660	26,857	(16)
Mortgage Opportunities Funds	4,266		4,266	N/A
Asia Funds (Japan Opportunity Funds and Global Opportunities Fund)	12,979	11,057	1,922	N/A
WWTAI	4,882	4,860	22	
Real Estate Opportunities Funds	319	184	135	N/A
Other Funds (combined)				
GAGFAH (XETRA: GFJ)	9,501	2,880	6,621	N/A
Brookdale (NYSE: BKD)	30,477	8,136	22,341	N/A
Private investment #1	240,964	207,357	33,607	N/A
Private investment #2	104,522	44,363	60,159	N/A
Castles				
Eurocastle (EURONEXT: ECT)	78	78		N/A
Newcastle (NYSE: NCT)	7,724	667	7,057	N/A
Other				
Hedge fund side pocket investments	110,248	79,185	32,836	(1,773)
Direct investments	127,639	71,943	56,004	(308)
Total	$ 1,070,585	$ 654,404	$ 418,278	$ (2,097)

(A) Represents the net asset value (NAV) of Fortress s investment in each fund. This is generally equal to its GAAP and segment carrying value.

(B) Represents Fortress s cost basis in each investment for segment reporting purposes, which is net of any prior impairments taken for distributable earnings.

(C) Represents the difference between NAV and segment cost basis. If negative (a deficit), this represents potential future impairment. If positive (an excess), this represents unrealized gains which, if realized, will increase future distributable earnings.

Unallocated

The unallocated amounts are immaterial.

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Sensitivity

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

Liquidity and Capital Resources

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

The receipt of management fees generally occurs on a fixed and fairly predictable schedule, subject to changes in the NAV of the Fortress Funds (due to performance or capital transactions). From time to time, we may elect, in our discretion, to defer the receipt of management or other fees or reimbursements, to which we are legally entitled, in order to optimize the operations of the underlying funds. As of September 30, 2012, the receipt of approximately $157.0 million of management fees had been deferred, of which $12.2 million has been reserved by us, and the ultimate timing of their payment is currently uncertain. In addition, $67.4 million of private equity general and administrative expenses had been advanced on behalf of certain funds. In October 2012, $149.8 million of the outstanding amounts were received as a result of a fund realization event. The amount of deferred management fees and reimbursements may increase in the future. Also, while we still believe that we will receive these amounts, if these delinquencies continue or worsen, they could meaningfully constrain our liquidity in the future.

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

We expect that our cash on hand and our cash flows from operating activities, capital receipts from balance sheet investments and available financing will be sufficient to satisfy our liquidity needs with respect to expected current commitments relating to investments and with respect to our debt obligations over the next twelve months. We estimate that our expected management fee receipts over the next twelve months, a portion of which may be deferred, will be sufficient (along with our cash on hand of $253.7 million at September 30, 2012, our available draws under our credit facility of $56.7 million, and capital receipts from our balance sheet investments) to meet our operating expenses (including compensation and lease obligations), required debt amortization payments, tax distribution requirements, incentive income clawback obligations (if any), and fund capital commitments, in each case to be funded during the next twelve months (see obligation tables below). These uses of

cash would not (barring changes in other relevant variables, such as EBITDA and Adjusted EBITDA, as defined in our credit agreement) cause us to violate any of our debt covenants. We believe that the compensation we will be able to pay from these available sources will be sufficient to retain key employees and maintain an effective workforce. We may elect, if we deem it appropriate, to defer certain payments due to our principals and affiliates or raise capital to enable us to make payments required under our credit agreement or for other working capital needs.

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

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arrangements, industry and market trends and performance, the availability of capital and our counterparties policies and rates applicable thereto, the rates at which we are willing to borrow, and the relative attractiveness of alternative investment or lending opportunities. Furthermore, given the current, depressed level of the market price of our Class A shares as well as the relative illiquidity in the credit market (as described above under Market Considerations), raising equity capital could be dilutive to our current shareholders and issuing debt obligations could, while potentially extending maturities, result in significant increases to operating costs. The level of our share price also limits our ability to use our equity as currency in the potential acquisition of businesses, other companies or assets.

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

As of September 30, 2012, our material cash commitments and contractual cash requirements were related to our capital commitments to our funds, lease obligations and debt obligations. Our potential liability for the contingent repayment of incentive income is discussed under Contractual Obligations below.

Capital Commitments

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

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

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Our capital commitments to our funds with outstanding commitments as of September 30, 2012 consisted of the following (in thousands).

		Outstanding Commitment
Private Equity Funds		
Fund II	$	566
Fund III Coinvestment		2
Fund IV		4,053
Fund IV Coinvestment		3
Fund V		6,143
Fund V Coinvestment		2
FRID		812
FHIF		8,496
FECI		1,551
WWTAI		2,672
MSR Opportunities Fund I A		50
MSR Opportunities Fund I B		50
Starcastle		1,591
Credit PE Funds		
Credit Opportunities Fund		6,882
Credit Opportunities Fund II		4,178
Credit Opportunities Fund III		19,800
FCO Managed Accounts		50,731
Long Dated Value Fund I		460
Long Dated Value Fund II		1,685
Long Dated Value Fund III		161
LDVF Patent Fund		27
Real Assets Fund		21,133
Assets Overflow Fund		200
Japan Opportunity Fund		1,080
Japan Opportunity Fund II		4,824
Net Lease Fund I		169
Global Opportunities Fund		2,902
Life Settlements Fund		82
Life Settlements Fund MA		54
Real Estate Opportunities Fund		5,857
Real Estate Opportunities REOC Fund		209
Karols Development Co		7,247
Other		447
Total	$	154,119

Lease Obligations

Minimum future rental payments under our operating leases are as follows (in thousands):

October 1 to December 31, 2012	$	6,308
2013		24,159
2014		23,044

2015		20,939
2016		19,355
2017		2,407
Thereafter		215
Total	$	96,427

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Debt Obligations

As of September 30, 2012, our debt obligations consisted of the amounts outstanding under our credit agreement, as described below.

Increases in the interest rate on our debt obligations, whether through amendments, refinancings, or increases in LIBOR, result in a direct reduction in our earnings and cash flow from operations and, therefore, our liquidity.

The following table presents information regarding our debt obligations (dollars in thousands):

	Face Amount and Carrying Value					
Debt Obligation	**September 30, 2012**	**December 31, 2011**	**Final Stated Maturity**	**Amount Available for Draws**	**September 30, 2012 Weighted Average Funding Cost (1)**	**Weighted Average Maturity (Years)**
Credit Agreement (2)						
Revolving debt (3)	$	$	Oct 2013	$ 56,713		
Term loan	180,528	261,250	Oct 2015	N/A	6.2%	2.2
Total	$ 180,528	$ 261,250		$ 56,713	6.2%	2.2

(1) The weighted average funding cost is calculated based on the contractual interest rate (utilizing the most recently reset LIBOR rate or the minimum rate, as applicable) plus the amortization of deferred financing costs. The most recently reset LIBOR rate was below the minimum of 1.75%.

(2) Collateralized by substantially all of Fortress Operating Group s assets as well as Fortress Operating Group s rights to fees from the Fortress Funds and its equity interests therein.

(3) The $60 million revolving debt facility includes a $25 million letter of credit subfacility of which $3.3 million was utilized.

In October 2012, the term loan was repaid in full.

During the nine months ended September 30, 2012, the average face amount of our outstanding debt was approximately $218.9 million and the highest face amount outstanding at one time during this period was $261.3 million. During this period, we did not incur any new short-term borrowings.

As a result of our initial public offering and related transactions, secondary public offerings, and other transactions, FIG Asset Co. LLC lent aggregate excess proceeds of approximately $371.1 million to FIG Corp., pursuant to a demand note. As of September 30, 2012, the outstanding balance was approximately $291.1 million, including unpaid interest. This intercompany debt is eliminated in consolidation.

Covenants

Fortress Operating Group is required to prepay any amounts outstanding under its current credit agreement the (2010 Credit Agreement) upon the occurrence of certain events, including certain asset sales and other dispositions.

The events of default under the 2010 Credit Agreement are typical of such agreements and include payment defaults, failure to comply with credit agreement covenants, cross-defaults to material indebtedness, bankruptcy and insolvency, change of control, and adverse events (as defined in the 2010 Credit Agreement) with respect to our material funds. A default under this agreement could have a material, adverse impact on our liquidity.

The 2010 Credit Agreement contains customary representations and warranties and affirmative and negative covenants that, among other things, restrict the ability of Fortress to create or incur certain liens, incur or guarantee additional indebtedness, merge or consolidate with other companies or transfer all or substantially all of their respective assets, transfer or sell assets, make restricted payments, engage in transactions with affiliates and insiders, and incur restrictions on the payment of dividends or other distributions and certain other contractual restrictions. These covenants are subject to a number of limitations and exceptions set forth in the 2010 Credit Agreement. We were in compliance with all of these covenants as of September 30, 2012. In addition, Fortress Operating Group must not:

- Permit AUM (as defined in the 2010 Credit Agreement) to be less than $25.0 billion as of the end of any calendar month;

- Permit the Consolidated Leverage Ratio (a measure of net outstanding debt compared to EBITDA, as defined in the 2010 Credit Agreement) to be greater than 2.75 to 1.0 as of the end of any fiscal quarter for the four quarter period ending on such date;

- Permit the Minimum Investment Assets Ratio (a measure of investments compared to outstanding debt, as defined in the 2010 Credit Agreement), as of the end of any fiscal quarter, to be less than 2.00 to 1.0 through December 31, 2012 or less than 2.25 to 1.0 thereafter; or

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- Permit the Consolidated Leverage Ratio (a measure of net outstanding debt compared to EBITDA, as defined in the 2010 Credit Agreement) to be greater than 2.75 to 1.0 as of the end of any fiscal quarter for the four quarter period ending on such date;

- Permit the Minimum Investment Assets Ratio (a measure of investment compared to outstanding debt, as defined in the 2010 Credit Agreement), as of the end of any fiscal quarter, to be less than 2.00 to 1.0 through December 31, 2012 or less than 2.25 to 1.0 thereafter; or

- Permit the Consolidated Fixed Charge Coverage Ratio (a measure of EBITDA after permitted tax distributions compared to required debt payments, or fixed charges, as defined in the 2010 Credit Agreement) to be: (i) if Net Funded Indebtedness (a measure of outstanding debt, as defined in the 2010 Credit Agreement) is greater than $300 million, less than or equal to 2.25 to 1.0, (ii) if Net Funded Indebtedness is greater than $250 million but less than or equal to $300 million, less than or equal to 2.00 to 1.0 or (iii) if Net Funded Indebtedness is less than $250 million, less than or equal to 1.75 to 1.00, as of the end of any fiscal quarter for the four quarter period ending on such date.

The following table sets forth the financial covenant requirements as of September 30, 2012.

	September 30, 2012 (dollars in millions)		
	Requirement	**Actual**	**Notes**
AUM, as defined	≥ $25,000	$ 37,508	(A)
Consolidated Leverage Ratio	≤ 2.75	0.68	(B)
Minimum Investment Assets Ratio	≥ 2.00	7.40	(C)
Consolidated Fixed Charge Coverage Ratio	≥ 1.75	2.40	(B)

(A) Impacted by capital raised in funds, redemptions from funds, and valuations of fund investments. The AUM presented here is based on the definition contained in the 2010 credit agreement.

(B) The consolidated leverage ratio is equal to net debt, as defined, divided by the trailing four quarters EBITDA, as defined. The consolidated fixed charge coverage ratio is equal to the quotient of (A) the trailing four quarters EBITDA, as defined, less permitted tax distributions, as defined, divided by (B) the trailing four quarters required interest and principal payments, or fixed charges, made with respect to the 2010 Credit Agreement. Net debt and EBITDA are computed as shown below (in millions). EBITDA, as defined, is impacted by the same factors as distributable earnings, except EBITDA is not impacted by changes in clawback reserves or gains and losses, including impairment, on investments.

	September 30, 2012
Outstanding debt (D)	$ 181.1
Plus: Outstanding letters of credit	3.3
Less: Cash (up to $50 million)	(50.0)
Net debt	$ 134.4

	Twelve Months Ended September 30, 2012
Fortress Operating Group GAAP net income (loss) after non-controlling interests	$ (207.2)
Depreciation and amortization, interest expense and income taxes	43.6
Extraordinary or non-recurring gains and losses	1.3
Incentive Income Adjustment	51.2
Other Income Adjustment	(209.2)

Compensation expenses recorded in connection with the assignment of Castle Options and Stock Based Compensation		517.8
Accrued employee profit sharing related to NIH incentive compensation minus cash payments made with respect to such employee profit sharing		
Income (loss) allocable to, or resulting from distributions to, the Principals (and one senior employee) or their assignees		
EBITDA	$	197.5
Permitted tax distributions	$	56.8
Fixed charges	$	58.6

(C) Impacted by capital investments in funds and the valuation of such funds investments.

(D) Includes $0.6 million of insurance financing.

The foregoing summary is not complete and is qualified in its entirety by reference to the 2010 Credit Agreement, which is filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2011 and is incorporated by reference herein.

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Dividends / Distributions

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

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

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

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

During the nine months ended September 30, 2012, in addition to the distributions described above, Fortress Operating Group declared distributions of $23.9 million to the principals and a senior employee. A pro rata distribution was also made to FIG Corp.

Cash Flows

Our primary cash flow activities are: (i) generating cash flow from operations, (ii) making investments in Fortress Funds, (iii) meeting financing needs through, and making required payments under, our credit agreement, and (iv) distributing cash flow to equity holders, as applicable.

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

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

Operating Activities

Our net cash flow provided by (used in) operating activities was $45.7 million and $121.2 million during the nine months ended September 30, 2012 and 2011, respectively.

Operating Activities Comparative

Cash received for management fees decreased by $38.1 million from $373.8 million in 2011 to $335.7 million in 2012. Management fees are based on average AUM, which, based on a simple quarterly average, increased from 2011 to 2012 (private equity funds decreased by ($0.1) billion, Castles increased by $0.2 billion, liquid hedge funds decreased by ($1.5) billion, credit hedge funds decreased by ($0.6) billion, credit PE funds increased by $1.1 billion, and Logan Circle increased by $4.6 billion) as a result of capital raising, including new fund formation, capital acquisitions, and returns, offset by redemptions, capital distributions and losses. However, approximately $157 million of management fees were past due at September 30, 2012 (of which $149.8 million were received in October 2012), as opposed to $107.2 million at September 30, 2011. Furthermore, the average management fee rate earned by Logan Circle is significantly lower than that earned by Fortress s alternative asset management businesses. In addition, management fees decreased $14.7 million related to an advisory agreement that concluded in the third quarter of 2011.

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Incentive income is calculated as a percentage of profits earned by the Fortress Funds and managed accounts or is based on profitable realization events within private equity funds and credit PE funds and based on cash realizations in Value Recovery Funds. A $76.8 million decrease in cash incentive income received was mainly due to reduced realizations within the credit PE funds in 2012 and a decrease in cash incentive income received from the liquid managed accounts.

Cash paid for compensation decreased by $10.2 million from the nine months ended September 30, 2011 compared to September 30, 2012. Bonuses and profit sharing payments are generally paid in February of the year following the year in which they are earned, so this change is primarily related to a decrease in bonuses and profit-sharing earned in 2011 compared to 2010. In addition, the timing of these annual compensation payments may cause our net cash flow from operations to be negative in early periods of a given year.

Cash paid for interest decreased approximately $1.9 million primarily due to a lower average debt balance of $218.9 million in 2012 compared to $275.0 million in 2011. The weighted average interest rate remained flat at 5.75% in 2012 and 2011.

In addition, Fortress made a payment of $13.6 million under the tax receivable agreement during the first nine months of 2011, as compared to $8.9 million during the first nine months of 2012.

During the nine months ended September 30, 2011, Fortress made certain advances of pre-acquisition costs related to NCT s purchase of senior living properties of $5.0 million, which were reimbursed in 2012.

Investing Activities

Our net cash flow provided by (used in) investing activities was $77.1 million and $96.0 million during the nine months ended September 30, 2012 and 2011, respectively. Our investing activities primarily included: (i) contributions to equity method investees of ($52.6) million and ($69.9) million during the nine months ended September 30, 2012 and 2011, respectively, (ii) distributions of capital from equity method investees of $137.0 million and $179.3 million during the nine months ended September 30, 2012 and 2011, respectively, and (iii) purchases of fixed assets, net of proceeds from the disposal of fixed assets, of ($7.4) million and ($13.4) million during the nine months ended September 30, 2012 and 2011, respectively.

Financing Activities

Our net cash flow provided by (used in) financing activities was ($202.2) million and ($114.1) million during the nine months ended September 30, 2012 and 2011, respectively. Our financing activities primarily included (i) distributions made to principals, including those classified within principals and others interests in consolidated subsidiaries, of ($45.4) million and ($61.5) million during these periods, respectively, (ii) distributions to employees and others related to their interests in consolidated subsidiaries of ($36.2) million and ($58.2) million during these periods, respectively, (iii) contributions from employees and others related to their interests in consolidated subsidiaries of $0.4

million and $13.1 million during these periods, respectively, (iv) dividend and dividend equivalent payments of $32.8 million in 2012, and (v) our net borrowing and repayment activity. In addition, in August 2012, Fortress paid $7.5 million of withholding tax on behalf of employees with respect to the delivery of RSUs, effectively repurchasing Class A shares.

Critical Accounting Policies

Consolidation

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

Revenue Recognition on Incentive Income

Incentive income is calculated as a percentage of the profits earned by the Fortress Funds subject to the achievement of performance criteria. Incentive income from certain of the private equity funds and credit PE funds we manage is subject to contingent repayment (or clawback) and may be paid to us as particular investments made by the funds are realized. If, however, upon liquidation of a fund the aggregate amount paid to us as incentive income exceeds the amount actually due to us based upon the aggregate performance of the fund, the excess is required to be returned by us (i.e. clawed back) to

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that fund. We have elected to adopt the preferred method of recording incentive income subject to contingencies. Under this method, we do not recognize incentive income subject to contingent repayment until all of the related contingencies have been resolved. Deferred incentive income related to a particular private equity fund, or credit PE fund, each of which has a limited life, would be recognized upon the termination of a private equity fund, or credit PE fund, or when distributions from a fund exceed the point at which a clawback of a portion or all of the historic incentive income distributions could no longer occur. Recognition of incentive income allocated to us prior to that date is deferred and recorded as a deferred incentive income liability. For GAAP purposes, the determination of when incentive income is recognized as income is formulaic in nature, resulting directly from each fund s governing documents. For certain funds, a portion (or all) of any incentive income distribution may be deemed a tax distribution. Tax distributions are not subject to contingencies. The determination of the amount of a distribution which represents a tax distribution is based on an estimate of both the amount of taxable income generated and the applicable tax rate. Estimates of taxable income are subject to significant judgment.

Profit Sharing Arrangements

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

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

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

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

For further information on amounts paid and payable in the future under our profit sharing arrangements, please see Note 2 to Part I, Item 1, Financial Statements and Supplementary Data Management Agreements and Fortress Funds.

Valuation of Investments

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

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

Private Equity Funds

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

1. Public market transactions of similar securities

2. Private market transactions of similar or identical securities

3. Analytical methods

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

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

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

Liquid Hedge Funds

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

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

Credit Hedge Funds

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

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

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

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

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

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

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

Credit PE Funds

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

Traditional Asset Management Business

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

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Sensitivity

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

As discussed above, the determination of investment fair values involves management s judgments and estimates. The degree of judgment involved is dependent upon the availability of quoted market prices or observable market parameters. The following table summarizes the investments held by the Fortress Funds by valuation methodology as of September 30, 2012. As of September 30, 2012, revenues from our traditional asset management business are not material to our operations and are therefore not included in the analysis below.

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

		Liquid Hedge Funds (B)					
Basis for Determining Fair Value	**Private Equity Funds**	**Fortress Partners Funds**	**Other Funds Long**	**Other Funds Short**	**Credit Hedge Funds**	**Credit PE Funds**	**Total Investment Company Holdings**
1. Quoted market prices	7%	5%	88%	96%	4%	3%	14%
2. Other observable market parameters	10%	23%	4%	4%	0%	0%	5%
3. Significant unobservable market parameters (A)	83%	72%	8%	0%	96%	97%	81%
Total	100%	100%	100%	100%	100%	100%	100%

(A) A substantial portion of our funds level 3 investment valuations are based on third party pricing services, broker quotes, or third party fund manager statements, in addition to internal models. In particular, 99% and 56% of our credit hedge funds and credit PE funds, respectively, level 3 valuations were based on such sources.

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

As of September 30, 2012, $12.7 billion of investments in our private equity funds, $1.6 billion of investments in our liquid hedge funds, $8.2 billion of investments in our credit hedge funds, and $7.6 billion of investments in our credit PE funds are valued with significant unobservable market parameters. A 10% increase or decrease in the value of investments held by the Fortress Funds valued at level 3 would have had the following effects on our results of operations on an unconsolidated basis for the nine months ended September 30, 2012, consistent with the table above:

	Private Equity Funds	**Liquid Hedge Funds**	**Credit Hedge Funds**	**Credit PE Funds**
Management fees, per annum on a prospective basis	$4.1million or ($6.5 million) (A)	$1.9 million	$15.0 million	$0.0 million or ($1.4 million) (A)

Incentive income	N/A (B)	N/A (C)	N/A (C)	N/A (B)
Earnings from equity method investees	$60.4 million	$9.8 million	$2.5 million	$11.5 million

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

(A) Private equity fund and credit PE fund management fees would be generally unchanged as, for investments in non-publicly traded securities, they are generally not based on the value of the funds, but rather on the amount of capital invested in the funds. However, if the NAV of a portfolio company of certain private equity funds or credit PE funds is reduced below its invested capital, there would be a reduction in management fees. As of September 30, 2012, $3.7 billion of such portfolio companies valued at level 3 were carried at or below their invested capital and are in funds which are no longer in their commitment period. Management fees are generally calculated as of certain reset dates. The amounts disclosed show what the estimated effects would be to management fees over the next year assuming September 30, 2012 is the current reset date.

(B) Private equity fund and credit PE fund incentive income would be unchanged as it is not recognized until received and all contingencies are resolved. Furthermore, incentive income would be based on the actual price realized in a transaction, not based on a valuation.

(C) Hedge fund incentive income would be unchanged as it is not recognized until all contingencies are resolved in the fourth quarter (and Value Recovery Funds generally do not pay any current incentive income). Incentive income is generally not charged on amounts invested by credit hedge funds in funds managed by external managers.

Income Taxes

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

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

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

2007	$	74.9
2008	$	48.0
2009	$	24.8
2010	$	77.6
2011:	$	53.5
2012: Estimated	$	48.0
2013 - 2015: Average Required	$	63.1
2016 - 2021: Average Required	$	81.6

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

For further information on our effective tax rate, and the tax receivable agreement, see Note 5 to our financial statements in Part I, Item 1, Financial Statements and Supplementary Data Income Taxes and Tax Related Payments. Our effective tax rate for GAAP reporting purposes may be subject to significant variation from period to period. In addition, legislation has been introduced in the United States, which, if enacted in its current or similar form, could cause us to incur a material increase in our tax liability. See Part II, Item 1A, Risk Factors Risks Related to Taxation Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis.

Equity-Based Compensation

We currently have several categories of equity-based compensation which are described in Note 7 to Part I, Item 1, Financial Statements and Supplementary Data Equity-Based and Other Compensation. The aggregate fair value of each of the RSU grants that are subject to service conditions is reduced by an estimated forfeiture factor (that is, the estimated amount of awards which will be forfeited prior to vesting). The estimated forfeiture factor is based upon historic turnover rates within our company adjusted for the expected effects of the grants on turnover, if any, and other factors in the judgment of management. The estimated forfeiture factor is updated at each reporting date.

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

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rate of like term. The dividend yield assumptions used in valuing certain awards were based on our actual dividend rate at the time of the award; the dividend growth rate used with respect to one type of award was based on management s judgment and expectations.

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

- the determination of the grant date;
- the estimated forfeiture factor;
- the discount related to RSUs which do not entitle the recipients to dividend equivalents prior to the delivery of Class A shares. This discount was based on the estimated present value of dividends to be paid during the service period, which in turn was based on an estimated initial dividend rate, an estimated dividend growth rate and a risk-free discount rate of like term; and
- the discount related to RSUs with no service conditions which are subject to the delayed delivery of Class A shares, which occurs in periods subsequent to the grant date. This discount was based on the estimated value of a put option on such shares over the delayed delivery period since essentially this would be the value of owning, and being able to trade, those shares during the delayed delivery period rather than having to wait for delivery. This estimated value was in turn derived from a binomial option pricing model based on the following assumptions: volatility, term, dividend rate and risk-free discount rate.

Each of these elements, particularly the forfeiture factor and the volatility assumptions used in valuing certain awards, are subject to significant judgment and variability and the impact of changes in such elements on equity-based compensation expense could be material. Increases in the assumed forfeiture factor would decrease compensation expense. Increases in the volatility assumption would decrease compensation expense related to RSUs with no service conditions since the discount for delayed delivery would have increased. Increases in the assumed risk-free rate would (i) decrease compensation expense related to RSUs which do not entitle recipients to dividend equivalents since the estimated value of the foregone dividends would have increased, thereby increasing the discount related to their non-receipt and (ii) decrease compensation expense related to RSUs with no service conditions since the discount for delayed delivery would have increased. Except for the forfeiture factor, changes in these assumptions will only affect awards made in the future and awards whose accounting is impacted by changes in their fair value (generally those to non-employees, known as liability awards).

Recent Accounting Pronouncements

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

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

Market Risks

Our predominant exposure to market risk is related to our role as investment manager for the Fortress Funds and the sensitivities to movements in the fair value of their investments on management fee and incentive income revenue, as well as on returns on our principal investments in such funds. For a discussion of the impact of market risk factors on our financial instruments refer to Part I, Item 3 Quantitative and Qualitative Disclosures About Market Risk and Critical Accounting Policies Valuation of Investments above.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

See Note 9 to Part I, Item 1 Financial Statements Supplementary Data for a discussion of our commitments and contingencies.

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Contractual Obligations

As of September 30, 2012, our material contractual obligations are our capital commitments to our funds, our lease obligations and our debt obligations as described above. Furthermore, we have potential clawback obligations with respect to our private equity deferred incentive income received to date.

Our future contractual obligations decreased from $911.8 million as of December 31, 2011 to $850.5 million as of September 30, 2012.

Our operating lease agreement obligations decreased from $103.6 million at December 31, 2011 to $96.4 million at September 30, 2012.

Our debt obligations payable decreased from $294.5 million as of December 31, 2011 to $203.9 million as of September 30, 2012, including estimates for interest payments. The term loan was repaid in full in October 2012.

The amount of clawback that would be due based on a liquidation of the related Fortress Funds at their net asset value as of September 30, 2012, which we refer to as intrinsic clawback, was $90.7 million as compared to $102.8 million at December 31, 2011.

Our estimated liability under the tax receivable agreement decreased from $279.0 million at December 31, 2011 to $277.4 million at September 30, 2012.

Our outstanding capital commitments, including our commitments to our funds, have increased from $101.3 million as of December 31, 2011 to $154.1 million as of September 30, 2012.

In addition, we have entered into five-year employment agreements with our principals which are effective as of January 1, 2012. These agreements do not contain fixed and determinable payments, other than a base salary of $0.2 million per annum per principal, as all payments are performance based. Payments under these agreements may be material.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our predominant exposure to market risk is related to our role as investment manager for the Fortress Funds and the sensitivities to movements in the fair value of their investments on management fee and incentive income revenue and investment income (loss).

The fair value of the financial assets and liabilities of the Fortress Funds may fluctuate in response to changes in the value of securities, foreign exchange, commodities and interest rates. Fluctuations in the fair value of the Fortress Funds will continue to directly affect the carrying value of our investments in the Fortress Funds and thereby our earnings (losses) from equity method investees, as well as the management fees and incentive income we record, to the extent that they are earned based on fair value or NAV. As of September 30, 2012, revenues from our traditional asset management business are not material to our operations and are therefore not included in the analysis below.

Risks are analyzed across funds from the bottom up and from the top down with a particular focus on asymmetric risk. Management gathers and analyzes data, monitors investments and markets in detail, and constantly strives to better quantify, qualify and circumscribe relevant risks.

Although the Fortress Funds share many common themes, each segment within the company runs its own investment and risk management process.

- the investment process of our private equity funds involves a detailed analysis of potential acquisitions, and asset management teams assigned to oversee the strategic development, financing and capital deployment decisions of each portfolio investment;

- our credit hedge funds, credit PE funds and Castles perform credit and cash-flow analysis of borrowers, tenants and credit-based assets, and have asset management teams that monitor covenant compliance by, and relevant financial data of, borrowers, tenants and other obligors, asset pool performance statistics, tracking of cash payments relating to investments, and ongoing analysis of the credit status of investments; and

- our liquid hedge funds continuously monitor a variety of markets for attractive trading opportunities, applying various risk management techniques to analyze risk related to specific assets or portfolios, as well as fund-wide risks.

Each segment has an institutional risk management process and related infrastructure to address these risks. The following table summarizes our financial assets and liabilities that may be impacted by various market risks such as equity prices, interest rates and exchange rates as of September 30, 2012 (in thousands):

Assets		
Investments	$	1,199,622

Liabilities		
Debt obligations payable	$	180,528

Since Fortress s investments in the various Fortress Funds are not equal, Fortress s risks from a management fee and incentive income perspective (which mirror the funds investments) and its risks from an investment perspective are not proportional.

Fortress Funds Market Risk Impact on GAAP Management Fees

Our management fees are generally based on either: (i) capital commitments to a Fortress Fund, (ii) capital invested in a Fortress Fund, or (iii) the NAV of a Fortress Fund, as described in our historical consolidated financial statements. Management fees will only be impacted by changes in market risk factors to the extent they are based on NAV. These management fees will be increased (or reduced) in direct proportion to the impact of changes in market risk factors on the investments in the related funds and would occur only in periods subsequent to the change, as opposed to having an immediate impact. The proportion of our management fees that are based on NAV is dependent on the number and types of Fortress Funds in existence and the current stage of each fund s life cycle. As of September 30, 2012, approximately 37% of the management fees earned from our alternative investment businesses (excluding fees based on senior living property revenues) were based on the NAV of the applicable funds.

- For private equity funds and certain credit PE funds, management fees are charged on committed capital during the investment period of a new fund, and then generally on invested capital after the investment period, with the exception of private equity funds formed after March 2006. For private equity funds formed after March 2006 that

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are no longer in the investment period, management fees are earned on NAV with respect to investments in publicly traded entities. Reductions in net asset value below invested capital for any fund investment will also cause reductions in management fees.

- For Castles, management fees are not calculated based on NAV but instead a fee is charged based on the funds contributed capital (or on revenues, for senior living property management).

- For hedge funds, other than the Value Recovery Funds and certain advisory engagements, management fees are based on their NAV, which in turn is dependent on the estimated fair values of their investments and non-investment assets and liabilities of the funds. For the Value Recovery Funds and advisory engagements, management fees are based on realizations, which are not dependent on current estimated fair value, and, in some cases, a fixed fee. For certain managed assets within the Value Recovery Funds, management fees are dependent on a defined gross asset value which is not directly dependent on current estimated fair value.

Changes in values of investments could indirectly affect future management fees by, among other things, reducing the funds access to capital or liquidity and their ability to currently pay management fees.

Fortress Funds Market Risk Impact on GAAP Incentive Income

Our incentive income is generally based on a percentage of profits of the various Fortress Funds subject to the achievement of performance criteria. Our incentive income will be impacted by changes in the values of the funds investments which, in turn, are impacted by changes in market risk factors. However, several major factors will influence the degree of impact: (i) the performance criteria for each individual fund in relation to how that fund s results of operations are impacted by changes in the values of its investments, (ii) the period over which the Fortress Funds apply performance criteria (i.e., quarterly, annually or over the life of the fund), (iii) to the extent applicable, the previous performance of each fund in relation to its performance criteria, and (iv) whether each fund s incentive income is subject to contingent repayment. As a result, the impact of changes in market risk factors on incentive income will vary widely from fund to fund, as summarized below, and is heavily dependent on the prior performance of each fund, and is therefore not readily predicted or estimated.

- Incentive income from our private equity funds and credit PE funds is not recorded as revenue but instead is deferred under GAAP until the related clawback contingency is resolved. Deferred incentive income, which is subject to contingencies, will be recognized as revenue to the extent it is received and all the associated contingencies are resolved. Assuming that the deferred incentive income earned to date would be equal to what would be recognized when all contingencies are resolved, a 10% increase or decrease in the fair values of investments held by all of the private equity funds and credit PE funds where incentive income is subject to contingencies at September 30, 2012 would increase or decrease future incentive income by $224.5 million or ($145.1) million, respectively; however, this would have no effect on our current reported financial condition or results of operations.

- Incentive income from the Castles is not impacted by changes in the fair values of their investments, except to the extent they represent impairment, since these changes generally do not impact the measure of current operating results (i.e. FFO in excess of specified returns to the company s shareholders) upon which the incentive income is calculated. The definition of FFO excludes unrealized changes in the values of the Castles investments (primarily real estate, loans and securities), except for certain items (for example, the unrealized gain or loss on

non-hedge derivatives).

- Incentive income from our hedge funds is directly impacted by changes in the fair value of their investments. Incentive income from certain of our hedge funds is earned based on achieving annual performance criteria. For certain hedge funds, a 10% decrease to the NAV of the funds on September 30, 2012 would have resulted in a loss to investors for the quarter. In future periods, this loss could create, or cause a fund to fall further below, a high water mark (minimum future return to recover the loss to the investors) for our funds performance which would need to be achieved prior to any incentive income being earned by us. The Value Recovery Funds only pay incentive income if aggregate realizations exceed an agreed threshold and, therefore, this potential incentive income is not impacted by changes in fair value.

Fortress Funds Market Risk Impact on GAAP Investment Income

Our investments in the Fortress Funds, other than the Castles, are accounted for under the equity method. To the extent they are investment companies, our investments are directly affected by the impact of changes in market risk factors on the investments held by such funds, which could vary significantly from fund to fund.

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Market Risk Quantitative Analysis

The following table presents information on the impact to Fortress of a 10% change in the net asset values of the Fortress Funds at September 30, 2012 (in millions).

	10% Positive Change					
	GAAP Revenues			**Segment Revenues (A)**		
	Management Fees (B)	**Incentive Income**	**Earnings from Equity Method Investees (C)**	**Management Fees (B)**	**Incentive Income**	**Investment Income**
Private Equity Funds	$ 6.7	$ N/A(E)	$ 70.2	$ 6.7	$ N/A(E)	$ N/A
Castles (D)	N/A	N/A	N/A	N/A	N/A	N/A
Liquid Hedge Funds	7.7	N/A(G)	17.5	7.7	51.2	6.7
Credit Hedge Funds	10.3	N/A(G)	2.5	10.3	65.6	2.3
PE Funds		N/A(E)	12.7		N/A(E)	N/A
Total	$ 24.7	$	$ 102.9	$ 24.7	$ 116.8	$ 9.0

	10% Negative Change					
	GAAP Revenues			**Segment Revenues (A)**		
	Management Fees (B)	**Incentive Income**	**Earnings from Equity Method Investees (C)**	**Management Fees (B)**	**Incentive Income**	**Investment Income**
Private Equity Funds	$ (9.1)	$ N/A(E)	$ (70.2)	$ (9.1)	$ N/A(E) (F)	$ N/A(F)
Castles (D)	N/A	N/A	N/A	N/A	N/A	N/A(F)
Liquid Hedge Funds	(7.7)	N/A(G)	(17.5)	(7.7)	(19.5)	(6.7)
Credit Hedge Funds	(10.3)	N/A(G)	(2.5)	(10.3)	(65.0)	(2.3)
PE Funds	(1.5)	N/A(E)	(12.7)	(1.5)	N/A(E) (F)	N/A(F)
Total	$ (28.6)	$	$ (102.9)	$ (28.6)	$ (84.5)	$ (9.0)

(A) See Management s Discussion and Analysis of Financial Condition and Results of Operations Segment Analysis for a discussion of the differences between GAAP and segment basis revenues.

(B) Changes in management fees represent an annual change for the one year period following the measurement date assuming there is no change to the investments held by the funds during that period. For private equity funds and credit PE funds, it assumes that the management fees reset as of the reporting date. Private equity fund and credit PE fund management fees would be generally unchanged as, for investments in non-publicly traded securities, they are not based on the value of the funds, but rather on the amount of capital invested in the funds. However, if the NAV of a portfolio company of certain private equity funds or credit PE funds is reduced below its invested capital, there would be a reduction in management fees. As of the reporting date, $4.3 billion of such private equity fund or credit PE fund portfolio companies were carried at or below their invested capital and are in funds which are no longer in their commitment period.

(C) The changes presented do not include any effect related to our direct investment in GAGFAH common stock. A 10% increase (decrease) in the equity price of GAGFAH s common shares would affect our unrealized gains and losses by $5.8 million.

(D) Our investments in the Castles are held at fair value, based on the market value of the shares we own. Gains (losses) on our shares in the Castles and options granted to us by the Castles are affected by movements in the equity price of the shares. A 10% increase (decrease) in the equity price of the shares would affect unrealized gains and losses by approximately $6.9 million and compensation and benefits by approximately $0.8 million. Furthermore, the Castles management fees and incentive income are not directly impacted by changes in the fair value of their investments (unless the changes are deemed to be impairment, which could impact incentive income).

(E) For GAAP Revenues, private equity fund and credit PE fund incentive income would be unchanged as it is not recognized until received and all contingencies are resolved. Furthermore, incentive income would be based on the actual price realized in a transaction, not based on a valuation. For Segment Revenues, private equity fund and credit PE fund incentive income is based on realizations.

(F) A reduction in the fair value of investments could impact our conclusion regarding the potential impairment of our investments or a potential segment basis incentive income reserve for funds which are subject to clawback.

(G) For GAAP Revenues, hedge fund incentive income would be unchanged as it is not recognized until all contingencies are resolved in the fourth quarter (and Value Recovery Funds generally do not pay any current incentive income). Incentive income is generally not charged on amounts invested by credit hedge funds in funds managed by external managers.

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Interest Rate Risk

Fortress Operating Group has debt obligations payable that accrue interest at variable rates. Interest rate changes may therefore impact the amount of interest payments, future earnings and cash flows. Based on debt obligations payable as of September 30, 2012, we estimate that interest expense relating to variable rate debt obligations payable would be unchanged on an annual basis in the event interest rates were to increase by one percentage point, due to the benchmark rate on the debt being below the minimum rate. The term loan was repaid in full in October 2012.

Exchange Rate Risk

Our investments in Eurocastle, GAGFAH, Karols Development Co., and certain Japanese entities are directly exposed to foreign exchange risk. As of September 30, 2012, we had a $0.1 million investment in Eurocastle and a $58.3 million investment in GAGFAH, including foreign exchange option contracts, which are accounted for at fair value. We also had a $25.2 million investment in Karols Development Co. and $8.0 million of investments in certain Japanese entities. In the event of a 10% change in the applicable foreign exchange rate against the U.S. dollar on September 30, 2012, we estimate the gains and losses for the nine months ended September 30, 2012 in relation to the value of the investments would increase by approximately $9.8 million or decrease by approximately $10.4 million. In addition, we held $20.2 million of foreign-denominated cash as of September 30, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. The Company s disclosure controls and procedures are designed to provide reasonable assurance that information is recorded, processed, summarized and reported accurately and on a timely basis. Based on such evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company s disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We may from time to time be involved in litigation and claims incidental to the conduct of our business. Our industry is generally subject to scrutiny by government regulators, which could result in litigation related to regulatory compliance matters. As a result, we maintain insurance policies in amounts and with the coverage and deductibles we believe are adequate, based on the nature and risks of our business, historical experience and industry standards. We believe that the cost of defending any pending or future litigation or challenging any pending or future regulatory compliance matter will not have a material adverse effect on our business. However, increased regulatory scrutiny of hedge fund trading activities combined with extensive trading in our liquid hedge funds may cause us to re-examine our beliefs regarding the likelihood that potential investigation and defense-related costs could have a material adverse effect on our business.

Item 1A. Risk Factors

We face a variety of significant and diverse risks, many of which are inherent in our business. Described below are certain risks that we currently believe could materially affect us. Other risks and uncertainties that we do not presently consider to be material or of which we are not presently aware may become important factors that affect us in the future. The occurrence of any of the risks discussed below could materially and adversely affect our business, prospects, financial condition, results of operations or cash flow.

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Risks Related to Our Business

The terms of our credit agreement may restrict our current and future operations, particularly our ability to respond to certain changes or to take future actions.

Our credit agreement, which includes a revolving facility and a term loan facility, contains a number of restrictive covenants. In the event there are amounts drawn under this agreement, these covenants collectively impose significant operating and financial restrictions on us, including restrictions that may limit our ability to engage in acts that may be in our long-term best interests. We repaid the term loan in October 2012, but the revolving facility remains outstanding. The financial covenants require that we:

- not exceed a total leverage ratio or a fixed charge coverage ratio;
- maintain a minimum AUM; and
- maintain a minimum ratio of investment assets to funded indebtedness.

The leverage ratio, fixed charge coverage ratio and minimum investment assets ratio covenants are tested as of the end of each fiscal quarter, while the AUM covenant is tested as of the end of each calendar month. Our ability to comply with these and other covenants is dependent upon a number of factors, some of which are beyond our control but could nonetheless result in noncompliance. For example, our leverage ratio fluctuates depending upon the amount of cash flow that we generate; our fixed charge coverage ratio fluctuates depending upon various revenues and expenses relative to our outstanding funded indebtedness and cash on hand; and the value of our AUM and investment assets fluctuates due to a variety of factors, including mark-to-market valuations of certain assets, other market factors, and, in the case of AUM, our net capital raised or returned. The investment assets on our balance sheet include a limited number of concentrated positions in portfolio companies or other ventures whose liquidity, operating results and financial condition are affected market conditions and have been adversely affected in the past. A material default by any portfolio company in which we have a material direct or indirect investment could cause us to lose all, or a significant portion, of the value of our investment attributable to such portfolio company, or any amounts due from the applicable fund, which would, in turn, decrease the amount of our investment assets and could result in our failure to comply with the investment asset covenant in our credit agreement or make compliance more difficult. Furthermore, the application of our consolidated fixed charge coverage ratio covenant may limit our ability to pay dividends in the future in certain circumstances, even when we would otherwise be in compliance with the covenant. Our credit agreement also contains other covenants that restrict our operations and a number of events that would constitute an event of default under the agreement.

A failure by us to comply with the covenants in our credit agreement could result in an event of default under the agreement, which would give the lenders under the agreement the right to terminate their commitments to provide additional loans under our revolving credit facility and to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be immediately due and payable. In addition, the lenders would have the right to proceed against the collateral we granted to them, which consists of substantially all our assets. If the debt under our credit agreement were accelerated, we might not have sufficient cash on hand or be able to sell sufficient collateral to repay this debt, which would have an immediate material adverse effect on our business, results of operations and financial condition. For more detail regarding our credit agreement, its terms and the current status of our compliance with the agreement, please see Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources, Debt Obligations, and Covenants.

In addition, our revolving credit facility matures in October 2013. The terms of any new revolving credit facility or other replacement financing may be less favorable to us than the terms of our existing credit agreement.

We depend on Messrs. Briger, Edens, Kauffman, Nardone and Novogratz, and the loss of any of their services could have a material adverse effect on us.

The success of our business depends on the efforts, judgment and personal reputations of our principals, Peter Briger, Wesley Edens, Robert Kauffman, Randal Nardone and Michael Novogratz. One of our principals, Randal Nardone, was recently appointed interim Chief Executive Officer of the company in addition to his other duties. Our principals reputations, expertise in investing, relationships with our investors and relationships with members of the business community on whom our funds depend for investment opportunities and financing, are each critical elements in operating and expanding our businesses. We believe our performance is strongly correlated to the performance of these individuals. Accordingly, the retention of our principals is crucial to our success. In addition, if any of our principals were to join or form a competitor, some of our investors could choose to invest with that competitor rather than in our funds. The loss of the services of any of our principals could have a material adverse effect on us, including our ability to retain and attract investors and raise new funds, and the performance of our funds. Two or more of our principals occasionally fly together,

which concentrates the potential impact of an accident on our company. We do not carry any key man insurance that would provide us with proceeds in the event of the death or disability of any of our principals.

Each of our principals has an employment agreement with us, which extends to January 1, 2017. If a principal terminates his employment voluntarily or we terminate his employment for cause (as defined in the agreement), the principal will be subject to eighteen-month post-employment covenants requiring him not to compete with us. However, if we terminate a principal s employment without cause, the principal will not be subject to the non-competition provisions.

There is no guarantee that our principals will not resign, join our competitors or form a competing company, or that the non-competition provisions in the employment agreements would be upheld by a court. If any of these events were to occur, our business, prospects, financial condition and results of operation could be materially adversely affected.

Several of our funds have key person provisions pursuant to which the failure of one or more of our senior employees (other than our principals) to be actively involved in the business provides investors with the right to redeem their investment or otherwise limits our rights to manage the funds. The loss of the services of any one of such senior employees could have a material adverse effect on certain of our funds to which such key person provisions relate and in some circumstances on us.

Investors in most of our hedge funds may generally redeem their investment without paying redemption fees if the relevant key person ceases to perform his functions with respect to the fund for 90 consecutive days. In addition, the terms of certain of our hedge funds financing arrangements contain key person provisions, which may result, under certain circumstances, in the acceleration of such funds debt or the inability to continue funding certain investments if the relevant employee ceases to perform his functions with respect to the fund and a replacement has not been approved.

The loss of Mr. Novogratz or his inability to perform his services for 90 days could result in substantial withdrawal requests from investors in our Fortress Macro funds. The loss of the co-chief investment officer of the Fortress Macro funds and chief investment officer of the Fortress Asia Macro funds, Adam Levinson, also could result in withdrawal requests. Substantial withdrawals would have a material adverse effect on the Fortress Macro funds, Fortress Asia Macro funds, related managed accounts, and us by reducing our management fees from those funds. Further, such withdrawals could lead possibly to the liquidation of the funds and a corresponding elimination of our management fees and potential to earn incentive income from those funds. The loss of either Mr. Novogratz or Mr. Levinson, could, therefore, ultimately result in a loss of a material portion of our earnings attributable to our liquid hedge fund business segment.

The loss of Mr. Briger or his inability to perform his services for 90 days could result in substantial withdrawal requests from investors in our Drawbridge Special Opportunities funds and, in the event that a replacement for him is not approved, the termination of a substantial portion of the funds financing arrangements. Such withdrawals and terminations would have a material adverse effect on the Drawbridge Special Opportunities funds and us by reducing our management fees from those funds. Further, such withdrawals and terminations could lead possibly to the eventual liquidation of the funds and a corresponding elimination of our management fees and potential to earn incentive income from those funds. Similarly, our credit private equity funds contain key man provisions with respect to Mr. Briger, which would limit the ability of the funds to make future investments or call capital if both Mr. Briger and the funds co-chief investment officer, Constantine Dakolias, were to cease to devote time to the funds. The loss of Mr. Briger could, therefore, ultimately result in a loss of a material portion of our earnings attributable to our credit hedge fund and/or credit private equity business segments.

If either Mr. Edens or both of Mr. Kauffman and Mr. Nardone cease to devote certain minimum portions of their business time to the affairs of certain of our private equity funds, the funds will not be permitted to make further investments, and then-existing investments may be liquidated if investors vote to do so. Our ability to earn management fees and realize incentive income from our private equity funds therefore would be adversely affected if we cannot make further investments or if we are required to liquidate fund investments at a time when market conditions result in our obtaining less for investments than could be obtained at later times. In addition, we may be unable to raise additional private equity funds if existing private equity fund key-man provisions are triggered. The loss of either Mr. Edens or both of Mr. Kauffman and Mr. Nardone could, therefore, ultimately result in a loss of substantially all of our earnings attributable to our private equity funds.

Certain of our existing funds have key person provisions relating to senior employees other than our principals, and the resignation or termination of any such senior employee could result in a material adverse effect on the applicable fund or funds and on us. In addition, the terms of certain of our existing funds may be amended over time to add additional key persons, and senior employees (including, but not limited to, our principals) may also be deemed as key persons for funds that are formed in the future. Any such events would potentially have a direct material adverse effect on our revenues and earnings (depending on the size of the particular fund to which a key person event relates), and would likely harm our

ability to maintain or grow management fee paying assets under management in existing funds or raise additional funds in the future.

Our ability to retain our managing directors is critical to our success, and our ability to grow depends on our ability to attract additional key personnel.

Our success depends on our ability to retain our managing directors and the other members of our investment management team and to recruit additional qualified personnel. We refer to these key employees (other than our principals) collectively as our investment professionals. Our investment professionals possess substantial experience and expertise in investing, are responsible for locating and executing our funds investments, have significant relationships with the institutions that are the source of many of our funds investment opportunities, and in certain cases have strong relationships with our investors. Therefore, if our investment professionals join competitors or form competing companies, it could result in the loss of significant investment opportunities and certain existing investors. As a result, the loss of even a small number of our investment professionals could jeopardize the performance of our funds, which could have a material adverse effect on our results of operations as well as our ability to retain and attract investors and raise new funds. Also, while we have non-competition and non-solicitation agreements with certain investment professionals, there is no guarantee that the agreements to which our investment professionals are subject, together with our other arrangements with them, will prevent them from leaving us, joining our competitors or otherwise competing with us or that these agreements will be enforceable in all cases. In particular, some jurisdictions in which we operate our businesses (in particular California) have public policies limiting the enforcement of restrictive covenants applicable to employees. In addition, these agreements will expire after a certain period of time following resignation or termination, at which point such persons would be free to compete against us and solicit investors in our funds, clients and employees.

Efforts to retain or attract investment professionals may result in significant additional expenses, which could adversely affect our profitability, and changes in law could hamper our recruitment and retention efforts. For example, we might not be able, or may elect not, to provide future investment professionals with equity interests in our business to the same extent or with the same tax consequences as our existing investment professionals, and the retentive utility of grants of equity of our public company is affected during periods of slow or negative stock price performance. Therefore, in order to recruit and retain existing and future investment professionals, we may need to increase the level of cash compensation that we pay to them. Accordingly, as we promote or hire new investment professionals over time, we may increase the level of cash compensation we pay to our investment professionals, which would cause our total employee compensation and benefits expense as a percentage of our total revenue to increase and adversely affect our profitability. In addition, we may deem it necessary to maintain compensation levels to retain employees even during periods when we generate less revenues than in previous periods, which would reduce our profit margins. Also, if proposed legislation were to be enacted by the U.S. Congress to treat carried interest as ordinary income rather than as capital gain for U.S. federal income tax purposes, such legislation would materially increase the amount of taxes that we and our investment professionals that are compensated in part with carried interest would be required to pay on such compensation, thereby adversely affecting our ability to recruit, retain and motivate our current and future professionals. See Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis. Lastly, issuance of certain equity interests in our business to current or future investment professionals would dilute Class A shareholders. In recent years, various legislative and regulatory bodies (particularly in Europe) have focused on the issue of compensation in the financial services industry. Although new regulations flowing out of these bodies have only just begun to take effect and the specific impact on the Company is not yet clear, there is the potential that new compensation rules will make it more difficult for us to attract and retain talent by capping overall compensation levels, requiring the deferral of certain types of compensation over time, implementing clawback requirements, or other rules deemed onerous by potential employees.

Certain of our businesses face particular retention issues with respect to investment professionals whose compensation is tied, often in large part, to performance thresholds or high water marks. For example, several investment professionals receive performance-based compensation at the end of each year based upon their annual investment performance, and this performance-based compensation has historically represented a substantial majority of the compensation those professionals are entitled to receive during the year. If an investment professional s annual performance is negative, or insufficient to overcome prior negative results, the professional may not be entitled to any performance-based compensation for the year. If an investment professional or fund, as the case may be, does not produce investment results sufficient to merit

performance-based compensation, any affected investment professional may be incentivized to join a competitor because doing so would allow the professional to eliminate the burden of having to satisfy the high water mark before earning performance-based compensation. Similarly, many of our investment professionals in our private equity and credit PE fund businesses are compensated with grants of carried interest in our funds. During periods of economic volatility, realization events in our private equity and credit PE fund businesses may be delayed, and it may therefore take significantly longer for investments to result in payments to such professionals. In addition, in the event that overall returns for any of our private equity funds or credit PE funds result in the generation of less incentive income than anticipated, such

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professionals grants of carried interest in such fund will have similarly decreased value. To retain such professionals, the fund s manager may elect to compensate the professional using a portion of the management fees earned by the manager, which would, in turn, reduce the amount of cash available to the public company, thereby reducing the amount available for distribution to our Class A shareholders or for other liquidity needs. This retention risk is heightened during periods where market conditions make it more difficult to generate positive investment returns and where capital markets provide fewer opportunities for initial public offerings of portfolio companies.

Operational risks may disrupt our businesses, result in losses or limit our growth.

We face operational risk from errors made in the negotiation, execution, confirmation or settlement of transactions. We also face operational risk from transactions not being properly recorded, valued, evaluated or accounted for in our funds. In particular, our liquid hedge and, to a lesser extent, credit fund businesses are highly dependent on our ability to process, value and evaluate, on a daily basis, transactions across markets and geographies in a time-sensitive, efficient and accurate manner. Consequently, we rely heavily on our financial, accounting and other data processing systems. In addition, new investment products we introduce create (and recently introduced products have created) a significant risk that our existing systems may not be adequate to identify or control the relevant risks in the investment strategies employed by such new investment products. If any of these systems do not operate properly, are inadequately designed, disabled, or are the target of a cyber security attack, we could suffer financial loss, a disruption of our businesses, liability to our funds and their investors, regulatory intervention and reputational damage.

Although we take protective measures and endeavor to modify them as circumstances warrant, the security of our computer systems, software and networks may be vulnerable to breaches, unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact. Additionally, breaches of security may occur through intentional or unintentional acts by those having authorized or unauthorized access to our or our clients or counterparties confidential or other information. If one or more of such events occur, this potentially could jeopardize our or our clients or counterparties confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients , our counterparties or third parties operations, which could result in significant losses or reputational damage to us. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures arising from operational and security risks, and we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by us.

In addition, we operate in an industry that is highly dependent on its information systems and technology. We believe that we have designed, purchased and installed high-quality information systems to support our business. There can be no assurance, however, that our information systems and technology will continue to be able to accommodate our operations, or that the cost of maintaining such systems will not increase from its current level. Such a failure to accommodate our operations, or a material increase in costs related to such information systems, could have a material adverse effect on us.

Furthermore, we depend on our headquarters, which is located in New York City, for the operation of our business. A disaster or a disruption in the infrastructure that supports our businesses, including a disruption involving electronic communications or other services used by us or third parties with whom we conduct business, or directly affecting our headquarters, may have an adverse impact on our ability to continue to operate our business without interruption, which could have a material adverse effect on us. Although we have disaster recovery programs in place, there can be no assurance that these will be sufficient to mitigate the harm that may result from such a disaster or disruption. In addition, insurance and other safeguards might only partially reimburse us for our losses.

Finally, we rely on third-party service providers for certain aspects of our business, including certain financial operations of our hedge funds. In particular, we rely heavily on the services of third-party administrators in our hedge fund businesses, on the general ledger software provider for a number of our funds, and on third parties to provide critical front- and back-office systems support to Logan Circle. Any interruption or deterioration in the performance of these third parties, particularly with respect to the services provided to Logan Circle, could impair the quality of operations and could impact our reputation and adversely affect our business and limit our ability to grow.

Our removal as the investment manager, or the liquidation, of one or more of our funds could have a material adverse effect on our business, results of operations and financial condition.

We derive a substantial portion of our revenues from funds managed pursuant to management agreements that may be terminated or fund partnership agreements that permit investors to request liquidation of investments in our funds on short notice. The termination of certain management agreements or commencement of the dissolution of certain funds would constitute an event of default under our credit agreement.

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The terms of our funds generally give either the general partner of the fund or the fund s board of directors the right to terminate our investment management agreement with the fund. However, insofar as we control the general partner of our funds which are limited partnerships, the risk of termination of any investment management agreement for such funds is limited, subject to our fiduciary or contractual duties as general partner. This risk is more significant for our offshore hedge funds where we do not serve as the general partner, which represent a significant portion of our hedge fund AUM.

In addition, investors in any private equity fund or credit PE fund and certain hedge funds have the ability to act, without cause, to accelerate the date on which the fund must be wound down. We will cease earning management fees on the assets of any such fund that is wound down. In addition, the winding down of a material fund or group of funds within a short period of time could trigger an event of default under certain debt covenants in our credit agreement. Our ability to realize incentive income from such funds, therefore, would be adversely affected if we are required to liquidate fund investments at a time when market conditions result in our obtaining less for investments than could be obtained at later times.

In addition, the boards of directors of certain hedge funds and our Castles have the right under certain circumstances to terminate the investment management agreements or otherwise attempt to renegotiate the terms of such agreements with the applicable fund or Castle. Termination of these agreements, or revisions to the terms that are detrimental to the manager, could affect the fees we earn from the relevant funds or Castles, which could have a material adverse effect on our results of operations.

Under the terms of our credit agreement, if, subject to certain exceptions, we cease to serve as the investment manager of any fund that generated management and incentive fees during the previous twelve months or which we expect to generate such fees within the next twelve months in an aggregate amount of at least $25 million, such termination would constitute an event of default. In addition, if any fund that has generated at least 10% of all management fees generated during the previous four fiscal quarters commenced a process to dissolve, liquidate or otherwise wind-up the fund outside the ordinary course of business, such commencement would also constitute an event of default under our credit agreement. If either event of default occurred, it would give our lenders the right to terminate their commitments to lend us funds under our revolving credit facility (in addition to other remedies available under the credit agreement). If our lenders exercised their rights upon the occurrence of an event of default, doing so would likely have an immediate material adverse effect on our business, results of operations and financial condition.

We may become involved in lawsuits or investigations that could result in significant liabilities and reputational harm, which could materially adversely affect our results of operations, financial condition and liquidity.

We could be sued by many different parties, including, but not limited to, our fund investors, creditors of our funds, shareholders of the companies in which our funds have investments, our own shareholders, our employees, regulators, and residents of senior living facilities that we manage (since July 2012). We have been a defendant in many lawsuits filed by various parties in recent years. In addition, we may participate in transactions that involve litigation (including the enforcement of property rights) from time to time, and such transactions may expose us to increased risk from countersuits. Any of these parties could bring an array of claims not just against us but also against our funds and their portfolio companies or other investments based on a variety of allegations relating to, among other things, conflicts of interest, improper related party transactions, breaches of financing or other agreements, violations of any of a multitude of laws applicable to us, non-compliance with organizational documents, misconduct by employees and improper influence over the companies in which our funds or accounts have investments. It is likely that we would be brought into any lawsuit that involves a fund-related issue.

Lawsuits or investigations in which we may become involved could be very expensive and highly damaging to our reputation, even if the underlying claims are without merit. We could potentially be found liable for significant damages. For instance, in a lawsuit based on an allegation of negligent management of any of our funds, plaintiffs could potentially recover damages in an amount equal to the fund s investment losses. In general, the applicable standard of care in our contracts with fund or account investors is gross negligence or willful misconduct. However, the majority of the capital in our Logan Circle business is managed under a negligence or reasonable person standard of care, which is more favorable to plaintiffs.

Although we have certain indemnification rights from the funds we manage, these rights may be challenged. Moreover, we could incur legal, settlement and other costs in an amount that exceeds the insurance coverage maintained by us or by our funds. The costs arising out of litigation or investigations could have a material adverse effect on our results of operations, financial condition and liquidity.

Certain of our consolidated subsidiaries have potentially unlimited liability for the obligations of various Fortress Funds under applicable partnership law principles, because they act as general partners of such funds. In the event that any such fund were to fall into a negative net equity position, the full amount of the negative net equity would be recorded as a

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liability on the balance sheet of the general partner entity. Such liability would be recorded on our balance sheet in consolidation until the time such liability was legally resolved.

We also face the risk of lawsuits relating to claims for compensation, which may individually or in the aggregate be significant in amount, particularly since our workforce consists of many very highly paid investment professionals. Such claims are more likely to occur when individual employees experience significant volatility in their year-to-year compensation due to trading performance or other issues, and in situations where previously highly compensated employees are terminated for performance or efficiency reasons, as has occurred recently. The cost of settling such claims could adversely affect our results of operations.

As part of the Dodd-Frank Act, so-called whistleblower provisions have been enacted that will entitle persons who report alleged wrongdoing to the SEC to cash rewards. We anticipate that these provisions will result in a significant increase in whistleblower claims across our industry, and dealing with such claims could generate significant expenses and take up significant management time, even for frivolous and non-meritorious claims. Moreover, as calls for additional regulation have increased, there may be a related increase in regulatory investigations of the trading and other investment activities of alternative asset management funds, including our funds. Such investigations may impose additional expense on us, may require the attention of senior management and may result in fines and/or reputational damage whether or not any of our funds are deemed to have violated any regulations.

We do not know whether the U.S. government s various efforts to attempt to strengthen the economy and the financial markets or its increased focus on the regulation of the financial services industry will adversely affect our business.

In recent years, the U.S. government has taken a number of steps to attempt to strengthen the global financial markets and U.S. economy, including direct government investments in, and guarantees of, troubled financial institutions as well as government-sponsored programs such as the TARP. There can be no assurance that these steps will have a lasting beneficial impact on the financial markets. To the extent that the markets do not respond favorably to such actions or such actions do not function as intended, there may be broad adverse market implications, which could have a material adverse effect on our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, may adversely affect our business. The Act imposes significant new rules on almost every aspect of the U.S. financial services industry, including aspects of our business and the markets in which we operate. These rules address, among other things, the following topics:

- oversight and regulation of systemic market risk (including the power to liquidate certain institutions);
- regulation by the Federal Reserve of non-bank institutions;
- prohibitions on insured depositary institutions and their affiliates from conducting proprietary trading and investing in private equity funds and hedge funds;
- new registration, recordkeeping and reporting requirements for private fund investment advisers;
- exchange-trading of OTC derivatives;

- minimum equity retention requirements for issuers of asset-backed securities;
- the establishment of a new bureau of consumer financial protection;
- new requirements and higher liability standards on credit rating agencies; and
- increased disclosure of executive compensation and mandatory shareholder votes on executive compensation.

Since the implementation of many key rules by various regulatory bodies and other groups is not yet complete, we do not know exactly what the final regulations under the Act will require or how significantly the Act will affect us. For instance, in October 2011, the SEC adopted a rule that requires fund advisors with over $1.5 billion in AUM, such as Fortress, to file substantial quarterly disclosure on fund assets, leverage, investment positions, valuations, trading practices and other topics. It is likely that the Act will, among other things, increase our costs of operating as a public company and impose restrictions on our business. For example, the Act could increase our overall costs of entering into derivatives transactions and could also adversely affect the performance of certain of our trading strategies. The Act will impose mandatory clearing, exchange-trading and margin requirements on many derivatives transactions (including formerly unregulated over-the-counter derivatives) in which we engage. The Act also creates new categories of regulated market participants, such as swap-dealers, security-based swap dealers, major swap participants and major security-based swap participants who will be subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements, which will give rise to new administrative costs. Even if certain new requirements are not directly applicable to us, they may still increase our costs of entering into transactions with the parties to whom the requirements are directly applicable. Moreover, new exchange-trading and trade reporting requirements may

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lead to reductions in the liquidity of derivative transactions, causing higher pricing or reduced availability of derivatives, or the reduction of arbitrage opportunities for us, which could adversely affect the performance of certain of our trading strategies. In addition, due to recently adopted regulations, certain of our affiliates will register with the U.S. Commodity Futures Trading Commission (CFTC) as commodity pool operators (CPOs). The Commodity Exchange Act and CFTC regulations impose various requirements on CPOs, including record-keeping, reporting, operational and marketing requirements, disclosure obligations and prohibitions on fraudulent activities. Complying with these requirements could increase our expenses and negatively impact our financial results.

Our reputation, business and operations could be adversely affected by regulatory compliance failures, the potential adverse effect of changes in laws and regulations applicable to our business and the effects of negative publicity surrounding the alternative asset management industry in general.

Potential regulatory compliance failures pose a significant risk to our reputation and thereby to our business. Our business is subject to extensive regulation in the United States and in the other countries in which our investment activities occur. The Securities and Exchange Commission, or SEC, oversees our activities as a registered investment adviser under the Investment Advisers Act of 1940. We are subject to regulation under the Securities Exchange Act of 1934, the Investment Company Act of 1940, and various other statutes. We are subject to regulation by the Department of Labor under the Employee Retirement Income Security Act of 1974, or ERISA. We and our Castles, as public companies, are subject to applicable stock exchange regulations, and both we and Newcastle are subject to the Sarbanes-Oxley Act of 2002. A number of portfolio companies are also publicly traded and/or are subject to significant regulatory oversight. For example, Springleaf Finance Inc. is in the consumer finance industry and Nationstar Mortgage is in the mortgage servicing industry, both of which have recently been the focus of extensive regulation. Moreover, some of our portfolio companies are subject to regulation from non-financial bodies (such as our senior living and railroad investments). In addition, as a manager of senior living facilities (since July 2012) we are subject to regulations applicable to operators of independent living and assisted living facilities, as well as laws designed to protect Medicaid. As an affiliate of a registered broker-dealer, we are subject to certain rules promulgated by the Financial Industry Regulatory Authority (FINRA) and the SEC. A number of our investing activities, such as our lending business, are subject to regulation by various U.S. state regulators. In the United Kingdom, we are subject to regulation by the U.K. Financial Services Authority. Our other European operations, and our investment activities in Singapore, Australia and other parts of the globe, are subject to a variety of regulatory regimes that vary by country.

Many of the regulatory bodies with jurisdiction over us have regulatory powers dealing with many aspects of financial services, including the authority to grant, and in specific circumstances to cancel, permissions to carry on particular businesses. A failure to comply with the obligations imposed by the Investment Advisers Act of 1940 on investment advisers, including record-keeping, advertising and operating requirements, disclosure obligations and prohibitions on fraudulent activities, or by the Investment Company Act of 1940, could result in investigations, sanctions and reputational damage. Our liquid hedge fund business, and, to a lesser degree, our credit fund business, are involved regularly in trading activities which implicate a broad number of U.S. and foreign securities law regimes, including laws governing trading on inside information, market manipulation and a broad number of technical trading requirements that implicate fundamental market regulation policies. Violation of such laws could result in severe restrictions on our activities and in damage to our reputation. Furthermore, the mere investigation by authorities of alleged or potential wrong-doing (such as insider trading) has the potential to create a material adverse effect on companies in our industry.

Changes in ERISA requirements, or a failure to comply with ERISA requirements, could adversely affect our business. Our funds generally operate pursuant to exemptions from the fiduciary requirements of ERISA with respect to their assets. However, it is possible that the U.S. Department of Labor may amend the relevant regulations or that the characteristics of our funds may change. If these funds fail to qualify for such exemptions or otherwise satisfy the requirements of ERISA, including the requirement of investment prudence and diversification or the prohibited transaction rules, it could materially interfere with our activities in relation to these funds or expose us to risks related to our failure to comply with such requirements. Approximately one-third of the capital managed in our Logan Circle business is subject to ERISA requirements, and our failure to comply with those requirements could have a material adverse effect on our business.

Our results of operations may also be negatively impacted if certain proposed tax legislation is enacted. If legislation were to be enacted by the U.S. Congress to treat carried interest as ordinary income rather than as capital gain for U.S. federal income tax purposes, such legislation would materially increase the amount of taxes that we and possibly our equity holders are required to pay, thereby reducing the value of our Class A shares and adversely affecting our ability to recruit, retain and motivate our current and future professionals. President Obama has publicly stated that he supports similar changes to the tax code. See Our structure involves complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. Our structure also is subject to potential legislative, judicial or administrative change and differing interpretations, possibly on a retroactive basis and Several items of tax legislation are currently being considered which, if enacted, could materially affect us, including by preventing us from continuing to qualify as a

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partnership for U.S. federal income tax purposes. Our structure also is subject to potential judicial or administrative change and differing interpretations, possibly on a retroactive basis.

Our failure to comply with applicable laws or regulations could result in fines, censure, suspensions of personnel or investing activities or other sanctions, including revocation of our registration as an investment adviser. The regulations to which our businesses are subject are designed primarily to protect investors in our funds and to ensure the integrity of the financial markets. They are not designed to protect holders of our publicly traded Class A shares. Even if a sanction imposed against us or our personnel by a regulator is for a small monetary amount, the adverse publicity related to such sanction could harm our reputation, result in redemptions by our fund investors and impede our ability to raise additional capital or new funds, all of which would be materially damaging to the value of our Class A shares.

New European Union legislation for fund managers could increase our costs and make it more difficult to operate and market our funds.

European regulators have approved legislation (the Alternative Investment Fund Managers Directive, or AIFMD) requiring fund managers to comply with new rules regarding their activities in the EU, including the marketing of fund interests to EU-domiciled investors. The Directive additionally covers topics such as periodic reporting to fund investors, disclosures to shareholders of EU companies targeted for acquisition or disposition, limitations on dividends by fund-controlled EU companies, monitoring the use of leverage, and imposition of remuneration guidelines. The final details of AIFMD were agreed in May 2011. However, implementing legislation at an EU and national level has not yet been issued and is unlikely to be made available for review before October 2012. It is anticipated that the applicable new laws will come into force by July 2013, but until the details of the implementing legislation are finalized we will not know what the impact will be on our business. However, such laws could impose significant additional costs on the operation of our business in the EU, limit our operating flexibility, restrict the size of EU-based funds and generally hamper our ability to grow our business in Europe.

Our failure to deal appropriately with conflicts of interest could damage our reputation and adversely affect our business.

As we have expanded the number and scope of our businesses, we increasingly confront potential conflicts of interest relating to our funds investment activities, the management of our Castles and our other activities, such as our management of senior living facilities on behalf of Newcastle (since July 2012). Certain of our funds and Castles, which may have different fee structures, have overlapping investment objectives, and potential conflicts may arise with respect to our decisions regarding how to allocate investment opportunities among these vehicles. For example, a decision to acquire material non-public information about a company while pursuing an investment opportunity for a particular fund gives rise to a potential conflict of interest when it results in our having to restrict the ability of other funds to take any action. In addition, holders of Class A shares may perceive conflicts of interest regarding investment decisions for funds in which our principals, who have and may continue to make significant personal investments in a variety of Fortress Funds, are personally invested. Similarly, conflicts of interest may exist or develop regarding decisions about the allocation of specific investment opportunities between Fortress and the Fortress Funds, in situations where multiple funds are making investments in one portfolio company at the same or different levels of the investee s capital structure or in situations where one portfolio company engages another portfolio company to provide goods or services. Moreover, because certain of our operating entities are held, in part, by FIG Corp., which is subject to U.S. federal corporate income tax, conflicts of interest may exist regarding decisions about which of Fortress s holdings should be held by these taxable entities and which by entities not subject to U.S. federal corporate income tax. We have, from time to time, made advances or loans to, or acquired preferred equity interests in, various of our investment funds or other investment vehicles. In addition, our principals have sometimes extended similar capital to our funds, or made equity investments in portfolio companies, in their individual capacities. The existence and the repayment of such obligations by the funds to us and our principals, or the existence of personal investments by our principals in our portfolio companies, creates the potential for claims of conflicts of interest by our fund and portfolio company investors.

Pursuant to the terms of our operating agreement, whenever a potential conflict of interest exists or arises between any of the principals, one or more directors or their respective affiliates, on the one hand, and the company, any subsidiary of the company or any member other than a principal, on the other, any resolution or course of action by our board of directors shall be permitted and deemed approved by all shareholders if the resolution or course of action (i) has been specifically approved by a majority of the members of a committee composed entirely of two or more independent directors, or it is deemed approved because it complies with rules or guidelines established by such committee, (ii) has been approved by a majority of the total votes held by disinterested parties that may be cast in the election of directors, (iii) is on terms no less favorable to the company or shareholders (other than a principal) than those generally being provided to or available from unrelated third parties or (iv) is fair and reasonable to the company taking into account the totality of the relationships between the parties involved. On a regular basis, we bring actual and potential conflicts of interest to the advisory boards of funds that we manage. Notwithstanding the foregoing, it is possible that potential or perceived conflicts could give rise to

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investor dissatisfaction or litigation or regulatory enforcement actions. For example, fund investors could claim that a conflict should have been brought before a board or that disclosure of the conflict was inadequate. Appropriately dealing with conflicts of interest is complex and difficult and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest would have a material adverse effect on our reputation, which could lead to redemptions by investors in our hedge funds, hamper our ability to raise additional funds and discourage counterparties to do business with us. Any such development could have a material adverse effect on our business.

Employee misconduct could harm us by impairing our ability to attract and retain investors and by subjecting us to significant legal liability, regulatory scrutiny and reputational harm.

Our reputation is critical to maintaining and developing relationships with the investors in our funds, potential investors and third parties with whom we do business. In recent years, there have been a number of highly-publicized cases involving fraud, conflicts of interest or other misconduct by individuals in the financial services industry in general and the hedge fund industry in particular. There is a risk that our employees could engage in misconduct that adversely affects our business. For example, if an employee were to engage or be accused of engaging in illegal or suspicious activities (such as improper trading, disclosure of confidential information or breach of fiduciary duties), we could be subject to regulatory sanctions and suffer serious harm to our reputation, financial position, investor relationships and ability to attract future investors. Moreover, in July 2012, we entered into agreements to manage senior living facilities pursuant to which we became the employer of approximately 800 on-site employees (the compensation expense of which is reimbursed to us by the owners of the facilities). As a result, we are now subject to the risk of employee misconduct with respect to the personal care of the residents of such facilities. Employee misconduct could prompt regulators to allege or to determine based upon such misconduct that we have not established adequate supervisory systems and procedures to inform employees of applicable rules or to detect and deter violations of such rules. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent misconduct may not be effective in all cases. Misconduct by our employees, or even unsubstantiated allegations, could result in a material adverse effect on our reputation and our business.

Additionally, public state pension plans and retirement systems considering an investment in our funds may require us to make certain representations, warranties and covenants with respect to the use of placement agents, political donations and gifts to state employees. A misrepresentation or breach of such covenants could result in damage to our reputation or in such investors seeking recovery of losses, withdrawal of their investment, repayment of management fees or liquidated damages, any of which could cause our revenues and earnings to decline.

The alternative investment management business is intensely competitive.

The recession of the past few years increased the level of competition for capital raising, particularly for big-fund capital in the alternative investment industry. When trying to raise new capital, we will therefore be competing for fewer total available assets in an increasingly competitive environment, and there can be no assurance that we will be successful in continuing to raise capital at our historical growth rates. Depending on industry dynamics, we and our competitors may be compelled to offer investors improved terms (such as lower fees, improved liquidity or increased principal investments in funds) in order to continue to attract significant amounts of new investment capital. Such changes would adversely affect our revenues and profitability. As has historically been the case, competition in our industry is based on a number of factors, including:

- investment performance;

- investors liquidity and willingness to invest;
- investor perception of investment managers drive, focus and alignment of interest;
- changing, often attenuated decision making processes used by investors;
- our actual or perceived financial condition, liquidity and stability;
- the quality and mix of services provided to, and the duration of relationships with, investors;
- our business reputation; and
- the level of fees and expenses charged for services.

We compete in all aspects of our business with a large number of investment management firms, private equity fund sponsors, hedge fund sponsors and other financial institutions. A number of factors serve to increase our competitive risks:

- investors may develop concerns that we will allow a business to grow to the detriment of its performance;
- investors may reduce their investments with us or not make additional investments with us based upon dissatisfaction with our investment performance, market conditions, their available capital or their perception of the health of our business;

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- some of our competitors have greater capital, a lower cost of capital, better access to financing, lower targeted returns or greater sector or investment strategy specific expertise than we do, which creates competitive disadvantages with respect to investment opportunities;

- some of our competitors may have greater technical, marketing and other resources than we possess;

- some of our competitors may perceive risk differently than we do, which could allow them either to outbid us for investments in particular sectors or, generally, to consider a wider variety of investments;

- some of our competitors may agree to more restrictive terms or policies (such as those related to electoral donations or a different standard of care) than we feel comfortable agreeing to, which would allow them to compete for the capital being invested by entities wishing to impose such terms;

- some of our funds may not perform as well as competitor funds or other available investment products;

- our competitors that are corporate buyers may be able to achieve synergistic cost savings in respect of an investment, which may provide them with a competitive advantage in bidding for an investment, particularly if conditions in the debt markets increase our financing costs or make debt financing generally unavailable or cost prohibitive;

- some investors may prefer to invest with an investment manager that is not publicly traded; and

- other industry participants continuously seek to recruit our investment professionals, particularly our top performers, away from us.

These and other factors could reduce our earnings and revenues and materially adversely affect our business. In addition, if we are forced to compete with other alternative asset managers on the basis of price, we may not be able to maintain our current management and performance fee structures.

The due diligence process that we undertake in connection with investments by our investment funds or the public company may not reveal all relevant facts in connection with an investment.

Before making investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the target of the investment and, in some circumstances, third-party investigations. In addition, if investment opportunities are scarce or the process for selecting bidders is competitive, our ability to conduct a due diligence investigation may be limited, and we would be required to make investment decisions based upon a less thorough diligence process than would otherwise be the case. The due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, including, among other things, the existence of fraud or other illegal or improper behavior. Moreover, such an investigation will not necessarily result in the investment being successful.

Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.

As a public company, we are required to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. While management has certified that our internal controls over financial reporting were effective as of December 31, 2011, 2010 and 2009, because internal control over financial reporting is complex and may be revised over time to adapt to changes in our business, or changes in applicable accounting rules, we cannot assure you that our internal control over financial reporting will be effective in the future. For example, the FASB has proposed changes to the rules for consolidating entities in financial statements, which, if enacted with respect to our funds, may require us to consolidate entities that we do not currently consolidate, and, therefore, to document and test effective internal controls over the financial reporting of these entities in accordance with Section 404, which we may be unable to do. If we are not able to maintain or document effective internal control over financial reporting, our independent registered public accounting firm would not be able to certify as to the effectiveness of our internal control over financial reporting as of the required dates. Matters impacting our internal controls may cause us to be unable to report our financial information on a timely basis, or may cause us to restate previously issued financial information, and thereby subject us to adverse regulatory consequences, including sanctions or investigations by the SEC, or violations of applicable stock exchange listing rules, and result in a breach of the covenants under our credit agreement. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements is also likely to suffer if we or our independent registered public accounting firm reports a material weakness in our internal control over financial reporting. This could materially adversely affect us by, for example, leading to a decline in our share price and impairing our ability to raise capital.

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Our continued growth places significant demands on our administrative, operational and financial resources.

Our continued growth creates significant demands on our legal, accounting and operational infrastructure, and results in increased expenses. The complexity of these demands, and the expense required to address them, is a function not simply of our growth, but also of significant differences in the investing strategies of our different businesses and of the differences between old and new lines of business. For example, in April 2010, we acquired Logan Circle, which requires operational infrastructure that differs from the infrastructure used in our alternative asset management business, which we were not familiar with prior to the acquisition. In addition, we recently opened an office in Singapore, which subjects us to Asian regulatory and market risks, and we are generally focused on expanding our presence in Asia. In July 2012, our workforce grew by approximately 800 employees when we became the manager of several senior living facilities (the compensation expense of which is reimbursed to us by the owners of the facilities), which has placed significant demands on our human resources and other infrastructure.We are required to continuously develop our systems and infrastructure in response to the increasing sophistication of the investment management market and legal, accounting and regulatory developments. Moreover, the strains upon our resources caused by our growth are compounded by the additional demands imposed upon us as a public company with shares listed on the New York Stock Exchange and, thus, subject to an extensive body of regulations.

Our continued growth will depend, among other things, on our ability to maintain an operating platform and management system sufficient to address our growth and will require us to incur significant additional expenses and to commit additional senior management and operational resources. As a result, we face significant challenges:

- maintaining adequate accounting, financial, compliance, trading and other business controls,
- implementing new or updated information, financial and disclosure systems and procedures, and
- recruiting, training, managing and appropriately sizing our work force and other components of our business on a timely and cost-effective basis.

Our organizational documents do not limit our ability to enter into new lines of businesses, and we may enter into new businesses, make future strategic investments or acquisitions or enter into joint ventures, each of which may result in additional risks and uncertainties in our business.

We intend, to the extent that market conditions warrant, to grow our business by increasing management fee paying assets under management in existing businesses and creating new investment products. Our organizational documents, however, do not limit us to the investment management business. Accordingly, we may pursue growth through strategic investments, acquisitions or joint ventures, which may include entering into new lines of business, such as the banking, insurance or financial advisory industries, and which may involve assuming responsibility for the actual operation of assets or entire companies. For example, in July 2012, we entered into the business of managing senior living facilities on behalf of Newcastle and another owner of senior living facilities. In addition, we expect opportunities will arise to acquire other alternative or traditional asset managers. To the extent we make strategic investments or acquisitions, enter into joint ventures, or enter into a new line of business, we will face numerous risks and uncertainties, including risks associated with (i) the required investment of capital and other resources, (ii) the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk, and (iii) combining or integrating operational and management systems and controls. Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar, or from which we are currently exempt, and may lead to increased litigation and regulatory risk and negative publicity. For example, in April 2010 we acquired Logan Circle, which is a traditional asset manager that is required to comply with ERISA regulations from which our other funds are currently generally exempt and which operates under a

standard of care that is generally less favorable to us and exposes us to greater liability for simple negligence than do our alternative asset management businesses. In addition, our management of senior living facilities exposes us to licensing and regulatory regimes with which we have limited experience, as well as litigation risk arising from, among other things, the care of seniors. If a new business generates insufficient revenues or if we are unable to efficiently manage our expanded operations, our results of operations will be adversely affected. In the case of joint ventures, we are subject to additional risks and uncertainties in that we may be dependent upon, and subject to liability, losses or reputational damage relating to, systems, controls and personnel that are not under our control.

Our revenue and profitability fluctuate, particularly inasmuch as we cannot predict the timing of realization events in our private equity and credit PE businesses, which may make it difficult for us to achieve steady earnings growth on a quarterly basis and may cause volatility in the price of our Class A shares.

We experience significant variations in revenues and profitability during the year and among years because, among other reasons, we are paid incentive income from certain funds only when investments are realized, rather than periodically on the basis of increases in the funds net asset values. The timing and receipt of incentive income generated by our private equity funds and credit PE funds is event driven and thus highly variable, which contributes to the volatility of our segment revenue, and our ability to realize incentive income from our private equity funds and credit PE funds may be limited. It

takes a substantial period of time to identify attractive investment opportunities, to raise all the funds needed to make an investment and then to realize the cash value (or other proceeds) of an investment through a sale, public offering, recapitalization or other exit. Even if an investment proves to be profitable, it may be several years before any profits can be realized. We cannot predict when, or if, any realization of investments will occur. If we were to have a realization event in a particular quarter, it may have a significant impact on our segment revenues and profits for that particular quarter that may not be replicated in subsequent quarters. In addition, our private equity fund and credit PE fund investments are adjusted for accounting purposes to their net asset value at the end of each quarter, resulting in income (loss) attributable to our principal investments, even though we receive no cash distributions from our private equity funds and credit PE funds, which could increase the volatility of our quarterly earnings. The terms of the operating documents of our private equity funds and credit PE funds generally require that if any investment in a particular fund has been marked down below its initial cost basis, the aggregate amount of any such markdowns (plus the amount of the accrued preferred return on the capital used to make such investments) be factored into the computation of the amount of any incentive income we would otherwise collect on the realization of other investments within the same fund. This provision generally will result in an overall lower level of incentive income being collected by the Company in the near term for any private equity fund or credit PE fund that has investments that are carried both above and below their cost basis. To the extent that our principal investments in our private equity funds or credit PE funds (or direct investments in private equity transactions) are marked down, such mark-downs will flow through our statements of operations as a GAAP loss, even in circumstances where we have a long investment horizon and have no present intention of selling the investment.

With respect to our hedge funds, our incentive income is paid annually if the net asset value of a fund has increased for the period. The amount (if any) of the incentive income we earn from our hedge funds depends on the increase in the net asset value of the funds, which is subject to market volatility. Our liquid hedge funds have historically experienced significant fluctuations in net asset value from month to month. Certain of our hedge funds also have high water marks whereby we do not earn incentive income for a particular period even though the fund had positive returns in such period if the fund had greater losses in prior periods. Therefore, if a hedge fund experiences losses in a period, we will likely not be able to earn incentive income from that fund until it surpasses the previous high water mark. Each fund must generate earnings, on an investor by investor basis, equal to any amount lost as a result of negative performance before it will generate additional incentive income for us from existing fund investors. See the Management Agreements and Fortress Funds note to the consolidated financial statements included herein for more information.

In addition, no private equity fund or credit PE fund will earn incentive income on any particular investment in the event that the aggregate carrying value of the other investments contained in the same fund is lower than the invested and unreturned capital in such fund plus, in some cases, any preferred return relating to such fund. The net asset values of some of these private equity style funds, as of period end, were below these amounts as they apply to the respective funds and, thus, these funds will not be able to earn incentive income until their respective net asset values exceed these amounts. See the Management Agreements and Fortress Funds note to the consolidated financial statements included herein for more information.

These quarterly fluctuations in our revenues and profits in any of our businesses could lead to significant volatility in the price of our Class A shares.

An increase in our borrowing costs may adversely affect our earnings and liquidity.

Under our credit agreement, we have a $60 million revolving credit facility (including a $25 million letter of credit subfacility). As of September 30, 2012, we had a $180.5 million term loan outstanding and nothing outstanding under our revolving credit facility ($3.3 million of letters of credit were outstanding under the letter of credit subfacility). In October 2012, the term loan was repaid in full. Borrowings under our revolving credit facility mature on October 7, 2013. As we approach the maturity date of a facility, we may seek to enter into new facilities or issue new debt, which could result in higher borrowing costs, or issuing equity, which would dilute existing shareholders. We could also repay a

facility by using cash on hand (if available) or cash from the sale of our assets. No assurance can be given that we will be able to enter into new facilities, issue new debt or issue equity in the future on attractive terms, or at all.

Our credit facility loans are typically LIBOR-based floating-rate obligations, and the interest expense we incur will vary with changes in the applicable LIBOR reference rate. As a result, an increase in short-term interest rates will increase our interest costs and will reduce the spread between the returns on our investments and the cost of our borrowings. An increase in interest rates would adversely affect the market value of any fixed-rate debt investments and/or subject them to prepayment or extension risk, which may adversely affect our earnings and liquidity. We may, from time to time, hedge these interest rate related risks. There is no guarantee that any such hedges will be economically effective.

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We have previously participated in large-sized investments, which involve certain complexities and risks that are not encountered in small- and medium-sized investments.

Our private equity funds have previously participated in several large transactions. The increased size of these investments involves certain complexities and risks that may not be encountered in small- and medium-sized investments. For example, larger transactions may be more difficult to finance and complete, and exiting larger deals may present challenges in many cases. In addition, larger transactions may entail greater scrutiny by regulators, labor unions, political bodies and other third parties and greater risk of litigation. Any of these factors could increase the risk that our larger investments could be unsuccessful. The consequences to our investment funds of an unsuccessful larger investment could be more severe than those of a smaller investment.

Our investment funds often make investments in companies that we do not control.

Investments by most of our investment funds will include debt instruments and equity securities of companies that we do not control. Such instruments and securities may be acquired by our investment funds through trading activities or through purchases of securities from the issuer. In addition, our private equity funds and credit PE funds may acquire debt investments or minority equity interests (particularly in consortium transactions, as described in We have previously participated in large-sized investments, which involve certain complexities and risks that are not encountered in small- and medium-sized investments) and may also dispose of a portion of their majority equity investments in portfolio companies over time in a manner that results in the investment funds retaining a minority investment. Those investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which we do not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve our interests. If any of the foregoing were to occur, the values of investments by our investment funds could decrease, and our financial condition, results of operations and cash flow could suffer as a result.

Risks Related to Our Funds

Our results of operations are dependent on the performance of our funds. Poor fund performance will result in reduced revenues, reduced returns on our principal investments in the funds and reduced earnings. Poor performance of our funds will also make it difficult for us to retain or attract investors to our funds and to grow our business. The performance of each fund we manage is subject to some or all of the following risks.

The historical performance of our funds should not be considered as indicative of the future results of our funds or of our future results or of any returns expected on our Class A shares.

The historical and potential future returns of the funds we manage are not directly linked to returns on our Class A shares. Therefore, readers should not conclude that positive performance of the funds we manage will necessarily result in positive returns on our Class A shares. However, poor performance of the funds we manage will cause a decline in our revenue from such funds and will therefore have a negative effect on our performance and the returns on our Class A shares.

Moreover, with respect to the historical performance of our funds:

- the historical performance of our funds should not be considered indicative of the future results that should be expected from such funds or from any future funds we may raise;

- the performance of a number of our funds that is calculated on the basis of net asset value of the funds investments reflects unrealized gains that may never be realized;

- our funds returns have benefited historically from investment opportunities and general market conditions that currently may not exist and may not repeat themselves, and there can be no assurance that our current or future funds will be able to avail themselves of profitable investment opportunities; and

- several of our private equity portfolio companies have become public companies and have experienced significant subsequent decreases in their public market value. There can be no assurance that we will be able to realize such investments at profitable sale prices, particularly if market conditions are weak or the market perceives that the companies will perform less well when a Fortress fund reduces its investment in them.

Poor performance of our funds would cause a decline in our revenue and results of operations, could obligate us to repay incentive income previously paid to us, and could adversely affect our ability to raise capital for future funds.

Poor performance of our funds could have a material adverse impact on our primary sources of revenue, which are: (1) management fees, which are based on the size of our funds; (2) incentive income, which is based on the performance of our funds; and (3) investment income (loss) from our investments in the funds, which we refer to as our principal investments. Losses in our funds result in a decrease in the size of our funds, which results in lower management fee revenues. In addition, our funds may be unable to pay all or part of the management fees that we are owed for an indeterminate period of time, or they may require advances to cover expenses if they perform poorly or suffer from liquidity constrains due to operational or market forces.

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In situations where we have deferred the receipt of management or other fees in order to provide liquidity to one or more of our managed funds, amounts that we have receivable from those funds may be difficult to collect in the future (or may take longer than anticipated to collect) if such funds have continued liquidity problems or if fund investors raise objections to such collections. As of September 30, 2012, the aggregate amount of management fees that various of our managed funds currently owe but have not yet paid was approximately $157.0 million, of which $12.2 million has been fully reserved by us, and the aggregate amount of advances made by the public company on behalf of various of our managed funds to cover expenses was approximately $67.4 million. In October 2012, $149.8 million of the outstanding amounts were received as a result of a fund realization event. The amount of deferred management fees and reimbursements may increase in the future.

In addition, as a result of the performance of our funds or other factors, hedge fund investors may redeem their investments in our funds, while investors in private equity funds and credit PE funds may decline to invest in future funds we raise. Our liquid hedge funds received redemption requests from fee-paying investors for a total of $1.4 billion during the period ended September 30, 2012 and $1.2 billion during the period ended September 30, 2011, and our credit hedge funds received $239.9 million and $0.6 billion of return of capital requests from fee-paying investors during the periods ended September 30, 2012 and 2011, respectively. Our liquid hedge fund redemptions for 2012 include $0.7 billion of capital returned to investors in connection with the closing of the Fortress Commodities Funds in the second quarter of 2012. The annual return of capital request date for our flagship credit hedge fund occurred in October and $32.7 million of additional return of capital requests were received in October.

If, as a result of poor performance of investments in a private equity fund or credit PE fund, the fund does not achieve total investment returns that exceed a specified investment return threshold for the life of the fund, we will be obligated to repay the amount by which incentive income that was previously distributed to us exceeds the amounts to which we are ultimately entitled. We have contractually agreed to guarantee the payment in certain circumstances of such clawback obligations for our managed investment funds that are structured as private equity funds and credit PE funds. If all of our existing private equity funds and credit PE funds were liquidated at their NAV as of September 30, 2012, the cumulative clawback obligation to investors in these funds would be approximately $59.9 million (net of amounts that would be due from employees pursuant to profit sharing arrangements, and without regard to potential tax adjustments).

We may be unable as a result of poor fund performance or other issues to raise enough new capital and new funds to seize investment opportunities in the future. If our competitors are more successful than we are in raising new fund capital and seizing investment opportunities, we may face challenges in competing for future investor capital and investment opportunities.

Difficult market conditions can adversely affect our funds in many ways, including by reducing the value or performance of the investments made by our funds and reducing the ability of our funds to raise or deploy capital, which could materially reduce our revenue and adversely affect our results of operations.

Our funds are materially affected by conditions in the global financial markets and economic conditions throughout the world. The global market and economic climate may be adversely affected by factors beyond our control, including rising interest rates or accelerating asset deflation or inflation, deterioration in the credit and finance markets, deterioration in the credit of sovereign nations, terrorism or political uncertainty. In the event of a continued market downturn, each of our businesses could be affected in different ways. Our private equity funds have faced reduced opportunities to sell and realize value from their existing investments. In addition, adverse market or economic conditions as well as the slowdown of activities in particular sectors in which portfolio companies of these funds operate (including, but not limited to, travel, leisure, real estate, media and gaming) have had an adverse effect on the earnings and liquidity of such portfolio companies, which in some cases has negatively impacted the valuations of our funds investments and, therefore, our actual and potential earnings from management and incentive fees.

The recent financial downturn adversely affected our operating performance in a number of ways, and if the economy were to re-enter a period of recession, it may cause our revenue, results of operations and financial condition to decline by causing:

- AUM to decrease, lowering management fees;
- increases in costs associated with financial instruments;
- adverse conditions for our portfolio companies (e.g., decreased revenues, liquidity pressures, increased difficulty in obtaining access to financing and complying with the terms of existing financings as well as increased financing costs);
- lower investment returns, reducing incentive income or eliminating incentive income for a period of time;
- reduced demand to purchase assets held by our funds, which would negatively affect the funds ability to realize value from such assets;

- material reductions in the value of our private equity fund investments in portfolio companies, which would reduce our ability to realize incentive income from these investments;
- difficulty raising additional capital;
- investor redemptions, resulting in lower fees and potential increased difficulty in raising new capital; and
- decreases in the carrying value of our principal investments.

Furthermore, while difficult market conditions may increase opportunities to make certain distressed asset investments, such conditions also increase the risk of default with respect to investments held by our funds with debt investments, in particular the mortgage opportunities funds and the Castles. Our liquid hedge funds may also be adversely affected by difficult market conditions if they fail to predict the adverse effect of such conditions on particular investments, resulting in a significant reduction in the value of those investments.

Our funds may make investments that are concentrated in certain companies, asset types or geographical regions, which means that negative developments in certain sectors could have a material adverse effect on our revenues and results of operations.

The governing agreements of our funds contain limited investment restrictions and limited requirements as to diversification of fund investments, whether by geographic region or asset type. Many of our private equity funds have significant investments in particular companies whose assets are concentrated in certain industries, and from time to time we may establish funds that target particular asset classes, such as our MSR Opportunities Fund. Sectors in which our funds have significant investments include transportation, 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 these sectors, or any other sector in which our funds have concentrated investments, were adversely affected by market conditions or other factors, certain of our funds may perform poorly. For example, if the commercial real estate operating environment in Florida remains challenging or deteriorates further, our fund investments in Flagler Development Group could decline in value and potentially have a material adverse effect on overall fund performance. Moreover, poor performance by our private equity business could harm our reputation, which could make it difficult for us to raise capital for our other businesses. For a description of the consequences to us of poor fund performance, see Poor performance of our funds would cause a decline in our revenue and results of operations, could obligate us to repay incentive income previously paid to us, and could adversely affect our ability to raise capital for future funds.

Our Castles and funds could be adversely affected by a contraction of the structured finance and mortgage markets.

Our Castles have historically relied on the structured finance and mortgage markets in order to obtain leverage and thereby increase the yield on substantially all of their investments. To the extent that volatility in those credit markets leads to a situation where financing of that type is unavailable or limited (as has been the case for Newcastle since mid-2007 and is currently the case for both Castles), our Castles may be unable to make new investments on a basis that is as profitable as during periods when such financing was available. Furthermore, it could significantly reduce the yield available for reinvesting capital received from prior investments, thereby reducing profits. As a result of impairments recorded in connection with the 2008-2009 market disruption, we do not expect to earn incentive income from the Castles for an indeterminate period of time.

Many of our funds also have relied on the structured finance markets. To the extent that financing of that type is unavailable or limited, such funds may be unable to make certain types of investments as the yield on those investments will be outside of the funds target range without leverage. This could reduce the overall rate of return such funds obtain from their investments and could lead to a reduction in overall investments by those funds and a slower rate of growth of fee paying assets under management in those funds, with a commensurate decrease in the rate of growth of our management fees.

We and our funds are subject to counterparty default and concentration risks.

Our funds enter into numerous types of financing arrangements with counterparties around the world, including loans, hedge contracts, swaps, repurchase agreements and other derivative and non-derivative contracts. The terms of these contracts are often customized and complex, and many of these arrangements occur in markets or relate to products that are not subject to regulatory oversight. In particular, some of our funds utilize prime brokerage arrangements with a relatively limited number of counterparties, which has the effect of concentrating the transaction volume (and related counterparty default risk) of these funds with these counterparties. Our funds may also experience counterparty concentration risk with respect to partners in coinvestments.

Our funds are subject to the risk that the counterparty to one or more of these contracts defaults, either voluntarily or involuntarily, on its performance under the contract. Any such default may occur rapidly and without notice to us.

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Moreover, if a counterparty defaults, we may be unable to take action to cover our exposure, either because we lack the contractual ability or because market conditions make it difficult to take effective action. This inability could occur in times of market stress, which are precisely the times when defaults may be most likely to occur.

In addition, our risk-management models may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, we may not take sufficient action to reduce our risks effectively. Although each of our funds monitors its credit exposures, default risk may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large participant could lead to significant liquidity problems for other participants, which may in turn expose us to significant losses.

In the event of a counterparty default, particularly a default by a major investment bank, one or more of our funds could incur material losses, and the resulting market impact of a major counterparty default could harm our business, results of operation and financial condition. In the event that one of our counterparties becomes insolvent or files for bankruptcy, our ability to eventually recover any losses suffered as a result of that counterparty s default may be limited by the liquidity of the counterparty or the applicable legal regime governing the bankruptcy proceeding.

The counterparty risks that we face have increased in complexity and magnitude as a result of the recent insolvency of a number of major financial institutions (such as Lehman Brothers and MF Global) who served as counterparties for derivative contracts, insurance policies and other financial instruments. For example, the consolidation and elimination of counterparties has increased our concentration of counterparty risk and decreased the universe of potential counterparties, and our funds are generally not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty. In addition, counterparties have generally tightened their underwriting standards and increased their margin requirements for financing, which has the result of decreasing the overall amount of leverage available to our funds and increasing the costs of borrowing. For additional detail on counterparty risks, please see We are subject to risks in using prime brokers and custodians.

Because the public company is dependent on receiving cash from our funds, any loss suffered by a fund as a result of a counterparty default would also affect the results of the public company. In addition, the board of directors of the public company has only limited ability to influence any fund s choice of, or the amount of a fund s exposure to, any given counterparty. As a result, our funds may have concentrated exposure to one or more counterparties and thus be exposed to a heightened risk of loss if that counterparty defaults. This may mean that the Company has a significant concentration of risk with one or more particular counterparties at any particular time if aggregate counterparty risk were to be measured across all of the various Fortress Funds.

Third party investors in our investment funds with commitment-based structures may not satisfy their contractual obligation to fund capital calls when requested by us, which could adversely affect a fund s operations and performance.

Investors in our private equity and credit PE funds make capital commitments to those funds that we are entitled to call from those investors at any time during prescribed periods. We depend on investors fulfilling their commitments when we call capital from them in order for those funds to consummate investments and otherwise pay their obligations (for example, management fees) when due. As of the end of the reporting period, we have not had investors fail to honor capital calls to any extent meaningful to us. Any investor that did not fund a capital call would generally be subject to several possible penalties, including having a significant amount of its existing investment forfeited in that fund. However, the impact of the penalty is directly correlated to the amount of capital previously invested by the investor in the fund and if an investor has invested little or no capital, for instance early in the life of the fund, then the forfeiture penalty may not be as meaningful. Investors may also negotiate for lesser or reduced penalties at the outset of the fund, thereby inhibiting our ability to enforce the funding of a capital call.

If investors were to fail to satisfy a significant amount of capital calls for any particular fund or funds, the operation and performance of those funds could be materially and adversely affected.

Investors in our hedge funds may redeem their investments, and investors in our private equity funds and credit PE funds may elect to dissolve the funds, at any time without cause. These events would lead to a decrease in our assets under management (and, therefore, our revenues), which could be substantial and could lead to a material adverse effect on our business.

Investors in our hedge funds may generally redeem their investments on an annual or quarterly basis, subject to the applicable fund s specific redemption provisions, and our flagship liquid markets hedge fund has a monthly redemption class. Investors may decide to move their capital away from us to other investments for any number of reasons in addition to poor investment performance. Factors that could result in investors leaving our funds include the need to increase available cash reserves or to fund other capital commitments, changes in interest rates that make other investments more attractive, the publicly traded nature of the indirect parent of their manager, changes in investor perception regarding our focus or alignment of interest, dissatisfaction with changes in or broadening of a fund s investment strategy, changes in our

reputation, and departures or changes in responsibilities of key investment professionals. In a declining financial market, the pace of redemptions and consequent reduction in our fee paying assets under management could accelerate. The decrease in our revenues that would result from significant redemptions in our hedge fund business would have a material adverse effect on our business.

Our liquid hedge funds received redemption requests from fee-paying investors for a total of $1.4 billion during the period ended September 30, 2012 and $1.2 billion during the period ended September 30, 2011. Our liquid hedge fund redemptions for 2012 include $0.7 billion of capital returned to investors in connection with the closing of the Fortress Commodities Funds in the second quarter of 2012. Investors in our credit hedge funds are permitted to request that their capital be returned generally on an annual basis, and such returns of capital may be paid over time as the underlying investments are liquidated, in accordance with the governing documents of the applicable funds. There were $239.9 million and $0.6 billion of return of capital requests from fee-paying investors for the credit hedge funds for the periods ended September 30, 2012 and 2011, respectively. The annual return of capital request date for our flagship credit hedge fund occurred in October and $32.7 million of additional return of capital requests were received in October.

In addition, the investors in our private equity, credit PE and certain hedge funds may, subject to certain conditions, act at any time to accelerate the liquidation date of the fund without cause, resulting in a reduction in management fees we earn from such funds and a significant reduction in the amounts of total incentive income we could earn from those funds. See Our removal as the investment manager, or the liquidation, of one or more of our funds could have a material adverse effect on our business, results of operations and financial condition. Incentive income could be significantly reduced as a result of our inability to maximize the value of a fund s investments in a liquidation. The occurrence of such an event with respect to any of our funds would, in addition to the significant negative impact on our revenue and earnings, likely result in significant reputational damage as well.

A decline in AUM could result in one or more defaults under our fund agreements, which could negatively impact our business.

Our funds have various agreements that create debt or debt-like obligations (such as repurchase arrangements, ISDAs, credit default swaps and total return swaps, among others) with a material number of counterparties. Such agreements in many instances contain covenants or triggers that require our funds to maintain specified amounts of assets under management. Decreases in such funds AUM (whether due to performance, redemption, or both) that breach such covenants may result in defaults under such agreements, and such defaults could permit the counterparties to take various actions that would be adverse to the funds, including terminating the financing arrangements, increasing the amount of margin or collateral that the funds are required to post (so-called supercollateralization requirements) or decreasing the aggregate amount of leverage that such counterparty is willing to provide to our funds. In particular, many such covenants to which our hedge funds are party are designed to protect against sudden and pronounced drops in AUM over specified periods, so if our funds were to receive larger-than-anticipated redemption requests during a period of poor performance, such covenants may be breached. Defaults under any such covenants would be likely to result in the affected funds being forced to sell financed assets (which sales would presumably occur in suboptimal or distressed market conditions) or otherwise raise cash by reducing other leverage, which would reduce the funds returns and our opportunities to produce incentive income from the affected funds.

Many of our funds invest in high-risk, illiquid assets that often have significantly leveraged capital structures, and we may fail to realize any profits from these activities for a considerable period of time or lose some or all of the principal amount we invest in these activities.

Many of our funds invest in securities, loans or other assets that are not publicly traded. In many cases, our funds may be prohibited by contract or by applicable securities laws from selling such securities for a period of time. Our funds will generally not be able to sell these securities

publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. Accordingly, our funds may be forced to sell securities at a loss under certain conditions. The ability of many of our funds, particularly our private equity funds, to dispose of investments is heavily dependent on the public equity markets, inasmuch as our ability to realize any value from an investment may depend upon our ability to sell equity of the portfolio company in the public equity markets through an initial public offering or secondary public offering of shares of the portfolio company in which such investment is held.

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Furthermore, large holdings even of publicly traded equity securities can often be disposed of only over a substantial period of time, exposing the investment returns to risks of downward movement in market prices during the disposition period. The illiquid nature of many of our funds assets may negatively affect a fund s ability to retain sufficient liquidit