

Fortress Investment Group LLC
Form DEF 14A
April 14, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
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FORTRESS INVESTMENT GROUP LLC

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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Fortress Investment Group LLC

1345 Avenue of the Americas

New York, NY 10105

April 14, 2011

Dear Fellow Shareholders:

On behalf of your Board of Directors, I am pleased to invite you to attend the 2011 Annual Meeting of Shareholders of Fortress Investment Group LLC. This meeting will be held on May 24, 2011, at 8:00 AM Eastern Daylight Time, at the Hilton Hotel New York, Regent Parlor, 1335 Avenue of the Americas, New York, New York.

The Notice of 2011 Annual Meeting of Shareholders and proxy statement that follow describe the business to be conducted at the meeting.

Your vote is important. Whether or not you plan to attend, please vote by Internet, telephone, or mark, sign, date, and return your proxy card, so that your shares are represented at the meeting.

If you plan to attend the meeting, please check the Annual Meeting box on your proxy card so that we may send you an admission card.

PLEASE NOTE THAT YOU MUST FOLLOW THESE INSTRUCTIONS IN ORDER TO ATTEND AND BE ABLE TO VOTE AT THE ANNUAL MEETING: All shareholders may vote in person at the Annual Meeting. In addition, any shareholder may also be represented by another person at the Annual Meeting by executing a proper proxy designating that person as the proxy with power to vote your shares on your behalf. **If you are a beneficial owner of shares, you must take the following three steps in order to be able to attend and vote at the Annual Meeting: (1) obtain a legal proxy from your broker, bank or other holder of record and present this legal proxy to the inspector of elections along with your ballot, (2) contact our Investor Relations department to obtain an admission card and present this admission card to the inspector of elections and (3) present an acceptable form of photo identification, such as a driver's license or passport, to the inspector of elections.**

Sincerely,

Peter L. Briger, Jr. and Wesley R. Edens

Co-Chairmen of the Board

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Fortress Investment Group LLC

1345 Avenue of the Americas

New York, NY 10105

Notice of 2011 Annual Meeting of Shareholders

To Our Shareholders:

Fortress Investment Group LLC will hold its 2011 Annual Meeting of Shareholders (the Annual Meeting) at the Hilton Hotel New York, Regent Parlor, 1335 Avenue of the Americas, New York, New York, on May 24, 2011 at 8:00 AM Eastern Daylight Time.

The matters to be considered and acted upon at the Annual Meeting, which are described in detail in the accompanying materials, are:

1. the election of three Class I directors, David B. Barry, Richard N. Haass and Randal A. Nardone, to serve until the 2014 annual meeting;
2. the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for Fortress Investment Group LLC for fiscal year 2011;
3. on an advisory basis, whether to approve the compensation of the Company's named executive officers, as disclosed in the Proxy Statement;
4. on an advisory basis, whether advisory votes on executive compensation should occur annually, every two years or every three years; and
5. any other business properly presented at the Annual Meeting.

Your Board of Directors recommends that you vote in favor of the proposals set forth in this Proxy Statement.

You may vote at the Annual Meeting if you were a shareholder of record at the close of business on March 30, 2011.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote by Internet, telephone, or mark, sign, date, and return your proxy card, so that your shares are represented at the Annual Meeting.

By Order of the Board of Directors,

David N. Brooks

Vice President, General Counsel and Secretary

New York, New York

April 14, 2011

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Fortress Investment Group LLC

1345 Avenue of the Americas

New York, NY 10105

April 14, 2011

PROXY STATEMENT

For 2011 Annual Meeting of Shareholders To Be Held On

May 24, 2011

GENERAL INFORMATION ABOUT THE MEETING

Date, Time and Place of Annual Meeting. The Board of Directors (the Board or Board of Directors) of Fortress Investment Group LLC, a Delaware limited liability company (Fortress, the Company, we, us or our), is soliciting proxies to be voted at the 2011 Annual Meeting of Shareholders (the Annual Meeting) to be held at 8:00 AM Eastern Daylight Time, on May 24, 2011, at the Hilton Hotel New York, Regent Parlor, 1335 Avenue of the Americas, New York, New York for the purposes set forth in the accompanying Notice of 2011 Annual Meeting of Shareholders, and at any adjournment or postponement of the Annual Meeting.

The Notice of 2011 Annual Meeting of Shareholders, Proxy Statement, form of proxy and voting instructions are first being mailed on or about April 14, 2011.

Matters to Be Considered at the Annual Meeting. At the Annual Meeting, shareholders will vote upon the following matters:

1. the election of three Class I directors David B. Barry, Richard N. Haass and Randal A. Nardone to serve until the 2014 annual meeting;
2. the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for fiscal year 2011;
3. on an advisory basis, whether to approve the compensation of the Company's named executive officers, as disclosed in this Proxy Statement;
4. on an advisory basis, whether advisory votes on executive compensation should occur annually, every two years or every three years; and
5. any other business properly presented at the Annual Meeting.

Recommendations of the Board of Directors. The Board recommends a vote:

FOR the election of the director nominees named herein;

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FOR the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for fiscal year 2011;

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FOR the approval of the compensation of the Company's named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure; and

FOR the frequency of advisory votes on executive compensation to be once every three years.

Record Date. Our Board has fixed the close of business on March 30, 2011 as the record date (the "Record Date") for determination of the shareholders entitled to notice and to vote at the Annual Meeting. Only shareholders of record as of the close of business on the Record Date are entitled to vote at the Annual Meeting.

Voting Securities. Holders of our Class A shares and our Class B shares, as recorded in our share register at the close of business on the Record Date, may vote at the Annual Meeting and any adjournment or postponement thereof. As of March 31, 2011, there were 177,562,804 Class A shares and 305,857,751 Class B shares outstanding.

On each matter to be voted upon, the Class A shares and Class B shares will vote together as a single class. Each holder of Class A shares is entitled to one vote per share, and each holder of Class B shares is entitled to one vote per share. As of March 31, 2011, the Company's five principals (Peter L. Briger, Jr., Wesley R. Edens, Robert I. Kauffman, Randal A. Nardone and Michael E. Novogratz) owned (a) 5,486,895 Class A shares and (b) 300,273,852 Class B shares, and they are entitled to vote these shares. As a result of their share ownership, the principals collectively have the ability to decide all matters to be voted upon at the Annual Meeting.

Quorum and Votes Needed. A majority of outstanding shares present at the Annual Meeting, either in person or by proxy, and entitled to vote thereat, shall constitute a quorum for the transaction of business. In accordance with our Fourth Amended and Restated Limited Liability Company Agreement (the "Operating Agreement"), the Annual Meeting may be adjourned from time to time by the chairman of the meeting to another place or time, without regard to the presence of a quorum.

For the election of nominees to our Board, the affirmative vote of a plurality of the votes cast for a particular position is required for approval of the matter. Thus, the three nominees with the greatest number of votes will be elected. For the ratification of the appointment of Ernst & Young LLP and the approval of any other business properly presented at the Annual Meeting, the affirmative vote of a majority of the votes cast affirmatively is required for approval of the matter. A shareholder voting for the election of directors may withhold authority to vote for all or certain nominees. A shareholder may also abstain from voting on the other matters presented for shareholder vote. Votes withheld from the election of any nominee for director and abstentions from any other proposal will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but will not be counted in the number of votes cast on a matter.

We will not count shares that abstain from voting on a particular matter or broker non-votes as votes in favor of such matter. In the election of directors, abstentions and broker non-votes will be disregarded and will have no effect on the outcome of vote because abstentions and broker non-votes are not considered to be votes cast under our Operating Agreement or the laws of Delaware. With respect to the ratification of the appointment of Ernst & Young LLP, abstentions and broker non-votes will be disregarded and will have no effect on the outcome of the vote for the same reasons. If a shareholder holds shares through a broker, bank or other nominee ("broker"), generally the broker may vote the shares it holds in accordance with instructions received. If a shareholder does not give instructions to a broker, the broker can vote the shares it holds with respect to discretionary or routine proposals under the rules of the New York Stock Exchange ("NYSE"). A broker cannot vote shares with respect to non-discretionary proposals for which a shareholder has not given instruction. The proposal to appoint Ernst & Young LLP as the Company's independent registered public accounting firm is considered a discretionary proposal and, therefore, may be voted upon by your broker even if you do not instruct your broker. The proposal to elect directors is no longer considered to be a discretionary or routine proposal. As a result, the proposal cannot be voted upon by your broker if you do not instruct your broker as to how to vote on the proposal.

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Voting of Proxies. You may vote by any one of the following means:

By Mail

To vote by mail, please sign, date and complete the proxy card and return it in the enclosed self-addressed envelope. No postage is necessary if the proxy card is mailed in the United States. If you hold your shares through a bank, broker or other nominee, it will give you separate instructions for voting your shares.

By Telephone or on the Internet

The telephone and Internet voting procedures established for shareholders of record are designed to authenticate your identity, to allow you to give your voting instructions and to confirm that those instructions have been properly recorded.

You can vote by calling the toll-free telephone number on your proxy card (1-800-690-6903). Please have your proxy card in hand when you call. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.

The website for Internet voting is www.proxyvote.com. Please have your proxy card in hand when you go online. As with telephone voting, you can confirm that your instructions have been properly recorded.

Telephone and Internet voting facilities for shareholders of record will be available 24 hours a day, and will close at 11:59 p.m. Eastern Daylight Time on May 23, 2011.

The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or other holder of record. Therefore, we recommend that you follow the voting instructions in the materials you receive from those parties.

If you vote by telephone or on the Internet, you do not have to return your proxy card or voting instruction card.

In Person, at the Annual Meeting

All shareholders may vote in person at the Annual Meeting. You may also be represented by another person at the Annual Meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must take the following three steps in order to be able to attend and vote at the Annual Meeting: (1) obtain a legal proxy from your broker, bank or other holder of record and present this legal proxy to the inspector of elections along with your ballot, (2) contact our Investor Relations department to obtain an admission card and present the admission card to the inspector of elections and (3) present an acceptable form of photo identification, such as a driver's license or passport to the inspector of elections.

Shareholders who do not attend the Annual Meeting in person may submit proxies by mail. These proxies, if received in time for voting, properly executed and not revoked, will be voted at the Annual Meeting in accordance with the instructions contained therein. If no instructions are indicated, the shares represented by the proxy will be voted as follows:

FOR the election of the director nominees named herein;

FOR the ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for fiscal year 2011;

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FOR approval of the compensation of the Company's named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure;

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FOR the frequency of advisory votes on executive compensation to be once every three years; and

in accordance with the judgment of the proxy holders as to any other matter that may be properly brought before the Annual Meeting, including any adjournments and postponements thereof.

Revocability of Proxy. Any shareholder returning a proxy may revoke it at any time before the proxy is exercised by (i) sending a written notice to the Secretary of the Company at the address below; (ii) timely delivery of a valid, later-dated proxy or a later-dated vote by telephone or on the Internet; or (iii) voting in person at the Annual Meeting. The powers of the proxy holders will be suspended if you attend the Annual Meeting in person and so request, although attendance at the Annual Meeting will not by itself revoke a previously granted proxy. Any proxy not revoked will be voted as specified by the shareholder. If no choice is indicated, a proxy will be voted in accordance with the Board's recommendations.

Fortress Investment Group LLC

1345 Avenue of the Americas

46th Floor

New York, NY 10105

Attention: David N. Brooks, Secretary

Persons Making the Solicitation. This Proxy Statement is sent on behalf of, and the proxies are being solicited by, the Board of Fortress. We will bear all costs of the solicitation of proxies. In addition to solicitations by mail, our directors, officers and regular employees, without additional remuneration, may solicit proxies by mail, telephone, telecopy, e-mail and personal interviews. We will request brokers, banks, custodians and other fiduciaries to forward proxy soliciting material to the beneficial owners of Class A and Class B shares that they hold of record. We will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of the proxy materials.

Attendance at the Annual Meeting. If you are a registered shareholder and plan to attend the Annual Meeting in person, please check the Annual Meeting box on the proxy card so that we may send you an admission card. If you are a beneficial owner of shares, you must take the following three steps in order to be able to attend and vote at the Annual Meeting: (1) obtain a legal proxy from your broker, bank or other holder of record and present this legal proxy to the inspector of elections along with your ballot, (2) contact our Investor Relations department to obtain an admission card and present the admission card to the inspector of elections and (3) present an acceptable form of photo identification, such as a driver's license or passport to the inspector of elections.

Copies of Annual Report to Shareholders. A copy of our Annual Report on Form 10-K for our most recently completed fiscal year (our 2010 10-K) has been filed with the SEC, will be mailed to shareholders entitled to vote at the Annual Meeting with these proxy materials and is also available without charge to shareholders upon written request to: Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, New York 10105, Attention: Investor Relations. You can also find an electronic version of our 2010 10-K in the Public Shareholders section of the Fortress website (www.fortress.com).

Voting Results. Broadridge Financial Solutions, Inc., our independent tabulating agent, will count the votes and act as the Inspector of Election. We will publish the voting results in a Current Report on Form 8-K, which will be filed with the SEC within four business days of the Annual Meeting.

Confidentiality of Voting. We keep all proxies, ballots and voting tabulations confidential as a matter of practice. We permit only our Inspector of Election, Broadridge Financial Solutions, Inc., to examine these documents.

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The first proposal is to elect three Class I directors to serve until the 2014 annual meeting of shareholders of Fortress or until their successors are duly elected or appointed and qualified, or until their earlier death, retirement, disqualification, resignation or removal.

Nominees. The Board unanimously proposes David B. Barry, Richard N. Haass and Randal A. Nardone as nominees for election as Class I directors at the Annual Meeting. If elected at the Annual Meeting, the directors will hold office from election until the 2014 annual meeting of shareholders of Fortress or until their successors are duly elected or appointed and qualified, or until their earlier death, retirement, disqualification, resignation or removal. If any of the nominees becomes unavailable or unwilling to serve, an event that the Board does not presently expect, the persons named as proxies will vote your shares for another person nominated by the Board.

The Board recommends a vote FOR the above-named nominees to serve as our directors until the 2014 annual meeting of Fortress or until their successors are duly elected or appointed and qualified, or until their earlier death, retirement, disqualification, resignation or removal.

Unless otherwise instructed, we will vote all proxies we receive FOR Messrs. Barry, Haass and Nardone.

Information Concerning Our Directors, Including Our Director Nominees

Our Board currently consists of 11 directors and is divided into three classes of directors. The members of each class of directors serve staggered three-year terms.

Our Board of Directors is currently classified as follows:

Class	Term Expiration	Director	Age
Class I	2011	David B. Barry	45
		Richard N. Haass	59
		Randal A. Nardone	55
Class II	2012	Robert I. Kauffman	47
		Michael E. Novogratz	46
		Takumi Shibata	58
		George W. Wellde, Jr.	58
Class III	2013	Peter L. Briger, Jr.	47
		Wesley R. Edens	49
		Douglas L. Jacobs	63
		Daniel H. Mudd	52

Each of our directors was selected because of the knowledge, experience, skill, expertise and diversity the director contributes to the Board of Directors as a whole. Our directors have extensive familiarity with our business and experience from senior positions in large, complex organizations. In these positions, they gained core management skills, such as strategic and financial planning, public company financial reporting, corporate governance, risk management and leadership development. The Nominating, Corporate Governance and Conflicts Committee believes that each of the directors also has key attributes that are important to an effective board of directors: integrity and demonstrated high ethical standards; sound judgment; analytical skills; the ability to engage management and each other in a constructive and collaborative fashion; diversity of origin, background, experience, and thought; and the commitment to devote significant time and energy to service on the Board of Directors and its committees.

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Set forth below is certain biographical information regarding our directors, including the director nominees. See Security Ownership of Certain Beneficial Owners and Management in this Proxy Statement for a description of securities beneficially owned by our directors, including the director nominees, as of March 31, 2011.

David B. Barry

David Barry has been a member of the Board of Directors since January 2011. Mr. Barry is President of Ironstate Development Company, a privately held real estate development and management company based in Hoboken, New Jersey. The Company engages in the development of large scale residential and hotel projects in the Northeast United States. The company currently owns and manages over 6000 residential units and currently has approximately \$1 billion in the development pipeline. Mr. Barry's expertise and responsibilities include oversight of all aspects of real estate development for the Company including planning, acquisition, approval, financing, construction, marketing, sales and leasing. Mr. Barry possesses substantial experience with a multitude of development issues including environmental remediation, public/private partnerships, complex financing structures, redevelopment law and urban development regulations. Mr. Barry received his B.A. from Columbia University, 1987 and his J.D., magna cum laude, from Georgetown University Law Center, 1990. Mr. Barry was captain of the Columbia Wrestling team and received All Ivy honors while there. Mr. Barry is a Trustee of Beat the Streets Wrestling, Inc., a Board Member of New Jersey Apartment Association, Team Leader for USA Wrestling for 2012 Olympics and a Member of the Board of Governors for the National Wrestling Hall of Fame. Mr. Barry's knowledge, skill, expertise and experience, as described above, as well as his familiarity with our Company, led our Board of Directors to conclude that Mr. Barry should be elected to serve as a director.

Peter L. Briger, Jr.

Peter L. Briger, Jr. has been Co-Chairman of the Board of Fortress since August 2009, and he has been a member of the Board of Fortress since November 2006. Mr. Briger has been a member of the Management Committee since joining Fortress in 2002. Mr. Briger is responsible for the credit fund business, which includes running the Drawbridge Special Opportunities Funds. Prior to joining Fortress, Mr. Briger spent 15 years at Goldman, Sachs & Co., or Goldman Sachs, where he became a partner in 1996. Over the course of his career at Goldman Sachs, he held the positions of co-head of the Whole Loan Sales and Trading business, co-head of the Fixed Income Principal Investments Group, co-head of the Asian Distressed Debt business, co-head of the Goldman Sachs Special Opportunities (Asia) Fund LLC and co-head of the Asian Real Estate Private Equity business. In addition, he was a member of the Goldman Sachs Global Control and Compliance Committee, a member of the Goldman Sachs Asian Management Committee and a member of the Goldman Sachs Japan Executive Committee. Mr. Briger received a B.A. from Princeton University and an M.B.A. from the Wharton School of Business at the University of Pennsylvania. Mr. Briger currently serves on the board of directors of the Princeton University Investment Company. Mr. Briger's extensive credit, private equity finance and management expertise, as described above, as well as his

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deep familiarity with our Company, led our Board of Directors to conclude that Mr. Briger should be elected to serve as a director.

Wesley R. Edens

Wesley R. Edens has been Co-Chairman of the Board of Fortress since August 2009, and he has been a member of the Board of Fortress since November 2006. Mr. Edens has been a member of the Management Committee of Fortress since co-founding the Company in 1998. Mr. Edens is responsible for the Company's private equity and publicly traded alternative investment businesses. He is Chairman of the board of directors of each of Aircastle Limited, Brookdale Senior Living Inc., Eurocastle Investment Limited, GateHouse Media, Inc., Newcastle Investment Corp. and RailAmerica, Inc. and a director of GAGFAH S.A., Penn National Gaming Inc., Springleaf Finance Corporation and Springleaf Finance Inc. Mr. Edens was Chief Executive Officer of Global Signal Inc. from February 2004 to April 2006 and Chairman of the board of directors from October 2002 to January 2007. Mr. Edens also previously served on the boards of the following publicly traded company and registered investment companies: Crown Castle Investment Corp. (merged with Global Signal Inc.) from January 2007 to July 2007; Fortress Brookdale Investment Fund LLC, from August 13, 2000 (deregistered with the SEC in March 2009); Fortress Pinnacle Investment Fund, from July 24, 2002 (deregistered with the SEC in March 2008); Fortress Investment Trust II, from July 2002 (deregistered with the SEC in January 2011); and RIC Coinvestment Fund LP, from May 10, 2006 (deregistered with the SEC in June 2009). Prior to forming Fortress, Mr. Edens was a partner and managing director of BlackRock Financial Management Inc., where he headed BlackRock Asset Investors, a private equity fund. In addition, Mr. Edens was formerly a partner and managing director of Lehman Brothers. Mr. Edens received a B.S. in Finance from Oregon State University. Mr. Edens's extensive credit, private equity finance and management expertise, extensive experience as an officer and director of public companies and his deep familiarity with our Company, led our Board of Directors to conclude that Mr. Edens should be elected to serve as a director.

Richard N. Haass

Dr. Richard N. Haass became a member of our Board in February 2007. Dr. Haass is president of the Council on Foreign Relations, a position he has held since July 2003. Prior to his current position, Dr. Haass was director of policy planning for the U.S. Department of State, where he was a principal adviser to Secretary of State Colin Powell on a broad range of foreign policy concerns, and acted as U.S. coordinator for policy toward the future of Afghanistan and the lead U.S. government official in support of the Northern Ireland peace process. From 1989 to 1993, Dr. Haass was special assistant to President George Bush and senior director for Near East and South Asian affairs on the staff of the National Security Council. Previously, he served in various posts in the United States Departments of State and Defense. Dr. Haass has received the State Department's Distinguished Honor Award and the Presidential Citizens Medal. Dr. Haass has been director of foreign policy studies

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at the Brookings Institution and taught at or been associated in various capacities with Hamilton College, the Carnegie Endowment for International Peace, Harvard University's Kennedy School of Government and the International Institute for Strategic Studies. Dr. Haass holds a bachelor's from Oberlin College and both a Master and Doctor of Philosophy degrees from Oxford University. Dr. Haass's extensive knowledge of world affairs as well as domestic and foreign policy issues, his extensive experience with large organizations and deep familiarity with our Company led our Board of Directors to conclude that Dr. Haass should be elected to serve as a director.

Douglas L. Jacobs

Douglas L. Jacobs became a member of our Board in February 2007. Mr. Jacobs is a director of Doral Financial Corporation, a financial services company, where he is Chairman of the Risk Policy Committee and a member of the Audit Committee. Mr. Jacobs is a director of Clear Channel Outdoor Holding, Inc., and outdoor advertising company where he serves as Chairman of the Audit Committee and a member of the Compensation Committee. Mr. Jacobs is also a director of Springleaf Finance, Inc. and its wholly owned subsidiary Springleaf Financial Corporation, and he is the Chairman of the Audit Committee of each company. From November 2004 to mid-2008, Mr. Jacobs was also a director of ACA Capital Holdings, Inc., a financial guaranty company, where he was Chairman of the Audit Committee and a member of the Compensation Committee and Risk Management Committee. Mr. Jacobs was a director and Chairman of the Audit Committee for Global Signal Inc. from February 2004 until January 2007. Mr. Jacobs has also been a director of Hanover Capital Mortgage Holdings, Inc from 2003 until 2007. From 1988 to 2003, Mr. Jacobs was an Executive Vice President and Treasurer at FleetBoston Financial Group, managing the company's funding, securitization, capital, and asset and liability management activities in addition to its securities, derivatives, and mortgage loan portfolios. Prior to joining FleetBoston, Mr. Jacobs was active in a variety of positions at Citicorp over 17 years, culminating in his role as Division Executive of the Mortgage Finance Group. Mr. Jacobs holds a B.A. from Amherst College and an M.B.A. from the Wharton School of Business at the University of Pennsylvania. Mr. Jacobs's finance and management expertise, experience serving on public company boards and committees and deep familiarity with our Company, led our Board of Directors to conclude that Mr. Jacobs should be elected to serve as a director.

Robert I. Kauffman

Robert I. Kauffman has been a member of the Board of Fortress since November 2006 and has been a member of the Management Committee of Fortress since co-founding the Company in 1998. Mr. Kauffman is responsible for the management of Fortress's European private equity investment operations. Mr. Kauffman is the Chairman of the board of directors of Alea Group Holdings (Bermuda) Ltd. and of GAGFAH S.A. Prior to joining Fortress, Mr. Kauffman was a managing director of UBS from May 1997 to

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May 1998, and prior to that, was a principal of BlackRock Financial Management Inc. Mr. Kauffman was with Lehman Brothers from 1986 to 1994 and served as executive director of Lehman Brothers International in London beginning in 1992. Mr. Kauffman received a B.S. in Business Administration from Northeastern University. Mr. Kauffman's extensive credit, private equity finance and management expertise, extensive experience as an officer and director of public companies and deep familiarity with our Company led our Board of Directors to conclude that Mr. Kauffman should be elected to serve as a director.

Daniel H. Mudd

Daniel H. Mudd became a member of our Board in February 2007 and was appointed Chief Executive Officer of Fortress Investment Group LLC in August 2009. Previously, Mr. Mudd served as President and Chief Executive Officer of Fannie Mae, the nation's largest financer of home mortgages. Mr. Mudd was also a member of the Fannie Mae Board of Directors. Prior to serving as Chief Executive Officer of Fannie Mae, Mr. Mudd served as the Vice Chairman and Chief Operating Officer of Fannie Mae. As Chief Operating Officer, Mr. Mudd was responsible for originations, marketing, operations, systems, local outreach and administration. Prior to joining Fannie Mae in February 2000, Mr. Mudd served as President and Chief Executive Officer of GE Capital, Japan. During his career at GE Capital, Mr. Mudd served in Business Development, International Financing and European Fleet Services. He served as President of GE Capital Asia-Pacific from 1996 to 1999. Prior to his tenure at GE Capital, Mr. Mudd held positions in management consulting and financial services with Xerox Corporation, Ayers Whitmore and Company, and the World Bank. Mr. Mudd holds a B.A. in American History from the University of Virginia and a Masters in Public Administration from the John F. Kennedy School at Harvard University. Mr. Mudd serves on the board of Hampton University. Mr. Mudd's extensive credit and management expertise, extensive experience as an officer and director of public companies and deep familiarity with our Company led our Board of Directors to conclude that Mr. Mudd should be elected to serve as a director.

Randal A. Nardone

Randal A. Nardone has been a member of the Board of Fortress since November 2006 and has been a member of the Management Committee of Fortress since co-founding the Company in 1998. Mr. Nardone is a director of Alea Group Holdings (Bermuda) Ltd., Brookdale Senior Living, Inc., Eurocastle Investment Limited, GAGFAH S.A., Springleaf Finance Corporation and Springleaf Finance Inc. Mr. Nardone was previously a managing director of UBS from May 1997 to May 1998. Prior to joining UBS in 1997, Mr. Nardone was a principal of BlackRock Financial Management, Inc. Prior to joining BlackRock, Mr. Nardone was a partner and a member of the executive committee at the law firm of Thacher Proffitt & Wood. Mr. Nardone received a B.A. in English and Biology from the University of Connecticut and a J.D. from Boston University School of Law. Mr. Nardone's extensive credit, private equity finance and management expertise, extensive experience as an

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officer and director of public companies and deep familiarity with our Company led our Board of Directors to conclude that Mr. Nardone should be elected to serve as a director.

Michael E. Novogratz

Michael E. Novogratz has been a member of the Board of Fortress since November 2006. Mr. Novogratz has been a member of the Management Committee since joining Fortress in 2002. Mr. Novogratz joined Fortress in March 2002 and is responsible for the liquid hedge fund business, which includes running the Drawbridge Global Macro Funds. Prior to joining Fortress, Mr. Novogratz spent 11 years at Goldman Sachs, where he became a partner in 1998. Mr. Novogratz held the positions of president of Goldman Sachs Latin America and the head of Fixed Income, Currencies and Commodities Risk in Asia, where he lived from 1992 to 1999. Mr. Novogratz received a B.A. from Princeton University, and he served as a helicopter pilot in the U.S. Army. Mr. Novogratz's extensive trading, credit and finance expertise and deep familiarity with our Company led our Board of Directors to conclude that Mr. Novogratz should be elected to serve as a director.

Takumi Shibata

Takumi Shibata became a member of our Board in February 2007. Mr. Shibata is Deputy President and Chief Operating Officer of Nomura Holdings, Inc. and sits on Nomura's Executive Board. Prior to his current position, Mr. Shibata headed a variety of businesses at Nomura, including: global asset management, during 2005 and 2009, global support functions, during 2004 and 2005, global wholesale business, during 2003 and 2004, global investment banking operations, during 2002 and 2003, and European business from 1997 through 2002. Mr. Shibata sits on the Japanese Government's Business Accounting Council. Mr. Shibata has been Chairman of the Self Regulation Planning Committee of the Japan Securities Dealers Association, a Board Member of the International Primary Market Association (London), and a Board Member of the Securities Institute (London). Mr. Shibata holds a B.A. in economics from Keio University and an M.B.A. from Harvard Business School. Mr. Shibata's extensive credit, finance and management experience, deep understanding of global markets and deep familiarity with our Company led our Board of Directors to conclude that Mr. Shibata should be elected to serve as a director.

George W. Wellde, Jr.

George W. Wellde, Jr. has been a member of our Board of