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

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

Form 13F

Form 13F COVER PAGE

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

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-12421

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

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

Report Type (Check only one.):

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

FORM 13F SUMMARY PAGE

Report Summary:

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

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

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

FORM 13F INFORMATION TABLE

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

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

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

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

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