

Edgar Filing: Fortress Investment Group LLC - Form 13F-HR

Fortress Investment Group LLC
Form 13F-HR
February 14, 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: December 31, 2007

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: Randal A. Nardone
Title: Chief Operating Officer
Phone: 212-798-6100

Signature, Place, and Date of Signing:

/s/ Randal A. Nardone New York, NY February 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: 13
Form13F Information Table Entry Total: 366*
Form13F Information Table Value Total: \$4,257,929 (thousands)*
List of Other Included Managers:

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* Fortress Investment Group LLC ("Fortress") has requested Confidential Treatment from the Securities and Exchange Commission ("SEC") on a security. The Table Entry Total and the Table Total Value listed above does not reflect this particular entry. Upon the expiration of the period of the Confidential Treatment requested or upon the rejection of Fortress' request, Fortress will file an Amended Form 13F consistent with SEC regulations.

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

CONFIDENTIAL INFORMATION HAS BEEN OMITTED FROM THE PUBLIC FORM 13F AND FILED SEPARATELY WITH THE SEC.

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	OTH MANA	
2020 CHINACAP ACQUIRCO INC	COM	90212G109	3147	437000	SH		DEFINED	1	2
3M CO	COM	88579Y101	433	5130	SH		DEFINED	1	2
ADVANCED TECHNOLOGY ACQU COR	UNIT 06/11/2011	007556202	14850	1856250	SH		DEFINED	1	2
AGRIUM INC	COM	008916108	5596	77500	SH		DEFINED	1	2
AIRCASTLE LTD	COM	G0129K104	572677	21750002	SH		DEFINED	1	2
AIRCASTLE LTD	COM	G0129K104	95446	3625000	SH		DEFINED	1	2
AIRCASTLE LTD	COM	G0129K104	110215	4185875	SH		DEFINED	1	2
AKAMAI TECHNOLOGIES INC	COM	00971T101	270	7800	SH		DEFINED	1	2
ALLIANCE DATA SYSTEMS CORP	COM	018581108	937	12500	SH		DEFINED	1	2
ALLIANCE DATA SYSTEMS CORP	COM	018581108	5624	75000	SH		DEFINED	1	2
ALLIANCE DATA SYSTEMS CORP	COM	018581108	937	12500	SH	PUT	DEFINED	1	2
ALLIANCE DATA SYSTEMS CORP	COM	018581108	5624	75000	SH	PUT	DEFINED	1	2
ALTERNATIVE ASSET MGMT ACQU	*W EXP 08/01/201	02149U119	273	210250	SH		DEFINED	1	2
ALTERNATIVE ASSET MGMT ACQU	COM	02149U101	1376	150300	SH		DEFINED	1	2
ALTRIA GROUP INC	COM	02209S103	6485	85800	SH		DEFINED	1	2
AMAZON COM INC	COM	023135106	463	5000	SH		DEFINED	1	2
AMBAC FINL GROUP INC	COM	023139108	6443	250000	SH	PUT	DEFINED	1	2
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	6182	100700	SH		DEFINED	1	2
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	20482	1100000	SH	CALL	DEFINED	1	2
AMERICAN INTL GROUP INC	COM	026874107	723	12400	SH		DEFINED	1	2
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	4596	109996	SH		DEFINED	1	2
AMERICAN TOWER CORP	CL A	029912201	616	14470	SH		DEFINED	1	2
ANADARKO PETE CORP	COM	032511107	942	14340	SH		DEFINED	1	2

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ANIXTER INTL INC	COM	035290105	210	3370	SH	DEFINED	1	2	
ANNALY CAP MGMT INC	COM	035710409	12449	684740	SH	DEFINED	1	2	
APACHE CORP	COM	037411105	255	2370	SH	DEFINED	1	2	
APPLE INC	COM	037833100	6457	32600	SH	DEFINED	1	2	
APPLIED MATLS INC	COM	038222105	211	11900	SH	DEFINED	1	2	
APPLIED MICRO CIRCUITS CORP	COM NEW	03822W406	109	12475	SH	DEFINED	1	2	
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	240	3100	SH	DEFINED	1	2	
ARCH COAL INC	COM	039380100	682	15190	SH	DEFINED	1	2	
ARCHER DANIELS MIDLAND CO	COM	039483102	1010	21750	SH	DEFINED	1	2	
ART TECHNOLOGY GROUP INC	COM	04289L107	89	20550	SH	DEFINED	1	2	
ASML HOLDING N V	NY REG SHS	N07059186	729	23300	SH	DEFINED	1	2	
ASSURED GUARANTY LTD	COM	G0585R106	3981	150000	SH	DEFINED	1	2	
ASTORIA FINL CORP	COM	046265104	8833	379600	SH	DEFINED	1	2	
AT&T INC	COM	00206R102	13835	332900	SH	DEFINED	1	2	
AUTODESK INC	COM	052769106	1115	22400	SH	DEFINED	1	2	
AVIS BUDGET GROUP	COM	053774105	6566	505100	SH	DEFINED	1	2	
BAKER HUGHES INC	COM	057224107	672	8290	SH	DEFINED	1	2	
BALLY TECHNOLOGIES INC	COM	05874B107	24860	500000	SH	DEFINED	1	2	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	4634	144800	SH	DEFINED	1	2	
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	2133	82500	SH	DEFINED	1	2	
BANK OF AMERICA CORPORATION	COM	060505104	252	6100	SH	DEFINED	1	2	
BANK OF NEW YORK MELLON CORP	COM	064058100	7275	149200	SH	DEFINED	1	2	
BANKATLANTIC BANCORP	CL A	065908501	4258	1038650	SH	DEFINED	1	2	
BANKUNITED FINL CORP	CL A	06652B103	2781	403100	SH	DEFINED	1	2	
BAXTER INTL INC	COM	071813109	406	7000	SH	DEFINED	1	2	
BCE INC	COM NEW	05534B760	1490	37500	SH	DEFINED	1	2	
BCE INC	COM NEW	05534B760	373	9375	SH	DEFINED	1	2	
BEAR STEARNS COS INC	COM	073902108	831	9420	SH	DEFINED	1	2	
BEST BUY INC	COM	086516101	284	5400	SH	DEFINED	1	2	
BJS WHOLESALE CLUB INC	COM	05548J106	5920	175000	SH	DEFINED	1	2	
BOEING CO	COM	097023105	339	3880	SH	DEFINED	1	2	
BP PLC	SPONSORED ADR	055622104	212	2900	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	500040	17600867	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	3551	125000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	3551	125000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	944007	33228000	SH	DEFINED	1	2	
BROOKDALE SR LIVING INC	COM	112463104	282083	9929000	SH	DEFINED	1	2	
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	490	20000	SH	DEFINED	1	2	
CAMERON INTERNATIONAL CORP	COM	13342B105	634	13180	SH	DEFINED	1	2	
CANO PETE INC	COM	137801106	6854	994800	SH	DEFINED	1	2	
CANO PETE INC	COM	137801106	386	56000	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	*W EXP 11/08/201	14055E112	660	750000	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	COM	14055E104	9000	1000000	SH	DEFINED	1	2	
CAPITOL ACQUISITION CORP DEL	UNIT 07/24/2012	14055E203	4915	500000	SH	DEFINED	1	2	
CARDTRONICS INC	COM	14161H108	3397	336000	SH	DEFINED	1	2	
CAREER EDUCATION CORP	COM	141665109	2514	100000	SH	DEFINED	1	2	
CBIZ INC	COM	124805102	117	11920	SH	DEFINED	1	2	
CENTURY ALUM CO	COM	156431108	1618	30000	SH	DEFINED	1	2	
CEPHEID	COM	15670R107	202	7680	SH	DEFINED	1	2	
CERADYNE INC	COM	156710105	521	11109	SH	DEFINED	1	2	
CERADYNE INC	COM	156710105	498	10600	SH	DEFINED	1	2	
CF INDS HLDGS INC	COM	125269100	12217	111000	SH	DEFINED	1	2	
CHAMPION ENTERPRISES INC	COM	158496109	1884	200000	SH	DEFINED	1	2	
CHEESECAKE FACTORY INC	COM	163072101	1186	50000	SH	DEFINED	1	2	
CHESAPEAKE ENERGY CORP	COM	165167107	1715	43750	SH	DEFINED	1	2	
CHINA HLDGS ACQUISITION CORP	UNIT 99/99/9999	16942N205	9652	990000	SH	DEFINED	1	2	
CINCINNATI BELL INC NEW	COM	171871106	64	13520	SH	DEFINED	1	2	
CITIGROUP INC	COM	172967101	1060	36000	SH	DEFINED	1	2	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	60625	1756230	SH	DEFINED	1	2	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	13083	379000	SH	DEFINED	1	2	
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	48673	1410000	SH	PUT	DEFINED	1	2
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	10667	309000	SH	PUT	DEFINED	1	2

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COCA COLA CO	COM	191216100	10801	176000	SH	DEFINED	1	2
COEUR D ALENE MINES CORP IDA	COM	192108108	93	18900	SH	DEFINED	1	2
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	6788	200000	SH	DEFINED	1	2
COLGATE PALMOLIVE CO	COM	194162103	359	4600	SH	DEFINED	1	2
COLLECTIVE BRANDS INC	COM	19421W100	5198	298900	SH	DEFINED	1	2
COLUMBUS ACQUISITION CORP	*W EXP 05/18/201	198851115	40	72700	SH	DEFINED	1	2
COLUMBUS ACQUISITION CORP	COM	198851107	2226	300000	SH	DEFINED	1	2
COMCAST CORP NEW	CL A	20030N101	624	34200	SH	DEFINED	1	2
COMMSCOPE INC	COM	203372107	389	7910	SH	DEFINED	1	2
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2614	80000	SH	DEFINED	1	2
CONSOL ENERGY INC	COM	20854P109	674	9430	SH	DEFINED	1	2
COSAN LTD	SHS A	G25343107	439	34820	SH	DEFINED	1	2
COVENTRY HEALTH CARE INC	COM	222862104	510	8600	SH	DEFINED	1	2
CROWN HOLDINGS INC	COM	228368106	8316	324200	SH	DEFINED	1	2
CULLEN FROST BANKERS INC	COM	229899109	4608	90960	SH	DEFINED	1	2
CVS CAREMARK CORPORATION	COM	126650100	855	21500	SH	DEFINED	1	2
D R HORTON INC	COM	23331A109	4388	333200	SH	DEFINED	1	2
DANAOS CORPORATION	SHS	Y1968P105	5307	200946	SH	DEFINED	1	2
DARLING INTL INC	COM	237266101	298	25800	SH	DEFINED	1	2
DATA DOMAIN INC	COM	23767P109	3951	150000	SH	DEFINED	1	2
DAVITA INC	COM	23918K108	564	10000	SH	DEFINED	1	2
DEALERTRACK HLDGS INC	COM	242309102	2845	85000	SH	DEFINED	1	2
DEVON ENERGY CORP NEW	COM	25179M103	775	8720	SH	DEFINED	1	2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	7194	50660	SH	DEFINED	1	2
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1065	7500	SH	DEFINED	1	2
DOUBLE-TAKE SOFTWARE INC	COM	258598101	448	20626	SH	DEFINED	1	2
DOW CHEM CO	COM	260543103	260	6600	SH	DEFINED	1	2
DSW INC	CL A	23334L102	938	50000	SH	DEFINED	1	2
DXP ENTERPRISES INC NEW	COM NEW	233377407	304	6521	SH	DEFINED	1	2
E M C CORP MASS	COM	268648102	395	21300	SH	DEFINED	1	2
EASTMAN CHEM CO	COM	277432100	476	7800	SH	DEFINED	1	2
EATON CORP	COM	278058102	430	4440	SH	DEFINED	1	2
EBAY INC	COM	278642103	2436	73400	SH	DEFINED	1	2
EDISON INTL	COM	281020107	592	11100	SH	DEFINED	1	2
EL PASO CORP	COM	28336L109	15619	905970	SH	DEFINED	1	2
EL PASO CORP	COM	28336L109	1638	95000	SH	DEFINED	1	2
ELIZABETH ARDEN INC	COM	28660G106	464	22800	SH	DEFINED	1	2
EMBARQ CORP	COM	29078E105	6340	128000	SH	DEFINED	1	2
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	500	12000	SH	DEFINED	1	2
ENSCO INTL INC	COM	26874Q100	388	6500	SH	DEFINED	1	2
ENSCO INTL INC	COM	26874Q100	524	8800	SH	DEFINED	1	2
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	2010	200000	SH	DEFINED	1	2
ENTERPRISE ACQUISITION CORP	UNIT 99/99/9999	29365R207	5000	500000	SH	DEFINED	1	2
EOG RES INC	COM	26875P101	881	9870	SH	DEFINED	1	2
ESTERLINE TECHNOLOGIES CORP	COM	297425100	518	10000	SH	DEFINED	1	2
EVOLUTION PETROLEUM CORP	COM	30049A107	6868	1360000	SH	DEFINED	1	2
EXCO RESOURCES INC	COM	269279402	11480	741600	SH	DEFINED	1	2
EXCO RESOURCES INC	COM	269279402	2173	140400	SH	DEFINED	1	2
EXELON CORP	COM	30161N101	286	3500	SH	DEFINED	1	2
EXPEDIA INC DEL	COM	30212P105	411	13000	SH	DEFINED	1	2
EXPRESS SCRIPTS INC	COM	302182100	584	8000	SH	DEFINED	1	2
FEDEX CORP	COM	31428X106	401	4500	SH	DEFINED	1	2
FINISH LINE INC	CL A	317923100	484	200000	SH	DEFINED	1	2
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	5170	91000	SH	DEFINED	1	2
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	488	8600	SH	DEFINED	1	2
FOREST LABS INC	COM	345838106	992	27200	SH	DEFINED	1	2
FORESTAR REAL ESTATE GROUP I	COM	346233109	629	26666	SH	DEFINED	1	2
FORMFACTOR INC	COM	346375108	2814	85000	SH	DEFINED	1	2
FORTUNE BRANDS INC	COM	349631101	434	6000	SH	DEFINED	1	2
FREEMONT-MCMORAN COPPER & GO	COM	35671D857	205	2000	SH	DEFINED	1	2
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	524	15600	SH	DEFINED	1	2
GATEHOUSE MEDIA INC	COM	367348109	8130	925800	SH	DEFINED	1	2

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GATEHOUSE MEDIA INC	COM	367348109	193599	22050000	SH	DEFINED	1	2	
GATEHOUSE MEDIA INC	COM	367348109	11713	1334011	SH	DEFINED	1	2	
GENERAL CABLE CORP DEL NEW	COM	369300108	300	4100	SH	DEFINED	1	2	
GENERAL ELECTRIC CO	COM	369604103	434	11700	SH	DEFINED	1	2	
GENZYME CORP	COM	372917104	259	3480	SH	DEFINED	1	2	
GENZYME CORP	COM	372917104	506	6800	SH	DEFINED	1	2	
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	7056	700000	SH	DEFINED	1	2	
GLOBAL BRANDS ACQUISITION CO	UNIT 99/99/9999	378982201	15120	1500000	SH	DEFINED	1	2	
GLOBAL CONSUMER ACQST CORP	UNIT 99/99/9999	378983209	370	37500	SH	DEFINED	1	2	
GOLDEN POND HEALTHCARE INC	UNIT 99/99/9999	38116J208	5888	750000	SH	DEFINED	1	2	
GOOGLE INC	CL A	38259P508	6915	10000	SH	DEFINED	1	2	
GRAFTECH INTL LTD	COM	384313102	4430	249600	SH	DEFINED	1	2	
GUARANTY FINL GROUP INC	COM	40108N106	427	26666	SH	DEFINED	1	2	
HALLIBURTON CO	COM	406216101	318	8400	SH	DEFINED	1	2	
HALLIBURTON CO	COM	406216101	910	24000	SH	DEFINED	1	2	
HANESBRANDS INC	COM	410345102	6121	225300	SH	DEFINED	1	2	
HANESBRANDS INC	COM	410345102	5434	200000	SH	PUT	DEFINED	1	2
HARRAHS ENTMT INC	COM	413619107	32110	361800	SH	DEFINED	1	2	
HARRAHS ENTMT INC	COM	413619107	12842	144700	SH	DEFINED	1	2	
HARTFORD FINL SVCS GROUP INC	COM	416515104	258	2960	SH	DEFINED	1	2	
HEADWATERS INC	COM	42210P102	470	40000	SH	DEFINED	1	2	
HECKMANN CORP	UNIT 99/99/9999	422680207	5031	625000	SH	DEFINED	1	2	
HECKMANN CORP	UNIT 99/99/9999	422680207	10062	1250000	SH	DEFINED	1	2	
HEINZ H J CO	COM	423074103	10662	228400	SH	DEFINED	1	2	
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	490	11800	SH	DEFINED	1	2	
HERBALIFE LTD	COM USD SHS	G4412G101	4028	100000	SH	DEFINED	1	2	
HERBALIFE LTD	COM USD SHS	G4412G101	966	24000	SH	DEFINED	1	2	
HESS CORP	COM	42809H107	686	6800	SH	DEFINED	1	2	
HEWLETT PACKARD CO	COM	428236103	2595	51400	SH	DEFINED	1	2	
HICKS ACQUISITION CO I INC	COM	429086309	5514	600000	SH	DEFINED	1	2	
HIGHLANDS ACQUISITION CORP	*W EXP 10/03/201	430880112	140	200000	SH	DEFINED	1	2	
HIGHLANDS ACQUISITION CORP	COM	430880104	3600	400000	SH	DEFINED	1	2	
HIMAX TECHNOLOGIES INC	SPONSORED ADR	43289P106	498	116600	SH	DEFINED	1	2	
IDEATION ACQUISITION CORP	UNIT 99/99/9999	451665202	1962	250000	SH	DEFINED	1	2	
ILLUMINA INC	COM	452327109	291	4910	SH	DEFINED	1	2	
INFORMATION SERVICES GROUP I	COM	45675Y104	3559	519600	SH	DEFINED	1	2	
INSITUFORM TECHNOLOGIES INC	CL A	457667103	10582	715000	SH	DEFINED	1	2	
INTEL CORP	COM	458140100	4207	157800	SH	DEFINED	1	2	
ISHARES TR	DJ US TELECOMM	464287713	22701	769000	SH	DEFINED	1	2	
ISHARES TR	MSCI EMERG MKT	464287234	21718	144500	SH	DEFINED	1	2	
ISHARES TR	RUSSELL 2000	464287655	7592	100000	SH	DEFINED	1	2	
ISIS PHARMACEUTICALS INC	COM	464330109	204	12960	SH	DEFINED	1	2	
ITT EDUCATIONAL SERVICES INC	COM	45068B109	426	5000	SH	DEFINED	1	2	
JAMES RIVER COAL CO	COM NEW	470355207	814	72770	SH	DEFINED	1	2	
JONES LANG LASALLE INC	COM	48020Q107	982	13800	SH	DEFINED	1	2	
JOS A BANK CLOTHIERS INC	COM	480838101	1110	39000	SH	DEFINED	1	2	
KAPSTONE PAPER & PACKAGING C	COM	48562P103	3430	490000	SH	DEFINED	1	2	
KBL HEALTHCARE ACQUIS CORP I	UNIT 99/99/9999	48241N206	5041	658100	SH	DEFINED	1	2	
KELLOGG CO	COM	487836108	456	8700	SH	DEFINED	1	2	
KEYCORP NEW	COM	493267108	296	12635	SH	DEFINED	1	2	
KNOLOGY INC	COM	499183804	607	47508	SH	DEFINED	1	2	
KODIAK OIL & GAS CORP	COM	50015Q100	286	130000	SH	DEFINED	1	2	
KRAFT FOODS INC	CL A	50075N104	8588	263200	SH	DEFINED	1	2	
KRAFT FOODS INC	CL A	50075N104	8810	270000	SH	CALL	DEFINED	1	2
KROGER CO	COM	501044101	255	9560	SH	DEFINED	1	2	
LEHMAN BROS HLDGS INC	COM	524908100	2218	33900	SH	DEFINED	1	2	
LOCKHEED MARTIN CORP	COM	539830109	200	1900	SH	DEFINED	1	2	
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	1331	56200	SH	DEFINED	1	2	
M & F WORLDWIDE CORP	COM	552541104	296	5500	SH	DEFINED	1	2	
M & T BK CORP	COM	55261F104	516	6327	SH	DEFINED	1	2	
MACYS INC	COM	55616P104	269	10400	SH	DEFINED	1	2	
MARATHON ACQUISITION CORP	COM	565756103	10892	1400000	SH	DEFINED	1	2	

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MASTERCARD INC	CL A	57636Q104	4304	20000	SH		DEFINED	1	2
MBF HEALTHCARE ACQUISITION C	*W EXP 04/16/201	552650111	429	587500	SH		DEFINED	1	2
MBF HEALTHCARE ACQUISITION C	COM	552650103	9132	1200000	SH		DEFINED	1	2
MBIA INC	COM	55262C100	4835	250000	SH	PUT	DEFINED	1	2
MCGRAW HILL COS INC	COM	580645109	613	14000	SH		DEFINED	1	2
MEMC ELECTR MATLS INC	COM	552715104	283	3200	SH		DEFINED	1	2
METABOLIX INC	COM	591018809	205	8600	SH		DEFINED	1	2
METLIFE INC	COM	59156R108	271	4400	SH		DEFINED	1	2
MICREL INC	COM	594793101	88	10410	SH		DEFINED	1	2
MIDWEST AIR GROUP INC	COM	597911106	830	56050	SH		DEFINED	1	2
MIRAMAR MINING CORP	COM	60466E100	1467	233728	SH		DEFINED	1	2
MIRANT CORP NEW	COM	60467R100	33133	850000	SH		DEFINED	1	2
MOOG INC	CL A	615394202	449	9800	SH		DEFINED	1	2
MORGAN STANLEY CHINA A SH FD	COM	617468103	1212	24000	SH		DEFINED	1	2
MOSAIC CO	COM	61945A107	11387	120700	SH		DEFINED	1	2
NASTECH PHARMACEUTICAL INC	COM PAR \$0.006	631728409	132	34810	SH		DEFINED	1	2
NATIONAL FUEL GAS CO N J	COM	636180101	504	10790	SH		DEFINED	1	2
NATIONAL OILWELL VARCO INC	COM	637071101	276	3760	SH		DEFINED	1	2
NAVIOS MARITIME HOLDINGS INC	COM	Y62196103	355	29000	SH		DEFINED	1	2
NAVIOS MARITIME HOLDINGS INC	COM	Y62196103	4585	374305	SH		DEFINED	1	2
NAVISTAR INTL CORP (NEW)	COM	63934E108	21582	398200	SH		DEFINED	1	2
NEUSTAR INC	CL A	64126X201	1010	35200	SH		DEFINED	1	2
NEWCASTLE INVT CORP	COM	65105M108	2483	191600	SH		DEFINED	1	2
NEWCASTLE INVT CORP	COM	65105M108	13293	1025729	SH		DEFINED	1	2
NEWFIELD EXPL CO	COM	651290108	485	9200	SH		DEFINED	1	2
NEXEN INC	COM	65334H102	6293	195000	SH		DEFINED	1	2
NEXEN INC	COM	65334H102	895	27750	SH		DEFINED	1	2
NICOR INC	COM	654086107	244	5760	SH		DEFINED	1	2
NICOR INC	COM	654086107	492	11600	SH		DEFINED	1	2
NOBLE ENERGY INC	COM	655044105	270	3390	SH		DEFINED	1	2
NORFOLK SOUTHERN CORP	COM	655844108	247	4890	SH		DEFINED	1	2
NORTHWESTERN CORP	COM NEW	668074305	11098	376196	SH		DEFINED	1	2
NOVAMERICAN STEEL INC	COM	66986M100	889	206058	SH		DEFINED	1	2
NTR ACQUISITION CO	COM	629415100	6002	631800	SH		DEFINED	1	2
NYMEX HOLDINGS INC	COM	62948N104	1136	8500	SH		DEFINED	1	2
NYMEX HOLDINGS INC	COM	62948N104	5344	40000	SH		DEFINED	1	2
OCH ZIFF CAP MGMT GROUP	CL A	67551U105	9508	361800	SH		DEFINED	1	2
ODYSSEY MARINE EXPLORATION I	COM	676118102	25373	4099059	SH		DEFINED	1	2
ODYSSEY MARINE EXPLORATION I	COM	676118102	1189	192000	SH		DEFINED	1	2
OGE ENERGY CORP	COM	670837103	508	14000	SH		DEFINED	1	2
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	756	4000	SH		DEFINED	1	2
ONEOK INC NEW	COM	682680103	984	22000	SH		DEFINED	1	2
OSHKOSH TRUCK CORP	COM	688239201	298	6300	SH		DEFINED	1	2
PACCAR INC	COM	693718108	202	3700	SH		DEFINED	1	2
PAETEC HOLDING CORP	COM	695459107	2772	284323	SH		DEFINED	1	2
PARAGON SHIPPING INC	CL A	69913R309	546	30000	SH		DEFINED	1	2
PARAGON SHIPPING INC	CL A	69913R309	3915	215000	SH		DEFINED	1	2
PEABODY ENERGY CORP	COM	704549104	862	13980	SH		DEFINED	1	2
PENN NATL GAMING INC	COM	707569109	9373	157396	SH		DEFINED	1	2
PENNEY J C INC	COM	708160106	431	9800	SH		DEFINED	1	2
PENTAIR INC	COM	709631105	696	20000	SH		DEFINED	1	2
PEOPLES UNITED FINANCIAL INC	COM	712704105	718	40355	SH		DEFINED	1	2
PEOPLESUPPORT INC	COM	712714302	4866	355700	SH		DEFINED	1	2
PEPSICO INC	COM	713448108	6755	89000	SH		DEFINED	1	2
PG&E CORP	COM	69331C108	237	5500	SH		DEFINED	1	2
PHARMERICA CORP	COM	71714F104	169	12200	SH		DEFINED	1	2
PLAINS EXPL& PRODTN CO	COM	726505100	276	5104	SH		DEFINED	1	2
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	562	139894	SH		DEFINED	1	2
PNC FINL SVCS GROUP INC	COM	693475105	279	4256	SH		DEFINED	1	2
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	564	17100	SH		DEFINED	1	2
PRECISION CASTPARTS CORP	COM	740189105	617	4450	SH		DEFINED	1	2
PRICE T ROWE GROUP INC	COM	74144T108	262	4300	SH		DEFINED	1	2

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PRIMEDIA INC	COM NEW	74157K846	176	20737	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	UNIT 99/99/9999	74347T202	9053	924800	SH	DEFINED	1	2	
PROSPECT ACQUISITION CORP	COM	74347T103	1820	200000	SH	DEFINED	1	2	
PROSPERITY BANCSHARES INC	COM	743606105	6025	205000	SH	DEFINED	1	2	
PROTALIX BIOTHERAPEUTICS INC	COM	74365A101	46	13528	SH	DEFINED	1	2	
QUESTAR CORP	COM	748356102	251	4640	SH	DEFINED	1	2	
QUICKSILVER RESOURCES INC	COM	74837R104	586	9840	SH	DEFINED	1	2	
QUIKSILVER INC	COM	74838C106	97	11300	SH	DEFINED	1	2	
QUILMES INDL QUINSA SOCIETE	SP ADR CL B	74838Y207	27884	343182	SH	DEFINED	1	2	
QUINTANA MARITIME LTD	SHS	Y7169G109	4366	190000	SH	DEFINED	1	2	
QUINTANA MARITIME LTD	SHS	Y7169G109	919	40000	SH	DEFINED	1	2	
QWEST COMMUNICATIONS INTL IN	COM	749121109	217	30900	SH	DEFINED	1	2	
RADIOSHACK CORP	COM	750438103	10116	600000	SH	DEFINED	1	2	
RELIANCE STEEL & ALUMINUM CO	COM	759509102	998	18400	SH	DEFINED	1	2	
RESEARCH IN MOTION LTD	COM	760975102	2846	25100	SH	DEFINED	1	2	
ROCKWELL COLLINS INC	COM	774341101	589	8180	SH	DEFINED	1	2	
SBA COMMUNICATIONS CORP	COM	78388J106	7154	211400	SH	DEFINED	1	2	
SCHLUMBERGER LTD	COM	806857108	1169	11880	SH	DEFINED	1	2	
SEAGATE TECHNOLOGY	SHS	G7945J104	416	16300	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	576	20000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	246	8500	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	28930	1000000	SH	CALL	DEFINED	1	2
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	16721	427000	SH	DEFINED	1	2	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	5705	214000	SH	DEFINED	1	2	
SHERWIN WILLIAMS CO	COM	824348106	395	6800	SH	DEFINED	1	2	
SLM CORP	COM	78442P106	23717	1177600	SH	DEFINED	1	2	
SMITH INTL INC	COM	832110100	1280	17330	SH	DEFINED	1	2	
SOUTHWESTERN ENERGY CO	COM	845467109	25289	453860	SH	DEFINED	1	2	
SPDR TR	UNIT SER 1	78462F103	292	2000	SH	DEFINED	1	2	
SPRINT NEXTEL CORP	COM SER 1	852061100	450	34200	SH	DEFINED	1	2	
SPRINT NEXTEL CORP	COM SER 1	852061100	748	57000	SH	DEFINED	1	2	
STANDARD PAC CORP NEW	COM	85375C101	6624	1977404	SH	DEFINED	1	2	
STAPLES INC	COM	855030102	288	12500	SH	DEFINED	1	2	
STAR BULK CARRIERS CORP	COM	Y8162K105	226	17592	SH	DEFINED	1	2	
STARENT NETWORKS CORP	COM	85528P108	1825	100000	SH	DEFINED	1	2	
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	1220	27700	SH	DEFINED	1	2	
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	13654	310100	SH	DEFINED	1	2	
STATE STR CORP	COM	857477103	9013	111000	SH	DEFINED	1	2	
STERLING BANCSHARES INC	COM	858907108	3797	340250	SH	DEFINED	1	2	
STONELEIGH PARTNERS ACQUS CO	*W EXP 05/31/201	861923126	350	500000	SH	DEFINED	1	2	
STONELEIGH PARTNERS ACQUS CO	COM	861923100	9319	1247500	SH	DEFINED	1	2	
STREETTRACKS GOLD TR	GOLD SHS	863307104	7663	92933	SH	DEFINED	1	2	
SYCAMORE NETWORKS INC	COM	871206108	149	38920	SH	DEFINED	1	2	
SYMANTEC CORP	COM	871503108	271	16800	SH	DEFINED	1	2	
SYNIVERSE HLDGS INC	COM	87163F106	514	33000	SH	DEFINED	1	2	
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	15028	507347	SH	DEFINED	1	2	
TELUS CORP	NON-VTG SHS	87971M202	1448	30000	SH	DEFINED	1	2	
TEMPLE INLAND INC	COM	879868107	417	20000	SH	DEFINED	1	2	
TEMPLE INLAND INC	COM	879868107	1668	80000	SH	DEFINED	1	2	
TEREX CORP NEW	COM	880779103	1022	15600	SH	DEFINED	1	2	
TERREMARK WORLDWIDE INC	COM NEW	881448203	164	25220	SH	DEFINED	1	2	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	312	6721	SH	DEFINED	1	2	
THERMO FISHER SCIENTIFIC INC	COM	883556102	588	10200	SH	DEFINED	1	2	
TIERONE CORP	COM	88650R108	573	25885	SH	DEFINED	1	2	
TORO CO	COM	891092108	202	3710	SH	DEFINED	1	2	
TRANSOCEAN INC NEW	SHS	G90073100	476	3323	SH	DEFINED	1	2	
TREEHOUSE FOODS INC	COM	89469A104	8158	354830	SH	DEFINED	1	2	
TREMISIS ENERGY ACQ CORP II	UNIT 99/99/9999	89472N200	8701	1100000	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	583	57800	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	COM	89677G109	25043	2740000	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	UNIT 07/12/2012	89677G208	7828	775000	SH	DEFINED	1	2	
TRIPLECROWN ACQUISITION CORP	*W EXP 10/22/201	89677G117	2552	2501700	SH	DEFINED	1	2	

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TYCO INTL LTD BERMUDA	SHS	G9143X208	206	5200	SH		DEFINED	1	2
U S G CORP	COM NEW	903293405	716	20000	SH		DEFINED	1	2
UAL CORP	COM NEW	902549807	294	8248	SH		DEFINED	1	2
UBS AG	SHS NEW	H89231338	336	7300	SH		DEFINED	1	2
ULTRA PETROLEUM CORP	COM	903914109	3710	51890	SH		DEFINED	1	2
UNION STREET ACQ CORP	*W EXP 02/05/201	908536113	56	100000	SH		DEFINED	1	2
UNION STREET ACQ CORP	COM	908536105	4686	612500	SH		DEFINED	1	2
UNIT CORP	COM	909218109	463	10000	SH		DEFINED	1	2
UNITED REFINING ENERGY CORP	UNIT 99/99/9999	911360204	15824	1600000	SH		DEFINED	1	2
URANIUM RES INC	COM PAR \$0.001	916901507	1747	139977	SH		DEFINED	1	2
UTSTARCOM INC	COM	918076100	53	19340	SH		DEFINED	1	2
VALERO ENERGY CORP NEW	COM	91913Y100	1050	15000	SH		DEFINED	1	2
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	574	15500	SH		DEFINED	1	2
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	728	8000	SH		DEFINED	1	2
VERENIUM CORPORATION	COM	92340P100	132	26405	SH		DEFINED	1	2
VERIZON COMMUNICATIONS	COM	92343V104	2779	63600	SH		DEFINED	1	2
VIACOM INC NEW	CL B	92553P201	501	11400	SH		DEFINED	1	2
VICTORY ACQUISITION CORP	*W EXP 04/24/201	92644D118	613	367000	SH		DEFINED	1	2
VICTORY ACQUISITION CORP	COM	92644D100	14526	1499000	SH		DEFINED	1	2
WASHINGTON MUT INC	COM	939322103	318	23400	SH		DEFINED	1	2
WEATHERFORD INTERNATIONAL LT	COM	G95089101	1348	19650	SH		DEFINED	1	2
WELLS FARGO & CO NEW	COM	949746101	9057	300000	SH	PUT	DEFINED	1	2
WESTERN DIGITAL CORP	COM	958102105	514	17000	SH		DEFINED	1	2
WEYERHAEUSER CO	COM	962166104	3687	50000	SH	PUT	DEFINED	1	2
WEYERHAEUSER CO	COM	962166104	21385	290000	SH	PUT	DEFINED	1	2
WEYERHAEUSER CO	COM	962166104	36554	495710	SH		DEFINED	1	2
WEYERHAEUSER CO	COM	962166104	6787	92040	SH		DEFINED	1	2
WILLIAMS COS INC DEL	COM	969457100	27894	779610	SH		DEFINED	1	2
WILLIAMS COS INC DEL	COM	969457100	25716	718750	SH		DEFINED	1	2
WYNN RESORTS LTD	COM	983134107	202	1800	SH		DEFINED	1	2
XENOPORT INC	COM	98411C100	201	3600	SH		DEFINED	1	2
XTO ENERGY INC	COM	98385X106	841	16377	SH		DEFINED	1	2
YAHOO INC	COM	984332106	20469	880000	SH	CALL	DEFINED	1	2