

Brookdale Senior Living Inc.  
Form SC 13D/A  
January 04, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Brookdale Senior Living Inc.

---

(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

37944Q 10 3

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(CUSIP Number)

Randal A. Nardone

Chief Operating Officer

c/o Fortress Investment Group LLC

Edgar Filing: Brookdale Senior Living Inc. - Form SC 13D/A

1345 Avenue of the Americas

New York, New York 10105

(212) 798-6100

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

COPY TO:

Joseph A. Coco, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

January 4, 2008

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

Page 2 of 19 Pages

1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FRIT Holdings LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-7,400,000-

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-7,400,000-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-7,400,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.3% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

---



SCHEDULE 13D

CUSIP No. 37944Q 10 3

Page 3 of 19 Pages

1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Registered Investment Trust

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-9,102,708-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-9,102,708-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-9,102,708-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

IV

\* 7,400,000 shares solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of FRIT Holdings LLC

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Fund LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-9,102,708-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-9,102,708-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-9,102,708-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust.

---



SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Fund MM LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-9,102,708-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-9,102,708-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-9,102,708-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the managing member of Fortress Investment Fund LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIT-ALT Investor LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-13,228,000-

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-13,228,000-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-13,228,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIT Holdings LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

AF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-33,228,000-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-33,228,000-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-33,228,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.7% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* 13,228,000 shares solely in its capacity as the holder of all issued and outstanding shares of beneficial interest of FIT-ALT Investor LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Trust II

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-33,228,000-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-33,228,000-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-33,228,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.7% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

IV

\* Solely in its capacity as the holder of all issued and outstanding shares of beneficial ownership of FIT Holdings LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Fund II LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-33,228,000-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-33,228,000-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-33,228,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.7% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Fund MM II LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-33,228,000-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-33,228,000-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-33,228,000-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.7% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the managing member of Fortress Investment Fund II LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RIC Coinvestment Fund LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

WC

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-17,600,867-

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-17,600,867-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-17,600,867-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.3% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

IV

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIG Advisors LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-18,427,159-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-18,427,159-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-18,427,159-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.1% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

IA

\* 17,600,867 shares solely in its capacity as the investment advisor of RIC Coinvestment Fund LP and 826,292 shares solely in its capacity as the investment advisor of Fortress Brookdale Investment Fund LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIG LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-61,007,867-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-61,007,867-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-61,007,867-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

60.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* 18,427,159 shares solely in its capacity as the holder of all of the issued and outstanding shares of beneficial interest of FIG Advisors LLC; 9,102,708 shares solely in its capacity as the managing member of Fortress Fund MM LLC; 33,228,000 shares solely in its capacity as the managing member of Fortress Fund MM II LLC; 125,000 shares solely in its capacity as the managing member of Drawbridge Special Opportunities Advisors LLC; and 125,000 shares solely in its capacity as the managing member of Drawbridge Global Macro Advisors LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Operating Entity I LP (formerly known as Fortress Investment Holdings LLC)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-61,007,867-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-61,007,867-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-61,007,867-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

60.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as holder of all of the issued and outstanding shares of beneficial interest of FIG LLC.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIG Corp.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware



NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-61,007,867-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-61,007,867-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-61,007,867-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

60.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as the general partner of Fortress Operating Entity I LP.

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SCHEDULE 13D

CUSIP No. 37944Q 10 3

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1

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fortress Investment Group LLC (formerly known as Fortress Investment Group Holdings LLC)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

Not applicable

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

-61,007,867-\*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

-61,007,867-\*

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-61,007,867-

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

60.0% (based on 101,615,992 shares of common stock outstanding as of November 5, 2007)

14

TYPE OF REPORTING PERSON (See Instructions)

OO

\* Solely in its capacity as holder of all of the issued and outstanding shares of beneficial interest of FIG Corp.

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This Amendment No. 1 (this Amendment) to the Schedule 13D filed by the Reporting Persons on July 25, 2006 (the Original Schedule 13D) is being filed to reflect the repayment of the Credit Agreements and the entry by FIT Holdings LLC into a new loan agreement. This transaction is more fully described under Item 6. Unless otherwise defined in this Amendment, terms defined in the Original Schedule 13D have the same meanings in this Amendment.

## Item 2.

### Identity and Background

The first three paragraphs of Item 2 of the Original Schedule 13D are amended and restated in their entirety to read as follows:

(a), (b), (c) and (f). This Statement is being filed jointly by FRIT Holdings LLC (FRITH), Fortress Registered Investment Trust (FRIT), Fortress Investment Fund LLC (FIF), Fortress Fund MM LLC (Fund MM), FIT-ALT Investor LLC (FIT-ALT), FIT Holdings LLC (FITH), Fortress Investment Trust II (FIT II), Fortress Investment Fund II LLC (FIF II), Fortress Fund MM II LLC (Fund MM II), RIC Coinvestment Fund LP (RIC), FIG Advisors LLC (FIGA), FIG LLC (FIG), Fortress Operating Entity I LP (FOE I), FIG Corp. and Fortress Investment Group LLC (Fortress), pursuant to a joint filing agreement attached hereto as Exhibit 99.1. FRIT, FIF, Fund MM, FIT-ALT, FIT II, FIF II and Fund MM II, together with FIG and FOE, are collectively referred to herein as the Existing Reporting Persons. RIC, together with FIGA, FIG and FOE, are collectively referred to herein as the RIC Reporting Persons. FRITH, FITH and Fortress Brookdale Investment Fund LLC (FBIF), together with FRIT, FIF, Fund MM, FIT II, FIF II Fund MM II, FIGA, FIG and FOE are collectively referred to herein as the June Transfer Reporting Persons. The Existing Reporting Persons, the RIC Reporting Persons, the June Transfer Reporting Persons, FIG Corp. and Fortress are collectively referred to herein as the Reporting Persons. The business address of each of the Reporting Persons is 1345 Avenue of the Americas, 46th Floor, New York, New York 10105. The principal business of each Reporting Person is securities real estate-related investments. Set forth in Amended and Restated Annex A attached hereto is a listing of the directors and executive officers of each of Fortress, FIG Corp., FIG, FIF II and Fund MM II, the directors of RIC, the managers and members of FRITH, FIF, FITH, Fund MM, FIT-ALT, FIGA, and FOE, and the trustees and executive officers of FRIT and FIT II (collectively, the Covered Persons), and the business address and present principal occupation or employment of each of the Covered Persons, and is incorporated herein by reference. Each of the Covered Persons is a United States citizen.

## Item 4.

### Purpose of Transaction

The second paragraph under the section entitled Shares Held By Existing Reporting Persons and June Transfer Reporting Persons in Item 4 of the Original Schedule 13D is amended by (i) replacing the word FITH where it appears therein with the word FRITH and (ii) replacing the word FRITH where it appears therein with the word FITH.

## Item 5.

### Interest in Securities of the Issuer

The first four paragraphs of Item 5 of the Original Schedule 13D are amended and restated in their entirety to read as follows:

(a) and (b). For the reasons set forth below, each of FRIT, FIF, Fund MM, FIG, FOE, FIG Corp. and Fortress may be deemed to beneficially own the 7,400,000 shares held directly by FRITH and each of FIF, Fund MM, FIG, FOE, FIG



Corp. and Fortress may be deemed to beneficially own the 1,702,708 shares held directly by FRIT. Each of FIF, Fund MM, FIG, FOE, FIG Corp. and Fortress does not directly own any securities of the Issuer. However, (i) FRIT has the ability to direct the management of FRITH s

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business and affairs as the holder of all of the issued and outstanding shares of beneficial interest of FRITH; (ii) FIF has the ability to direct the management of FRIT's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FRIT; (iii) Fund MM has the ability to direct the management of FIF's business and affairs as the managing member of FIF; (iv) FIG has the ability to direct the management of Fund MM's business and affairs as the managing member of Fund MM; (v) FOE has the ability to direct the management of FIG's business and affairs as the sole member of FIG; (vi) FIG Corp. has the ability to direct the management of FOE's business and affairs as the general partner of FOE; and (vii) Fortress has the ability to direct the management of FIG Corp.'s business and affairs as the owner of all issued and outstanding shares of FIG Corp.

For the reasons set forth below, each of FITH, FIT II, FIF II, Fund MM II, FIG, FOE, FIG Corp. and Fortress may be deemed to beneficially own the 13,228,000 shares held directly by FIT-ALT and each of FIT II, FIF II, Fund MM II, FIG, FOE, FIG Corp. and Fortress may be deemed to beneficially own the 20,000,000 shares held directly by FITH. Each of FIF II, Fund MM II, FIG, FOE, FIG Corp. and Fortress does not directly own any securities of the Issuer. However, (i) FITH has the ability to direct the management of FIT-ALT's business and affairs as the holder of all issued and outstanding shares of FITH; (ii) FIT II has the ability to direct the management of FITH's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FITH; (iii) FIF II has the ability to direct the management of FIT II's business and affairs as the holder of a majority of the issued and outstanding shares of beneficial interest of FIT II; (iv) Fund MM II has the ability to direct the management of FIF II's business and affairs as the managing member of FIF II; (v) FIG has the ability to direct the management of Fund MM II's business and affairs as the managing member of Fund MM II; (vi) FOE has the ability to direct the management of FIG's business and affairs as the sole member of FIG; (vii) FIG Corp. has the ability to direct the management of FOE's business and affairs as the general partner of FOE; and (viii) Fortress has the ability to direct the management of FIG Corp.'s business and affairs as the owner of all issued and outstanding shares of FIG Corp.

For the reasons set forth below, each of FIGA, FIG, FOE, FIG Corp. and Fortress may be deemed to beneficially own the 17,600,867 shares held directly by RIC (the "Reported Shares"). Each of FIGA, FIG, FOE, FIG Corp. and Fortress does not directly own any securities of the Issuer. However, (i) FIGA has the ability to direct the management of RIC's business and affairs as the investment advisor of RIC; (ii) FIG has the ability to direct the management of FIGA's business and affairs as the holder of all issued and outstanding shares of beneficial interest of FIGA; (iii) FOE has the ability to direct the management of FIG's business and affairs as the sole member of FIG; (iv) FIG Corp. has the ability to direct the management of FOE's business and affairs as the general partner of FOE; and (v) Fortress has the ability to direct the management of FIG Corp.'s business and affairs as the owner of all issued and outstanding shares of FIG Corp.

As a result of the acquisition of the Reported Shares, FIG, FOE, FIG Corp. and Fortress, through their beneficial ownership of 61,007,867 shares, collectively control approximately 60.0% of the outstanding voting capital stock of the Issuer. Wesley R. Edens, one of the Covered Persons, directly owns 279,500 shares of the Issuer's Common Stock. The Reporting Persons have been advised that each of the Covered Persons disclaims beneficial ownership of the shares of the Issuer's Common Stock from time to time owned directly or otherwise beneficially by such Reporting Persons.

## **Item 6.**

### **Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

The section entitled "Credit Agreements" in Item 6 of the Original Schedule 13D is recaptioned "Loan Agreement" and the first three paragraphs thereunder are amended and restated in their entirety to read as follows:





On December 28, 2007, FIT Holdings LLC ( Borrower ) entered into a loan agreement (the Loan Agreement ) with Goldman Sachs Bank USA, as agent, Goldman, Sachs & Co., as collateral agent (the Collateral Agent ) and the lenders party thereto (the Lenders ). Pursuant to the Loan Agreement, Borrower has received a loan of approximately \$250 million from the Lenders, and this amount has been secured by, among other things, a pledge by Borrower and its wholly-owned subsidiary, FIT-ALT Investor LLC ( Subsidiary ), of a total of 33,228,000 shares of Common Stock owned by Borrower and Subsidiary. The 33,228,000 shares of Common Stock represent approximately 32.7% of the Issuer s issued and outstanding Common Stock as of the date hereof.

The Loan Agreement contains customary default provisions and also requires cash collateralization of a portion of the borrowings by Borrower in the event the trading price of the Common Stock decreases below certain specified levels. In the event of a default under the Loan Agreement by Borrower, the Collateral Agent may foreclose upon any and all shares of Common Stock pledged to it and may seek recourse against Borrower and Subsidiary. Borrower has agreed in the Loan Agreement that if a shelf registration statement is not effective and usable for resales of any portion of the pledged Common Stock by the Lenders as of or any time after January 4, 2008, Borrower will prepay a related portion of the borrowings.

The Issuer is not a party to the Loan Agreement and has no obligations thereunder.

**Item 7.**

**Material to be Filed as Exhibits**

Exhibit

Description

99.1

Joint Filing Agreement, dated January 4, 2008, by and among FRIT Holdings LLC, Fortress Registered Investment Trust, Fortress Investment Fund LLC, Fortress Fund MM LLC, FIT-ALT Investor LLC, FIT Holdings LLC, Fortress Investment Trust II, Fortress Investment Fund II LLC, Fortress Fund MM II LLC, RIC Coinvestment Fund LP, FIG Advisors LLC, FIG LLC, Fortress Operating Entity II LP, FIG Corp. and Fortress Investment Group LLC.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FRIT HOLDINGS LLC

By:

Fortress Registered Investment Trust, a Delaware business trust, as Managing Member

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS REGISTERED INVESTMENT TRUST

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS INVESTMENT FUND LLC

By:

Fortress Fund MM LLC, a Delaware limited liability company, as Managing Member

By:



/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

---



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS FUND MM LLC

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FIT-ALT INVESTOR LLC

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FIT HOLDINGS LLC

By:

Fortress Investment Trust II, as Managing Member

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

---



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS INVESTMENT TRUST II

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS INVESTMENT FUND II LLC

By:

Fortress Fund MM II LLC, as Managing Member

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS FUND MM II LLC

By:

/s/ Randal A. Nardone



Randal A. Nardone  
its Chief Operating Officer and Secretary

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

RIC COINVESTMENT FUND LP

By:

RIC Coinvestment GP LLC, its general partner

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer and Secretary

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FIG ADVISORS LLC

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer of FIG LLC, managing member of FIG Advisors LLC

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FIG LLC

By:

/s/ Randal A. Nardone

Randal A. Nardone  
its Chief Operating Officer

---



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS OPERATING ENTITY I LP

By:

/s/ Randal A. Nardone

Randal A. Nardone  
as Chief Operating Officer of FIG Corp. general partner of Fortress Operating Entity I LP

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FIG CORP.

By:

/s/ Randal A. Nardone

Randal A. Nardone  
as Chief Operating Officer

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 4, 2008

FORTRESS INVESTMENT GROUP LLC

By:

/s/ Randal A. Nardone

Randal A. Nardone  
as Chief Operating Officer

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**AMENDED AND RESTATED ANNEX A**

**DIRECTORS AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT GROUP LLC**

The name and principal occupation of each of the directors and executive officers of Fortress Investment Group LLC, the holder of all of the issued and outstanding shares of FIG Corp., are listed below. Unless indicated otherwise below, the principal business address of each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Peter L. Briger, Jr.

Co-President and Director of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Michael E. Novogratz

Co-President and Director of Fortress Investment Group LLC

Daniel N. Bass

Chief Financial Officer of Fortress Investment Group LLC

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

Fredric B. Garonzik

Advisory Director to the Asian Special Opportunities Fund at Goldman, Sachs. Goldman, Sachs address is 85 Broad Street, New York, NY 10004.

Richard N. Haass

President of the Council on Foreign Relations. The Council on Foreign Relations address is The Harold Pratt House, 58 East 68th Street, New York, NY 10021.

Douglas L. Jacobs

Director of ACA Capital Holdings, Inc. ACA Capital Holdings, Inc. s address is 140 Broadway, New York, NY 10005.

Daniel H. Mudd

President and Chief Executive Officer of Fannie Mae. Fannie Mae s address is 3900 Wisconsin Avenue, NW, Washington, DC 20016.

Howard Rubin

Director of Capstead Mortgage Corporation, Deerfield Triarc Capital Corp. and GateHouse Media. Capstead Mortgage Corporation s address is 8401 North Central Expressway, Suite 800, Dallas, TX 75225. Deerfield Triarc Capital Corp. s address is 6250 N. River Road, 9th Floor, Rosemont, IL 60018. GateHouse Media s address is 350 Willowbrook Office Park, Fairport, NY 14450.

Takumi Shibata

Chief Executive Officer of the Asset Management Division of Nomura Holdings, Inc. Nomura Holdings, Inc.'s address is 9-1, Nihonbashi 1-chome, Chuo-ku, TKY 103-8645, Japan. Mr. Shibata is a citizen of Japan.

**DIRECTORS AND EXECUTIVE OFFICERS OF FIG CORP.**

The name and principal occupation of the directors and each of the executive officers of FIG Corp., the general partner of Fortress Operating Entity I LP, are listed below. The principal business address of each of the directors and executive officers of FIG Corp. is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

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**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Peter L. Briger, Jr.

Co-President and Director of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Michael E. Novogratz

Co-President and Director of Fortress Investment Group LLC

Daniel N. Bass

Chief Financial Officer of Fortress Investment Group LLC

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

**GENERAL PARTNER OF FORTRESS OPERATING ENTITY I LP**

The name of the general partner of Fortress Operating Entity I LP, the holder of all issued and outstanding shares of beneficial interest of FIG LLC, is FIG Corp. The name and principal occupation of the directors and each of the executive officers of Fortress Investment Group LLC, the holder of all of the issued and outstanding shares of FIG Corp., are listed below. The principal business address of the general partner of Fortress Operating Entity I LP and each of the directors and executive officers of Fortress Investment Group LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Peter L. Briger, Jr.

Co-President and Director of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Michael E. Novogratz

Co-President and Director of Fortress Investment Group LLC

Daniel N. Bass

Chief Financial Officer of Fortress Investment Group LLC

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

**DIRECTORS AND EXECUTIVE OFFICERS OF FIG LLC**

The name and principal occupation of the director and each of the executive officers of FIG LLC, the holder of all issued and outstanding shares of beneficial interest of FIG Advisors LLC, the managing member of Fortress Fund MM LLC, the managing member of Fortress Fund MM II LLC, the managing member of Drawbridge Special Opportunities Advisors LLC and the managing member of Drawbridge Global Macro Advisors LLC, are listed below. The principal business address of each of the directors and executive officers of FIG LLC is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Peter L. Briger, Jr.

Co-President and Director of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Michael E. Novogratz

Co-President and Director of Fortress Investment Group LLC

Daniel N. Bass

Chief Financial Officer of Fortress Investment Group LLC

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

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**EXECUTIVE OFFICERS OF FORTRESS INVESTMENT FUND II LLC**

The name and principal occupation of each of the executive officers of Fortress Investment Fund II LLC, the holder of a majority of the issued and outstanding shares of beneficial interest of Fortress Investment Trust II, are listed below. The principal business address of each of the executive officers of Fortress Investment Fund II LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

**EXECUTIVE OFFICERS OF FORTRESS FUND MM II LLC**

The name and principal occupation of each of the executive officers of Fortress Fund MM II LLC, the managing member of Fortress Investment Fund II LLC, are listed below. The principal business address of each of the executive officers of Fortress Fund MM II LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

**DIRECTORS OF RIC COINVESTMENT FUND LP**

The name and principal occupation of each of the directors of RIC Coinvestment Fund LP are listed below.

**NAME**

**PRINCIPAL OCCUPATION**

**PRINCIPAL BUSINESS ADDRESS**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Fortress Investment Group LLC  
1345 Avenue of the  
Americas, 46th Floor  
New York, NY 10105

John Sites

Consultant, Wexford Capital

411 W Putnam Ave # 125  
Greenwich, CT 06830

Doug Gorence

Chief Investment Officer for the University of Minnesota Foundation Investment Advisors

DuPont Pension Fund Investment  
One Righter Pkwy Suite 3200  
Wilmington, DE 19803

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**MANAGERS AND MEMBERS OF FORTRESS INVESTMENT FUND LLC**

The name and principal occupation of each of the managers and members of Fortress Investment Fund LLC, the holder of all of the issued and outstanding shares of beneficial interest of Fortress Registered Investment Trust, are listed below. The principal business address of each of the managers and members officers of Fortress Investment Fund LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

**EXECUTIVE OFFICERS OF FIT HOLDINGS LLC**

The name and principal occupation of each of the executive officers of FIT Holdings LLC, the sole member of FIT-ALT Investor LLC, are listed below. The principal business address of each of the managers and members

officers of FIT Holdings LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

**EXECUTIVE OFFICERS OF FRIT HOLDINGS LLC**

The name and principal occupation of each of the executive officers of FRIT Holdings LLC are listed below. The principal business address of each of the managers and members officers of FRIT Holdings LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

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**MANAGERS AND MEMBERS OF FORTRESS FUND MM LLC**

The name and principal occupation of each of the managers and members of Fortress Fund MM LLC, the managing member of Fortress Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of Fortress Fund MM LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

David Brooks

Secretary, Vice President and General Counsel of Fortress Investment Group LLC

**EXECUTIVE OFFICERS OF FIT-ALT INVESTOR LLC**

The name and principal occupation of each of the executive officers of FIT-ALT Investor LLC are listed below. The principal business address of each of the managers and members officers of FIT-ALT Investor LLC is 1345 Avenue of

the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

William Doniger

Managing Director of FIG LLC

**MANAGERS AND MEMBERS OF FIG ADVISORS LLC**

The name and principal occupation of each of the managers and members of FIG Advisors LLC, the investment advisor of Fortress Pinnacle Investment Fund LLC, are listed below. The principal business address of each of the managers and members officers of FIG Advisors LLC is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

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**TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS REGISTERED INVESTMENT TRUST**

The name and principal occupation of each of the trustees and executive officers of Fortress Registered Investment Trust, the sole member of FRIT Holdings LLC, are listed below. The principal business address of each of the executive officers of Fortress Registered Investment Trust is c/o Fortress Investment Group LLC 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**Trustees**

**NAME**

**PRINCIPAL OCCUPATION**

**PRINCIPAL BUSINESS ADDRESS**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Fortress Investment Group LLC

1345 Avenue of the Americas, 46th Floor

New York, NY 10105

Carmen Gigliotti

Senior Portfolio Manager, DuPont Pension Fund Investment

DuPont

One Righter Pkwy Suite 3200

Wilmington, DE 19803

Amy Diamond

Manager, Private Investments, Northwestern University

Northwestern University 1800 Sherman Ave, Suite 400, Evanston, IL 60201

Doug Gorence

Chief Investment Officer for the University of Minnesota Foundation Investment Advisors

DuPont Pension Fund Investment

One Righter Pkwy Suite 3200

Wilmington, DE 19803

Marcia Haydel

Portfolio Manager, General Motors Investment Management Corporation

2 Pickwick Plaza Suite 310

Greenwich, CT 06830

Gary Holt

Investment Officer, Washington State Investment Board

Washington State Investment Board

2100 Evergreen Park Drive SW

Olympia, WA 98504

John Sites

Consultant, Wexford Capital

411 W Putnam Ave # 125

Greenwich, CT 06830

Mark Barnard

Director - Private Investments, Howard Hughes Medical Institute

Howard Hughes Medical Institute

4000 Jones Bridge Road

Chevy Chase, MD 20815-6789

Rob Gidel

Managing Partner, Liberty Partners

7380 Sand Lake Road Suite 500

Orlando, FL 32819

**Executive Officers**

**NAME**

**PRINCIPAL OCCUPATION**

Wesley R. Edens



Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Robert I. Kauffman

President-Europe and Director of Fortress Investment Group LLC

Randal A. Nardone

Chief Operating Officer and Director of Fortress Investment Group LLC

Kevin Naughton

Chief Financial Officer of Fortress Investment Group LLC Private Equity Funds

Allison Thrush

Managing Director of FIG LLC

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**TRUSTEES AND EXECUTIVE OFFICERS OF FORTRESS INVESTMENT TRUST II**

The name and principal occupation of each of the trustees and executive officers of Fortress Investment Trust II, the holder of all issued and outstanding shares of beneficial interest of FIT Holdings LLC, are listed below. The principal business address of each of the executive officers of Fortress Investment Trust II is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

**Trustees**

**NAME**

**PRINCIPAL OCCUPATION**

**PRINCIPAL BUSINESS ADDRESS**

Wesley R. Edens

Chairman of the Board of Directors and Chief Executive Officer of Fortress Investment Group LLC

Fortress Investment Group LLC  
1345 Avenue of the Americas, 46th Floor  
New York, NY 10105

Carmen Gigliotti

Senior Portfolio Manager, DuPont Pension Fund Investment

DuPont

One Righter Pkwy Suite 3200

Wilmington, DE 19803

Amy Diamond

Manager, Private Investments, Northwestern University

Northwestern University 1800  
Sherman Ave, Suite 400  
Evanston, IL 60201

Doug Gorence

Chief Investment Officer for the University of Minnesota Foundation Investment Advisors

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Allison Thrush

Managing Director of FIG LLC

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