VECTOR GROUP LTD
Form 10-Q
August 03, 2015

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

FORM 10-Q

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

For The Quarterly Period Ended June 30, 2015

VECTOR GROUP LTD.
(Exact name of registrant as specified in its charter)

Delaware	1-5759	65-0949535
(State or other jurisdiction of incorporation incorporation or organization)	Commission File Number	(I.R.S. Employer Identification No.)

4400 Biscayne Boulevard
Miami, Florida 33137
305-579-8000
(Address, including zip code and telephone number, including area code,
of the principal executive offices)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
x Yes o No

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

At July 29, 2015, Vector Group Ltd. had 116,830,619 shares of common stock outstanding.

VECTOR GROUP LTD.

FORM 10-Q

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VECTOR GROUP LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	June 30, 2015	December 31, 2014
ASSETS:		
Current assets:		
Cash and cash equivalents	$238,323	$326,365
Investment securities available for sale	342,577	346,043
Accounts receivable - trade, net	18,022	23,328
Inventories	98,576	90,323
Income taxes receivable, net	—	3,282
Restricted assets	2,324	2,595
Other current assets	45,236	36,718
Total current assets	745,058	828,654
Property, plant and equipment, net	79,448	84,112
Real estate held for sale, net	23,043	10,643
Long-term investments	46,219	40,292
Investments in real estate ventures	199,026	163,460
Restricted assets	20,220	12,013
Goodwill and other intangible assets, net	267,000	269,972
Prepaid pension costs	26,635	25,032
Other assets	56,194	58,893
Total assets	$1,462,843	$1,493,071
LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY:		
Current liabilities:		
Current portion of notes payable and long-term debt	$6,074	$52,640
Current portion of fair value of derivatives embedded within convertible debt	—	884
Current payments due under the Master Settlement Agreement	62,626	26,322
Current portion of employee benefits	931	931
Income taxes payable, net	3,723	1,743
Litigation accruals	3,477	3,149
Deferred income taxes, net	28,322	28,479
Other current liabilities	125,523	126,755
Total current liabilities	230,676	240,903
Notes payable, long-term debt and other obligations, less current portion	872,999	860,711
Fair value of derivatives embedded within convertible debt	156,783	168,502
Non-current employee benefits	49,705	49,314
Deferred income taxes, net	98,180	94,510
Payments due under the Master Settlement Agreement	25,809	25,809
Litigation accruals	23,444	25,700
Other liabilities	6,913	5,570
Total liabilities	1,464,509	1,471,019
Commitments and contingencies (Note 7)		
Stockholders' (deficiency) equity:		
Preferred stock, par value $1.00 per share, 10,000,000 shares authorized	—	—
Common stock, par value $0.10 per share, 250,000,000 and 250,000,000 shares authorized, 120,975,866 and 118,646,261 shares issued and 116,830,619 and 114,501,014 shares outstanding	11,683	11,450

Additional paid-in capital	—	—
Accumulated deficit	(115,570)	(90,160)
Accumulated other comprehensive income	33,758	34,540
Less: 4,145,247 and 4,145,247 shares of common stock in treasury, at cost	(12,857)	(12,857)
Total Vector Group Ltd. stockholders' deficiency	(82,986)	(57,027)
Non-controlling interest	81,320	79,079
Total stockholders' (deficiency) equity	(1,666)	22,052
Total liabilities and stockholders' (deficiency) equity	$1,462,843	$1,493,071

The accompanying notes are an integral part of the condensed consolidated financial statements.

VECTOR GROUP LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenues:				
Tobacco*	$254,890	$250,556	$482,975	$483,948
Real estate	161,022	153,488	293,278	261,532
E-Cigarettes	261	2,569	680	8,369
Total revenues	416,173	406,613	776,933	753,849
Expenses:				
Cost of sales:				
Tobacco*	174,867	179,773	331,897	347,939
Real estate	103,870	97,763	188,228	165,087
E-Cigarettes	467	1,746	1,097	5,293
Total cost of sales	279,204	279,282	521,222	518,319
Operating, selling, administrative and general expenses	79,679	67,023	153,623	131,000
Litigation settlement and judgment expense	1,250	—	2,093	1,500
Operating income	56,040	60,308	99,995	103,030
Other income (expenses):				
Interest expense	(31,761)	(44,183)	(63,507)	(79,636)
Change in fair value of derivatives embedded within convertible debt	5,256	1,970	11,716	320
Acceleration of interest expense related to debt conversion	—	(439)	—	(4,118)
Equity income (loss) from real estate ventures	1,856	(1,808)	2,194	(256)
Equity (loss) income on long-term investments	(1,657)	(273)	(1,694)	633
(Loss) gain on sale of investment securities available for sale	(190)	(18)	12,839	(71)
Other, net	1,525	3,575	3,421	5,701
Income before provision for income taxes	31,069	19,132	64,964	25,603
Income tax expense	11,364	6,101	24,043	9,043
Net income	19,705	13,031	40,921	16,560
Net income attributed to non-controlling interest	(1,837)	(5,106)	(2,097)	(6,055)
Net income attributed to Vector Group Ltd.	$17,868	$7,925	$38,824	$10,505
Per basic common share:				
Net income applicable to common shares attributed to Vector Group Ltd.	$0.15	$0.08	$0.34	$0.10
Per diluted common share:				

Net income applicable to common shares attributed to Vector Group Ltd.	$0.15	$0.08	$0.34	$0.10
Cash distributions and dividends declared per share	$0.40	$0.38	$0.80	$0.76

* Revenues and cost of sales include excise taxes of $108,912, $109,695, $206,271 and $212,108, respectively.

The accompanying notes are an integral part of the condensed consolidated financial statements.

VECTOR GROUP LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	$19,705	$13,031	$40,921	$16,560
Net unrealized (losses) gains on investment securities available for sale:				
Change in net unrealized (losses) gains	(9,623)	(2,886)	6,517	3,108
Net unrealized losses (gains) reclassified into net income	190	18	(12,839)	71
Net unrealized (losses) gains on investment securities available for sale	(9,433)	(2,868)	(6,322)	3,179
Net unrealized gains on long-term investments accounted for under the equity method:				
Change in net unrealized gains	1,176	5,282	1,190	8,614
Net unrealized losses reclassified into net income	1,624	—	1,624	—
Net unrealized gains on long-term investments accounted for under the equity method	2,800	5,282	2,814	8,614
Net change in forward contracts	16	15	32	32
Net change in pension-related amounts				
Net loss arising during the year	1,607	—	1,607	—
Amortization of loss	254	147	521	295
Net change in pension-related amounts	1,861	147	2,128	295
Other comprehensive (loss) income	(4,756)	2,576	(1,348)	12,120
Income tax effect on:				
Change in net unrealized (losses) gains on investment securities	3,979	1,193	(2,694)	(1,780)
Net unrealized losses (gains) reclassified into net income on investment securities	(78)	(7)	5,309	(29)
Change in unrealized gains on long-term investments accounted for under the equity method	(478)	(2,184)	(484)	(3,554)
Net unrealized losses reclassified into net income on long-term investments accounted for under the equity method	(672)	—	(672)	—
Forward contracts	(7)	(6)	(13)	(12)
Pension-related amounts	(769)	(61)	(880)	74

Income tax provision on other comprehensive income	1,975	(1,065)	566	(5,301)
Other comprehensive (loss) income, net of tax	(2,781)	1,511	(782)	6,819
Comprehensive income	16,924	14,542	40,139	23,379
Comprehensive income attributed to non-controlling interest	(1,837)	(5,106)	(2,097)	(6,055)
Comprehensive income attributed to Vector Group Ltd.	$15,087	$9,436	$38,042	$17,324

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The accompanying notes are an integral part of the condensed consolidated financial statements.

VECTOR GROUP LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIENCY) EQUITY
(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	Vector Group Ltd. Stockholders' (Deficiency) Equity							
	Common Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Treasury	Non-controlling	
	Shares	Amount	Capital	Deficit	Income	Stock	Interest	Total
Balance, January 1, 2015	114,501,014	$11,450	$—	$(90,160)	$34,540	$(12,857)	$79,079	$22,052
Net income	—	—	—	38,824	—	—	2,097	40,921
Total other comprehensive loss	—	—	—	—	(782)	—	—	(782)
Total comprehensive income	—	—	—	—	—	—	—	40,139
Distributions and dividends on common stock	—	—	(29,292)	(64,234)	—	—	—	(93,526)
Note conversions, net of taxes $367	2,227,552	223	25,299	—	—	—	—	25,522
Exercise of stock options	102,053	10	1,209	—	—	—	—	1,219
Tax benefit of options exercised	—	—	384	—	—	—	—	384
Stock-based compensation	—	—	2,400	—	—	—	—	2,400
Contributions made by non-controlling interest	—	—	—	—	—	—	144	144
Balance as of June 30, 2015	116,830,619	$11,683	$—	$(115,570)	$33,758	$(12,857)	$81,320	$(1,666)

The accompanying notes are an integral part of the condensed consolidated financial statements.

VECTOR GROUP LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Net cash provided by operating activities	$83,885	$53,995
Cash flows from investing activities:		
Sale of investment securities	118,261	49,296
Maturities of investment securities	1,737	—
Purchase of investment securities	(113,595)	(110,419)
Proceeds from sale or liquidation of long-term investments	148	549
Purchase of long-term investments	(5,000)	(7,000)
Investments in real estate ventures	(34,857)	(12,534)
Distributions from investments in real estate ventures	—	3,539
Increase in cash surrender value of life insurance policies	(1,118)	(395)
Increase in restricted assets	(7,934)	(371)
Issuance of notes receivable	(4,410)	(250)
Proceeds from sale of fixed assets	3	4
Capital expenditures	(5,379)	(10,144)
Repayments of notes receivable	1,106	933
Purchase of subsidiaries	—	(250)
Pay downs of investment securities	3,530	—
Proceeds from sale of preferred securities	1,000	—
Investments in real estate held for sale	(12,502)	—
Net cash used in investing activities	(59,010)	(87,042)
Cash flows from financing activities:		
Proceeds from issuance of debt	22	413,916
Deferred financing costs	(625)	(12,360)
Repayments of debt	(3,374)	(8,051)
Borrowings under revolver	126,727	429,188
Repayments on revolver	(144,492)	(437,736)
Dividends and distributions on common stock	(92,778)	(80,963)
Distributions to non-controlling interest	—	(3,075)
Proceeds from exercise of Vector options	1,219	3,405
Tax benefit of options exercised	384	680
Net cash (used in) provided by financing activities	(112,917)	305,004
Net (decrease) increase in cash and cash equivalents	(88,042)	271,957
Cash and cash equivalents, beginning of period	326,365	234,466
Cash and cash equivalents, end of period	$238,323	$506,423

The accompanying notes are an integral part of the condensed consolidated financial statements.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation:

The condensed consolidated financial statements of Vector Group Ltd. (the “Company” or “Vector”) include the accounts of VGR Holding LLC (“VGR Holding”), Liggett Group LLC (“Liggett”), Vector Tobacco Inc. (“Vector Tobacco”), Liggett Vector Brands LLC (“Liggett Vector Brands”), Zoom E-Cigs LLC (“Zoom”), New Valley LLC (“New Valley”) and other less significant subsidiaries. New Valley includes the accounts of Douglas Elliman Realty, LLC (“Douglas Elliman”) and other less significant subsidiaries. All significant intercompany balances and transactions have been eliminated. Liggett and Vector Tobacco are engaged in the manufacture and sale of cigarettes in the United States. Zoom is engaged in the sale of electronic cigarettes in the United States. New Valley is engaged in the real estate business.
The unaudited, interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and, in management's opinion, contain all adjustments, consisting only of normal recurring items, necessary for a fair statement of the results for the periods presented. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission. The consolidated results of operations for interim periods should not be regarded as necessarily indicative of the results that may be expected for the entire year.
Revisions to December 31, 2014 Consolidated Balance Sheet. The Company has revised its December 31, 2014 Consolidated Balance Sheet, which originally presented deferred income tax assets and liabilities (current and noncurrent) on a gross basis, rather than a net basis. The revisions conform to ASC 740-10-45-6 which states all current deferred tax liabilities and assets shall be offset and presented as a single amount and all noncurrent deferred tax liabilities and assets shall be offset and presented as a single amount. The Company assessed the materiality of this error on previously issued financial statements and concluded that the error was immaterial.

The revisions are presented in the table below:

	December 31, 2014		
	As Previously Reported	Revision	As Revised
Deferred income taxes	$29,192	$(29,192)	$—
Total current assets	857,846	(29,192)	828,654
Deferred income taxes	51,129	(51,129)	—
Total assets	$1,573,392	$(80,321)	$1,493,071
Deferred income taxes, net	$57,671	$(29,192)	$28,479
Total current liabilities	270,095	(29,192)	240,903
Deferred income taxes, net	145,639	(51,129)	94,510

Total liabilities	1,551,340	(80,321)	1,471,019
Total stockholders' equity	22,052	—	22,052
Total liabilities and stockholders' equity	$1,573,392	$(80,321)	$1,493,071

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
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(b) Distributions and Dividends on Common Stock:

The Company records distributions on its common stock as dividends in its condensed consolidated statement of stockholders' (deficiency) equity to the extent of retained earnings and accumulated paid-in capital. Any amounts exceeding retained earnings are recorded as a reduction to additional paid-in capital. Any amounts then exceeding accumulated paid-in capital are recorded as an increase to accumulated deficit.

(c) Revenue Recognition:

Tobacco and E-Cigarettes sales: Revenues from sales are recognized upon the shipment of finished goods when title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, the sale price is fixed or determinable and collectibility is reasonably assured. The Company provides an allowance for expected sales returns, net of any related inventory cost recoveries. Certain sales incentives, including promotional price discounts, are classified as reductions of net sales. The Company includes federal excise taxes on tobacco sales in revenues and cost of goods sold. Since the Company’s primary line of business is tobacco, the Company’s financial position and its results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines at the Company and industry levels, regulation, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.
Real estate sales: Revenue is recognized only when persuasive evidence of an arrangement exists, the price is fixed or determinable, the transaction has been completed and collectibility of the resulting receivable is reasonably assured. Real estate and mortgage commissions earned by the Company’s real estate and mortgage brokerage businesses are recorded as revenue on a gross basis upon the closing of a real estate transaction as evidenced when the escrow or similar account is closed, the transaction documents have been recorded and funds are distributed to all appropriate parties. Commissions and royalties expenses are recognized concurrently with related revenues. Property management fees earned are recorded as revenue when the related services are performed.

(d) Earnings Per Share (“EPS”):

Information concerning the Company's common stock has been adjusted to give retroactive effect to the 5% stock dividend paid to Company stockholders on September 26, 2014. All per share amounts and references to share amounts have been updated to reflect the retrospective effect of the stock dividends.

Net income for purposes of determining basic and diluted EPS was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income attributed to Vector Group Ltd.	$17,868	$7,925	$38,824	$10,505
Expense attributed to participating securities	(529)	(231)	(1,151)	(309)
Net income attributed to Vector Group Ltd. available to common stockholders	$17,339	$7,694	$37,673	$10,196

Basic and diluted EPS were calculated using the following shares:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Weighted-average shares for basic EPS	112,337,817	101,598,939	111,881,314	100,470,719
Plus incremental shares related to stock options and non-vested restricted stock	199,112	106,321	195,488	117,908
Weighted-average shares for diluted EPS	112,536,929	101,705,260	112,076,802	100,588,627

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

The following were outstanding during the three and six months ended June 30, 2015 and 2014, but were not included in the computation of diluted EPS because the effect was anti-dilutive.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Weighted-average number of shares issuable upon conversion of debt	23,709,978	34,117,652	24,128,414	30,560,906
Weighted-average conversion price	$20.61	$18.11	$20.45	$16.72

(e) Fair Value of Derivatives Embedded within Convertible Debt:

The Company has estimated the fair market value of the embedded derivatives based principally on the results of a valuation model. The estimated fair value of the derivatives embedded within the convertible debt is based principally on the present value of future dividend payments expected to be received by the convertible debt holders over the term of the debt. The discount rate applied to the future cash flows is estimated based on a spread in the yield of the Company's debt when compared to risk-free securities with the same duration. A readily determinable fair market value of the embedded derivatives is not available. The valuation model assumes future dividend payments by the Company and utilizes interest rates and credit spreads for secured to unsecured debt, unsecured to subordinated debt and subordinated debt to preferred stock to determine the fair value of the derivatives embedded within the convertible debt. The valuation also considers other items, including current and future dividends and the volatility of the Company's stock price. At June 30, 2015, the range of estimated fair market values of the Company's embedded derivatives was between $155,272 and $158,324. The Company recorded the fair market value of its embedded derivatives at the midpoint of the range at $156,783 as of June 30, 2015. At December 31, 2014, the range of estimated fair market values of the Company's embedded derivatives was between $167,593 and $171,215. The Company recorded the fair market value of its embedded derivatives at the midpoint of the range at $169,386 as of December 31, 2014. The estimated fair market value of the Company's embedded derivatives could change significantly based on future market conditions. (See Note 6.)

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

(f) Other Income, Net:

Other income, net consisted of:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
(Loss) gain on warrants	$(369)	$45	$(483)	$(123)
Interest and dividend income	1,858	1,189	3,607	2,189
Accretion of interest income from debt discount on notes receivable	10	10	74	76
Gain on long-term investment	24	—	224	—
Out-of-period adjustment	—	—	—	1,231
Acceleration of closing fee related to termination of Douglas Elliman joint venture	—	2,335	—	2,335
Other income (expense)	2	(4)	(1)	(7)
Other income, net	$1,525	$3,575	$3,421	$5,701

The out-of-period adjustment related to a non-accrual of a receivable from Douglas Elliman in the fourth quarter of 2013 and would have increased the Company's gain on acquisition of Douglas Elliman in 2013. The Company assessed the materiality of this error on all previously issued financial statements and concluded that the error was immaterial to all previously issued financial statements. The impact of correcting this error in 2014 was not material to the Company's 2014 consolidated financial statements.

(g) Other Current Liabilities:

Other current liabilities consisted of:

	June 30, 2015	December 31, 2014
Accrued promotional expenses	$18,215	$20,191
Accrued excise and payroll taxes payable, net	20,885	23,172
Accrued interest	27,746	28,321
Commissions payable	13,442	9,523
Accrued salary and benefits	12,110	16,009
Other current liabilities	33,125	29,539
Total other current liabilities	$125,523	$126,755

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

(h) Goodwill and Other Intangible Assets:

The components of “Goodwill and other intangible assets, net” were as follows:

	June 30, 2015	December 31, 2014
Goodwill	$70,791	$70,791
Indefinite life intangibles:		
Intangible asset associated with benefit under the MSA	107,511	107,511
Trademark - Douglas Elliman	80,000	80,000
Intangibles with a finite life, net	8,698	11,670
Total goodwill and other intangible assets, net	$267,000	$269,972

(i) New Accounting Pronouncements:

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2015-03, Simplifying the Presentation of Debt Issuance Costs (“ASU 2015-03”), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected. Upon adoption, the Company will apply the new guidance on a retrospective basis and adjust the balance sheet of each individual period presented to reflect the period-specific effects of applying the new guidance. This guidance is effective for the Company beginning January 1, 2016. The Company is evaluating the effect that this guidance will have on its consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, Consolidation: Amendments to the Consolidation Analysis (“ASU 2015-02”). ASU 2015-02 amends the consolidation requirements and significantly changes the consolidation analysis required. ASU 2015-02 requires management to reevaluate all legal entities under a revised consolidation model specifically (1) modify the evaluation of whether limited partnership and similar legal entities are Variable Interest Entities (“VIEs”), (2) eliminate the presumption that a general partner should consolidate a limited partnership, (3) affect the consolidation analysis of reporting entities that are involved with VIEs particularly those that have fee arrangements and related party relationships, and (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Act of 1940 for registered money market funds. The guidance is effective for the Company beginning January 1, 2016. Early adoption is permitted. The Company is evaluating the effect that this guidance will have on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-9, “Revenue from Contracts with Customers (Topic 606),” (“ASU 2014-9”). ASU 2014-9 outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under the new model, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new standard requires that reporting companies disclose the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. As currently issued, the new standard is effective beginning January 1, 2019; early adoption is prohibited. The new standard is required to be applied retrospectively to each prior reporting period presented or with the cumulative effect of initially applying it recognized at the date of initial application. The Company has not yet selected a transition method nor has it determined the impact of the new standard on its condensed consolidated financial statements.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

2. INVENTORIES

Inventories consist of:

	June 30, 2015	December 31, 2014
Leaf tobacco	$57,576	$49,948
Other raw materials	4,041	3,532
Work-in-process	592	879
Finished goods	67,619	62,876
E-Cigarettes	243	3,079
Inventories at current cost	130,071	120,314
LIFO adjustments	(31,495)	(29,991)
	$98,576	$90,323

All of the Company's inventories at June 30, 2015 and December 31, 2014 are reported under the LIFO method. The $31,495 LIFO adjustment as of June 30, 2015 decreases the current cost of inventories by $19,821 for Leaf tobacco, $900 for Other raw materials, $41 for Work-in-Process, $10,637 for Finished goods and $96 for E-Cigarettes. The $29,991 LIFO adjustment as of December 31, 2014 decreased the current cost of inventories by $19,941 for Leaf tobacco, $861 for Other raw materials, $39 for Work-in-Process, $9,054 for Finished goods and $96 for E-Cigarettes.

The Company has a leaf inventory management program whereby, among other things, it is committed to purchase certain quantities of leaf tobacco. The purchase commitments are for quantities not in excess of anticipated requirements and are at prices, including carrying costs, established at the commitment date. At June 30, 2015, Liggett had tobacco purchase commitments of approximately $13,917 and E-Cigarettes purchase commitments of $300. The Company has a single source supply agreement for fire safe cigarette paper through 2019.

The Company capitalizes the incremental prepaid cost of the MSA in ending inventory. Each year, the Company capitalizes in inventory that portion of its MSA liability that relates to cigarettes shipped to the public warehouses but not sold. The amount of capitalized MSA cost in “Finished goods” inventory was $15,381 and $14,369 at June 30, 2015 and December 31, 2014, respectively.

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3. INVESTMENT SECURITIES AVAILABLE FOR SALE

The components of investment securities available for sale at June 30, 2015 were as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable equity securities	$71,275	$88,746	$(1,747)	$158,274
Mutual funds invested in fixed income securities	62,399	—	(1,958)	60,441
Marketable debt securities	124,019	109	(266)	123,862
Total investment securities available for sale	$257,693	$88,855	$(3,971)	$342,577

The components of investment securities available for sale at December 31, 2014 were as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable equity securities	$63,041	$92,244	$(1,093)	$154,192
Mutual funds invested in fixed income securities	61,485	—	(1,659)	59,826
Marketable debt securities	130,311	2,557	(843)	132,025
Total investment securities available for sale	$254,837	$94,801	$(3,595)	$346,043

The table below summarizes the maturity dates of marketable debt securities at June 30, 2015.

Investment Type:	Market Value	Under 1 Year	1 Year up to 5 Years	More than 5 Years
U.S. Government securities	$33,886	$—	$33,886	$—
Corporate securities	51,937	6,685	44,840	412
U.S. mortgage-backed securities	6,757	839	5,751	167
Commercial mortgage-backed securities	15,758	5,084	4,614	6,060
U.S. asset-backed securities	13,393	2,080	9,852	1,461
Index-linked U.S. bonds	2,131	—	2,131	—
Total marketable debt securities by maturity dates	$123,862	$14,688	$101,074	$8,100

4. LONG-TERM INVESTMENTS

Long-term investments consisted of the following:

	June 30, 2015	December 31, 2014
Investment partnerships	$36,540	$31,541

Real estate partnership	551	698
Long-term investments at cost	37,091	32,239
Investment partnership accounted for under the equity method	9,128	8,053
	$46,219	$40,292

Long-term investments consisted of the following investments accounted for at cost:

	June 30, 2015		December 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Investment partnerships	$36,540	$46,093	$31,541	$38,039
Real estate partnership	551	762	698	1,108
	$37,091	$46,855	$32,239	$39,147

Long-term investment partnership accounted for under the equity method:

	June 30, 2015	December 31, 2014
Investment partnership	$9,128	$8,053

The Company recorded equity losses of $1,657 and $273 for the three months ended June 30, 2015 and June 30, 2014, respectively. The Company recorded an equity loss of $1,694 and equity income of $633 for the six months ended June 30, 2015 and June 30, 2014, respectively. The carrying value of the investment partnership was approximately $9,128 and $8,053 as of June 30, 2015 and December 31, 2014, respectively, which approximated the investment's fair value.

5. NEW VALLEY LLC

Residential Brokerage Business Acquisition. New Valley is engaged in the real estate business and is seeking to acquire additional real estate properties and operating companies. The Company owns a 70.59% interest in Douglas Elliman and the condensed consolidated financial statements of the Company include the account balances of Douglas Elliman.

Investments in real estate ventures. New Valley also holds equity investments in various real estate projects domestically and internationally. The components of “Investments in real estate ventures” were as follows:

	June 30, 2015	December 31, 2014
Milanosesto Holdings (Sesto Holdings)	$5,037	$5,037
Land Development	5,037	5,037
10 Madison Square Park West (1107 Broadway)	7,407	6,383
The Marquand	13,500	12,000
11 Beach Street	12,004	12,328
20 Times Square (701 Seventh Avenue)	12,737	12,481
111 Murray Street	27,203	27,319
357 West (160 Leroy Street)	1,753	1,467
PUBLIC Chrystie House (Chrystie Street)	5,297	3,300

The Dutch (25-19 43rd Avenue)	980	733
Queens Plaza (23-10 Queens Plaza South)	11,146	11,082
87 Park (8701 Collins Avenue)	5,736	6,144
125 Greenwich Street	9,110	9,308
West Hollywood Edition (9040 Sunset Boulevard)	5,604	5,604
76 Eleventh Avenue	17,000	—
Monad Terrace	6,200	—
Condominium and Mixed Use Development	135,677	108,149
Maryland Portfolio	2,916	3,234
ST Portfolio	16,910	15,283
Apartment Buildings	19,826	18,517
Park Lane Hotel	19,529	19,341
Hotel Taiwana	8,206	7,629
Coral Beach and Tennis Club	3,025	2,816
Hotels	30,760	29,786
The Plaza at Harmon Meadow	5,958	—
Commercial	5,958	—
Other	1,768	1,971
Investments in real estate ventures	$199,026	$163,460

Condominium and Mixed Use Development:
Condominium and mixed use developments investments range in ownership percentage from 5% to 49.5%. New Valley recorded net equity income of $138 and $675 for the three and six months ended June 30, 2015, respectively. The $675 equity

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income for the six months ended June 30, 2015 was primarily related to New Valley's proportionate share of three units at the Marquand offset by equity losses from the other condominiums and mixed use development projects. New Valley recorded equity income of $7 and $2,299 for the three and six months ended June 30, 2014, respectively. The $2,299 equity income for the six months ended June 30, 2014 was primarily related to the sale of a commercial unit at 10 Madison Square Park West.

During the six months ended June 30, 2015, New Valley made capital contributions totaling $27,091 primarily related to 76 Eleventh Avenue and Monad Terrace. During the six months ended June 30, 2014, New Valley made capital contributions totaling $10,737 related to 11 Beach Street, 111 Murray Street, PUBLIC Chrystie House, Queens Plaza and 20 Times Square. New Valley contributed its proportionate share of additional capital along with contributions by the other investment partners. New Valley's investment percentages did not change.

During the six months ended June 30, 2015, New Valley received a distribution of $236 from its investment in Chelsea Eleven, which sold its last unit in 2012, for excess amounts held back in 2012 for final expenses of the investment. During the six months ended June 30, 2014, New Valley received distributions of $5,189 primarily related to 10 Madison Square Park West, 11 Beach Street and 20 Times Square.

New Valley's maximum exposure to loss, net of non-controlling interest, as a result of its investments in condominium and mixed use developments was $132,842 at June 30, 2015.

Apartment Buildings:

Apartment buildings investments range in ownership percentage from 7.6% to 16.3%. New Valley recorded equity income of $1,848 and $1,801 for the three and six months ended June 30, 2015, respectively, primarily related to the ST Portfolio apartment portfolio. In 2015, ST Portfolio sold one (Phoenix, Arizona) of its three remaining Class A multi-family buildings and the proceeds were used to pay down debt. New Valley recorded net equity losses of $217 and $164 for the three and six months ended June 30, 2014, respectively, primarily related to equity losses of ST Portfolio. New Valley received distributions of $493 and $250 during the six months ended June 30, 2015 and 2014, respectively, primarily related to NV Maryland. New Valley's maximum exposure to loss as a result of its investment in apartment buildings was $19,826 at June 30, 2015.

Hotels:

Hotel investments range in ownership percentage from 5% to 49%. New Valley recorded net equity losses of $261 and $1,006 for the three and six months ended June 30, 2015, respectively, related to hotel operations. New Valley recorded net equity losses of $857 and $2,171 for the three and six months ended June 30, 2014, respectively. New Valley made capital contributions totaling $1,980 for the six months ended June 30, 2015, primarily related to Coral Beach and Tennis Club and Park Lane. New Valley made capital contributions totaling $589 for the six months ended June 30, 2014, primarily related to Coral Beach. New Valley's maximum exposure to loss as a result of its investments in hotels was $30,760 at June 30, 2015.

Commercial:

Commercial ventures include a contribution by New Valley of $5,931 for a 49% interest in a joint venture which purchased a shopping center, The Plaza at Harmon Meadow, in New Jersey at the end of March 2015. The joint venture is a variable interest entity, however, New Valley is not the primary beneficiary of the joint venture. New Valley will account for its interest in the joint venture under the equity method of accounting. New Valley recorded equity income of $27 for the three and six months ended June 30, 2015 related to shopping center rental operations. New Valley's maximum exposure to loss as a result of its investments in commercial ventures was $5,958 at June 30, 2015.

Other:
Other investments in real estate ventures relate to an investment in a mortgage company and an insurance company partially owned by Douglas Elliman.

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Real Estate Held for Sale:
The components of “Real estate held for sale, net” were as follows:

	June 30, 2015	December 31, 2014
Escena, net	$10,541	$10,643
Sagaponack	12,502	—
Real estate held for sale, net	$23,043	$10,643

Escena. The assets of “Escena, net” are as follows:

	June 30, 2015	December 31, 2014
Land and land improvements	$8,953	$8,953
Building and building improvements	1,873	1,865
Other	1,575	1,568
	12,401	12,386
Less accumulated depreciation	(1,860)	(1,743)
	$10,541	$10,643

New Valley recorded operating losses of $173 and $287 for the three months ended June 30, 2015 and 2014, respectively, from Escena. New Valley recorded operating income of $552 and $233 for the six months ended June 30, 2015 and 2014, respectively, from Escena.

Investment in Indian Creek. In March 2013, New Valley invested $7,616 for an 80% interest in Timbo LLC (“Indian Creek”) which owns a residential real estate project located on Indian Creek, Florida. As a result of the 80% ownership interest, the consolidated financial statements of the Company included the balances of Indian Creek.

In May 2014, the Indian Creek property was sold for $14,400 and New Valley received a distribution of approximately $7,100. New Valley recognized income of approximately $2,400 from the sale for the three and six months ended June 30, 2014.

Investment in Sagaponack. In April 2015, New Valley invested $12,502 in a residential real estate project located in Sagaponack, NY. The project is wholly owned and the balances of the project are included in the consolidated financial statements of the Company. As of June 30, 2015, the assets of Sagaponack consist of land and land improvements of $12,502.

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6. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS

Notes payable, long-term debt and other obligations consist of:

	June 30, 2015	December 31, 2014
Vector:		
7.75% Senior Secured Notes due 2021, including premium of $8,656 and $9,275	$608,656	$609,275
6.75% Variable Interest Senior Convertible Note due 2015	—	25,000
7.5% Variable Interest Senior Convertible Notes due 2019, net of unamortized discount of $140,259 and $146,634*	89,741	83,366
5.5% Variable Interest Senior Convertible Debentures due 2020, net of unamortized discount of $92,747 and $98,831*	166,003	159,919
Liggett:		
Revolving credit facility	—	17,767
Term loan under credit facility	3,442	3,589
Equipment loans	10,873	13,966
Other	358	469
Total notes payable, long-term debt and other obligations	879,073	913,351
Less:		
Current maturities	(6,074)	(52,640)
Amount due after one year	$872,999	$860,711

* The fair value of the derivatives embedded within the 6.75% Variable Interest Senior Convertible Note ($0 at June 30, 2015 and $884 at December 31, 2014, respectively), the 7.5% Variable Interest Senior Convertible Notes ($80,283 at June 30, 2015 and $87,638 at December 31, 2014, respectively) and the 5.5% Variable Interest Senior Convertible Debentures ($76,500 at June 30, 2015 and $80,864 at December 31, 2014, respectively), is separately classified as a derivative liability in the condensed consolidated balance sheets.

6.75% Variable Interest Senior Convertible Note due 2015 - Vector:
On February 3, 2015, the holder of the 6.75% Variable Interest Senior Convertible Note due 2015, converted the remaining $25,000 principal balance of the $50,000 Note into 2,227,552 of the Company's common shares. The debt conversion resulted in a reduction of debt and an increase to equity in the amount of $25,000.

Revolving Credit Facility and Term Loan Under Credit Facility - Liggett:

As of June 30, 2015, a total of $3,442 was outstanding under the revolving and term loan portions of the credit facility. Availability, as determined under the facility, was approximately $56,558 based on eligible collateral at June 30, 2015.

Shares of Common Stock per $1,000 Principal Amount due on Convertible Notes:

The conversion rates for all convertible debt outstanding as of June 30, 2015 and December 31, 2014, are summarized below:

	June 30, 2015		December 31, 2014	
	Conversion Price	Shares per $1,000	Conversion Price	Shares per $1,000
6.75% Variable Interest Senior Convertible Note due 2014	$—	—	$11.22	89.1021
7.5% Variable Interest Senior Convertible Notes due 2019	$16.78	59.5946	$16.78	59.5946
5.5% Variable Interest Senior Convertible Debentures due 2020	$25.87	38.6563	$25.87	38.6563

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Non-Cash Interest Expense - Vector:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Amortization of debt discount, net	$6,213	$7,563	$11,840	$20,019
Amortization of deferred finance costs	1,022	1,055	1,988	1,763
Accelerated interest expense on 6.75% Variable Interest Senior Convertible Note converted	—	—	—	3,679
Accelerated interest expense on 6.75% Variable Interest Senior Convertible Exchange Notes converted	—	439	—	439
	$7,235	$9,057	$13,828	$25,900

Fair Value of Notes Payable and Long-Term Debt:

	June 30, 2015		December 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Notes payable and long-term debt	$879,073 (1)	$1,282,056	$913,351 (1)	$1,313,711

[1] The carrying value does not include the carrying value of the embedded derivative. See Note 9.

Notes payable and long-term debt are carried on the condensed consolidated balance sheet at amortized cost. The fair value determination disclosed above are classified as Level 2 under the fair value hierarchy disclosed in Note 9 if such liabilities were recorded on the condensed consolidated balance sheet at fair value. The estimated fair value of the Company's notes payable and long-term debt has been determined by the Company using available market information and appropriate valuation methodologies including the evaluation of the Company's credit risk as described in the Company's Form 10-K. However, considerable judgment is required to develop the estimates of fair value and, accordingly, the estimate presented herein is not necessarily indicative of the amount that could be realized in a current market exchange.

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7. CONTINGENCIES

Tobacco-Related Litigation:

Overview. Since 1954, Liggett and other United States cigarette manufacturers have been named as defendants in numerous direct, third-party and purported class actions predicated on the theory that cigarette manufacturers should be liable for damages alleged to have been caused by cigarette smoking or by exposure to secondary smoke from cigarettes. The cases have generally fallen into the following categories: (i) smoking and health cases alleging personal injury brought on behalf of individual plaintiffs (“Individual Actions”); (ii) lawsuits by individuals requesting the benefit of the Engle ruling (“Engle progeny cases”); (iii) smoking and health cases primarily alleging personal injury or seeking court-supervised programs for ongoing medical monitoring, as well as cases alleging that use of the terms “lights” and/or “ultra lights” constitutes a deceptive and unfair trade practice, common law fraud or violation of federal law, purporting to be brought on behalf of a class of individual plaintiffs (“Class Actions”); and (iv) health care cost recovery actions brought by various foreign and domestic governmental plaintiffs and non-governmental plaintiffs seeking reimbursement for health care expenditures allegedly caused by cigarette smoking and/or disgorgement of profits (“Health Care Cost Recovery Actions”). With the commencement of new cases, the defense costs and the risks relating to the unpredictability of litigation increase. The future financial impact of the risks and expenses of litigation are not quantifiable. For the three months ended June 30, 2015 and 2014, respectively, Liggett incurred tobacco product liability legal expenses and other litigation costs totaling $3,158 and $1,817. For the six months ended June 30, 2015 and 2014, Liggett incurred tobacco product liability legal expenses and other litigation costs totaling $5,713 and $5,174. These are included in the operating, selling, administrative and general expenses in the Condensed Statement of Operations.

Litigation is subject to uncertainty and it is possible that there could be adverse developments in pending cases. Management reviews on a quarterly basis with counsel all pending litigation and evaluates whether an estimate can be made of the possible loss or range of loss that could result from an unfavorable outcome. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation. Damages awarded in some tobacco-related litigation can be significant.

Bonds. Although Liggett has been able to obtain required bonds or relief from bonding requirements in order to prevent plaintiffs from seeking to collect judgments while adverse verdicts are on appeal, there remains a risk that such relief may not be obtainable in all cases. This risk has been reduced given that a majority of states now limit the dollar amount of bonds or require no bond at all. To obtain stays on judgments pending current appeals, Liggett has secured approximately $12,268 and $4,768 in bonds as of June 30, 2015 and December 31, 2014, respectively.

In June 2009, Florida amended its existing bond cap statute by adding a $200,000 bond cap that applies to all Engle progeny cases in the aggregate and establishes individual bond caps for individual Engle progeny cases in amounts that vary depending on the number of judgments in effect at a given time. In several cases, plaintiffs challenged the constitutionality of the bond cap statute, but to date the courts have upheld the constitutionality of the statute. It is possible that the Company’s consolidated financial position, results of operations, and cash flows could be materially adversely affected by an unfavorable outcome of such challenges.

Accounting Policy. The Company and its subsidiaries record provisions in their consolidated financial statements for pending litigation when they determine that an unfavorable outcome is probable and the amount of loss can be reasonably estimated. At the present time, while it is reasonably possible that an unfavorable outcome in a case may occur, except as disclosed in this Note 7: (i) management has concluded that it is not probable that a loss has been incurred in any of the pending tobacco-related cases; or (ii) management is unable to reasonably estimate the possible

loss or range of loss that could result from an unfavorable outcome of any of the pending tobacco-related cases and, therefore, management has not provided any amounts in the consolidated financial statements for unfavorable outcomes, if any. Legal defense costs are expensed as incurred.
Cautionary Statement About Engle Progeny Cases. Judgments have been entered against Liggett and other industry defendants in Engle progeny cases. A number of the judgments have been affirmed on appeal and satisfied by the defendants. As of June 30, 2015, 21 Engle progeny cases where Liggett was a defendant at trial resulted in verdicts. Fourteen verdicts were returned in favor of the plaintiffs (although in two of these cases (Irimi and Cohen), the court granted defendants' motion for a new trial and another (Putney) was reversed on appeal) and seven in favor of Liggett. In certain cases, the judgments entered have been joint and several with other defendants. In four of the cases, punitive damages were awarded against Liggett. Except as discussed in this Note 7 regarding the cases where an adverse verdict was entered against Liggett and that remain on appeal, management is unable to estimate the possible loss or range of loss from the remaining Engle progeny cases as there are currently

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multiple defendants in each case and, in most cases, discovery has not occurred or is limited. As a result, the Company lacks information about whether plaintiffs are in fact Engle class members (non-class members' claims are generally time-barred), the relevant smoking history, the nature of the alleged injury and the availability of various defenses, among other things. Further, plaintiffs typically do not specify their demand for damages.

Although Liggett has generally been successful in managing litigation, litigation is subject to uncertainty and significant challenges remain, including with respect to the remaining Engle progeny cases. There can be no assurances that Liggett's past litigation experience will be representative of future results. Judgments have been entered against Liggett in the past, in Individual Actions and Engle progeny cases, and several of those judgments were affirmed on appeal and satisfied by Liggett. It is possible that the consolidated financial position, results of operations and cash flows of the Company could be materially adversely affected by an unfavorable outcome or settlement of any of the remaining smoking-related litigation. Liggett believes, and has been so advised by counsel, that it has valid defenses to the litigation pending against it, as well as valid bases for appeal of adverse verdicts. All such cases are, and will continue to be, vigorously defended. Liggett may, however, enter into settlement discussions in particular cases if it believes it is in its best interest to do so, including the remaining Engle progeny cases. As of June 30, 2015, Liggett (and in certain cases the Company) had, on an individual basis, settled 163 Engle progeny cases for approximately $3,456 in the aggregate. Two of those settlements occurred in the second quarter of 2015. In October 2013, Liggett announced a settlement of the claims of over 4,900 Engle progeny plaintiffs (see Engle Progeny Settlement below).

Individual Actions

As of June 30, 2015, there were 52 Individual Actions pending against Liggett and, in certain cases, the Company, where one or more individual plaintiffs allege injury resulting from cigarette smoking, addiction to cigarette smoking or exposure to secondary smoke and seek compensatory and, in some cases, punitive damages. These cases do not include approximately 300 Engle progeny cases or the approximately 100 individual cases pending in West Virginia state court as part of a consolidated action. The following table lists the number of Individual Actions by state:

State	Number of Cases
Florida	28
Maryland	10
New York	8
Louisiana	2
West Virginia	2
Missouri	1
Ohio	1

The plaintiffs' allegations of liability in cases in which individuals seek recovery for injuries allegedly caused by cigarette smoking are based on various theories of recovery, including negligence, gross negligence, breach of special duty, strict liability, fraud, concealment, misrepresentation, design defect, failure to warn, breach of express and implied warranties, conspiracy, aiding and abetting, concert of action, unjust enrichment, common law public nuisance, property damage, invasion of privacy, mental anguish, emotional distress, disability, shock, indemnity, violations of deceptive trade practice laws, the federal Racketeer Influenced and Corrupt Organizations Act ("RICO"), state RICO statutes and antitrust statutes. In many of these cases, in addition to compensatory damages, plaintiffs also seek other forms of relief including treble/multiple damages, medical monitoring, disgorgement of profits and punitive damages. Although alleged damages often are not determinable from a complaint, and the law governing the pleading and calculation of damages varies from state to state and jurisdiction to jurisdiction, compensatory and punitive damages have been specifically pleaded in a number of cases, sometimes in amounts ranging into the hundreds of millions and even billions of dollars.

Defenses raised in Individual Actions include lack of proximate cause, assumption of the risk, comparative fault and/or contributory negligence, lack of design defect, statute of limitations, equitable defenses such as “unclean hands” and lack of benefit, failure to state a claim and federal preemption.

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Engle Progeny Cases

Engle Case. In May 1994, Engle was filed against Liggett and others in Miami-Dade County, Florida. The class consisted of all Florida residents who, by November 21, 1996, “have suffered, presently suffer or have died from diseases and medical conditions caused by their addiction to cigarette smoking.” In July 1999, after the conclusion of Phase I of the trial, the jury returned a verdict against Liggett and other cigarette manufacturers on certain issues determined by the trial court to be “common” to the causes of action of the plaintiff class. The jury made several findings adverse to the defendants including that defendants’ conduct “rose to a level that would permit a potential award or entitlement to punitive damages.” Phase II of the trial was a causation and damages trial for three of the class plaintiffs and a punitive damages trial on a class-wide basis before the same jury that returned the verdict in Phase I. In April 2000, the jury awarded compensatory damages of $12,704 to the three class plaintiffs, to be reduced in proportion to the respective plaintiff’s fault. In July 2000, the jury awarded approximately $145,000,000 in punitive damages, including $790,000 against Liggett.

In May 2003, Florida’s Third District Court of Appeal reversed the trial court and remanded the case with instructions to decertify the class. The judgment in favor of one of the three class plaintiffs, in the amount of $5,831, was overturned as time barred and the court found that Liggett was not liable to the other two class plaintiffs.

In July 2006, the Florida Supreme Court affirmed the decision vacating the punitive damages award and held that the class should be decertified prospectively, but determined that the following Phase I findings are entitled to res judicata effect in Engle progeny cases: (i) that smoking causes lung cancer, among other diseases; (ii) that nicotine in cigarettes is addictive; (iii) that defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) that defendants concealed material information knowing that the information was false or misleading or failed to disclose a material fact concerning the health effects or addictive nature of smoking; (v) that defendants agreed to conceal or omit information regarding the health effects of cigarettes or their addictive nature with the intention that smokers would rely on the information to their detriment; (vi) that defendants sold or supplied cigarettes that were defective; and (vii) that defendants were negligent. The Florida Supreme Court decision also allowed former class members to proceed to trial on individual liability issues (using the above findings) and compensatory and punitive damage issues, provided they filed their individual lawsuits by January 2008. In December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants. In October 2007, the United States Supreme Court denied defendants’ petition for writ of certiorari.

Pursuant to the Florida Supreme Court’s July 2006 ruling in Engle, which decertified the class on a prospective basis, and affirmed the appellate court’s reversal of the punitive damages award, former class members had until January 2008 in which to file individual lawsuits. As a result, Liggett and the Company, and other cigarette manufacturers, were named defendants in thousands of Engle progeny cases in both federal and state courts in Florida. Although the Company was not named as a defendant in the Engle case, it was named as a defendant in substantially all of the Engle progeny cases where Liggett was named as a defendant.

Engle Progeny Settlement. In October 2013, the Company entered into a settlement with approximately 4,900 Engle progeny plaintiffs and their counsel. Pursuant to the terms of the settlement, Liggett agreed to pay a total of approximately $110,000, with approximately $61,600 paid in a lump sum and the balance to be paid in installments over 14 years, starting in February 2015. In exchange, the claims of over 4,900 plaintiffs were dismissed with prejudice against the Company and Liggett. Due to the settlement, in 2013 the Company recorded a charge of $86,213, of which $25,213 is related to certain payments discounted to their present value. The present value of the installment payments was computed using an 11% annual discount rate. The Company recorded an additional charge of $643 in the first quarter of 2015 for additional cases joining the settlement and the restructuring of certain payments related to several previously settled cases. The installment payments total approximately $48,000 on an undiscounted basis. The Company's future payments will be approximately $3,400 per annum through 2028, with a cost of living increase beginning in 2021.

Notwithstanding the comprehensive nature of the Engle Progeny Settlement, approximately 300 plaintiffs' claims remain outstanding. Therefore, the Company and Liggett may still be subject to periodic adverse judgments which could have a material adverse affect on the Company's consolidated financial position, results of operations and cash flows.

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As of June 30, 2015, the following Engle progeny cases have resulted in judgments against Liggett:

Date	Case Name	County	Liggett Compensatory Damages (as adjusted) (1)	Liggett Punitive Damages	Status (2)
June 2002	Lukacs v. R.J. Reynolds	Miami-Dade	$12,418	$—	Liggett satisfied the judgment and the case is concluded.
August 2009	Campbell v. R.J. Reynolds	Escambia	156	—	Liggett satisfied the judgment and the case is concluded.
March 2010	Douglas v. R.J. Reynolds	Hillsborough	1,350	—	Liggett satisfied the judgment and the case is concluded.
April 2010	Clay v. R.J. Reynolds	Escambia	349	1,000	Liggett satisfied the judgment and the case is concluded.
April 2010	Putney v. R.J. Reynolds	Broward	3,008	—	On June 12, 2013, the Fourth District Court of Appeal reversed and remanded the case for further proceedings. Plaintiff filed a motion for rehearing which was denied. Both sides sought discretionary review from the Florida Supreme Court. The appeal is stayed pending the outcome of Hess.
April 2011	Tullo v. R.J. Reynolds	Palm Beach	225	—	Liggett satisfied the judgment and the case is concluded, other than an issue with respect to the calculation of interest on the judgment and the amount of costs owed by Liggett.
January 2012	Ward v. R.J. Reynolds	Escambia	1	—	Liggett satisfied the judgment and other than an issue regarding attorneys' fees, the case is concluded.
May 2012	Calloway v. R.J. Reynolds	Broward	1,947	7,600	A joint and several judgment for $16,100 was entered against R.J. Reynolds, Philip Morris, Lorillard and Liggett. On appeal to the Fourth District Court of Appeal. Oral argument occurred June 16, 2015.
December 2012	Buchanan v. R.J. Reynolds	Leon	2,035	—	A joint and several judgment for $5,500 was entered against Liggett and Philip Morris. Judgment was affirmed by the

					First District Court of Appeal, but the court certified an issue of conflict with another case. The defendants sought discretionary review by the Florida Supreme Court. The appeal is stayed pending the outcome of Hess.
May 2013	Cohen v. R.J. Reynolds	Palm Beach	205	—	Defendants' motion seeking a new trial was granted by the trial court. Plaintiff appealed to the Fourth District Court of Appeal.
August 2013	Rizzuto v. R.J. Reynolds	Hernando	3,479	—	Liggett settled its portion of the judgment for $1,500 and the case is concluded as to Liggett.
August 2014	Irimi v. R.J. Reynolds	Broward	31	—	Judgment was entered against Liggett for $31. In January 2015, the trial court granted defendants' motion for a new trial. Plaintiff appealed to the Fourth District Court of Appeal.
October 2014	Lambert v. R.J. Reynolds	Pinellas	3,600	9,500	A final judgment was entered against Liggett for $13,100. Liggett was the only defendant at trial. On appeal to the Second District Court of Appeal.
November 2014	Boatright v. R.J. Reynolds	Polk	—	300	In November 2014, the jury awarded compensatory damages in the amount of $15,000 with 15% fault apportioned to plaintiff and 85% to Philip Morris. The jury further assessed punitive damages against Philip Morris for $19,700 and Liggett for $300. Post-trial motions were denied. A joint and several judgment was entered in the amount of $12,750 on the compensatory damages. Judgment was entered against Liggett for $300 in punitive damages. On appeal to the Second District Court of Appeal.
June 2015	Caprio v. R.J. Reynolds	Broward	28	0	In February 2015, the jury answered certain questions on the verdict form, but were deadlocked as to others. The court entered a partial judgment and ordered a new trial on the remaining issues, including comparative fault and punitive damages. On appeal to the

			Fourth District Court of Appeal.
Total Damages Awarded:	28,832	18,400	
Amounts paid or compromised:	(17,978)	(1,000)	
Damages remaining on Appeal:	$10,854	$17,400	

(1) Compensatory damages are adjusted to reflect the jury's allocation of comparative fault. The amounts listed above do not include attorneys' fees or statutory interest.
(2) See Exhibit 99.1 for a more complete description of the cases currently on appeal.

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Through June 30, 2015, Liggett paid $20,312, including interest and legal fees, to satisfy the judgments in seven Engle progeny cases (Lukacs, Campbell, Douglas, Clay, Tullo, Ward and Rizzuto).

The Company's potential range of loss in the Putney, Calloway, Buchanan, Cohen, Irimi, Lambert, Boatright and Caprio cases is between $0 and $28,254 in the aggregate, plus interest and legal fees. In determining the range of loss, the Company considers potential settlements as well as future appellate relief. Except as disclosed elsewhere in this Note 7 , the Company is unable to determine a range of loss related to the remaining Engle progeny cases. No amounts have been expensed or accrued in the condensed consolidated financial statements for the cases described above. However, as cases proceed through the appellate process, the Company will consider accruals on a case-by-case basis if an unfavorable outcome becomes probable and the amount can be reasonably estimated.

Appeals of Engle Progeny Judgments. In December 2010, in the Martin case, a state court case against R.J. Reynolds, the First District Court of Appeal held that the trial court correctly construed the Florida Supreme Court's 2006 decision in Engle in instructing the jury on the preclusive effect of the Phase I Engle findings. In July 2011, the Florida Supreme Court declined to review the First District Court of Appeal's decision. In March 2012, the United States Supreme Court declined to review the Martin case, along with the Campbell case and two other Engle progeny cases. The Martin decision has led to additional adverse rulings by other state appellate courts.

In Jimmie Lee Brown, a state court case against R.J. Reynolds, the trial court tried the case in two phases. In the first phase, the jury determined that the smoker was addicted to cigarettes that contained nicotine and that his addiction was a legal cause of his death, thereby establishing he was an Engle class member. In the second phase, the jury determined whether the plaintiff established legal cause and damages with regard to each of the underlying claims. The jury found in favor of plaintiff in both phases. In September 2011, the Fourth District Court of Appeal affirmed the judgment entered in plaintiff's favor and approved the trial court's procedure of bifurcating the trial. The Fourth District Court of Appeal agreed with Martin that individual post-Engle plaintiffs need not prove conduct elements as part of their burden of proof, but disagreed with Martin to the extent that the First District Court of Appeal only required a finding that the smoker was a class member to establish legal causation as to addiction and the underlying claims. The Fourth District Court of Appeal held that in addition to establishing class membership, Engle progeny plaintiffs must also establish legal causation and damages as to each claim asserted. In so finding, the Fourth District Court of Appeal's decision in Jimmie Lee Brown is in conflict with Martin.

In the Rey case, a state court case, the trial court entered final summary judgment on all claims in favor of the Company, Liggett and Lorillard based on what has been referred to in the Engle progeny litigation as the "Liggett Rule." The Liggett Rule stands for the proposition that a manufacturer cannot have liability to a smoker under any asserted claim if the smoker did not use a product manufactured by that particular defendant. The Liggett Rule is based on the entry of final judgment in favor of Liggett/Brooke Group in Engle on all of the claims asserted against them by class representatives Mary Farnan and Angie Della Vecchia, even though the Florida Supreme Court upheld, as res judicata, the generic finding that Liggett/Brooke Group engaged in a conspiracy to commit fraud by concealment. In September 2011, the Third District Court of Appeal affirmed in part and reversed in part holding that the defendants were entitled to summary judgment on all claims asserted against them other than the claim for civil conspiracy. Defendants' further appellate efforts were unsuccessful.

In March 2012, in Douglas, the Second District Court of Appeal issued a decision affirming the judgment of the trial court in favor of the plaintiff and upholding the use of the Engle jury findings but certified to the Florida Supreme Court the question of whether granting res judicata effect to the Engle jury findings violates defendants' federal due process rights. In March 2013, the Florida Supreme Court affirmed the use of Engle jury findings and determined that there is no violation of the defendants' due process rights. This was the first time the Florida Supreme Court addressed the merits of an Engle progeny case. In October 2013, the United States Supreme Court declined to review the decision and Liggett satisfied the judgment. To date, the United States Supreme Court has declined to review any

Engle progeny decisions.

In Hess, a case pending in Broward County, the jury returned a verdict finding that decedent relied to his detriment on an omission by the defendant before May 5, 1982 (twelve years prior to the filing of the Engle Complaint). Defendant moved for judgment as a matter of law on plaintiff’s fraudulent concealment claim on the basis that the claim was barred by Florida’s statute of repose. The trial court denied the motion and was reversed by the Fourth District Court of Appeal, which held that any Engle progeny claim for a fraud committed before May 5, 1982 is barred. In April 2015, the Florida Supreme Court reversed the Fourth District Court of Appeal decision and reinstated the jury verdict. The Florida Supreme Court held that Engle defendants cannot raise a statute of repose defense to claims for concealment or conspiracy. Defendant moved for rehearing.

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On April 8, 2015, in Graham v. R.J. Reynolds Tobacco Co., the Eleventh Circuit found meritorious a defense that, in Engle progeny cases, federal law impliedly preempts use of the preserved Engle findings to establish claims for strict liability or negligence. The plaintiff moved for rehearing.

Liggett Only Cases. There are currently three cases pending where Liggett is the only remaining defendant. These cases consist of three Individual Actions. In one of the Individual Actions, Hausrath (NY state court), plaintiff moved to restore the case to the active docket calendar after it was removed by the court. The motion was granted, affirmed on appeal and remanded to the trial court for further proceedings. There has been no recent activity in the other two Individual Actions. Cases where Liggett is the only defendant could increase as a result of the remaining Engle progeny cases.

Class Actions

As of June 30, 2015, there were four actions pending for which either a class had been certified or plaintiffs were seeking class certification where Liggett is a named defendant, including one alleged price fixing case. Other cigarette manufacturers are also named in these actions.

Plaintiffs' allegations of liability in class action cases are based on various theories of recovery, including negligence, gross negligence, strict liability, fraud, misrepresentation, design defect, failure to warn, nuisance, breach of express and implied warranties, breach of special duty, conspiracy, concert of action, violation of deceptive trade practice laws and consumer protection statutes and claims under the federal and state anti-racketeering statutes. Plaintiffs in the class actions seek various forms of relief, including compensatory and punitive damages, treble/multiple damages and other statutory damages and penalties, creation of medical monitoring and smoking cessation funds, disgorgement of profits, and injunctive and equitable relief.

Defenses raised in these cases include, among others, lack of proximate cause, individual issues predominate, assumption of the risk, comparative fault and/or contributory negligence, statute of limitations and federal preemption.

In November 1997, in Young v. American Tobacco Co., a purported personal injury class action was commenced on behalf of plaintiff and all similarly situated residents in Louisiana who, though not themselves cigarette smokers, allege they were exposed to secondhand smoke from cigarettes that were manufactured by the defendants, including Liggett, and suffered injury as a result of that exposure. The plaintiffs seek to recover an unspecified amount of compensatory and punitive damages. No class certification hearing has been held. In 2013, plaintiffs' filed a motion to stay the case. The defendants did not oppose the motion and the stay was entered by the court.

In February 1998, in Parsons v. AC & S Inc., a class was commenced on behalf of all West Virginia residents who allegedly have personal injury claims arising from exposure to cigarette smoke and asbestos fibers. The complaint seeks to recover $1,000 in compensatory and punitive damages individually and unspecified compensatory and punitive damages for the class. The case is stayed due to the December 2000 bankruptcy of three of the defendants.

In February 2000, in Smith v. Philip Morris, a case pending in Kansas, a class was commenced against cigarette manufacturers alleging they conspired to fix cigarette prices in violation of antitrust laws. Plaintiffs seek to recover an unspecified amount in actual and punitive damages. Class certification was granted in November 2001. In January 2012, the trial court heard oral argument on defendants' motions for summary judgment and in March 2012, the court granted the motions and dismissed plaintiffs' claims with prejudice. In July 2014, the court of appeals affirmed the lower court's decision. In August 2014, plaintiffs filed a petition for review with the Kansas Supreme Court which was denied in June 2015.

Although not technically a class action, in In Re: Tobacco Litigation (Personal Injury Cases), a West Virginia state court consolidated approximately 750 individual smoker actions that were pending prior to 2001 for trial of certain common issues. In January 2002, the court severed Liggett from the trial of the consolidated action. After two mistrials, on May 15, 2013, the jury rejected all but one of the plaintiffs' claims, finding for the plaintiffs on the claim that ventilated filter cigarettes sold between 1964 and 1969 should have included instructions on how to use them. The issue of damages was reserved for further proceedings. The court entered judgment in October 2013, dismissing all claims except the ventilated filter claim. The judgment was affirmed on appeal and remanded to the trial court for further proceedings. In April 2015 the plaintiffs filed a petition for writ of certiorari to the United States Supreme Court and the Supreme Court declined review. On July 13, 2015, the trial court ruled on the scope of the remaining ventilated cigarette filter claim and determined that only 30 plaintiffs have viable claims against the non-Liggett defendants and the trial court set tentative dates for consolidated trials of those claims for June 13, 2016 and December 4, 2016. With respect to Liggett, the trial court requested that Liggett and plaintiffs brief whether any claims against Liggett survive given the outcome of the first phase of the trial. Briefing of that issue is underway. When the case proceeds against Liggett, it is estimated that Liggett could be a defendant in less than 25 of the remaining individual cases.

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Class action suits have been filed in a number of states against cigarette manufacturers, alleging, among other things, that use of the terms “lights” and “ultra lights” constitutes unfair and deceptive trade practices. In December 2008, the United States Supreme Court, in Altria Group v. Good, ruled that the Federal Cigarette Labeling and Advertising Act did not preempt the state law claims asserted by the plaintiffs and that they could proceed with their claims under the Maine Unfair Trade Practices Act. The Good decision resulted in the filing of additional “lights” class action cases in other states against other cigarette manufacturers. Although Liggett was not a defendant in the Good case, and is not currently a defendant in any other “lights” class actions, an adverse ruling or commencement of additional “lights” related class actions could have a material adverse effect on the Company.

In addition to the cases described above, numerous class actions remain certified against other cigarette manufacturers. Adverse decisions in these cases could have a material adverse affect on Liggett’s sales volume, operating income and cash flows.

Health Care Cost Recovery Actions

As of June 30, 2015, there was one remaining Health Care Cost Recovery Action pending against Liggett, Crow Creek Sioux Tribe v. American Tobacco Company, a South Dakota case filed in 1997, where the plaintiff seeks to recover damages based on various theories of recovery as a result of alleged sales of tobacco products to minors. The case is inactive. Other cigarette manufacturers are also named as defendants.

The claims asserted in health care cost recovery actions vary, but can include the equitable claim of indemnity, common law claims of negligence, strict liability, breach of express and implied warranty, breach of special duty, fraud, negligent misrepresentation, conspiracy, public nuisance, claims under state and federal statutes governing consumer fraud, antitrust, deceptive trade practices and false advertising, and claims under RICO. Although no specific damage amounts are typically pleaded, it is possible that requested damages might be in the billions of dollars. In these cases, plaintiffs typically assert equitable claims that the tobacco industry was “unjustly enriched” by their payment of health care costs allegedly attributable to smoking and seek reimbursement of those costs. Relief sought by some, but not all, plaintiffs include punitive damages, multiple damages and other statutory damages and penalties, injunctions prohibiting alleged marketing and sales to minors, disclosure of research, disgorgement of profits, funding of anti-smoking programs, additional disclosure of nicotine yields, and payment of attorney and expert witness fees.

Department of Justice Lawsuit.

In September 1999, the United States government commenced litigation against Liggett and other cigarette manufacturers in the United States District Court for the District of Columbia. The action sought to recover an unspecified amount of health care costs paid and to be paid by the federal government for lung cancer, heart disease, emphysema and other smoking-related illnesses allegedly caused by the fraudulent and tortious conduct of defendants, to restrain defendants and co-conspirators from engaging in alleged fraud and other allegedly unlawful conduct in the future, and to compel defendants to disgorge the proceeds of their unlawful conduct. Claims were asserted under RICO.

In August 2006, the trial court entered a Final Judgment against each of the cigarette manufacturing defendants, except Liggett. In May 2009, the United States Court of Appeals for the District of Columbia affirmed most of the district court’s decision. The United States Supreme Court denied review. As a result, the cigarette manufacturing defendants, other than Liggett, are now subject to the trial court’s Final Judgment which ordered the following relief: (i) an injunction against “committing any act of racketeering” relating to the manufacturing, marketing, promotion, health consequences or sale of cigarettes in the United States; (ii) an injunction against participating directly or indirectly in the management or control of the Council for Tobacco Research, the Tobacco Institute, or the Center for Indoor Air Research, or any successor or affiliated entities of each; (iii) an injunction against “making, or causing to be made in any way, any material false, misleading, or deceptive statement or representation or engaging in any public relations or marketing endeavor that is disseminated to the United States' public and that misrepresents or suppresses information concerning cigarettes"; (iv) an injunction against conveying any express or implied health message through use of descriptors on cigarette packaging or in cigarette advertising or promotional material, including "lights," "ultra lights," and "low tar," which the court found could cause consumers to believe one cigarette brand is less hazardous than another brand; (v) the issuance of "corrective statements" in various media regarding the adverse health effects of smoking, the addictiveness of smoking and nicotine, the lack of any significant health benefit from smoking "low tar" or "lights" cigarettes, defendants' manipulation of cigarette design to ensure optimum nicotine delivery and the adverse health effects of exposure to

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environmental tobacco smoke; (vi) the disclosure of defendants’ public document websites and the production of all documents produced to the government or produced in any future court or administrative action concerning smoking and health; (vii) the disclosure of disaggregated marketing data to the government in the same form and on the same schedules as defendants now follow in disclosing such data to the Federal Trade Commission for a period of ten years; (viii) certain restrictions on the sale or transfer by defendants of any cigarette brands, brand names, formulas or cigarette business within the United States; and (ix) payment of the government’s costs in bringing the action. In June 2014, the court approved a consent agreement between the defendants and the Department of Justice regarding the “corrective statements” to be issued by the defendants. The implementation of the “corrective statements” is uncertain as the defendants appealed the specific language of the statements.

It is unclear what impact, if any, the Final Judgment will have on the cigarette industry as a whole. To the extent that the Final Judgment leads to a decline in industry-wide shipments of cigarettes in the United States or otherwise results in restrictions that adversely affect the industry, Liggett’s sales volume, operating income and cash flows could be materially adversely affected.

Upcoming Trials

As of June 30, 2015, there were 14 Engle progeny cases scheduled for trial through June 30, 2016, where Liggett (and/or the Company) is a named defendant. Trial dates are, however, subject to change.

MSA and Other State Settlement Agreements

In March 1996, March 1997 and March 1998, Liggett entered into settlements of smoking-related litigation with 45 states and territories. The settlements released Liggett from all smoking-related claims made by those states and territories, including claims for health care cost reimbursement and claims concerning sales of cigarettes to minors.

In November 1998, Philip Morris, Brown & Williamson, R.J. Reynolds and Lorillard (the “Original Participating Manufacturers” or “OPMs”) and Liggett (together with any other tobacco product manufacturer that becomes a signatory, the “Subsequent Participating Manufacturers” or “SPMs”) (the OPMs and SPMs are hereinafter referred to jointly as the “Participating Manufacturers”) entered into the Master Settlement Agreement (the “MSA”) with 46 states, the District of Columbia, Puerto Rico, Guam, the United States Virgin Islands, American Samoa and the Northern Mariana Islands (collectively, the “Settling States”) to settle the asserted and unasserted health care cost recovery and certain other claims of the Settling States. The MSA received final judicial approval in each Settling State.

As a result of the MSA, the Settling States released Liggett from:

- all claims of the Settling States and their respective political subdivisions and other recipients of state health care funds, relating to: (i) past conduct arising out of the use, sale, distribution, manufacture, development, advertising and marketing of tobacco products; (ii) the health effects of, the exposure to or research, statements or warnings about, tobacco products; and
- all monetary claims of the Settling States and their respective subdivisions and other recipients of state health care funds relating to future conduct arising out of the use of, or exposure to, tobacco products that have been manufactured in the ordinary course of business.

The MSA restricts tobacco product advertising and marketing within the Settling States and otherwise restricts the activities of Participating Manufacturers. Among other things, the MSA prohibits the targeting of youth in the advertising, promotion or marketing of tobacco products; bans the use of cartoon characters in all tobacco advertising and promotion; limits each Participating Manufacturer to one tobacco brand name sponsorship during any 12-month period; bans all outdoor advertising, with certain limited exceptions; prohibits payments for tobacco product placement in various media; bans gift offers based on the purchase of tobacco products without sufficient proof that the intended recipient is an adult; prohibits Participating Manufacturers from licensing third parties to advertise tobacco brand names in any manner prohibited under the MSA; and prohibits Participating Manufacturers from using as a tobacco product brand name any nationally recognized non-tobacco brand or trade name or the names of sports teams, entertainment groups or individual celebrities.

The MSA also requires Participating Manufacturers to affirm corporate principles to comply with the MSA and to reduce underage use of tobacco products and imposes restrictions on lobbying activities conducted on behalf of Participating Manufacturers. In addition, the MSA provides for the appointment of an independent auditor to calculate and determine the amounts of payments owed pursuant to the MSA.

Under the payment provisions of the MSA, the Participating Manufacturers are required to make annual payments of $9,000,000 (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume

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of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligation of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

Liggett has no payment obligations under the MSA except to the extent its market share exceeds a market share exemption of approximately 1.65% of total cigarettes sold in the United States. Vector Tobacco has no payment obligations under the MSA except to the extent its market share exceeds a market share exemption of approximately 0.28% of total cigarettes sold in the United States. Liggett and Vector Tobacco's domestic shipments accounted for 3.4% of the total cigarettes sold in the United States in 2014. If Liggett's or Vector Tobacco's market share exceeds their respective market share exemption in a given year, then on April 15 of the following year, Liggett and/or Vector Tobacco, as the case may be, must pay on each excess unit an amount equal (on a per-unit basis) to that due from the OPMs for that year. On December 31, 2014, Liggett and Vector Tobacco pre-paid $100,000 of their approximate $117,800 2014 MSA obligation. Liggett and Vector Tobacco paid the remaining $17,800 on April 15, 2015.

Certain MSA Disputes

NPM Adjustment. In March 2006, an economic consulting firm selected pursuant to the MSA determined that the MSA was a "significant factor contributing to" the loss of market share of Participating Manufacturers, to non-participating manufacturers, for 2003. This is known as the "NPM Adjustment." The economic consulting firm subsequently rendered the same decision with respect to 2004 and 2005. In March 2009, a different economic consulting firm made the same determination for 2006. As a result, the manufacturers are entitled to potential NPM Adjustments to each of their 2003 - 2006 MSA payments. The Participating Manufacturers are also entitled to potential NPM Adjustments to their 2007 - 2014 payments pursuant to agreements entered into between the OPMs and the Settling States under which the OPMs agreed to make certain payments for the benefit of the Settling States, in exchange for which the Settling States stipulated that the MSA was a "significant factor contributing to" the loss of market share of Participating Manufacturers for each of those years. A Settling State that has diligently enforced its qualifying escrow statute in the year in question may be able to avoid allocation of the NPM Adjustment to the payments made by the manufacturers for the benefit of that Settling State.

For 2003 - 2014, Liggett and Vector Tobacco, as applicable, disputed that they owed the Settling States the NPM Adjustments as calculated by the independent auditor. As permitted by the MSA, Liggett and Vector Tobacco paid subject to dispute, withheld payment or paid into a disputed payment account the amounts associated with these NPM Adjustments.

Notwithstanding provisions in the MSA requiring arbitration, litigation was filed in 49 Settling States involving the application of the NPM Adjustment for 2003 and whether it was to be determined through litigation or arbitration. These actions related to the potential NPM Adjustment for 2003, which the independent auditor under the MSA previously determined to be as much as $1,200,000 for all Participating Manufacturers. All but one of the 48 courts that decided the issue ruled that the 2003 NPM Adjustment dispute was arbitrable.

In response to a proposal from the OPMs and many of the SPMs, 45 of the Settling States, representing approximately 90% of the allocable share of the Settling States, entered into an agreement providing for a nationwide arbitration of the dispute with respect to the NPM Adjustment for 2003. In exchange, the OPMs and SPMs agreed to a 20% reduction in amounts recovered for the NPM Adjustment for 2003. In June 2010, the three person arbitration panel was selected. In November 2011, the Participating Manufacturers advised the arbitration panel that they were not contesting diligent enforcement of 16 Settling States for 2003. Substantive hearings commenced in April 2012 and were completed in June 2013.

In December 2012, the Participating Manufacturers entered into a "term sheet" with 20 Settling States setting out terms for settlement of the NPM Adjustment for 2003 - 2012 and addressing the NPM Adjustment with respect to those states for future years. Certain of the non-settling states objected to the settlement. In March 2013, the arbitration panel entered a Stipulated Partial Settlement and Award which, among other things, overruled the objections of the non-settling states and directed the independent auditor to implement certain terms of the term sheet effective with the MSA payments for 2012 due April, 2013. In May 2013, two additional states joined the settlement and in June 2014, another two states joined the settlement. Several non-settling states filed motions in state courts attempting to vacate the settlement award. In Idaho, a trial court denied that state's motion to vacate, and the Idaho Supreme Court affirmed that denial. In Colorado, a trial court also denied that state's motion to vacate; Colorado did not appeal. Several of the other non-settling state challenges to the settlement have been dismissed by those states and the others are currently stayed or inactive. Although certain terms of the settlement were implemented by the independent auditor on April 15, 2013, no assurance can be given as to the ultimate outcome of the non-settling states' challenges. The parties have been working towards converting the "term sheet" into a final settlement agreement.

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As a result of the settlement, in the first nine months of 2013, Liggett recognized income of $6,947. Liggett received credits of $1,733 in April 2014 from these settling states related to the 2013 NPM Adjustment. Liggett received additional credits of $1,940 in April 2015 from these settling states related to the 2014 NPM Adjustment. The remaining NPM Adjustment accrual of $25,809 at June 30, 2015 relates to the disputed amounts Liggett withheld from the non-settling states for 2004 - 2010, which may be subject to payment, with interest, if Liggett loses the disputes for those years. Approximately $30,100 currently remains in the disputed payments accounts relating to the 2011, 2012, 2013 and 2014 NPM Adjustment dispute with the non-settling states.

In September 2013, the panel issued its decisions with respect to the 15 states as to which the Participating Manufacturers contested diligence but that did not enter into the Stipulated Partial Settlement and Award. The panel found that six of these states did not diligently enforce their MSA escrow statutes in 2003. As a result of this ruling Liggett recognized income of $5,987 including interest, in the third quarter of 2013. All six of the states that were found to be non-diligent filed motions in state court seeking to vacate or reduce the amount of the arbitration award. Before the MSA payments for 2013 were due, the Pennsylvania trial court rejected the state's motion to vacate the award, but granted its motion to reduce the award. As a result, in April 2014, Liggett received a credit in the amount of $6,441 for the 2003 NPM Adjustment (as calculated by the independent auditor). Liggett subsequently reimbursed the six states 20% of that credit pursuant to the agreement discussed above, bringing its net recovery to $5,152, which is approximately $1,315 lower than the amount to which Liggett believes it is entitled. Subsequent to the April 15, 2014 MSA payment date, a state court in Missouri issued a ruling similar to the ruling in Pennsylvania. As such, Liggett's 2003 NPM Adjustment credit could be reduced by an additional $521. Subsequent to the April 15, 2014 MSA payment date, a state trial court in Maryland reached a different result from the Pennsylvania and Missouri trial courts, denying the state's motion to vacate the award and further denying its motion to reduce the amount of the award payable to Liggett. A New Mexico trial court has not yet acted on New Mexico's motion. In June 2014, Kentucky and Indiana agreed to settle the dispute and join the term sheet described above. As a result, Liggett recognized income of approximately $1,400 in the second quarter of 2014. The Participating Manufacturers, including Liggett, appealed the Pennsylvania and Missouri decisions, while Maryland appealed the Maryland trial court decision. In April 2015, the Pennsylvania decision was affirmed by the appellate court. The Participating Manufacturers have asked the Pennsylvania Supreme Court to grant a discretionary appeal of that decision. If Liggett is unsuccessful in its appeals or if other states are successful with respect to any such appeals or motions, the amount of the 2003 NPM Adjustment and any interest or earnings to which Liggett is entitled could be lower than the amounts described above and Liggett would be obligated to pay the difference.

Disputes over the NPM Adjustments for 2004-2014 remain to be arbitrated with the states that have not joined the settlement. Further adjustments could also be due to Liggett under the settlement with 24 states for 2013 forward.

"Gross" v. "Net" Calculations. In October 2004, the independent auditor notified all Participating Manufacturers that their payment obligations under the MSA, dating from the agreement's execution in late 1998, had been re-calculated using "net" units, rather than "gross" units (which had been used since 1999). Liggett objected to this retroactive change and disputed the change in methodology.

In December 2012, the parties arbitrated the dispute. In February 2013, the arbitrators ruled that the independent auditor was precluded from recalculating Liggett's grandfathered market share ("GFMS") exemption. The arbitrators further ruled that, for purposes of calculating Liggett's payment obligations, Liggett's market share, calculated on a net basis, should be increased by a factor of 1.25%. Liggett filed a motion seeking correction of the part of the arbitrators' decision that would require the 1.25% increase in Liggett's market share. The states objected to Liggett's motion.

In October 2014, the panel issued a Corrected Final Award that eliminated the 1.25% adjustment increase. The panel further determined that the independent auditor shall compute Liggett's market share for all years after 2000 on a "net" basis, but, adjust that computation to approximate "gross" market share by using actual returned product data for each year. In July 2015, the independent auditor issued calculations purportedly based on the Corrected Final Award, which indicated that Liggett owes approximately $16,000 for years 2001 - 2013. Liggett contends that the independent auditor's calculations are not consistent with the Corrected Final Award and Liggett has disputed them. Liggett's accrual for this matter was $8,500 at June 30, 2015.

Other State Settlements. The MSA replaced Liggett’s prior settlements with all states and territories except for Florida, Mississippi, Texas and Minnesota. Each of these four states, prior to the effective date of the MSA, negotiated and executed settlement agreements with each of the other major tobacco companies, separate from those settlements reached previously with Liggett. Except as described below, Liggett’s agreements with these states remain in full force and effect. These states’ settlement agreements with Liggett contained most favored nation provisions which could reduce Liggett’s payment obligations based on subsequent settlements or resolutions by those states with certain other tobacco companies. Beginning in 1999, Liggett determined

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that, based on each of these four states' settlements with United States Tobacco Company, Liggett's payment obligations to those states were eliminated. With respect to all non-economic obligations under the previous settlements, Liggett believes it is entitled to the most favorable provisions as between the MSA and each state's respective settlement with the other major tobacco companies. Therefore, Liggett's non-economic obligations to all states and territories are now defined by the MSA.

In 2003, as a result of a dispute with Minnesota regarding its settlement agreement, Liggett agreed to pay $100 a year in any year cigarettes manufactured by Liggett are sold in that state. The Attorneys General for Florida, Mississippi and Texas previously advised Liggett that they believed that Liggett had failed to make payments under the respective settlement agreements with those states. In 2010, Liggett settled with Florida and agreed to pay $1,200 and to make further annual payments of $250 for a period of 21 years, starting in March 2011, with the payments from year 12 forward being subject to an inflation adjustment. These payments are in lieu of any other payments allegedly due to Florida. In 2012, Mississippi provided Liggett with a 60-day notice that the state intended to pursue its remedies if Liggett did not cure the alleged defaults. Liggett responded to Mississippi's letter denying the existence of any defaults. There can be no assurance that Liggett will be able to resolve the matters with Texas and Mississippi or that Liggett will not be required to make additional payments which could adversely affect the Company's consolidated financial position, results of operations and cash flows.

Cautionary Statement. Management is not able to reasonably predict the outcome of the litigation pending or threatened against Liggett or the Company. Litigation is subject to many uncertainties. Liggett has been found liable in multiple Engle progeny cases and Individual Actions, several of which were affirmed on appeal and satisfied by Liggett. It is possible that other cases could be decided unfavorably against Liggett and that Liggett will be unsuccessful on appeal. Liggett may attempt to settle particular cases if it believes it is in its best interest to do so. Management cannot predict the cash requirements related to any future defense costs, settlements or judgments, including cash required to bond any appeals, and there is a risk that those requirements will not be able to be met. An unfavorable outcome of a pending smoking-related case could encourage the commencement of additional litigation. Except as discussed in this Note 7, management is unable to estimate the loss or range of loss that could result from an unfavorable outcome of the cases pending against Liggett or the costs of defending such cases and as a result has not provided any amounts in its consolidated financial statements for unfavorable outcomes.

The tobacco industry is subject to a wide range of laws and regulations regarding the marketing, sale, taxation and use of tobacco products imposed by local, state and federal governments. There have been a number of restrictive regulatory actions, adverse legislative and political decisions and other unfavorable developments concerning cigarette smoking and the tobacco industry. These developments may negatively affect the perception of potential triers of fact with respect to the tobacco industry, possibly to the detriment of certain pending litigation, and may prompt the commencement of additional litigation or legislation.

It is possible that the Company's consolidated financial position, results of operations and cash flows could be materially adversely affected by an unfavorable outcome in any of the smoking-related litigation.

The activity in the Company's accruals for the MSA and tobacco litigation for the six months ended June 30, 2015 were as follows:

	Current Liabilities			Non-Current Liabilities		
	Payments due under Master Settlement Agreement	Litigation Accruals	Total	Payments due under Master Settlement Agreement	Litigation Accruals	Total

Balance at January 1, 2015	$26,322	$3,149	$29,471	$25,809	$25,700	$51,509
Expenses	53,435	2,490	55,925	—	(195)	(195)
Change in MSA obligations capitalized as inventory	1,011	—	1,011	—	—	—
Payments	(18,142)	(5,645)	(23,787)	—	—	—
Reclassification from non-current liabilities	—	3,305	3,305	—	(3,305)	(3,305)
Interest on withholding	—	178	178	—	1,244	1,244
Balance as of June 30, 2015	$62,626	$3,477	$66,103	$25,809	$23,444	$49,253

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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The activity in the Company's accruals for the MSA and tobacco litigation for the six months ended June 30, 2014 were as follows:

	Current Liabilities			Non-Current Liabilities		
	Payments due under Master Settlement Agreement	Litigation Accruals	Total	Payments due under Master Settlement Agreement	Litigation Accruals	Total
Balance at January 1, 2014	$25,348	$59,310	$84,658	$27,571	$27,058	$54,629
Expenses	52,510	1,769	54,279	—	—	—
NPM Settlement adjustment	—	—	—	(1,419)	—	(1,419)
Change in MSA obligations capitalized as inventory	151	—	151	—	—	—
Payments	(16,343)	(60,201)	(76,544)	—	—	—
Reclassification from non-current liabilities	343	3,575	3,918	(343)	(3,575)	(3,918)
Interest on withholding	—	83	83	—	893	893
Balance as of June 30, 2014	$62,009	$4,536	$66,545	$25,809	$24,376	$50,185

Other Matters:

Liggett’s and Vector Tobacco’s management are unaware of any material environmental conditions affecting their existing facilities. Liggett’s and Vector Tobacco’s management believe that current operations are conducted in material compliance with all environmental laws and regulations and other laws and regulations governing cigarette manufacturers. Compliance with federal, state and local provisions regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, has not had a material effect on the capital expenditures, results of operations or competitive position of Liggett or Vector Tobacco.

Liggett Vector Brands entered into an agreement with a subsidiary of the American Wholesale Marketers Association to support a program to permit certain tobacco distributors to secure, on reasonable terms, tax stamp bonds required by state and local governments for the distribution of cigarettes. The agreement expires in February 2016. Under the agreement, Liggett Vector Brands has agreed to pay a portion of losses incurred by the surety under the bond program, with a maximum loss exposure of $500. To secure its potential obligations under the agreement, Liggett Vector Brands posted a $100 letter of credit and agreed to fund up to an additional $400. Liggett previously paid $83 for obligations under this program, and therefore, is only committed to fund an additional $317 over the letter of credit. The Company believes Liggett Vector Brands’ obligation under the agreement was immaterial at June 30, 2015.

There are several other proceedings, lawsuits and claims pending against the Company or one or more of its consolidated subsidiaries unrelated to tobacco or tobacco product liability. For instance, Douglas Elliman is subject to various types of litigation in the ordinary course of its business. Management is of the opinion that the liabilities, if any, ultimately resulting from such other proceedings, lawsuits and claims should not materially affect the Company's financial position, results of operations or cash flows.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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8. INCOME TAXES

The Company's provision for income taxes in interim periods is based on an estimated annual effective income tax rate derived, in part, from estimated annual pre-tax results from ordinary operations. The annual effective income tax rate is reviewed and, if necessary, adjusted on a quarterly basis.
The Company's income tax expense consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Income before provision for income taxes	$31,069	$19,132	$64,964	$25,603
Income tax expense using estimated annual effective income tax rate	11,533	6,279	24,143	8,404
Changes in effective tax rates	(78)	(178)	—	—
Impact of discrete items, net	(91)	—	(100)	639
Income tax expense	$11,364	$6,101	$24,043	$9,043

The discrete item for the six months ended June 30, 2015 is primarily related to the rate differential in other comprehensive income and the results of a recent state income tax audits. The discrete item for the six months ended June 30, 2014 is primarily related to an increase in the blended state tax rate that resulted in the Company's revaluation of its deferred taxes and the results of a state income tax audit.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
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9. INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Company's recurring financial assets and liabilities subject to fair value measurements are as follows:

	Fair Value Measurements as of June 30, 2015			
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	$109,209	$109,209	$—	$—
Certificates of deposit	4,790	—	4,790	—
Bonds	12,368	12,368	—	—
Investment securities available for sale				
Equity securities	158,274	157,958	316	—
Mutual funds invested in fixed income securities	60,441	60,441	—	—
Fixed income securities				
U.S. Government securities	33,886	—	33,886	—
Corporate securities	51,937	—	51,937	—
U.S. mortgage backed securities	6,757	—	6,757	—
Commercial mortgage-backed securities	15,758	—	15,758	—
U.S. asset backed securities	13,393	—	13,393	—
Index-linked U.S. bonds	2,131	—	2,131	—
Total fixed income securities	123,862	—	123,862	—
Warrants (1)	1,859	—	—	1,859
Total	$470,803	$339,976	$128,968	$1,859
Liabilities:				
Fair value of derivatives embedded within convertible debt	$156,783	$—	$—	$156,783

(1) Warrants are 1,000,000 warrants to purchase Ladenburg Thalmann Financial Services Inc. ("LTS") common stock received on November 4, 2011 which were carried at $1,859 as of June 30, 2015 and are included in "Other assets." The Company recognized a loss of $483 for the six months ended June 30, 2015 related to the change in fair value of the Warrants.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

	Fair Value Measurements as of December 31, 2014			
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	$205,180	$205,180	$—	$—
Certificates of deposit	3,462	—	3,462	—
Bonds	4,868	4,868	—	—
Investment securities available for sale				
Equity securities	154,192	153,666	526	—
Mutual funds invested in fixed income securities	59,826	59,826	—	—
Fixed income securities				
U.S. Government securities	35,446	—	35,446	—
Corporate securities	56,248	7,397	48,851	—
U.S. Government and federal agency	4,770	—	4,770	—
Commercial mortgage-backed securities	16,508	—	16,508	—
U.S. asset-backed securities	16,955	—	16,955	—
Index-linked U.S. bonds	2,098	—	2,098	—
Total fixed income securities	132,025	7,397	124,628	—
Warrants (1)	2,342	—	—	2,342
Total	$561,895	$430,937	$128,616	$2,342
Liabilities:				
Fair value of derivatives embedded within convertible debt	$169,386	$—	$—	$169,386

(1) Warrants include 1,000,000 of LTS Warrants received on November 4, 2011 which were carried at $2,342 as of December 31, 2014 and are included in “Other assets.” The Company recognized income of $584 for the year ended December 31, 2014 related to the change in fair value of the Warrants. The Company recognized a loss of $111 for the six months ended June 30, 2014.

The fair value of the Level 2 certificates of deposit are based on prices posted by the financial institutions. The fair value of investment securities available for sale included in Level 1 are based on quoted market prices from various stock exchanges. The Level 2 investment securities available for sale are based on quoted market prices of securities that are thinly traded.
The fair value of derivatives embedded within convertible debt was derived using a valuation model. These derivatives have been classified as Level 3. The valuation model assumes future dividend payments by the Company

and utilizes interest rates and credit spreads based upon the implied debt rate of the 5.50% Convertible Notes due 2020 to determine the fair value of the derivatives embedded within the convertible debt. The changes in fair value of derivatives embedded within convertible debt are presented on the Condensed Consolidated Statements of Operations. The value of the embedded derivatives is contingent on changes in implied interest rates of the convertible debt, the Company's stock price, stock volatility as well as projections of future cash and stock dividends over the term of the debt. The interest rate component of the value of the embedded derivative is computed by calculating an equivalent non-convertible, unsecured and subordinated borrowing cost. This rate is determined by calculating the implied rate on the Company's 2020 Convertible Notes when removing the embedded option value within the convertible security. This rate is based upon market observable inputs and influenced by the Company's stock price, convertible bond trading price, risk free interest rates and stock volatility.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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The fair value of the warrants was derived using the Black-Scholes model and has been classified as Level 3. The assumptions used under the Black-Scholes model in computing the fair value of the warrants are based on contractual term of the warrants, volatility of the underlying stock based on the historical quoted prices of the underlying stock, assumed future dividend payments and a risk-free rate of return.
The unobservable inputs related to the valuations of the Level 3 assets and liabilities are as follows at June 30, 2015:

	Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value at June 30, 2015	Valuation Technique	Unobservable Input	Range (Actual)	
Warrant	$1,859	Option model	Stock price	$3.50	
			Exercise price	$1.68	
			Term (in years)	1.3	
			Volatility	39.30	%
			Dividend rate	—	
			Risk-free return	0.70	%
Fair value of derivatives embedded within convertible debt	$156,783	Discounted cash flow	Assumed annual stock dividend	5	%
			Assumed annual cash dividend	$1.60	
			Stock price	$23.46	
			Convertible trading price	110.12	%
			Volatility	16	%
			Implied credit spread	6.0% - 7.0% (6.5%)	

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

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The unobservable inputs related to the valuations of the Level 3 assets and liabilities are as follows at December 31, 2014:

	Quantitative Information about Level 3 Fair Value Measurements				
	Fair Value at December 31, 2014	Valuation Technique	Unobservable Input	Range (Actual)	
Warrants	$2,342	Option model	Stock price	$3.95	
			Exercise price	$1.68	
			Term (in years)	1.8	
			Volatility	44.42	%
			Dividend rate	—	
			Risk-free return	0.70	%
Fair value of derivatives embedded within convertible debt	$169,386	Discounted cash flow	Assumed annual stock dividend	5	%
			Assumed annual cash dividend	$1.60	
			Stock price	$21.31	
			Convertible trading price	106.8	%
			Volatility	16.00	%
			Implied credit spread	6.25% - 7.25% (6.75%)	

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company is required to record assets and liabilities at fair value on a nonrecurring basis. Generally, assets and liabilities are recorded at fair value on a nonrecurring basis as a result of impairment charges. The Company had no nonrecurring nonfinancial assets subject to fair value measurements as of June 30, 2015 and December 31, 2014.

10. SEGMENT INFORMATION

The Company's significant business segments for the three and six months ended June 30, 2015 and 2014 were Tobacco, E-Cigarettes and Real Estate. The Tobacco segment consists of the manufacture and sale of conventional cigarettes. The E-Cigarettes segment includes the operations of the Company's e-cigarette business. The Real Estate segment includes the Company’s investment in New Valley LLC, which includes Douglas Elliman, Escena, Indian Creek, Sagaponack and investments in real estate ventures. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. As a result of the amount of operating losses of Zoom as of September 30, 2014 when compared to the remaining components of our Corporate and Other segment, we have reevaluated our operating segments and have separated our E-Cigarettes operations from the Corporate and Other segment for previously reported periods as of and for the three and six months ended June 30, 2014. Thus, prior period information has been recast to conform to the current presentation. This change did not have an impact to the Company's historical consolidated results.

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VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
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Financial information for the Company's operations before taxes for the three and six months ended June 30, 2015 and 2014 follows:

	Tobacco		E-Cigarettes	Real Estate	Corporate and Other	Total
Three months ended June 30, 2015						
Revenues	$254,890		$261	$161,022	$—	$416,173
Operating income (loss)	56,215	(1)	(2,400)	6,892	(4,667)	56,040
Equity income from real estate ventures	—		—	1,856	—	1,856
Depreciation and amortization	2,931		—	3,076	435	6,442
Three months ended June 30, 2014						
Revenues	$250,556		$2,569	$153,488	$—	$406,613
Operating income (loss)	51,506	(2)	(3,765)	15,901	(3,334)	60,308
Equity loss from real estate ventures	—		—	(1,808)	—	(1,808)
Depreciation and amortization	2,588		—	2,622	252	5,462
Six months ended June 30, 2015						
Revenues	$482,975		$680	$293,278	$—	$776,933
Operating income (loss)	105,885	(3)	(5,564)	9,043	(9,369)	99,995
Equity income from real estate ventures	—		—	2,194	—	2,194
Depreciation and amortization	5,867		—	5,984	872	12,723
Capital expenditures	2,350		—	3,029	—	5,379
Six months ended June 30, 2014						
Revenues	$483,948		$8,369	$261,532	$—	$753,849
Operating income (loss)	94,402	(4)	(4,190)	20,645	(7,827)	103,030
Equity loss from real estate ventures	—		—	(256)	—	(256)
Depreciation and amortization	5,081		—	6,969	504	12,554
Capital expenditures	6,563		—	3,570	11	10,144

(1) Operating income includes $1,250 of litigation judgment expense and $1,607 of pension settlement expense.
(2) Operating income includes $1,419 of income from NPM Settlement.
(3) Operating income includes $2,093 of litigation judgment expense and $1,607 of pension settlement expense.
(4) Operating income includes $1,419 of income from NPM Settlement and $1,500 of litigation judgment expense.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
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11. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The accompanying condensed consolidating financial information has been prepared and presented pursuant to Securities and Exchange Commission Regulation S-X, Rule 3-10, "Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered." Each of the subsidiary guarantors are 100% owned, directly or indirectly, by the Company, and all guarantees are joint and several and subject to certain automatic release provisions. Relief from the financial statement requirements under Rule 3-10 is being provided because the Company's guarantee release provisions are considered customary. Such release provisions are as follows:

- the sale or other disposition of all or substantially all of the assets or all of the capital stock of any subsidiary guarantor; and
- the satisfaction of the requirements for legal defeasance or the satisfaction and discharge of the indenture.

The Company's investments in its consolidated subsidiaries are presented under the equity method of accounting.
The indenture of the 7.75% Senior Secured Notes contains covenants that restrict the payment of dividends by the Company if the Company's consolidated earnings before interest, taxes, depreciation and amortization, as defined in the indenture, for the most recently ended four full quarters is less than $75,000 and the indenture also restricts the incurrence of debt if the Company's Leverage Ratio and its Secured Leverage Ratio, as defined in the indenture, exceed 3.0 and 1.5, respectively.
At June 30, 2015, management believed that the Company was in compliance with all covenants under the indentures of the 7.75% Senior Secured Notes.

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
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CONDENSED CONSOLIDATING BALANCE SHEETS

	June 30, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
ASSETS:					
Current assets:					
Cash and cash equivalents	$111,503	$24,020	$102,800	$—	$238,323
Investment securities available for sale	277,483	65,094	—	—	342,577
Accounts receivable - trade, net	—	12,471	5,551	—	18,022
Intercompany receivables	1,744	—	—	(1,744)	—
Inventories	—	98,576	—	—	98,576
Income taxes receivable, net	2,343	—	—	(2,343)	—
Restricted assets	—	910	1,414	—	2,324
Other current assets	910	7,078	37,248	—	45,236
Total current assets	393,983	208,149	147,013	(4,087)	745,058
Property, plant and equipment, net	2,177	57,228	20,043	—	79,448
Real estate held for sale, net	—	—	23,043	—	23,043
Long-term investments	45,669	—	550	—	46,219
Investments in real estate ventures	—	—	199,026	—	199,026
Investments in consolidated subsidiaries	563,658	—	—	(563,658)	—
Restricted assets	3,034	17,186	—	—	20,220
Goodwill and other intangible assets, net	—	107,511	159,489	—	267,000
Prepaid pension costs	—	26,635	—	—	26,635
Other assets	42,810	11,701	1,683	—	56,194
Total assets	$1,051,331	$428,410	$550,847	$(567,745)	$1,462,843
LIABILITIES AND STOCKHOLDERS' EQUITY:					
Current liabilities:					
Current portion of notes payable and long-term debt	$—	$5,788	$286	$—	$6,074
Current portion of employee benefits	—	931	—	—	931
Intercompany payables	—	405	1,339	(1,744)	—
Income taxes payable, net	78	5,985	3	(2,343)	3,723
Litigation accruals and current payments due under the Master Settlement Agreement	—	66,103	—	—	66,103
Deferred income taxes, net	18,734	9,588	—	—	28,322
Other current liabilities	34,318	54,264	36,941	—	125,523
Total current liabilities	53,130	143,064	38,569	(4,087)	230,676
Notes payable, long-term debt and other obligations, less current portion	864,399	8,583	17	—	872,999
Fair value of derivatives embedded within convertible debt	156,783	—	—	—	156,783

Non-current employee benefits	33,381	16,324	—	—	49,705
Deferred income taxes, net	24,155	34,560	39,465	—	98,180
Other liabilities, primarily litigation accruals and payments due under the Master Settlement Agreement	2,469	49,460	4,237	—	56,166
Total liabilities	1,134,317	251,991	82,288	(4,087)	1,464,509
Commitments and contingencies					
Stockholders' (deficiency) equity attributed to Vector Group Ltd.	(82,986)	176,419	387,239	(563,658)	(82,986)
Non-controlling interest	—	—	81,320	—	81,320
Total stockholders' (deficiency) equity	(82,986)	176,419	468,559	(563,658)	(1,666)
Total liabilities and stockholders' equity	$1,051,331	$428,410	$550,847	$(567,745)	$1,462,843

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VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING BALANCE SHEETS

	December 31, 2014				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
ASSETS:					
Current assets:					
Cash and cash equivalents	$211,751	$9,724	$104,890	$—	$326,365
Investment securities available for sale	278,010	68,033	—	—	346,043
Accounts receivable - trade, net	—	18,024	5,304	—	23,328
Intercompany receivables	795	267	—	(1,062)	—
Inventories	—	90,323	—	—	90,323
Income taxes receivable, net	1,055	463	21	1,743	3,282
Restricted assets	—	1,181	1,414	—	2,595
Other current assets	899	9,133	26,686	—	36,718
Total current assets	492,510	197,148	138,315	681	828,654
Property, plant and equipment, net	2,648	61,149	20,315	—	84,112
Real estate held for sale, net	—	—	10,643	—	10,643
Long-term investments	39,594	—	698	—	40,292
Investments in real estate ventures	—	—	163,460	—	163,460
Investments in consolidated subsidiaries	518,963	—	—	(518,963)	—
Restricted assets	1,707	10,306	—	—	12,013
Goodwill and other intangible assets, net	—	107,511	162,461	—	269,972
Prepaid pension costs	—	25,032	—	—	25,032
Other assets	45,904	10,743	2,246	—	58,893
Total assets	$1,101,326	$411,889	$498,138	$(518,282)	$1,493,071
LIABILITIES AND STOCKHOLDERS' EQUITY:					
Current liabilities:					
Current portion of notes payable and long-term debt	$25,000	$27,248	$392	$—	$52,640
Current portion of fair value of derivatives embedded within convertible debt	884	—	—	—	884
Current portion of employee benefits	—	931	—	—	931
Intercompany payables	—	—	1,062	(1,062)	—
Income taxes payable, net	—	—	—	1,743	1,743
Litigation accruals and current payments due under the Master Settlement Agreement	—	29,471	—	—	29,471
Deferred income taxes, net	17,452	11,027	—	—	28,479
Other current liabilities	36,653	58,677	31,425	—	126,755
Total current liabilities	79,989	127,354	32,879	681	240,903
Notes payable, long-term debt and other obligations, less current portion	852,560	8,120	31	—	860,711

Fair value of derivatives embedded within convertible debt	168,502	—	—	—	168,502
Non-current employee benefits	32,842	16,472	—	—	49,314
Deferred income taxes, net	23,539	32,301	38,670	—	94,510
Other liabilities, primarily litigation accruals and payments due under the Master Settlement Agreement	921	51,775	4,383	—	57,079
Total liabilities	1,158,353	236,022	75,963	681	1,471,019
Commitments and contingencies					
Stockholders' (deficiency) equity attributed to Vector Group Ltd.	(57,027)	175,867	343,096	(518,963)	(57,027)
Non-controlling interest	—	—	79,079	—	79,079
Total stockholders' (deficiency) equity	(57,027)	175,867	422,175	(518,963)	22,052
Total liabilities and stockholders' equity	$1,101,326	$411,889	$498,138	$(518,282)	$1,493,071

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Three Months Ended June 30, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$—	$255,291	$161,022	$(140)	$416,173
Expenses:					
Cost of sales	—	175,334	103,870	—	279,204
Operating, selling, administrative and general expenses	6,937	22,555	50,327	(140)	79,679
Litigation settlement and judgment expense	—	1,250	—	—	1,250
Management fee expense	—	2,563	—	(2,563)	—
Operating (loss) income	(6,937)	53,589	6,825	2,563	56,040
Other income (expenses):					
Interest expense	(30,880)	(879)	(2)	—	(31,761)
Change in fair value of derivatives embedded within convertible debt	5,256	—	—	—	5,256
Equity income from real estate ventures	—	—	1,856	—	1,856
Equity loss on long-term investments	(1,657)	—	—	—	(1,657)
Loss on sale of investment securities available for sale	(190)	—	—	—	(190)
Equity income in consolidated subsidiaries	35,754	—	—	(35,754)	—
Management fee income	2,563	—	—	(2,563)	—
Other, net	896	200	429	—	1,525
Income before provision for income taxes	4,805	52,910	9,108	(35,754)	31,069
Income tax benefit (expense)	13,063	(21,226)	(3,201)	—	(11,364)
Net income	17,868	31,684	5,907	(35,754)	19,705
Net income attributed to non-controlling interest	—	—	(1,837)	—	(1,837)
Net income attributed to Vector Group Ltd.	17,868	31,684	4,070	(35,754)	17,868
Comprehensive income attributed to non-controlling interest	—	—	(1,837)	—	(1,837)
Comprehensive income attributed to Vector Group Ltd.	$15,087	$31,933	$4,070	$(36,003)	$15,087

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Three Months Ended June 30, 2014				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$—	$253,125	$153,488	$—	$406,613
Expenses:					
Cost of sales	—	181,517	97,765	—	279,282
Operating, selling, administrative and general expenses	4,933	22,190	39,900	—	67,023
Management fee expense	—	2,468	—	(2,468)	—
Operating (loss) income	(4,933)	46,950	15,823	2,468	60,308
Other income (expenses):					
Interest expense	(43,190)	(1,284)	(3)	294	(44,183)
Change in fair value of derivatives embedded within convertible debt	1,970	—	—	—	1,970
Acceleration of interest expense related to debt conversion	(439)	—	—	—	(439)
Equity loss from real estate ventures	—	—	(1,808)	—	(1,808)
Equity loss on long-term investments	(273)	—	—	—	(273)
Loss on sale of investment securities available for sale	(18)	—	—	—	(18)
Equity income in consolidated subsidiaries	32,408	—	—	(32,408)	—
Management fee income	2,468	—	—	(2,468)	—
Other, net	1,068	224	2,577	(294)	3,575
(Loss) income before provision for income taxes	(10,939)	45,890	16,589	(32,408)	19,132
Income tax benefit (expense)	18,864	(19,716)	(5,249)	—	(6,101)
Net income	7,925	26,174	11,340	(32,408)	13,031
Net income attributed to non-controlling interest	—	—	(5,106)	—	(5,106)
Net income attributed to Vector Group Ltd.	7,925	26,174	6,234	(32,408)	7,925
Comprehensive income attributed to non-controlling interest	—	—	(5,106)	—	(5,106)
Comprehensive income attributed to Vector Group Ltd.	$9,436	$25,464	$6,234	$(31,698)	$9,436

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Six Months Ended June 30, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$—	$483,914	$293,278	$(259)	$776,933
Expenses:					
Cost of sales	—	332,994	188,228	—	521,222
Operating, selling, administrative and general expenses	13,894	43,892	96,096	(259)	153,623
Litigation settlement and judgment expense	—	2,093	—	—	2,093
Management fee expense	—	5,125	—	(5,125)	—
Operating (loss) income	(13,894)	99,810	8,954	5,125	99,995
Other income (expenses):					
Interest expense	(61,634)	(1,870)	(3)	—	(63,507)
Change in fair value of derivatives embedded within convertible debt	11,716	—	—	—	11,716
Equity income from real estate ventures	—	—	2,194	—	2,194
Equity loss on long-term investments	(1,694)	—	—	—	(1,694)
(Loss) gain on sale of investment securities available for sale	(336)	13,175	—	—	12,839
Equity income in consolidated subsidiaries	71,748	—	—	(71,748)	—
Management fee income	5,125	—	—	(5,125)	—
Other, net	1,920	520	981	—	3,421
Income before provision for income taxes	12,951	111,635	12,126	(71,748)	64,964
Income tax benefit (expense)	25,873	(45,407)	(4,509)	—	(24,043)
Net income	38,824	66,228	7,617	(71,748)	40,921
Net income attributed to non-controlling interest	—	—	(2,097)	—	(2,097)
Net income attributed to Vector Group Ltd.	38,824	66,228	5,520	(71,748)	38,824
Comprehensive income attributed to non-controlling interest	—	—	(2,097)	—	(2,097)
Comprehensive income attributed to Vector Group Ltd.	$38,042	$65,589	$5,520	$(71,109)	$38,042

VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Six Months Ended June 30, 2014				
	Parent/ Issuer	Subsidiary Guarantors	Non-Guarantors	Consolidating Adjustments	Vector Group Ltd.
Revenues	$—	$492,317	$261,532	$—	$753,849
Expenses:					
Cost of sales	—	353,230	165,089	—	518,319
Operating, selling, administrative and general expenses	11,216	43,875	75,909	—	131,000
Litigation judgment expense	—	1,500	—	—	1,500
Management fee expense	—	4,935	—	(4,935)	—
Operating (loss) income	(11,216)	88,777	20,534	4,935	103,030
Other income (expenses):					
Interest expense	(77,972)	(2,239)	(37)	612	(79,636)
Change in fair value of derivatives embedded within convertible debt	320	—	—	—	320
Acceleration of interest expense related to debt conversion	(4,118)	—	—	—	(4,118)
Equity loss from real estate ventures	—	—	(256)	—	(256)
Loss on sale of investment securities available for sale	(71)	—	—	—	(71)
Equity income on long-term investments	633	—	—	—	633
Equity income in consolidated subsidiaries	60,126	—	—	(60,126)	—
Management fee income	4,935	—	—	(4,935)	—
Other, net	1,766	484	4,063	(612)	5,701
(Loss) income before provision for income taxes	(25,597)	87,022	24,304	(60,126)	25,603
Income tax benefit (expense)	36,102	(36,355)	(8,790)	—	(9,043)
Net income	10,505	50,667	15,514	(60,126)	16,560
Net income attributed to non-controlling interest	—	—	(6,055)	—	(6,055)
Net income attributed to Vector Group Ltd.	10,505	50,667	9,459	(60,126)	10,505
Comprehensive income attributed to non-controlling interest	—	—	(6,055)	—	(6,055)
Comprehensive income attributed to Vector Group Ltd.	$17,324	$50,659	$9,459	$(60,118)	$17,324

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VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by operating activities	$42,679	$99,159	$13,057	$(71,010)	$83,885
Cash flows from investing activities:					
Sale of investment securities	103,846	14,415	—	—	118,261
Maturities of investment securities	1,737	—	—	—	1,737
Purchase of investment securities	(112,119)	(1,476)	—	—	(113,595)
Proceeds from sale or liquidation of long-term investments	—	—	148	—	148
Purchase of long-term investments	(5,000)	—	—	—	(5,000)
Investments in real estate ventures	—	—	(34,857)	—	(34,857)
Increase in cash surrender value of life insurance policies	(717)	(401)	—	—	(1,118)
Increase in restricted assets	(1,327)	(6,607)	—	—	(7,934)
Issuance of notes receivable	—	—	(4,410)	—	(4,410)
Investments in subsidiaries	(42,808)	—	—	42,808	—
Proceeds from sale of fixed assets	—	3	—	—	3
Capital expenditures	—	(2,350)	(3,029)	—	(5,379)
Repayments of notes receivable	1,106	—	—	—	1,106
Pay downs of investment securities	3,530	—	—	—	3,530
Proceeds from sale of preferred securities	—	—	1,000	—	1,000
Investments in real estate held for sale, net	—	—	(12,502)	—	(12,502)
Net cash (used in) provided by investing activities	(51,752)	3,584	(53,650)	42,808	(59,010)
Cash flows from financing activities:					
Proceeds from issuance of debt	—	22	—	—	22
Deferred financing costs	—	(625)	—	—	(625)
Repayments of debt	—	(3,254)	(120)	—	(3,374)
Borrowings under revolver	—	126,727	—	—	126,727
Repayments on revolver	—	(144,492)	—	—	(144,492)
Capital contributions received	—	2,250	40,558	(42,808)	—
Intercompany dividends paid	—	(69,075)	(1,935)	71,010	—
Dividends and distributions on common stock	(92,778)	—	—	—	(92,778)
Distributions to non-controlling interest	—	—	—	—	—
Proceeds from exercise of Vector options	1,219	—	—	—	1,219
Tax benefit of options exercised	384	—	—	—	384
Net cash (used in) provided by financing activities	(91,175)	(88,447)	38,503	28,202	(112,917)
	(100,248)	14,296	(2,090)	—	(88,042)

Net (decrease) increase in cash and cash equivalents					
Cash and cash equivalents, beginning of period	211,751	9,724	104,890	—	326,365
Cash and cash equivalents, end of period	$111,503	$24,020	$102,800	$—	$238,323

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VECTOR GROUP LTD.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

(Dollars in Thousands, Except Per Share Amounts)
Unaudited

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2014				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by operating activities	$17,374	$46,294	$32,279	$(41,952)	$53,995
Cash flows from investing activities:					
Sale of investment securities	49,296	—	—	—	49,296
Purchase of investment securities	(108,859)	(1,560)	—	—	(110,419)
Proceeds from sale or liquidation of long-term investments	500	—	49	—	549
Purchase of long-term investments	(7,000)	—	—	—	(7,000)
Investments in real estate ventures	—	—	(12,534)	—	(12,534)
Purchase of subsidiaries	—	—	(250)	—	(250)
Distributions from investment in real estate ventures	—	—	3,539	—	3,539
Increase in cash surrender value of life insurance policies	—	(395)	—	—	(395)
Decrease (increase) in restricted assets	299	19	(689)	—	(371)
Issuance of notes receivable	(35,000)	—	(250)	35,000	(250)
Repayments of notes receivable	35,933	—	—	(35,000)	933
Proceeds from sale of fixed assets	—	4	—	—	4
Investments in subsidiaries	(25,267)	—	—	25,267	—
Capital expenditures	(11)	(6,563)	(3,570)	—	(10,144)
Net cash used in investing activities	(90,109)	(8,495)	(13,705)	25,267	(87,042)
Cash flows from financing activities:					
Proceeds from issuance of debt	408,750	40,166	—	(35,000)	413,916
Deferred financing costs	(12,360)	—	—	—	(12,360)
Repayments of debt	—	(39,293)	(3,758)	35,000	(8,051)
Borrowings under revolver	—	429,188	—	—	429,188
Repayments on revolver	—	(437,736)	—	—	(437,736)
Capital contributions received	—	3,150	22,117	(25,267)	—
Intercompany dividends paid	—	(30,000)	(11,952)	41,952	—
Dividends and distributions on common stock	(80,963)	—	—	—	(80,963)
Distributions to non-controlling interest	—	—	(3,075)	—	(3,075)
Proceeds from exercise of Vector options	3,405	—	—	—	3,405
Tax benefit of options exercised	680	—	—	—	680
Net cash provided by (used in) financing activities	319,512	(34,525)	3,332	16,685	305,004
Net increase in cash and cash equivalents	246,777	3,274	21,906	—	271,957
Cash and cash equivalents, beginning of period	151,342	11,812	71,312	—	234,466

Cash and cash equivalents, end of period	$398,119	$15,086	$93,218	$—	$506,423

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in Thousands, Except Per Share Amounts)

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of Vector Group Ltd.'s financial statements with a narrative from our management's perspective. Our MD&A is divided into the following sections:
- Overview and Recent Developments
- Results of Operations
- Summary of Real Estate Investments
- Liquidity and Capital Resources

Please read this discussion along with our MD&A and audited financial statements as of and for the year ended December 31, 2014 and Notes thereto, included in our 2014 Annual Report on Form 10-K, and our Consolidated Condensed Financial Statements and related Notes as of and for the quarterly period ended June 30, 2015.

Overview

We are a holding company and are engaged principally in:
- the manufacture and sale of cigarettes in the United States through our Liggett Group LLC ("Liggett") and Vector Tobacco Inc. ("Vector Tobacco") subsidiaries,
- the sale of electronic cigarettes ("e-cigarettes") in the United States through our Zoom E-Cigs LLC ("Zoom") subsidiary, and
- the real estate business through our New Valley LLC ("New Valley") subsidiary, which is seeking to acquire additional operating companies and real estate properties. New Valley owns 70.59% of Douglas Elliman Realty, LLC ("Douglas Elliman Realty"), which operates the largest residential brokerage company in the New York metropolitan area.

Zoom entered the United States e-cigarette market in limited retail distribution outlets in 2013. Zoom's operations are included in our "E-Cigarettes" reporting segment. Our exposure to Zoom, as of June 30, 2015, was approximately $3,411, which was primarily comprised of Zoom's inventory and point of sale marketing material. We have seen significant changes in the e-cigarette market over the past year with apparent declines in the sales of disposable and rechargeable e-cigarettes while open system vapor products that feature refillable tanks and use low-cost flavored liquids have demonstrated mixed results. Additionally, we believe uncertainties exist related to the regulation of e-cigarettes, including open system vapor products. Given this backdrop, our primary focus on e-cigarettes is to stay prepared to pursue opportunities if they occur.

Recent Developments

Liggett Credit Facility. On January 14, 2015, our subsidiaries, Liggett and 100 Maple LLC ("Maple"), entered into a Third Amended and Restated Credit Agreement (the "Credit Agreement"), dated as of January 14, 2015, with Wells Fargo Bank, National Association ("Wells Fargo"), as agent and lender. The Credit Agreement governs a $60,000 credit facility (the "Credit Facility") that consists of a revolving credit facility of up to $60,000 borrowing capacity (the "Revolver") and a $3,600 term loan (the "Term Loan") that is within the $60,000 commitment under the Credit Facility and reduces the amount available under the Revolver. All borrowings under the Credit Facility (other than the Term Loan) are limited to a borrowing base equal to roughly (1) the lesser of (a) 85% of the net amount of eligible accounts receivable and (b) $10,000 plus (2) the lesser of (a) the sum of (I) 80% of the value of eligible inventory consisting of packaged cigarettes plus (II) the lesser of (x) 60% multiplied by Liggett's eligible cost of eligible inventory consisting of leaf tobacco and (y) 85% of the net orderly liquidation value of eligible inventory consisting of leaf tobacco and (b) $60,000, less (3) certain reserves against accounts receivable, inventory, bank products or other items which Wells Fargo, as agent, may establish from time to time in its permitted discretion. The obligations under the Credit Facility are collateralized on a first priority basis by all inventories, receivables and certain other personal property of Liggett and Maple, a mortgage on Liggett's manufacturing facility and certain real property of Maple, subject to certain permitted liens. The Credit Facility amended and restated Liggett's existing $50,000 credit facility with Wells Fargo and Maple's existing $3,600 term loan with Wells Fargo.

The term of the Credit Facility expires on March 31, 2020. Prime rate loans under the Credit Facility bear interest at a rate equal to the greatest of (i) the Federal Funds rate plus 0.50%, (ii) LIBOR plus 1.0% and (ii) the prime rate of Wells Fargo. LIBOR rate loans under the Credit Facility bear interest at a rate equal to LIBOR plus 2.25%. Monthly principal payments of $25 are due under the Term Loan on the first day of each month with the unpaid principal balance due at maturity on March 31, 2020. The Credit Facility contains customary affirmative and negative covenants, including covenants that limit Liggett's, Maple's and their subsidiaries' ability to incur, create or assume certain indebtedness, to incur or assume certain liens, to purchase, hold or acquire certain investments, to declare or make certain dividends and distributions and to engage in certain mergers, consolidations and asset sales. The Credit Facility also requires us to comply with specified financial covenants, including that Liggett's earnings before interest, taxes, depreciation and amortization, as defined under the Credit Facility, on a trailing twelve month basis, shall not be less than $100,000 if Liggett's excess availability, as defined under the Credit Facility, is less than $20,000. The covenants also require that annual capital expenditures, as defined under the Credit Facility (before a maximum carryover amount of $10,000), shall not exceed $20,000 during any fiscal year. The Credit Facility also contains customary events of default.

Vector 6.75% Variable Interest Senior Convertible Note due 2015. In February 2015, the holder of the 6.75% Variable Interest Senior Convertible Note due 2015, converted the remaining $25,000 principal balance of the Note into 2,227,552 of our common shares.

Liggett Retirement Window. Liggett recorded a charge of $1,607 for the three and six months ended June 30, 2015 in connection with a window offered to terminated participants in two Defined Benefit Plans in 2015.

Recent Developments in Smoking-Related Litigation

There are no material changes from the Recent Developments in Smoking-Related Litigation set forth in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our Annual Report on Form 10-K, for the year ended December 31, 2014. Please refer to that section and the information below for disclosures regarding the critical accounting policies related to our business.

Critical Accounting Policies

There are no material changes from the critical accounting policies set forth in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our Annual Report on Form 10-K, for the year ended December 31, 2014. Please refer to that section and the information below for disclosures regarding the critical accounting policies related to our business.

Results of Operations

The following discussion provides an assessment of our results of operations, capital resources and liquidity and should be read in conjunction with our condensed consolidated financial statements included elsewhere in this report. The condensed consolidated financial statements include the accounts of VGR Holding, Liggett, Vector Tobacco, Liggett Vector Brands, New Valley and other less significant subsidiaries.

For purposes of this discussion and other consolidated financial reporting, our significant business segments for the three and six months ended June 30, 2015 and 2014 were Tobacco, E-Cigarettes and Real Estate. The Tobacco segment consists of the manufacture and sale of cigarettes. The E-Cigarettes segment includes the operations of Zoom. The Real Estate segment includes our investment in New Valley LLC, which includes Douglas Elliman, Escena, Indian Creek and investments in real estate ventures. As a result of the amount of operating losses of Zoom as of September 30, 2014 when compared to the remaining components of our Corporate and Other segment, we reevaluated our operating segments and have separated our E-Cigarettes operations from the Corporate and Other segment for previously reported periods as of and for the three and six months ended June 30, 2014. Thus, prior period information has been recast to conform to the current presentation. This change did not have an impact to the Company's historical consolidated results.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenues:				
Tobacco	$254,890	$250,556	$482,975	$483,948
E-Cigarettes	261	2,569	680	8,369