



**VECTOR GROUP LTD.**

**2016 STOCKHOLDERS' REPORT**





## VECTOR GROUP LTD.

**HOWARD M. LORBER**

PRESIDENT

CHIEF EXECUTIVE OFFICER

March 10, 2017

### **Dear Fellow Stockholder,**

2016 was a successful year for Vector Group Ltd. We delivered strong operational and financial results in our core tobacco and real estate businesses, and we are confident that our 2016 initiatives will increase stockholder value in the years to come.

Liggett Group, the fourth-largest United States tobacco manufacturer, recorded another year of record earnings in 2016. In our New Valley real estate business, we continued to make strategic, value-creating investments in new development projects and Douglas Elliman, the nation's fourth-largest residential real estate brokerage firm, had another year of significant revenue growth.

### **Overall Financial Results**

Our revenues were \$1.691 billion in 2016, compared to \$1.657 billion in 2015. Additionally, we maintained a strong balance sheet with substantial liquidity, with cash, marketable securities and long-term investments of \$651 million as of December 31, 2016. Reflecting our ongoing commitment to rewarding stockholders for their continued investment, we paid a cash dividend to our stockholders for the 22<sup>nd</sup> consecutive year and a 5% stock dividend for the 18<sup>th</sup> consecutive year.

Additionally, in January 2017, we refinanced our existing 7.75% senior secured notes due 2021 of \$835 million by completing the sale of \$850 million aggregate principal amount of 6.125% senior secured notes due 2025. We expect to save approximately \$12.6 million per year in cash interest expenses because of the refinancing.

### **Tobacco Business**

We had continued strength and record earnings performance for our tobacco business in 2016. Tobacco Adjusted Operating Income<sup>1</sup> increased 10.5% versus the prior year to \$258.6 million, and our year-end retail market share grew from 3.40% to 3.65%. The double-digit growth in Tobacco Adjusted Operating Income was primarily due to achieving higher margins from price increases and cost savings realized from the 2015 restructuring of our tobacco business. Our conviction that there would be market opportunities resulting from the Reynolds-Lorillard-Imperial Tobacco transaction, as well as opportunities relating to developments in the "deep discount" category, has proven true and is evident in our tobacco business results. The organizational changes we implemented to prepare for shifting market dynamics well positioned us to maximize the opportunities that developed in 2016.

We remain focused on preserving brand strength in the market while driving long-term profit growth. Accordingly, we continue to pursue opportunities that we believe will generate incremental volume growth, including an expansion of tactical business-building programs in geographies of focus for us.

With respect to litigation, in December 2016, we reached a settlement that resolved 124 *Engle* progeny cases. The *Engle* cases have been the biggest litigation overhang on the United States tobacco industry in the last decade, and we are very pleased with our positioning after having substantially reduced our litigation exposure. We will continue to work to resolve the 125 remaining *Engle* cases in which Liggett is a defendant.

<sup>1</sup> Adjusted EBITDA and Tobacco Adjusted Operating Income are non-GAAP financial measures and should be considered in addition to, but not as a substitute for, other measures of financial performance prepared in accordance with GAAP. Reconciliations to Adjusted EBITDA and Tobacco Adjusted Operating Income are contained in the Company's earnings release issued on March 1, 2017.

We are pleased with the record performance of our tobacco business in 2016, and will continue to focus on profitably growing our operations by both increasing market share and margins.

### **Real Estate Business**

In 2016, our New Valley real estate subsidiary invested approximately \$44 million in new or continuing real estate developments, and received distributions of approximately \$33 million from some of our earlier development projects. Our investment portfolio at December 31, 2016 consisted of 23 projects and includes the investment we made in 2016 in a joint venture that will own and operate the premier luxury retail space at the Wynn Las Vegas resort. We continue to search for compelling opportunities to opportunistically deploy capital from our strong balance sheet to grow the New Valley business.

Douglas Elliman, New Valley's 70.59% owned subsidiary, continued to post strong revenue increases in 2016. Douglas Elliman reported revenues of \$675.3 million and Adjusted EBITDA<sup>1</sup> of \$36.7 million in 2016. In 2016, we benefited from our recent strategic marketing initiatives, partly offset by a slowdown in sales in the luxury residential real estate market. Douglas Elliman's focus remains building out its strong platform in New York, South Florida, Aspen and Los Angeles and enhancing its footprint by expanding into other attractive, high-growth markets where our clients enjoy living and traveling.

### **Outlook**

As we progress through 2017, we are both excited about our strategy and confident about our ability to execute. We will continue to assess new opportunities in our businesses and selectively pursue those with the best long-term value-creation potential.

On behalf of the Board of Directors and the management team, we would like to thank our stockholders, employees and customers for their continued support and dedication, and for their continued confidence in Vector Group.

Sincerely,

A handwritten signature in black ink, appearing to read "Howard M. Lorber". The signature is fluid and cursive, with the first name "Howard" being the most prominent.

Howard M. Lorber  
President and Chief Executive Officer

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

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

For The Fiscal Year Ended December 31, 2016

**VECTOR GROUP LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation  
incorporation or organization)

**1-5759**

Commission File Number

**65-0949535**

(I.R.S. Employer  
Identification No.)

**4400 Biscayne Boulevard, Miami, Florida**

(Address of principal executive offices)

**33137**

(Zip Code)

**(305) 579-8000**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class

Name of each exchange on which registered

Common Stock, par value \$.10 per share

New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.  Yes  No

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.  Yes  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).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the common stock held by non-affiliates of Vector Group Ltd. as of June 30, 2016 was approximately \$2.025 billion.

At March 1, 2017, Vector Group Ltd. had 129,739,481 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Part III (Items 10, 11, 12, 13 and 14) from the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission no later than 120 days after the end of the Registrant's fiscal year covered by this report.

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**VECTOR GROUP LTD.  
FORM 10-K**

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## PART I

### ITEM 1. BUSINESS

#### Overview

Vector Group Ltd., a Delaware corporation, is a holding company and is 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 and
- the real estate business through our New Valley LLC subsidiary, which is seeking to acquire or invest in additional real estate properties or projects. 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.

Financial information relating to our business segments can be found in Note 19 to our consolidated financial statements. Our business segments for the year ended December 31, 2016 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 the Company’s e-cigarette business. The Real Estate segment includes the Company’s investment in New Valley LLC, which includes Douglas Elliman, Escena, Sagaponack and investments in real estate ventures.

#### Strategy

Our strategy is to maximize stockholder value by increasing the profitability of our subsidiaries in the following ways:

##### *Liggett and Vector Tobacco*

- Capitalize on our tobacco subsidiaries’ cost advantage in the United States cigarette market due to the favorable treatment that they receive under the Master Settlement Agreement (“MSA”);
- Focus marketing and selling efforts on the discount segment, continue to build volume and margin in core discount brands (EAGLE 20’s, PYRAMID, GRAND PRIX, LIGGETT SELECT and EVE) and utilize core brand equity to selectively build distribution;
- Continue to provide the best quality products relative to other discount products in the marketplace;
- Increase efficiency by developing and adopting an organizational structure to maximize profit potential;
- Selectively expand the portfolio of private and control label partner brands utilizing a pricing strategy that offers long-term list price stability for customers; and
- Identify, develop and launch relevant new tobacco products to the market in the future.

##### *New Valley*

- Continue to grow Douglas Elliman Realty’s operations by utilizing its strong brand name recognition and pursuing strategic and financial opportunities, including entry into new markets;
- Continue to leverage our expertise as direct investors by actively pursuing real estate investments in the United States and abroad which we believe will generate above-market returns;
- Acquire operating companies through mergers, asset purchases, stock acquisitions or other means; and
- Invest our excess funds opportunistically in situations that we believe can maximize stockholder value.

#### Tobacco Operations

*General.* Liggett is the operating successor to Liggett & Myers Tobacco Company, which was founded in 1873. Vector Tobacco is a discount cigarette manufacturer selling product in the deep discount category. In this report, certain references to “Liggett” refer to our tobacco operations, including the business of Liggett and Vector Tobacco, unless otherwise specified.

For the year ended December 31, 2016, Liggett was the fourth-largest manufacturer of cigarettes in the United States in terms of unit sales. Liggett's manufacturing facilities are located in Mebane, North Carolina where it manufactures most of Vector Tobacco's cigarettes pursuant to a contract manufacturing agreement. At the present time, Liggett and Vector Tobacco have no foreign operations.

According to data from Management Science Associates, Inc., Liggett's domestic shipments of approximately 8.5 billion cigarettes during 2016 accounted for 3.3% of the total cigarettes shipped in the United States during such year. Liggett's market share was 3.3% and 3.4% in 2015 and 2014, respectively. Historically, Liggett produced premium cigarettes as well as discount cigarettes (which include among others, control label, private label, branded discount and generic cigarettes). Premium cigarettes are generally marketed under well-recognized brand names at higher retail prices to adult smokers with a strong preference for branded products, whereas discount cigarettes are marketed at lower retail prices to adult smokers who are more cost conscious. In recent years, the discounting of premium cigarettes has become far more significant in the marketplace. This has led to some brands that were traditionally considered premium brands becoming more appropriately categorized as branded discount, following list price reductions. Liggett's EVE brand falls into that category. All of Liggett's units sold in 2016, 2015 and 2014 were in the discount segment, which Liggett's management believes has been the primary growth segment in the industry for more than a decade.

Liggett produces cigarettes in 116 combinations of length, style and packaging. Liggett's current brand portfolio includes:

- EAGLE 20's — a brand positioned in the deep discount segment for long-term growth re-launched as a national brand in 2013,
- PYRAMID — the industry's first deep discount product with a brand identity relaunched in the second quarter of 2009,
- GRAND PRIX — re-launched as a national brand in 2005,
- LIGGETT SELECT — a discount category brand originally launched in 1999,
- EVE — a 120 millimeter cigarette in the branded discount category, and
- USA and various Partner Brands and private label brands.

In April 2009, Liggett repositioned PYRAMID as a box-only brand with a low price to specifically compete with brands which are priced at the lowest level of the deep discount segment. PYRAMID is now the largest seller in Liggett's family of brands with 50.7% of Liggett's unit volume in 2016, 54.4% in 2015 and 61.1% in 2014.

In January 2013, Liggett repackaged and relaunched EAGLE 20's to distributors and retailers on a national basis. EAGLE 20's is marketed to compete with brands positioned in the deep discount segment. EAGLE 20's represented 29.1% in 2016, 23.4% in 2015 and 13.4% in 2014 of Liggett's unit volume. According to Management Science Associates, Liggett held a share of approximately 12.0% of the overall discount market segment for 2016 and 11.8% for 2015 and 2014.

Under the MSA reached in November 1998 with 46 states and various territories, cigarette manufacturers selling product in the U.S. must make settlement payments to the states and territories based on how many cigarettes they sell annually. Liggett, however, is not required to make any payments unless its market share exceeds approximately 1.65% of the U.S. cigarette market. Additionally, Vector Tobacco has no payment obligation unless its market share exceeds approximately 0.28% of the U.S. cigarette market. We believe our tobacco subsidiaries have a sustainable cost advantage over their competitors as a result of the settlement.

Liggett's and Vector Tobacco's payments under the MSA are based on each respective company's incremental market share above the minimum threshold applicable to each respective company. Thus, if Liggett's total market share is 3%, its MSA payment is based on 1.35%, which is the difference between Liggett's total market share of 3% and its approximate applicable grandfathered share of 1.65%. We anticipate that both Liggett's and Vector Tobacco's payment exemptions will be fully utilized in the foreseeable future.

The source of industry data in this report is Management Science Associates, Inc., an independent third-party database management organization that collects wholesale and retail shipment data from various cigarette manufacturers and distributors and provides analysis of market share, unit sales volume and premium versus discount mix for individual companies and the industry as a whole. Management Science Associates' information relating to unit sales volume and market share of certain of the smaller, primarily deep discount, cigarette manufacturers is based on estimates developed by Management Science Associates.

*Business Strategy.* Liggett's business strategy is to capitalize on its cost advantage in the United States cigarette market resulting from the favorable treatment our tobacco subsidiaries receive under settlement agreements with the states and the MSA. Liggett's long-term business strategy is to continue to focus its marketing and selling efforts on the discount segment of the market, to continue to build volume and margin in its core discount brands (EAGLE 20's, PYRAMID, GRAND PRIX, LIGGETT SELECT and EVE) and to utilize its core brand equity to selectively build distribution. Liggett intends to continue its product management efforts to provide the best quality products relative to other discount products in the market place. Liggett will continue to seek increases in efficiency by developing and adapting its organizational structure to maximize profit potential.

*Sales, Marketing and Distribution.* Liggett's products are distributed from a central distribution center in Mebane, North Carolina to 17 public warehouses located throughout the United States. These warehouses serve as local distribution centers for Liggett's customers. Liggett's products are transported from the central distribution center to the public warehouses by third-party trucking companies to meet pre-existing contractual obligations to its customers.

Liggett's customers are primarily distributors of tobacco and convenience products as well as large grocery, drug and convenience store chains. Two customers accounted for 16% and 14% of Liggett's revenues in 2016 and 19% and 10% in 2015. One customer accounted for 19% of Liggett's revenues in 2014. Concentrations of credit risk with respect to trade receivables are generally limited due to the large number of customers, located primarily throughout the United States, comprising Liggett's customer base. Liggett's two largest customers, represented approximately 9% and 3%, respectively, of net accounts receivable at December 31, 2016 and 4% and 1%, respectively, at December 31, 2015. Liggett's largest customer represented approximately 11% of net accounts receivable at December 31, 2014. Ongoing credit evaluations of customers' financial condition are performed and, generally, no security is required. Liggett maintains reserves for potential credit losses and such losses, in the aggregate, have not exceeded management's expectations.

*Trademarks.* All of the major trademarks used by Liggett are federally registered or are in the process of being registered in the United States and other markets. Trademark registrations typically have a duration of ten years and can be renewed at Liggett's option prior to their expiration date.

In view of the significance of cigarette brand awareness among consumers, management believes that the protection afforded by these trademarks is material to the conduct of its business. These trademarks are pledged as collateral for certain of our senior secured debt.

*Manufacturing.* Liggett purchases and maintains leaf tobacco inventory to support its cigarette manufacturing requirements. Liggett believes that there is a sufficient supply of tobacco within the worldwide tobacco market to satisfy its current production requirements. Liggett stores its leaf tobacco inventory in warehouses in North Carolina and Virginia. There are several different types of tobacco, including flue-cured leaf, burley leaf, Maryland leaf, oriental leaf, cut stems and reconstituted sheet. Leaf components of American-style cigarettes are generally the flue-cured and burley tobaccos. While premium and discount brands use many of the same tobacco products, input ratios of tobacco products may vary between premium and discount products. Liggett purchases its tobacco requirements from both domestic and foreign leaf tobacco dealers, much of it under long-term purchase commitments. As of December 31, 2016, the majority of Liggett's commitments were for the purchase of foreign tobacco.

Liggett's cigarette manufacturing facility was designed for the execution of short production runs in a cost-effective manner, which enables Liggett to manufacture and market 116 different cigarette brand styles including private labels for other companies. Liggett's facility produced approximately 8.6 billion cigarettes in

2016, but maintains the capacity to produce approximately 17.7 billion cigarettes per year. Vector Tobacco has contracted with Liggett to produce most of its cigarettes at Liggett's manufacturing facility in Mebane.

*Competition.* Liggett's competition is divided into two segments. The first segment consists of the three largest manufacturers of cigarettes in the United States: Philip Morris USA Inc., which is owned by Altria Group, Inc., RJ Reynolds Tobacco Company (which is now part of Reynolds American) ("RJ Reynolds") and ITG Brands LLC, which is owned by Imperial Brands Plc. These three manufacturers, while primarily premium cigarette-based companies, also produce and sell discount cigarettes. The second segment of competition is comprised of a group of smaller manufacturers and importers, most of which sell deep discount cigarettes.

The merger between RJ Reynolds and Lorillard in June 2015 consolidated approximately 80% of the U.S. cigarette market within the control of two manufacturers, Philip Morris and RJ Reynolds. Consolidation in the industry could have a material adverse effect on our ability to compete in the U.S. cigarette market.

Historically, there have been substantial barriers to entry into the cigarette business, including extensive distribution organizations, large capital outlays for sophisticated production equipment, substantial inventory investment, costly promotional spending, regulated advertising and, for premium brands, strong brand loyalty. However, after the MSA was signed, some smaller manufacturers and importers that are not parties to the MSA were able to overcome these competitive barriers due to their cost advantage resulting from the MSA. These smaller manufacturers and importers that are not parties to the MSA have been impacted in recent years by the state statutes enacted pursuant to the MSA and have seen a decline in volume after years of growth. However, these companies still have significant market share through competitive discounting in this segment.

In the cigarette business, Liggett competes on a dual front. The two major manufacturers compete among themselves for premium brand market share based on advertising and promotional activities and trade rebates and incentives and compete with Liggett and others for discount market share, on the basis of cost and brand loyalty. These two competitors have substantially greater financial resources than Liggett, and most of their brands have greater sales and consumer recognition than Liggett's products. Liggett's discount brands must also compete in the marketplace with the smaller manufacturers' and importers' deep discount brands.

According to Management Science Associates' data, the unit sales of Philip Morris and RJ Reynolds accounted in the aggregate for approximately 78.4% of the domestic cigarette market in 2016. Liggett's domestic shipments of approximately 8.5 billion cigarettes during 2016 accounted for 3.3% of the approximately 258 billion cigarettes shipped in the United States, compared to 8.7 billion cigarettes in 2015 (3.3%) and 8.9 billion cigarettes in 2014 (3.4%).

Industry-wide shipments of cigarettes in the United States have been declining for a number of years, with Management Science Associates' data indicating that domestic industry-wide shipments declined by approximately 2.4% (approximately 6.3 billion units) and 0.1% (approximately 0.3 billion units) in 2016 and 2015, respectively. Liggett's management believes that industry-wide shipments of cigarettes in the United States will continue to decline as a result of numerous factors. These factors include health considerations, diminishing social acceptance of smoking, and a wide variety of federal, state and local laws limiting smoking in restaurants, bars and other public places, as well as increases in federal and state excise taxes and settlement-related expenses which have contributed to higher cigarette prices in recent years.

Historically, because of their dominant market share, Philip Morris and RJ Reynolds, the two largest cigarette manufacturers, have been able to determine cigarette prices for the various pricing tiers within the industry. Market pressures have historically caused the other cigarette manufacturers to bring their prices in line with the levels established by these two major manufacturers. Off-list price discounting and similar promotional activity by manufacturers, however, has substantially affected the average price differential at retail, which can be significantly less than the manufacturers' list price gap. Recent discounting by manufacturers has been far greater than historical levels, and the actual price gap between premium and deep-discount cigarettes has changed accordingly. This has led to shifts in price segment performance depending upon the actual price gaps of products at retail.

Philip Morris and RJ Reynolds dominate the domestic cigarette market with a combined market share of 78.4% at December 31, 2016. This concentration of United States market share makes it more difficult for Liggett to compete for shelf space in retail outlets and could impact price competition in the market, either of which could have a material adverse effect on its sales volume, operating income and cash flows.

### **E-Cigarettes**

Our subsidiary, Zoom E-Cigs LLC (“Zoom”), entered the emerging United States e-cigarette market in limited retail distribution outlets in January 2014 with a cautious plan to minimize expense. Uncertainties regarding e-cigarettes are significantly greater today than they were when Zoom was first launched. In fact, we have seen significant changes in the e-cigarette market over the past two years with disposable and rechargeable e-cigarettes in decline and open system vapor products, which feature refillable tanks and use low-cost flavored liquids, demonstrating mixed results. Additionally, we believe uncertainties related to the impact of recent regulation of e-cigarettes, the emergence of new technologies and ongoing consumer category acceptance exist. Given this backdrop, our primary focus on the e-cigarette product is to limit risk while staying prepared to pursue opportunities if they occur. Zoom incurred operating losses of \$1.4 million, \$13.0 million and \$13.1 million in 2016, 2015, and 2014, respectively.

### **Legislation, Regulation and Litigation**

In the United States, tobacco products are subject to substantial and increasing legislation, regulation and taxation, which have a negative effect on revenue and profitability. In June 2009, legislation was passed providing for regulation of the tobacco industry by the United States Food and Drug Administration. See Item 7. “Management Discussion and Analysis of Financial Condition and Results of Operations — Legislation and Regulation.”

The cigarette industry continues to be challenged on numerous fronts. The industry is facing increased pressure from anti-smoking groups and continued smoking and health litigation, the effects of which, at this time, we are unable to quantify. Product liability litigation, particularly in Florida in the *Engle* progeny cases, continues to adversely affect the cigarette industry. See Item 1A. “Risk Factors,” Item 3. “Legal Proceedings” and Note 15 to our consolidated financial statements, which contain a description of litigation.

It is possible that our consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any tobacco-related litigation or as a result of additional federal or state regulation relating to the manufacture, sale, distribution, advertising or labeling of tobacco products.

Liggett’s management believes that it is in compliance in all material respects with the laws regulating cigarette manufacturers in all jurisdictions in which we operate.

### **The MSA and Other State Settlement Agreements**

In March 1996, March 1997, and March 1998, Liggett entered into settlements of tobacco-related litigation with 45 states and territories. The settlements released Liggett from all tobacco-related claims within 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 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 healthcare cost recovery and certain other claims of those Settling States. The MSA received final judicial approval in each Settling State.



In the Settling States, the MSA released Liggett and other participating tobacco product manufacturers 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 usage 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 \$9.0 billion (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligations 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 3.3% of the total cigarettes sold in the United States in 2016. 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.

Liggett may have additional payment obligations under the MSA and its other settlement agreements with the states. See Item 1A. "Risk Factors" and Note 15 to our consolidated financial statements.

### **New Valley LLC**

New Valley LLC, a Delaware limited liability company, is engaged in the real estate business and is seeking to acquire or invest in additional real estate properties and projects. New Valley owns a 70.59% interest in Douglas Elliman Realty which operates the largest residential brokerage company in the New York metropolitan area, which is known as Douglas Elliman Real Estate or Douglas Elliman. New Valley also holds investment interests in various real estate projects domestically and internationally.

### **Business Strategy**

New Valley's business strategy is to continue to operate its real estate business, to acquire additional real estate properties and to acquire operating companies through merger, purchase of assets, stock acquisition or other means, or to acquire control of operating companies through one of such means. New Valley may also

seek from time to time to dispose of such businesses and properties when favorable market conditions exist. New Valley's cash and investments are available for general corporate purposes, including for acquisition purposes.

### **Douglas Elliman Realty, LLC**

In addition to owning the largest residential brokerage company in the New York metropolitan area, Douglas Elliman Realty owns Residential Management Group LLC, which conducts business as Douglas Elliman Property Management and is the New York metropolitan area's largest manager of rental, co-op and condominium housing and Title Services business.

*Real Estate Brokerage Business.* Douglas Elliman Real Estate is engaged in the real estate brokerage business through its seven subsidiaries. The seven brokerage companies have 93 offices with approximately 6,400 real estate agents in the New York metropolitan area as well as South Florida, Beverly Hills, California, Connecticut and Aspen. The companies achieved combined sales of approximately \$24.6 billion of real estate in 2016, approximately \$22.4 billion of real estate in 2015 and approximately \$18.2 billion of real estate in 2014. Douglas Elliman Real Estate was ranked as the fourth-largest residential brokerage company in the United States in 2016 based on closed sales volume by the *Real Trends* broker survey. Douglas Elliman had revenues of \$675.3 million in 2016, \$637.0 million in 2015, and \$543.2 million in 2014.

The New York City brokerage operation was founded in 1911 and has grown to be one of Manhattan's leading residential brokers by specializing in the highest end of the sales and rental marketplaces. It has 24 New York City offices, with approximately 2,806 real estate agents, 6,812 transactions, representing sales volume of approximately \$14.0 billion of real estate in 2016. This is compared to approximately 7,119 transactions, representing approximately \$12.7 billion of real estate in 2015, and approximately 6,950 transactions closed in 2014, representing approximately \$11.5 billion of real estate.

The Long Island brokerage operation is headquartered in Huntington, New York and is the largest residential brokerage company on Long Island with 37 offices and approximately 2,237 real estate agents. Douglas Elliman of Long Island serves approximately 250 communities in Long Island and Queens, New York. The Westchester brokerage operation operates in a suburban area north of New York City with five offices and approximately 193 real estate agents. The Connecticut brokerage operation operates in Greenwich, Connecticut with one office and approximately 74 real estate agents. During 2016, the three brokerage operations closed approximately 11,041 transactions, representing sales volume of approximately \$7.1 billion of real estate. This is compared to approximately 9,764 transactions, representing sales volume of approximately \$6.3 billion of real estate in 2015, and approximately 8,548 transactions closed in 2014, representing approximately \$5.4 billion of real estate.

In December 2013, Douglas Elliman Realty acquired from an affiliate of New Valley the membership interest in the Florida brokerage operation. Douglas Elliman Florida, LLC operates in South Florida with 19 offices located in downtown Miami, Miami Beach, Coconut Grove, North Miami, Ft. Lauderdale, Boca Raton and Palm Beach. The offices have approximately 938 real estate agents and closed approximately 2,256 transactions, representing sales volume of \$2.6 billion of real estate in 2016. This compared to approximately 2,088 transactions, representing sales volume of approximately \$2.4 billion of real estate in 2015, and approximately 1,136 transactions closed in 2014, representing approximately \$1.2 billion of real estate.

Douglas Elliman Real Estate operates as a broker in residential real estate transactions. In performing these services, the company has historically represented the seller, either as the listing broker, or as a co-broker in the sale. In acting as a broker for the seller, their services include assisting the seller in pricing the property and preparing it for sale, advertising the property, showing the property to prospective buyers, and assisting the seller in negotiating the terms of the sale and in closing the transaction. In exchange for these services, the seller pays to the company a commission, which is generally a fixed percentage of the sales price. In a co-brokered arrangement, the listing broker typically splits its commission with the other co-broker involved in the transaction. The company also offers buyer brokerage services. When acting as a broker for the buyer, its services include assisting the buyer in locating properties that meet the buyer's personal and financial specifications, showing the buyer properties, and assisting the buyer in negotiating the terms of the purchase and closing the transaction. In exchange for these services, a commission is paid to the company which also is generally a fixed percentage of the purchase price and is usually, based upon a co-brokerage

agreement with the listing broker, deducted from, and payable out of, the commission payable to the listing broker. With the consent of a buyer and seller, subject to certain conditions, the company may, in certain circumstances, act as a selling broker and as a buying broker in the same transaction. The company's sales and marketing services are provided by licensed real estate sales persons or associate brokers who have entered into independent contractor agreements with the company. The company recognizes revenue and commission expenses upon the consummation of the real estate sale.

*DE Title Services.* DE Title Services provides full-service title and settlement (i.e., closing and escrow) services to real estate companies and financial institutions. DE Title Services acts in the capacity of a title agent and sells title insurance to property buyers and mortgage lenders. DE Title Services is licensed as a title agent in New York.

*elliman.com and AskElliman.com.* Douglas Elliman Real Estate's website, elliman.com, serves as a destination where consumers can search properties throughout the entire New York and South Florida markets and access current market information as well as comprehensive building and neighborhood guides and other interactive content. Douglas Elliman also owns AskElliman.com, its web site that facilitates communication with consumers, providing them with access to information from real estate to mortgage financing, to specific neighborhoods.

*Marketing.* Douglas Elliman Real Estate offers real estate sales and marketing and relocation services, which are marketed by a multimedia program. This program includes direct mail, newspaper, internet, catalog, radio and television advertising and is conducted throughout Manhattan and Long Island. In addition, the integrated nature of the real estate brokerage companies services is designed to produce a flow of customers between their real estate sales and marketing business and their mortgage business.

*Competition.* The real estate brokerage business is highly competitive. However, Douglas Elliman Real Estate believes that its ability to offer their customers a range of inter-related services and its level of residential real estate sales and marketing help position them to meet the competition and improve their market share.

In the brokerage company's traditional business of residential real estate sales and marketing, it competes with multi-office independent real estate organizations and, to some extent, with franchise real estate organizations, such as Century-21, ERA, RE/MAX International, Sotheby's International Realty, Better Homes and Gardens Real Estate, Berkshire Hathaway HomeServices, and Coldwell Banker. Douglas Elliman believes that its major competitors in 2017 will also increasingly include multi-office real estate organizations, such as GMAC Home Services, NRT LLC (whose affiliates include the New York City-based Corcoran Group) and other privately-owned companies. Specific to the New York metropolitan area, Douglas Elliman's major competitors include Brown Harris Stevens, Halstead Properties, and Stribling & Associates. Residential brokerage firms compete for sales and marketing business primarily on the basis of services offered, reputation, personal contacts, and, recently to a greater degree, price.

*Government Regulation.* Several facets of real estate brokerage businesses are subject to government regulation. For example, their real estate sales and marketing divisions are licensed as real estate brokers in the states in which they conduct their real estate brokerage businesses. In addition, their real estate sales associates must be licensed as real estate brokers or salespersons in the states in which they do business. Future expansion of the real estate brokerage operations of Douglas Elliman Real Estate into new geographic markets may subject it to similar licensing requirements in other states.

A number of states and localities have adopted laws and regulations imposing environmental controls, disclosure rules, zoning and other land use restrictions, which can materially impact the marketability of certain real estate. However, Douglas Elliman Real Estate does not believe that compliance with environmental, zoning and land use laws and regulations has had, or will have, a materially adverse effect on its financial condition or operations.

RESPA and state real estate brokerage laws restrict payments that real estate brokers, title agencies, mortgage bankers, mortgage brokers and other settlement service providers may receive or pay in connection with the sales of residences and referral of settlement services (e.g., mortgages, homeowners insurance and title insurance). Such laws may, to some extent, restrict preferred alliance and other arrangements involving



our real estate franchise, real estate brokerage, settlement services and relocation businesses. In addition, our relocation and title and settlement services businesses, RESPA and similar state laws require timely disclosure of certain relationships or financial interests with providers of real estate settlement services.

The United States Department of Housing and Urban Development (“HUD”) adopted rules that seek to simplify and improve disclosures regarding mortgage settlement services and encourage consumers to compare prices for such services by consumers. The material provisions of the rule include: new Good Faith Estimate (“GFE”) and HUD-1 forms, permissibility of average cost pricing by settlement service providers, implementation of tolerance limits on various fees from the issuance of the GFE and the HUD-1 provided at closing, and disclosure of the title agent and title underwriter premium splits. To date, there has not been any material impact (financial or otherwise) to us arising out of compliance with these new rules.

Pursuant to the Dodd-Frank Act, administration of RESPA was transferred from HUD to the new Consumer Financial Protection Bureau (“CFPB”) and it is possible that the practices of HUD, taking very expansive broad readings of RESPA, will continue or accelerate at the CFPB creating increased regulatory risk. RESPA also has been invoked by plaintiffs in private litigation for various purposes.

*Title Services Regulation.* Many states license and regulate title agencies/settlement service providers or certain employees and underwriters through their Departments of Insurance or other regulatory body. In many states, title insurance rates are either promulgated by the state or are required to be filed with each state by the agent or underwriter, and some states promulgate the split of title insurance premiums between the agent and underwriter. States sometimes unilaterally lower the insurance rates relative to loss experience and other relevant factors. States also require title agencies and title underwriters to meet certain minimum financial requirements for net worth and working capital.

*Trade Names.* The “Douglas Elliman” trade name is a registered trademark in the United States. The name has been synonymous with the most exacting standards of excellence in the real estate industry since Douglas Elliman’s formation in 1911. Other trademarks used extensively in Douglas Elliman’s business, which are owned by Douglas Elliman and registered in the United States, include “We are New York,” “Bringing People and Places Together,” “If You Clicked Here You’d Be Home Now” and “Picture Yourself in the Perfect Home.”

The taglines “From Manhattan to Montauk” and “askelliman.com” are used extensively in the Douglas Elliman’s brokerage operations. In addition, Douglas Elliman’s brokerage operation continues to use the trade names of certain companies that it has acquired.

*Residential Property Management Business.* Douglas Elliman Realty is also engaged in the management of cooperatives, condominiums and apartments through its subsidiary, Residential Management Group, LLC, which conducts business as Douglas Elliman Property Management and is one of the leading New-York-City-based managers of apartments, cooperatives and condominiums in the New York metropolitan area according to a survey in the September 2013 issue of *The Real Deal*. Residential Management Group provides full service third-party fee management for approximately 385 properties, representing approximately 43,500 units in New York City, Nassau County, Northern New Jersey and Westchester County. Among the notable properties currently managed are the Dakota, Museum Tower, Olympic Tower Condominium, Manhattan House, CitySpire Condominium, RiverHouse and The Sovereign buildings in New York City. Residential Management Group employs approximately 272 people, of whom approximately 196 work at Residential Management Group’s headquarters and the remainder at remote offices in the New York metropolitan area.

## **Real Estate Investments**

We own, and seek to acquire investment interests in various domestic and international real estate projects through debt and equity investments. Our current real estate investments include the following projects:

### ***Land Development***

*Escena.* We are developing a 450-acre approved master planned community in Palm Springs, CA. The development consisted of 667 residential lots, which include both single and multi-family lots, an 18-hole golf course, clubhouse restaurant, golf shop and seven-acre site approved for a 450-room hotel.

*Sagaponack.* We are developing an oceanfront plot of land in Sagaponack, NY. We are the sole owner of the land. We plan on partially developing the land by obtaining the appropriate permits and architectural plans and then subsequently selling it. The property is currently listed for sale.

#### ***Condominium and Mixed-Use Development***

As of December 31, 2016, we had 15 investments in condominium and mixed-use development real estate ventures. We had ownership interests ranging from 3.1% to 49.5% in 12 condominium and mixed-use development real estate ventures in the New York City Standard Metropolitan Statistical Area (“SMSA”). Of the 12 condominium and mixed-use development real estate ventures in the New York City SMSA, three were closing on units as of December 31, 2016 and the remainder had projected construction completion dates between April 2017 and February 2020. We had ownership interests ranging from 15.0% to 48.5% in three condominium and mixed-use development real estate ventures in other U.S. areas as of December 31, 2016. The three condominium and mixed-use development real estate ventures in other U.S. areas had projected construction completion dates between July 2018 and February 2019.

#### ***Apartment Buildings***

As of December 31, 2016, we had two investments in apartment building real estate ventures located in the Houston, Texas and Baltimore, Maryland metropolitan areas with ownership interests of 16.3% and 7.6%, respectively. The apartment building real estate ventures were operating as of December 31, 2016.

#### ***Hotels***

As of December 31, 2016, we had two investments in hotel real estate ventures located in the New York City SMSA and Bermuda with ownership interests of 5.2% and 49.0%, respectively. The hotel real estate ventures were operating as of December 31, 2016.

#### ***Commercial***

As of December 31, 2016, we had two investments in commercial real estate ventures located in the New York City SMSA and Las Vegas, Nevada, respectively, with ownership interests of 49.0% and 2.1%, respectively. The commercial real estate ventures were operating as of December 31, 2016.

In our real estate investment business, we seek to acquire investment interests in domestic and international real estate projects through debt and equity investments. We focus on new condominium development in Douglas Elliman markets and investing in well-located real estate assets that generate, or have the potential to generate, long-term, predictable and sustainable cash flows with attractive growth and development potential. We believe our ownership of Douglas Elliman provides us with a strategic advantage through its relationships with developers in New York City as well as its knowledge of the New York City residential real estate market. We and our partners seek to enhance the cash flows and returns from our investments by using varying levels of leverage. In addition, we and our partners may earn incentives on certain investments if the investments achieve rates of return that exceed targeted thresholds. Our real estate investments are located in the United States and Bermuda and we may pursue growth in other markets where we identify attractive opportunities to invest in or acquire assets and to achieve strong risk-adjusted returns. We strive to invest at attractive valuations, capitalize on distressed situations where possible, create opportunities for superior valuation gains and cash flow returns and monetize assets at appropriate times to realize value. Our portfolio as of December 31, 2016 included interests in the 23 properties discussed above. As of December 31, 2016, our real estate investment business held interests in joint ventures recorded on our financial statements at approximately \$221.3 million and approximately \$23.6 million in consolidated real estate investments.

For additional information concerning these investments, see Note 7 to our consolidated financial statements.

#### **Long-Term Investments**

At December 31, 2016, we had long-term investments of \$53.2 million, of which \$35.5 million were accounted for at cost and \$17.7 million were accounted for under the equity method. Our investments accounted for at cost consisted primarily of investment partnerships investing in investment securities and real

estate. The investments in these investment partnerships are illiquid and the ultimate realization of these investments is subject to the performance of the underlying partnership and its management by the general partners. The estimated fair value of the investment partnerships is provided by the partnerships based on the indicated market values of the underlying assets or investment portfolio. Our investments accounted for under the equity method included interests in a partnership and various companies in which we have the ability to exercise significant influence over their operating and financial policies, including Ladenburg Thalmann Financial Services Inc. (NYSE MKT: LTS) (“LTS”) and Castle Brands Inc. (NYSE MKT: ROX) (“Castle”).

*Ladenburg Thalmann.* We own 15,191,205 common shares of LTS, which represents beneficial ownership of approximately 8.28% of LTS, a publicly-traded entity engaged in independent brokerage and advisory services, investment banking, equity research, institutional sales and trading, asset management services, life insurance brokerage and trust services through its subsidiaries. We also own 240,000 shares of LTS’s 8% Series A Cumulative Redeemable Preferred Stock (Liquidation Preference \$25.00 Per Share) (“LTS Preferred”). Three of our directors, Howard M. Lorber, Henry C. Beinstein and Jeffrey S. Podell, also serve as directors of LTS. Mr. Lorber also serves as Vice Chairman of LTS. Richard J. Lampen, who along with Mr. Lorber is an executive officer of ours, also serves as a director of LTS and has served as the President and Chief Executive Officer of LTS since September 2006. See Note 17 to our consolidated financial statements.

*Castle Brands.* We own 12,671,159 shares of Castle, a publicly-traded developer and importer of premium branded spirits, which represents beneficial ownership of approximately 7.88% of Castle’s outstanding shares. Mr. Lampen serves as the President, Chief Executive Officer and a director of Castle. Mr. Beinstein, a director of Vector, is also a director of Castle. See Note 17 to our consolidated financial statements. In 2013, we purchased in a private placement \$200,000 of Castle’s convertible debt, which bears interest at 5% per annum, is convertible into 222,222 shares of Castle common stock and is due on December 15, 2018.

For additional information concerning these investments, see Note 6 to our consolidated financial statements.

## **Employees**

At December 31, 2016, we had 1,425 employees, of which approximately 922 were employed by Douglas Elliman primarily in the New York area, 259 were employed at Liggett’s Mebane facility and approximately 218 were employed in sales and administrative functions at Liggett Vector Brands LLC (“LVB”), which coordinates our tobacco and e-cigarettes subsidiaries’ sales and marketing efforts, along with certain support functions. Approximately 13% of our employees are hourly employees, who are represented by unions. We have not experienced any significant work stoppages since 1977, and we believe that relations with our employees and their unions are satisfactory.

## **Available Information**

Our website address is [www.vectorgroupltd.com](http://www.vectorgroupltd.com). We make available free of charge on the Investor Relations section of our website (<http://www.vectorgroupltd.com/investor-relations/>) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. We also make available through our website other reports filed with the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of that Act. Copies of our Code of Business Conduct and Ethics, Corporate Governance Guidelines, Audit Committee charter, Compensation Committee charter and Corporate Governance and Nominating Committee charter have been posted on the Investor Relations section of our website and are also available in print to any stockholder who requests it. We do not intend for information contained in our website to be part of this Annual Report on Form 10-K.

## **ITEM 1A. RISK FACTORS**

Our business faces many risks. We have described below the known material risks that we and our subsidiaries face. There may be additional risks that we do not yet know of or that we do not currently perceive to be significant that may also impact our business or the business of our subsidiaries. Each of the risks and uncertainties described below could lead to events or circumstances that have a material adverse effect on the business, results of operations, cash flows, financial condition or equity of us or one or more of our subsidiaries, which in turn could negatively affect the value of our common stock. You should carefully consider and evaluate all of the information included in this report and any subsequent reports that we may file with the Securities and Exchange Commission or make available to the public before investing in any securities issued by us.

### **We have significant liquidity commitments.**

During 2017, we have certain liquidity commitments that could require the use of our existing cash resources. As of December 31, 2016, our corporate expenditures (exclusive of Liggett, Vector Tobacco and New Valley) and other potential liquidity requirements over the next 12 months include the following (after giving effect to our January 2017 refinancing):

- cash interest expense of approximately \$113.1 million,
- cash for redemption of Senior Secured Notes of approximately \$32.4 million,
- dividends on our outstanding common shares of approximately \$209.6 million, and
- other corporate expenses and taxes.

In order to meet the above liquidity requirements as well as other liquidity needs in the normal course of business, we will be required to use cash flows from operations and existing cash and cash equivalents. Should these resources be insufficient to meet the upcoming liquidity needs, we may also be required to liquidate investment securities available for sale and other long-term investments, or, if available, draw on Liggett's credit facility. While there are actions we can take to reduce our liquidity needs, there can be no assurance that such measures will be successful.

### **We are a holding company and depend on cash payments from our subsidiaries, which are subject to contractual and other restrictions, in order to service our debt and to pay dividends on our common stock.**

We are a holding company and have no operations of our own. We hold our interests in our various businesses through our wholly-owned subsidiaries, VGR Holding LLC and New Valley. In addition to our own cash resources, our ability to pay interest on our debt and to pay dividends on our common stock depends on the ability of VGR Holding and New Valley to make cash available to us. VGR Holding's ability to pay dividends to us depends primarily on the ability of Liggett and Vector Tobacco, its wholly-owned subsidiaries, to generate cash and make it available to VGR Holding. Liggett's revolving credit agreement with Wells Fargo Bank, N.A. contains a restricted payments test that limits the ability of Liggett to pay cash dividends to VGR Holding. The ability of Liggett to meet the restricted payments test may be affected by factors beyond its control, including Wells Fargo's unilateral discretion, if acting in good faith, to modify elements of such test.

Our receipt of cash payments, as dividends or otherwise, from our subsidiaries is an important source of our liquidity and capital resources. If we do not have sufficient cash resources of our own and do not receive payments from our subsidiaries in an amount sufficient to repay our debts and to pay dividends on our common stock, we must obtain additional funds from other sources. There is a risk that we will not be able to obtain additional funds at all or on terms acceptable to us. Our inability to service these obligations and to continue to pay dividends on our common stock would significantly harm us and the value of our common stock.

### **We and our subsidiaries have a substantial amount of indebtedness.**

We and our subsidiaries have significant indebtedness and debt service obligations. As of December 31, 2016, we and our subsidiaries had total outstanding indebtedness of \$1.4 billion (on both a historical basis and

adjusted to give effect to our January 2017 refinancing). In addition, subject to the terms of any future agreements, we and our subsidiaries will be able to incur additional indebtedness in the future. There is a risk that we will not be able to generate sufficient funds to repay our debt. If we cannot service our fixed charges, it would have a material adverse effect on our business and results of operations.

**Our high level of debt may adversely affect our ability to satisfy our obligations.**

There can be no assurance that we will be able to meet our debt service obligations. A default in our debt obligations, including a breach of any restrictive covenant imposed by the terms of our indebtedness, could result in the acceleration of the affected debt as well as other of our indebtedness. In such a situation, it is unlikely that we would be able to fulfill our obligations under the debt or such other indebtedness or that we would otherwise be able to repay the accelerated indebtedness or make other required payments. Even in the absence of an acceleration of our indebtedness, a default under the terms of our indebtedness could have an adverse impact on our ability to satisfy our debt service obligations and on the trading price of our debt and our common stock.

Our high level of indebtedness could have important consequences. For example, it could:

- make it more difficult for us to satisfy our other obligations with respect to our debt, including repurchase obligations upon the occurrence of specified change of control events;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to obtain additional financing;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, reducing the amount of our cash flow available for dividends on our common stock and other general corporate purposes;
- require us to sell other securities or to sell some or all of our assets, possibly on unfavorable terms, to meet payment obligations;
- restrict us from making strategic acquisitions, investing in new capital assets or taking advantage of business opportunities;
- limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- place us at a competitive disadvantage compared to competitors that have less debt.

**Our 6.125% senior secured notes due 2025 contain restrictive covenants that limit our operating flexibility.**

The indenture governing our 6.125% senior secured notes due 2025 contains covenants that, among other things, restrict our ability to take specific actions, even if we believe them to be in our best interest, including restrictions on our ability to:

- incur or guarantee additional indebtedness or issue preferred stock;
- pay dividends or distributions on, or redeem or repurchase, capital stock;
- create liens with respect to our assets;
- make investments, loans or advances;
- prepay subordinated indebtedness;
- enter into transactions with affiliates; and
- merge, consolidate, reorganize or sell our assets.

In addition, Liggett's revolving credit agreement requires us to meet specified financial ratios. These covenants may restrict our ability to expand or fully pursue our business strategies. Our ability to comply with these and other provisions of the indenture governing the senior secured notes and the Liggett revolving credit agreement may be affected by changes in our operating and financial performance, changes in general



business and economic conditions, adverse regulatory developments or other events beyond our control. The breach of any of these covenants, including those contained in the indenture governing the senior secured notes and Liggett's credit agreement, could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it.

The indenture governing the senior secured notes contain restrictive covenants, which, among other things, restrict our ability to pay certain dividends or make other restricted payments or enter into transactions with affiliates if our Consolidated EBITDA, as defined in the indenture, is less than \$75 million for the four quarters prior to such transaction. Our Consolidated EBITDA for the four quarters ended December 31, 2016 exceeded \$75 million.

**Changes in respect of the debt ratings of our notes may materially and adversely affect the availability, the cost and the terms and conditions of our debt.**

Both we and several issues of our notes have been publicly rated by Moody's Investors Service, Inc., or Moody's, and Standard & Poor's Rating Services, or S&P, independent rating agencies. In addition, future debt instruments may be publicly rated. These debt ratings may affect our ability to raise debt. Any future downgrading of the notes or our other debt by Moody's or S&P may affect the cost and terms and conditions of our financings and could adversely affect the value and trading of the notes.

**Failure to maintain effective internal control over financial reporting could adversely affect us.**

The accuracy of our financial reporting depends on the effectiveness of our internal control over financial reporting, the implementation of which requires significant management attention. Internal control over financial reporting can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements and may not prevent or detect misstatements because of its inherent limitations. These limitations include, among others, the possibility of human error, inadequacy or circumvention of controls and fraud. If we do not maintain effective internal control over financial reporting or design and implement controls sufficient to provide reasonable assurance with respect to the preparation and fair presentation of our financial statements, including in connection with controls executed for us by third parties, we might fail to timely detect any misappropriation of corporate assets or inappropriate allocation or use of funds and could be unable to file accurate financial reports on a timely basis. As a result, our reputation, results of operations and stock price could be materially adversely affected.

In connection with management's assessment of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 for the fiscal year ended December 31, 2014, we determined that we did not maintain effective controls over five internal controls at our Douglas Elliman Realty, LLC subsidiary and material weaknesses over two of these controls continued at December 31, 2015. Thus, we determined that material weaknesses existed at Douglas Elliman. As of December 31, 2016, we remediated these material weaknesses. See Item 9A, *Controls and Procedures*, for a discussion of the material weaknesses and the remediation. If the new controls we implemented to strengthen our overall internal controls at Douglas Elliman were not designed or do not continue to operate effectively or if we are unsuccessful in continuing to follow these new processes, we may not timely or accurately report our financial condition or results of operations. This could adversely affect our stock price and the confidence of investors, business partners and others in our financial reports.

**Liggett faces intense competition in the domestic tobacco industry.**

Liggett is considerably smaller and has fewer resources than its major competitors, and, as a result, has a more limited ability to respond to market developments. Management Science Associates' data indicate that in 2016 Philip Morris and RJ Reynolds, the two largest cigarette manufacturers, controlled 78.4% of the United States cigarette market. Philip Morris is the largest manufacturer in the market, and its profits are derived principally from its sale of premium cigarettes. Philip Morris had 59.6% of the premium segment and 47.6% of the total domestic market during 2016. During 2016, all of Liggett's sales were in the discount segment, and its share of the total domestic cigarette market was 3.3%. Philip Morris and RJ Reynolds, the two largest cigarette manufacturers, historically, because of their dominant market share, have been able to determine cigarette prices for the various pricing tiers within the industry.

Consolidation in the industry could adversely affect our ability to compete in the U.S. cigarette market. For example, RJ Reynolds' merger with Lorillard Tobacco Company in June 2015 could make it more difficult for Liggett and Vector Tobacco to compete for shelf space in retail outlets and could impact price competition in the market, either of which could have a material adverse effect on our sales volume, operating income and cash flows. Further, as part of the merger, RJ Reynolds and Lorillard Tobacco Company divested four of their brands to ITG Brands LLC, owned by Imperial Brands Plc.

**Liggett's business is highly dependent on the discount cigarette segment.**

All of Liggett's unit volume is generated in the discount segment. The discount segment is highly competitive, with consumers having less brand loyalty and placing greater emphasis on price. While Philip Morris, RJ Reynolds, and Imperial compete with Liggett in the discount segment of the market, the strongest competition for market share has come from a group of smaller manufacturers and importers, most of which sell low quality, deep discount cigarettes. While Liggett's share of the discount market was 12.0% in 2016 and 11.8% in both 2015 and 2014, Management Science Associates' data indicate that the discount market share of these other smaller manufacturers and importers was approximately 25.6% in 2016, 24.8% in 2015, and 34.1% in 2014. If pricing in the discount market continues to be impacted by these smaller manufacturers and importers, margins in Liggett's only current market segment could be negatively affected, which in turn could negatively affect the value of our common stock.

**Liggett's market share is susceptible to decline.**

According to Management Science Associates' data, Liggett's overall domestic market share during 2016 and 2015 was 3.3% and 3.4% during 2014. Liggett's share of the discount segment was 12.0% in 2016 and 11.8% in both 2015 and 2014. Liggett's overall market share remained constant in 2016 after declining by 0.1% in 2015. If it were to decline substantially in the future, Liggett's sales volume, operating income and cash flows would be materially adversely affected, which in turn could negatively affect the value of our common stock.

**The domestic cigarette industry has experienced declining unit sales in recent periods.**

Industry-wide shipments of cigarettes in the United States have been declining for a number of years, with Management Science Associates' data indicating that domestic industry-wide shipments decreased by approximately 2.4% in 2016 as compared to 2015, and by approximately 0.1% in 2015 as compared to 2014. We believe that industry-wide shipments of cigarettes in the United States will continue to decline as a result of numerous factors. These factors include health considerations, diminishing social acceptance of smoking, and a wide variety of federal, state and local laws limiting smoking in restaurants, bars and other public places, as well as increases in federal and state excise taxes and settlement-related expenses which have contributed to high cigarette price levels in recent years. If this decline in industry-wide shipments continues and Liggett is unable to capture market share from its competitors, or if the industry as a whole is unable to offset the decline in unit sales with price increases, Liggett's sales volume, operating income and cash flows could be materially adversely affected, which in turn could negatively affect the value of our common stock.

**Our tobacco operations are subject to substantial and increasing legislation, regulation and taxation, which has a negative effect on revenue and profitability.**

Tobacco products are subject to substantial federal and state excise taxes in the United States. These taxes may continue to increase. On April 1, 2009, the federal excise tax increased from \$0.39 to \$1.01 per pack of cigarettes to fund expansion of the State Children's Health Insurance Program, referred to as SCHIP. In addition, the April 2009 federal excise tax increase created certain tax differentials between certain types of tobacco products. This has caused a dramatic increase in the sale of mis-labeled pipe tobacco as a substitute for roll-your-own, which has directly impacted sales of cigarettes.

In addition to federal and state excise taxes, certain city and county governments also impose substantial excise taxes on tobacco products. Increased excise taxes are likely to result in declines in overall sales volume and shifts by consumers to less expensive brands.

A wide variety of federal, state and local laws limiting the advertising, sale and use of cigarettes have proliferated in recent years. For example, many local laws prohibit smoking in restaurants and other public

places. Private businesses also have adopted regulations that prohibit or restrict, or are intended to discourage, smoking. Such laws and regulations also are likely to result in a decline in the overall sales volume of cigarettes.

Over the years, various state and local governments have continued to increase regulation of tobacco products. These regulations include, among other things, disclosure of ingredient information, the imposition of significantly higher taxes, increases in the minimum age to purchase tobacco products, sampling and advertising bans or restrictions, ingredient and constituent disclosure requirements and significant tobacco control media campaigns. Additional state and local legislative and regulatory actions will likely be considered in the future, including, among other things, restrictions on the use of flavorings.

In addition to the foregoing, there have been a number of other restrictive regulatory actions from various federal administrative bodies, including the United States Environmental Protection Agency and the Food and Drug Administration (“FDA”). There have also been adverse legislative and political decisions and other unfavorable developments concerning cigarette smoking and the tobacco industry. In 2009, legislation was passed by Congress providing for regulation of cigarettes by the FDA. These developments generally receive widespread media attention. Additionally, a majority of states have passed legislation providing for reduced ignition propensity standards for cigarettes. 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 similar litigation or legislation. We are not able to evaluate the effect of these developing matters on pending litigation or the possible commencement of additional litigation, but our consolidated financial position, results of operations or cash flows could be materially adversely affected.

Additional federal or state regulation relating to the manufacture, sale, distribution, advertising, labeling, or information disclosure of tobacco products could further reduce sales, increase costs and have a material adverse effect on our business.

**The Family Smoking Prevention and Tobacco Control Act may adversely affect our sales and operating profit.**

On June 22, 2009, the Family Smoking Prevention and Tobacco Control Act (the “Tobacco Control Act”) became law. The law grants FDA broad authority over the manufacture, sale, marketing and packaging of tobacco products, although FDA is prohibited from banning all cigarettes or all smokeless tobacco products. Among other measures, the law (under various deadlines):

- increases the number of health warnings required on cigarette and smokeless tobacco products, increases the size of warnings on packaging and in advertising, requires FDA to develop graphic warnings for cigarette packages, and grants FDA authority to require new warnings;
- imposes new restrictions on the sale and distribution of tobacco products, including significant new restrictions on tobacco product advertising and promotion, as well as the use of brand and trade names;
- bans the use of “light,” “mild,” “low” or similar descriptors on tobacco products;
- bans the use of “characterizing flavors” in cigarettes other than tobacco or menthol;
- gives FDA the authority to impose tobacco product standards that are appropriate for the protection of the public health (by, for example, requiring reduction or elimination of the use of particular constituents or components, requiring product testing, or addressing other aspects of tobacco product construction, constituents, properties or labeling);
- requires manufacturers to obtain FDA review and authorization for the marketing of certain new or modified tobacco products, which could ultimately result in the FDA prohibiting Liggett from selling certain of its products;
- requires pre-market approval by FDA for tobacco products represented (through labels, labeling, advertising, or other means) as presenting a lower risk of harm or tobacco-related disease;



- requires manufacturers to report ingredients and harmful constituents and requires FDA to disclose certain constituent information to the public;
- mandates that manufacturers test and report on ingredients and constituents identified by FDA as requiring such testing to protect the public health, and allows FDA to require the disclosure of testing results to the public;
- requires manufacturers to submit to FDA certain information regarding the health, toxicological, behavioral or physiological effects of tobacco products;
- prohibits use of tobacco containing a pesticide chemical residue at a level greater than allowed under federal law;
- requires FDA to establish “good manufacturing practices” to be followed at tobacco manufacturing facilities;
- requires tobacco product manufacturers (and certain other entities) to register with FDA;
- authorizes FDA to require the reduction of nicotine (although it may not require the reduction of nicotine yields of a tobacco product to zero) and the potential reduction or elimination of other constituents, including menthol;
- imposes (and allows FDA to impose) various recordkeeping and reporting requirements on tobacco product manufacturers; and
- grants FDA the regulatory authority to impose broad additional restrictions.

It is likely that the tobacco law could result in a decrease in cigarette sales in the United States, including sales of Liggett’s and Vector Tobacco’s brands. Compliance and related costs are not possible to predict and depend substantially on the future requirements imposed by FDA under the law. Costs, however, could be substantial and could have a material adverse affect on the companies’ financial condition, results of operations, and cash flows. In addition, FDA has a number of investigatory and enforcement tools available to it. Failure to comply with the law and with FDA regulatory requirements could result in significant financial penalties and could have a material adverse effect on the business, financial condition and results of operation of both Liggett and Vector Tobacco. At present, we are not able to predict whether the law will impact Liggett and Vector Tobacco to a greater degree than other companies in the industry, thus affecting our competitive position.

Liggett and Vector Tobacco have received requests from FDA regarding certain of their substantial equivalence applications, including “Preliminary Finding” letters and other FDA correspondence requesting additional information that would support FDA’s determinations of substantial equivalence. Liggett and Vector Tobacco have timely responded to FDA’s requests.

In August and October 2016, FDA issued “not substantially equivalent” (“NSE”) orders for two of Liggett’s substantial equivalence applications. FDA ordered Liggett to stop all distribution, importation, sale, marketing, and promotion of CLASS A Menthol Silver 100’s Box on August 12 and CLASS A Menthol Silver 100’s Soft Pack on October 18. Sales of both cigarette styles were limited to the military. Liggett has complied with these NSE orders.

We cannot predict whether FDA will deem Liggett’s and Vector Tobacco’s remaining responses to “Preliminary Finding” letters for pending substantial equivalence applications to be sufficient to support determinations of substantial equivalence for the products covered by these substantial equivalence reports. It is possible that FDA could determine some, or all, of these products are “not substantially equivalent” to a preexisting tobacco product, as the agency has already done for two of Liggett’s applications and for multiple reports from other tobacco companies, including other applications for cigarettes. “Not substantially equivalent” orders for other cigarettes styles would require us to stop the sale of the applicable cigarettes and could have a material adverse effect on us.

## **Litigation will continue to harm the tobacco industry.**

Liggett could be subjected to substantial liabilities and bonding requirements from litigation relating to cigarette products. Adverse judgments could have a negative impact on our ability to operate due to their impact on cash flows. We and our Liggett subsidiary, as well as the entire cigarette industry, continue to be challenged on numerous fronts, particularly with respect to the *Engle* progeny cases in Florida (described below). New cases continue to be commenced against Liggett and other cigarette manufacturers. As of December 31, 2016, in addition to approximately 125 *Engle* progeny cases, there were 35 individual product liability lawsuits, three purported class actions and one health care cost recovery action pending in the United States in which Liggett and/or us were named defendants. It is likely that similar legal actions, proceedings and claims will continue to be filed against Liggett. Punitive damages, often in amounts ranging into the billions of dollars, are specifically pled in certain cases, in addition to compensatory and other damages. It is possible that there could be adverse developments in pending cases including the certification of additional class actions. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation. In addition, an unfavorable outcome in any tobacco-related litigation could have a material adverse effect on our consolidated financial position, results of operations or cash flows. Liggett could face difficulties in obtaining a bond to stay execution of a judgment pending appeal.

*Liggett Only Cases.* There are currently three cases pending where Liggett is the only remaining tobacco company defendant. Cases where Liggett is the only defendant could increase substantially as a result of the *Engle* progeny cases.

As new product liability cases are commenced against Liggett, the costs associated with defending these cases and the risks relating to the inherent unpredictability of litigation continue to increase.

## **Individual tobacco-related cases have increased as a result of the Florida Supreme Court's ruling in Engle.**

In May 2003, a Florida intermediate appellate court overturned a \$790.0 million punitive damages award against Liggett and decertified the *Engle v. R. J. Reynolds Tobacco Co.* smoking and health class action. In July 2006, the Florida Supreme Court affirmed in part and reversed in part the May 2003 intermediate appellate court decision. Among other things, the Florida Supreme Court affirmed the decision decertifying the class on a prospective basis and the order vacating the punitive damages award, but preserved several of the trial court's Phase I findings (including that: (i) smoking causes lung cancer, among other diseases; (ii) nicotine in cigarettes is addictive; (iii) defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) the defendants concealed material information; (v) all defendants sold or supplied cigarettes that were defective; and (vi) all defendants were negligent) and allowed plaintiffs to proceed to trial on individual liability issues (using the above findings) and compensatory and punitive damage issues, provided they commence their individual lawsuits within one year of the date the court's decision became final on January 11, 2007, the date of the court's mandate. 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.

Pursuant to the Florida Supreme Court's July 2006 ruling in *Engle*, former class members had until January 2008 to file individual lawsuits. Cases were commenced on behalf of approximately 8,000 plaintiffs. Lawsuits by individuals requesting the benefit of the *Engle* ruling are referred to as the "*Engle* progeny cases." Notwithstanding Liggett's October 2013 and December 2016 multi-plaintiff settlements, Liggett and Vector remain defendants in approximately 125 state court *Engle* progeny cases. As of December 31, 2016, there were six *Engle* progeny cases currently scheduled for trial in 2017. Through December 31, 2016, 15 adverse verdicts had been entered against Liggett in *Engle* progeny cases. Several of these were affirmed on appeal and were satisfied by Liggett. To date, Liggett has paid approximately \$40 million to satisfy judgments in *Engle* progeny cases.

We cannot predict the cash requirements related to any future settlements and judgments, including cash required to bond any appeals, and there is a risk that those requirements will not be able to be met.

**Excise tax increases adversely affect cigarette sales.**

Cigarettes are subject to substantial and increasing federal, state and local excise taxes. In February 2009, Federal legislation to reauthorize SCHIP, which includes funding provisions that increase the federal cigarette excise tax from \$0.39 to \$1.01 per pack, was enacted, effective April 1, 2009. Additional increases in the federal cigarette excise tax have been proposed by Congress. Various states and other jurisdictions are considering, or have pending, legislation proposing further state excise tax increases. For example, in April 2017 California will be significantly increasing its cigarette excise tax from \$0.87 to \$2.87 per pack. Management believes increases in excise and similar taxes have had, and will continue to have, an adverse effect on sales of cigarettes.

**Liggett may have additional payment obligations under the MSA.**

*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 for 2003. This same determination has been made for additional years. This is known as the “NPM Adjustment.” As a result, the Participating Manufacturers may be entitled to potential NPM Adjustments to their MSA payments.

The Participating Manufacturers entered into a “term sheet” with 24 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. New York also settled the dispute.

For 2003 – 2015, 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. For those states that did not enter into the “term sheet,” or otherwise settle, the arbitration for 2004 has commenced. It is possible that Liggett could owe additional monies to the non-settling states in connection with the NPM Adjustment dispute.

**Liggett may have additional payment obligations under its individual state settlements.**

In 2004, the Attorneys General of Mississippi and Texas advised Liggett that they believed that Liggett had failed to make all required payments under the respective settlement agreements with these states. Liggett believes these allegations are without merit, based, among other things, on the language of the most favored nation provisions of the settlement agreements. No amounts have been accrued in our consolidated financial statements for any additional amounts that may be payable by Liggett under the settlement agreements with Mississippi and Texas. In January 2016, Mississippi filed a motion to enforce the March 1996 settlement agreement alleging that Liggett owes at least \$27 million in compensatory damages (including interest), and \$20 million in punitive damages plus attorneys’ fees. There can be no assurance that Liggett will prevail in these matters and that Liggett will not be required to make additional payments, which could materially adversely affect our consolidated financial position, results of operations or cash flows and the value of our common stock.

**New Valley is subject to risks relating to the industries in which it operates.*****Risks relating to the real estate industry.***

The real estate industry is significantly affected by changes in economic and political conditions as well as real estate markets, which could adversely impact returns on our investments, trigger defaults in project financing, cause cancellations of property sales, reduce the value of our properties or investments and could affect our results of operations and liquidity. The real estate industry is cyclical and is significantly affected by changes in general and local economic conditions which are beyond our control.

These conditions include short-term and long-term interest rates, inflation, fluctuations in debt and equity capital markets, levels of unemployment, consumer confidence and the general economic condition of the United States and the global economy. The real estate market also depends upon the strength of financial institutions, which are sensitive to changes in the general macroeconomic environment. Lack of available credit or lack of confidence in the financial sector could impact the real estate market, which in turn could adversely affect our business, financial condition and results of operations.

Any of the following could be associated with cyclicity in the real estate market by halting or limiting a recovery in the residential real estate market, and have an adverse effect on our business by causing periods of lower growth or a decline in the number of home sales and/or property prices which, in turn, could adversely affect our revenue and profitability:

- periods of economic slowdown or recession;
- rising interest rates;
- the general availability of mortgage financing;
- a negative perception of the market for residential real estate;
- commission pressure from brokers who discount their commissions;
- an increase in the cost of homeowners' insurance;
- weak credit markets;
- a low level of consumer confidence in the economy and/or the real estate market;
- instability of financial institutions;
- legislative, tax or regulatory changes that would adversely impact the real estate market, including but not limited to potential reform relating to Fannie Mae, Freddie Mac and other government sponsored entities that provide liquidity to the U.S. housing and mortgage markets, and potential limits on, or elimination of, the deductibility of certain mortgage interest expense and property taxes;
- adverse changes in economic and general business conditions in the New York metropolitan area;
- a decline in the affordability of homes;
- declining demand for real estate;
- decreasing home ownership rates, declining demand for real estate and changing social attitudes toward home ownership; and/or
- acts of God, such as hurricanes, earthquakes and other natural disasters, or acts or threats of war or terrorism.

*New Valley is heavily dependent on the performance of the real estate market in the New York metropolitan area.* New Valley's business primarily depends on the performance of the real estate market in the New York metropolitan area. Our real estate brokerage businesses and our investments in real estate developments are largely located in the New York metropolitan area and to a lesser extent in South Florida and other markets. Further, as of December 31, 2016, we had investments in or were developing 14 projects in the New York metropolitan area. Douglas Elliman Real Estate's residential brokerage business primarily depends on volumes of sales transactions and sales prices for residential property in the New York metropolitan area. If volumes of residential property sales transactions in the New York metropolitan area decrease, the aggregate sales commission earned by Douglas Elliman Real Estate on sales transactions is also likely to decline, as the residential real estate market experienced to some degree in 2016. Our business is and may continue to be heavily dependent on the continued growth of the property market in the New York metropolitan area, and any adverse developments in the supply and demand or in property prices in these areas would have an adverse effect on our financial condition and results of operations.

We cannot assure that property development and investment activities will continue at past levels or that we will be able to benefit from future growth in the property market in the New York metropolitan area, South Florida or the United States. Any adverse developments in national and local economic conditions as measured by such factors as GDP growth, employment levels, job growth, consumer confidence, interest rates and population growth in the New York metropolitan area and the United States, particularly in the regions where our investments and brokerages are located, may reduce demand and depress prices for our properties and services and would have an adverse effect on our business, financial condition and results of operations.

*New Valley is dependent on the attractiveness of New York City as a place to live and invest in and its status as an international center for business and commerce.* Through its investments in Douglas Elliman Real Estate and 14 developments in the New York metropolitan area, New Valley is dependent on the attractiveness of New York City as a place to live and invest in. If New York City's economy stagnates or contracts or if there are significant concerns or uncertainty regarding the strength of New York City's economy, due to domestic, international or global macroeconomic trends or other factors (including, in particular, any matters which adversely affect New York City's status as an international center for business and commerce or the economic benefits of New York City's financial services industry), the New York metropolitan area may become a less attractive place to live, work, study or to own residential property for investment purposes. The attractiveness of New York City may also be negatively affected by other factors, including high residential property sales prices or rents (or a risk or perceived risk of a fall in sales prices in the future), high costs of living, and negative perceptions surrounding quality of life, safety and security (including the risk or perceived risk of acts of terrorism or protests).

Any reduction in the attractiveness of New York City as a place to live or a place to invest in residential real estate and any matters which adversely affect New York City's status as an international center for business and commerce could result in a reduction, by volume and/or by value, in our investment in real estate developments and/or residential property sales transactions in the New York metropolitan area, which would adversely affect our business, financial condition and results of operations.

***Risks associated with our real estate development business.***

*Real estate development is a competitive industry, and competitive conditions may adversely affect our results of operations.* The real estate development industry is highly competitive. Real estate developers compete not only for buyers, but also for desirable properties, building materials, labor and capital. We compete with other local, regional, national and international real estate asset managers, investors and property developers, who have significant financial resources and experience. Competitive conditions in the real estate development industry could result in: difficulty in acquiring suitable investments in properties at acceptable prices; increased selling incentives; lower sales volumes and prices; lower profit margins; impairments in the value of our investments in real estate developments and other assets; and increased construction costs, delays in construction and increased carry costs. Development projects are subject to special risks including potential increase in costs, changes in market demand, inability to meet deadlines which may delay the timely completion of projects, reliance on contractors who may be unable to perform and the need to obtain various governmental and third party consents.

*If the market value of our properties or investments decline, our results of operations could be adversely affected by impairments and write-downs.* We acquire land and invest in real estate projects in the ordinary course of our business. There is an inherent risk that the value of our land and investments may decline after purchase, which also may affect the value of existing properties under construction. The valuation of property is inherently subjective and based on the individual characteristics of each property. The market value of our land and investments in real estate projects depends on general and local real estate market conditions. These conditions can change and thereby subject valuations to uncertainty. Moreover, all valuations are made on the basis of assumptions that may not prove to reflect economic or demographic reality. We may have acquired options on or bought and developed land at a cost we will not be able to recover fully or on which we cannot build and sell the property profitably. In addition, our deposits or investments in deposits for building lots controlled under option or similar contracts may be put at risk. If market conditions deteriorate, some of our assets may be subject to impairments and write-down charges which would adversely affect our operations and financial results.

If demand for residential or commercial real estate decreases below what was anticipated when we purchased interests in or developed such inventory, profitability may be adversely affected and we may not be able to recover the related costs when selling and building our properties and/or investments. We regularly review the value of our investments and will continue to do so on a periodic basis. Write-downs and impairments in the value of our properties and/or investments may be required, and we may in the future sell properties and/or investments at a loss, which could adversely affect our results of operations and financial condition.



*We face risks associated with property acquisitions.* We may be unable to finance acquisitions or investments on favorable terms or properties may fail to perform as expected. We may underestimate the costs necessary to bring an investment up to standards established for its intended market position. We may also acquire or invest in properties subject to liabilities and with recourse, with respect to unknown liabilities. The Company's acquisition of real estate investments are subject to several risks including: underestimated operating expenses for a property, possibly making it uneconomical or unprofitable; a property may fail to perform in accordance with expectations, in which case the Company may sustain lower-than-expected income or need to incur additional expenses for the property; and the Company may not be able to sell, dispose or refinance the property at a favorable price or terms, or at all, as the case may be; in addition to any potential loss on a sale, the Company may have no choice but to hold on to the property and continue to incur net operating losses if underperforming for an indefinite period of time, as well as incur continuing tax, environmental and other liabilities. Acquisition agreements will typically contain conditions to closing, including completion of due diligence to our satisfaction or other conditions that are not within our control, which may not be satisfied. Each of these factors could have an adverse effect on our results of operations and financial condition.

*Our success depends on the availability of suitable real estate investments at acceptable prices and having sufficient liquidity to acquire such investments.* Our success in investing in real estate depends in part upon the continued availability of suitable real estate assets at acceptable prices. The availability of properties for investment at favorable prices depends on a number of factors outside of our control, including the risk of competitive over-bidding on real estate assets. Should suitable opportunities become less available, the number of properties we develop and invest in would be reduced, which would reduce revenue and profits. In addition, our ability to make investments will depend upon whether we have sufficient liquidity to fund such purchases and investments.

*If we, or the entities we invest in, are not able to develop and market our real estate developments successfully or within expected timeframes or at projected pricing, our business and results of operations will be adversely affected.* Before a property development generates any revenues, material expenditures are incurred to acquire land, obtain development approvals and construct significant portions of project infrastructure, amenities, model offices, showrooms, apartments or homes and sales facilities. It generally takes several years for a real estate development to achieve cumulative positive cash flow. If we, or the entities we invest in, are unable to develop and market our real estate developments successfully or to generate positive cash flows from these operations within expected timeframes, it could have a material adverse effect on our business and results of operations.

*Because certain of our assets are illiquid, we may not be able to sell these assets when appropriate or when desired.* Large real estate development like the ones that we retain investments in can be hard to sell, especially if local market conditions are poor. Such illiquidity could limit our ability to diversify our assets promptly in response to changing economic or investment conditions. Additionally, financial difficulties of other property owners resulting in distressed sales could depress real estate values in the markets in which we operate in times of illiquidity. These restrictions reduce our ability to respond to changes in the performance of our assets and could adversely affect our financial condition and results of operations.

*Guaranty risks; risks of joint ventures.* New Valley has a number of real estate-related investments in which other partners hold significant interests. New Valley must seek approval from these other parties for important actions regarding these joint ventures. Since the other parties' interests may differ from those of New Valley, a deadlock could arise that might impair the ability of the ventures to function. Such a deadlock could significantly harm the ventures. If our partners face adverse financial conditions, it may impair their ability to fund capital calls or satisfy their share of any guarantees on project financing. In addition, we are typically obligated to execute guarantees or indemnify our partners for guarantees they may execute in connection with the acquisition or construction financing for our projects. The guarantees that we might be obligated to sign include guarantees for environmental liability at a project, "bad boy" acts committed by New Valley, as well as a "carry" guarantee and completion guarantee for a project. In the event of a default, if a lender were to exercise its rights under these guarantees, it could have a material adverse effect on our business and results of operations.

*Our real estate investments and the real estate market in general could be adversely impacted by changes in the law.* Many different laws govern the development of real estate. Changes to laws such as affordable housing, zoning, air rights and others, could adversely impact our real estate projects. The Financial Crimes Enforcement Network of the Treasury Department has recently issued Geographic Targeting Orders that will temporarily require certain United States title insurance companies to identify the natural persons who directly or indirectly beneficially own companies that pay all cash for high-end residential real estate in the Borough of Manhattan in New York City and in Miami-Dade County in Florida. No assurances can be given as to the impact such requirements may have on the continued purchasing of high-end residential properties in Manhattan and Miami-Dade County by such individuals for so long as such requirements are in effect, and no assurances can be given as to the impact such requirements may have in the event they are extended to other markets throughout the country in which New Valley is engaged in high-end residential properties.

*The real estate developments we invest in may be subject to losses as a result of construction defects.* Real estate developers, are subject to construction defect and warranty claims arising in the ordinary course of their business. These claims are common in the real estate development industry and can be costly.

Claims may be asserted against the real estate developments we invest in for construction defects, personal injury or property damage caused by the developer, general contractor or subcontractors, and if successful these claims may give rise to liability. Subcontractors are independent of the homebuilders that contract with them under normal management practices and the terms of trade contracts and subcontracts within the industry; however, if U.S. or other regulatory agencies or courts reclassify the employees of sub-contractors as employees of real estate developers, real estate developers using subcontractors could be responsible for wage, hour and other employment-related liabilities of their subcontractors.

In addition, where the real estate developments in which we invest hire general contractors, unforeseen events such as the bankruptcy of, or an uninsured or under-insured loss claimed against, the general contractor, may sometimes result in the real estate developer becoming responsible for the losses or other obligations of the general contractor. The costs of insuring against construction defect and product liability claims are high, and the amount of coverage offered by insurance companies may be limited. There can be no assurance that this coverage will not be further restricted and become more costly. If the real estate developments in our real estate portfolio are not able to obtain adequate insurance against these claims in the future, our business and results of operations may be adversely affected.

Increasingly in recent years, individual and class action lawsuits have been filed against real estate developers asserting claims of personal injury and property damage caused by a variety of issues, including faulty materials and the presence of mold in residential dwellings. Furthermore, decreases in home values as a result of general economic conditions may result in an increase in both non-meritorious and meritorious construction defect claims, as well as claims based on marketing and sales practices. Insurance may not cover all of the claims arising from such issues, or such coverage may become prohibitively expensive. If real estate developments in our real estate portfolio are not able to obtain adequate insurance against these claims, they may experience litigation costs and losses that could reduce our revenues from these investments. Even if they are successful in defending such claims, we may incur significant losses.

*Our real estate investments may face substantial damages as a result of existing or future litigation, arbitration or other claims.* The real estate developments we invest in are exposed to potentially significant litigation, arbitration proceedings and other claims, including breach of contract, contractual disputes and disputes relating to defective title, property misdescription or construction defects. Class action lawsuits can be costly to defend, and if our assets were to lose any certified class action suit, it could result in substantial liability. With respect to certain general liability exposures, including construction defect and product liability claims, interpretation of underlying current and future trends, assessment of claims and the related liability and reserve estimation process requires us to exercise significant judgment due to the complex nature of these exposures, with each exposure exhibiting unique circumstances. Furthermore, once claims are asserted for construction defects, it is difficult to determine the extent to which the assertion of these claims will expand geographically. As a result, we may suffer losses on our investments which could adversely affect our business, financial condition and results of operations.

*Our investments in real estate are susceptible to adverse weather conditions and natural and man-made disasters.* Adverse weather conditions and natural and man-made disasters such as hurricanes, tornadoes, storms, earthquakes, floods, droughts, fires, snow, blizzards, as well as terrorist attacks, riots and electrical outages, can have a significant effect on the assets in our real estate portfolio. These adverse conditions can cause physical damage to work in progress and new developments, delays and increased costs in the construction of new developments and disruptions and suspensions of operations, whether caused directly or by disrupting or suspending operations of those upon whom our real estate developments rely in their operations. Such adverse conditions can mutually cause or aggravate each other, and their incidence and severity are unpredictable. If insurance is unavailable to the real estate developments we invest in or is unavailable on acceptable terms, or if insurance is not adequate to cover business interruptions or losses resulting from adverse weather or natural or man-made disasters, the real estate developments we invest in and our results of operations will be adversely affected. In addition, damage to properties in our real estate portfolio caused by adverse weather or a natural or man-made disaster may cause insurance costs for these properties to increase.

*A major health and safety incident relating to our real estate investments could be costly in terms of potential liabilities and reputational damage.* Building sites are inherently dangerous, and operating in the real estate development industry poses certain inherent health and safety risks. Due to regulatory requirements, health and safety performance is critical to the success of the real estate investments we invest in. Any failure in health and safety performance may result in penalties for non-compliance with relevant regulatory requirements, and a failure that results in a major or significant health and safety incident is likely to be costly in terms of potential liabilities incurred as a result. Such a failure could generate significant negative publicity and have a corresponding impact on the reputation and relationships of the developer with relevant regulatory agencies or governmental authorities, which in turn could have an adverse effect on our investment and operating results.

*Insurance may not cover some potential losses or may not be obtainable at commercially reasonable rates, which could adversely affect our financial condition and results of operations.* Real estate properties in our real estate portfolio maintain insurance on their properties in amounts and with deductibles that we believe are comparable with what owners of similar properties carry; however, such insurance may not cover some potential losses or may not be obtainable at commercially reasonable rates in the future. There also are certain types of risks (such as war, environmental contamination such as toxic mold, and lease and other contract claims) which are either uninsurable or not economically insurable. Should any uninsured or underinsured loss occur, we could lose our investment in, and anticipated profits and cash flows from, one or more properties.

*The volatility in the capital and credit markets has increased in recent years.* Because the volatility in capital and credit markets may create additional risks in the upcoming months and possibly years, we will continue to perform additional assessments to determine the impact, if any, on our consolidated financial statements. Thus, future impairment charges may occur.

#### ***Risks associated with Douglas Elliman Realty.***

*Douglas Elliman Real Estate depends on a strong brand, and any failure to maintain, protect and enhance the Douglas Elliman brand would have an adverse effect on its ability to grow its real estate brokerage business.* Douglas Elliman Real Estate has developed a strong brand that we believe has contributed significantly to the success of its business. Maintaining, protecting and enhancing Douglas Elliman Real Estate as a premium real estate brokerage brand is critical to growing its business. If Douglas Elliman Real Estate does not successfully build and maintain a strong brand, its real estate brokerage business could be negatively impacted. Maintaining and enhancing the quality of the Douglas Elliman Real Estate brand may require us to make substantial investments in areas such as marketing, community relations, outreach and employee training. Douglas Elliman Real Estate actively engages in print and online advertisements, targeted promotional mailings and email communications, and engages on a regular basis in public relations and sponsorship activities. There is no assurance that those activities will enhance the brand awareness.

Brand value can be severely damaged even by isolated incidents, particularly if the incidents receive considerable negative publicity or result in litigation. Some of these incidents may relate to the way Douglas Elliman Real Estate manages its relationship with its agents, our growth strategies or the ordinary course of its



business or its brokerage business. Other incidents may arise from events that are or may be beyond its ability to control and may damage its brand, such as actions taken (or not taken) by one or more agents relating to health, safety, welfare or other matters; litigation and claims; failure to maintain high ethical and social standards for all of its operations and activities; failure to comply with local laws and regulations; and illegal activity targeted at Douglas Elliman Real Estate or others. Douglas Elliman Real Estate's brand value could diminish significantly if any such incidents or other matters erode consumer confidence in it, which may result in a decrease in its total agent count and, ultimately could adversely affect its business and operating results.

*The real estate brokerage business in the New York metropolitan area, South Florida, Aspen, Colorado and Beverly Hills, California is extremely competitive.* Douglas Elliman Real Estate competes with other multi-office independent real estate organizations and with franchise real estate organizations competing in local areas. Competition is particularly intense in the densely populated metropolitan areas of New York and South Florida in which it operates. In addition, in the real estate brokerage industry, new participants face minimal barriers to entry into the market. Douglas Elliman Real Estate also competes for the services of qualified licensed agents. The ability of its brokerage offices to retain agents is generally subject to numerous factors, including the sales commissions they receive, advertising support and its perception of brand value.

*The financial results of Douglas Elliman Real Estate's real estate brokerage business is affected directly by the success of its agents.* Douglas Elliman Real Estate's real estate brokerage offices generate revenue in the form of commissions and service fees. Accordingly, its financial results depend upon the operational and financial success of its brokerage offices and its agents.

*Infringement, misappropriation or dilution of Douglas Elliman Real Estate's intellectual property could harm its business.* We regard the Douglas Elliman Real Estate trademark portfolio as having significant value and as being an important factor in the marketing of its brand. Douglas Elliman Real Estate believes that this and other intellectual property are valuable assets that are critical to its success. Douglas Elliman Real Estate relies on a combination of protections provided by contracts, as well as copyright, trademark, and other laws, to protect our intellectual property from infringement, misappropriation or dilution. It has registered certain trademarks and service marks and has other trademark and service mark registration applications pending in the U.S. and foreign jurisdictions. Although Douglas Elliman Real Estate monitors its trademark portfolio both internally and through external search agents and imposes an obligation on agents to notify it upon learning of potential infringement, there can be no assurance that it will be able to adequately maintain, enforce and protect its trademarks or other intellectual property rights.

Douglas Elliman Real Estate is not aware of any challenges to its right to use any of its brand names or trademarks. It is commonly involved in numerous proceedings, generally on a small scale, to enforce its intellectual property and protect its brand. Unauthorized uses or other infringement of its trademarks or service marks, including ones that are currently unknown to us, could diminish the value of its brand and may adversely affect its business. Failure to adequately protect its intellectual property rights could damage its brand and impair its ability to compete effectively. Even where it has effectively secured statutory protection for its trademarks and other intellectual property, its competitors may misappropriate its intellectual property. Defending or enforcing our trademark rights, branding practices and other intellectual property, and seeking an injunction and/or compensation for misappropriation of confidential information, could result in the expenditure of significant resources and divert the attention of management, which in turn may adversely affect our business and operating results.

Moreover, unauthorized third parties may use Douglas Elliman Real Estate's intellectual property to trade on the goodwill of its brand, resulting in consumer confusion or dilution. Any reduction of its brand's goodwill, consumer confusion, or dilution is likely to impact sales, and could adversely affect its business and operating results.

*Douglas Elliman Real Estate relies on traffic to its websites, including its flagship website, elliman.com, directed from search engines. If these websites fail to rank prominently in unpaid search results, traffic to these websites could decline and its business would be adversely affected.* Douglas Elliman Real Estate's success depends in part on its ability to attract users through unpaid Internet search results on search engines. The number of users it attract to its websites, including its flagship website elliman.com, from search engines is due in large part to how and where its websites rank in unpaid search results. These rankings can be

affected by a number of factors, many of which are not under our direct control, and they may change frequently. For example, a search engine may change its ranking algorithms, methodologies or design layouts. As a result, links to Douglas Elliman Real Estate's websites may not be prominent enough to drive traffic to its websites, and we may not know how or otherwise be in a position to influence the results. In some instances, search engine companies may change these rankings in order to promote their own competing services or the services of one or more of its competitors. Its websites have experienced fluctuations in search result rankings in the past, and it anticipates fluctuations in the future. Any reduction in the number of users directed to its websites could adversely affect its real estate brokerage business and results of operations. Further, a failure of Douglas Elliman Real Estate's websites or website-based technology, which are subject to factors beyond our control, could significantly disrupt its business and lead to reduced revenue and reputational damage as Douglas Elliman Real Estate may not be able to effectively scale and adapt its existing technology and network infrastructure to ensure its platforms is accessible.

**Potential new investments we may make are unidentified and may not succeed.**

We currently hold a significant amount of marketable securities and cash not committed to any specific investments. This subjects a security holder to increased risk and uncertainty because a security holder will not be able to evaluate how this cash will be invested and the economic merits of particular investments. There may be substantial delay in locating suitable investment opportunities. In addition, we may lack relevant management experience in the areas in which we may invest. There is a risk that we will fail in targeting, consummating or effectively integrating or managing any of these investments.

**Cybersecurity incidents could disrupt business operations, result in the loss of critical and confidential information, and adversely impact our reputation and results of operations.**

Global cybersecurity threats and incidents can range from uncoordinated individual attempts to gain unauthorized access to information technology systems to sophisticated and targeted measures known as advanced persistent threats, directed at the Company. In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and intellectual property, and that of our clients and personally identifiable information of our customers. Additionally, we increasingly rely on third-party data storage providers, including cloud storage solution providers. The secure processing, maintenance and transmission of this information are critical to our operations and with respect to information collected and stored by our third-party service providers, we are reliant upon their security procedures. While we and our third-party service providers have experienced, and expect to continue to experience, these types of threats and incidents, none of them to date have been material to the Company. Cybersecurity incidents, depending on their nature and scope, could potentially result in the misappropriation, destruction, corruption or unavailability of critical data and confidential or proprietary information (our own or that of third parties, including personally identifiable information) and the disruption of business operations. Our business interruption insurance may be insufficient to compensate us for losses that may occur. The potential consequences of a material cybersecurity incident include reputational damage, litigation with third parties, diminution in the value of the services we provide to our customers, and increased cybersecurity protection and remediation costs, which in turn could adversely affect our competitiveness and results of operations.

**We depend on our key personnel.**

We depend on the efforts of our executive officers and other key personnel. While we believe that we could find replacements for these key personnel, the loss of their services could have a significant adverse effect on our operations.

**The price of our common stock may fluctuate significantly.**

The trading price of our common stock has ranged between \$19.33 and \$23.24 per share over the past 52 weeks. We expect that the market price of our common stock will continue to fluctuate including as a result of the issuance of 2,000,000 common shares in January 2017.

The market price of our common stock may fluctuate in response to numerous factors, many of which are beyond our control. These factors include the following:

- actual or anticipated fluctuations in our operating results;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- the operating and stock performance of our competitors;
- announcements by us or our competitors of new products or services or significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- the initiation or outcome of litigation;
- the failure or significant disruption of our operations from various causes related to our critical information technologies and systems including cybersecurity threats to our data and customer data as well as reputational or financial risks associated with a loss of any such data;
- changes in interest rates;
- general economic, market and political conditions;
- additions or departures of key personnel; and
- future sales of our equity or convertible securities.

We cannot predict the extent, if any, to which future sales of shares of common stock or the availability of shares of common stock for future sale, may depress the trading price of our common stock.

In addition, the stock market in recent years has experienced extreme price and trading volume fluctuations that often have been unrelated or disproportionate to the operating performance of individual companies. These broad market fluctuations may adversely affect the price of our common stock, regardless of our operating performance. Furthermore, stockholders may initiate securities class action lawsuits if the market price of our stock drops significantly, which may cause us to incur substantial costs and could divert the time and attention of our management. These factors, among others, could significantly depress the price of our common stock.

#### **We have many potentially dilutive securities outstanding.**

As of December 31, 2016, we had outstanding restricted shares and options granted to employees to purchase approximately 6,297,489 shares of our common stock, with a weighted-average exercise price of \$9.59 per share, of which options 2,111,985 shares were exercisable as of December 31, 2016. We also have outstanding convertible notes and debentures maturing in January 2019 and April 2020, which are currently convertible into 26,139,248 shares of our common stock. The issuance of these shares will cause dilution which may adversely affect the market price of our common stock. The availability for sale of significant quantities of our common stock could adversely affect the prevailing market price of the stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

Our principal executive offices are located in Miami, Florida. We lease 12,390 square feet of office space in an office building in Miami, which we share with various of our subsidiaries. The lease is with an affiliate of the Company and expires in March 2018, subject to two five-year renewal options.

We lease approximately 9,000 square feet of office space in New York, New York under a lease that expires in 2020. New Valley's operating properties are discussed above under the description of New Valley's business and in Note 7 to our consolidated financial statements.

Douglas Elliman leases 93 offices throughout New York, Connecticut, Florida, California and Colorado. Leases expire at various times between 2016 and 2032. As of December 31, 2016, the properties leased by Douglas Elliman are as follows:

<u>Type</u>	<u>Number of Offices</u>	<u>Location</u>	<u>Owned or Leased</u>	<u>Approximate Total Square Footage</u>
Offices	24	New York City, NY	Leased	221,000
Offices	37	Long Island, NY	Leased	123,000
Offices	19	South Florida	Leased	35,000
Offices	5	Westchester County, NY	Leased	14,000
Offices	1	California	Leased	12,000
Offices	7	Other	Leased	8,000

Liggett's tobacco manufacturing facilities, and several of the distribution and storage facilities, are currently located in or near Mebane, North Carolina. Various of such facilities are owned and others are leased. Liggett's office, manufacturing complex and warehouse are pledged as collateral under its Revolving Credit Facility. As of December 31, 2016, the principal properties owned or leased by Liggett are as follows:

<u>Type</u>	<u>Location</u>	<u>Owned or Leased</u>	<u>Approximate Total Square Footage</u>
Storage Facilities	Danville, VA	Owned	578,000
Office and Manufacturing Complex	Mebane, NC	Owned	240,000
Warehouse	Mebane, NC	Owned	60,000
Warehouse	Mebane, NC	Leased	125,000
Warehouse	Mebane, NC	Leased	22,000

LVB leases approximately 22,000 square feet of office space in Morrisville, North Carolina. The lease expires in January 2019.

Liggett's management believes that its property, plant and equipment are well maintained and in good condition and that its existing facilities are sufficient to accommodate a substantial increase in production.

### **ITEM 3. LEGAL PROCEEDINGS**

Liggett and other United States cigarette manufacturers have been named as defendants in various types of cases predicated on the theory, among other things, that they should be liable for damages from adverse health effects alleged to have been caused by cigarette smoking or by exposure to secondary smoke from cigarettes.

Reference is made to Note 15 to our consolidated financial statements, which contains a description of certain legal proceedings to which the Company, and its subsidiaries, including Liggett, are a party and other related matters. Reference is also made to Exhibit 99.1, Material Legal Proceedings, incorporated herein, for additional information regarding the pending tobacco-related legal proceedings to which we or Liggett are parties.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed and traded on the New York Stock Exchange under the symbol "VGR." The following table sets forth, for the periods indicated, high and low sale prices for a share of our common stock on the NYSE, as reported by the NYSE, and quarterly cash dividends declared on shares of common stock:

Year	High	Low	Cash Dividends
<b>2016:</b>			
Fourth Quarter . . . . .	\$22.95	\$20.02	\$0.40
Third Quarter . . . . .	22.41	20.46	0.38
Second Quarter . . . . .	21.89	19.33	0.38
First Quarter . . . . .	22.66	20.23	0.38
<b>2015:</b>			
Fourth Quarter . . . . .	\$24.38	\$21.08	\$0.38
Third Quarter . . . . .	23.46	20.14	0.36
Second Quarter . . . . .	21.47	19.60	0.36
First Quarter . . . . .	21.13	18.70	0.36

At February 21, 2017, there were approximately 1,599 holders of record of our common stock.

The declaration of future cash dividends is within the discretion of our Board of Directors and is subject to a variety of contingencies such as market conditions, earnings and our financial condition as well as the availability of cash.

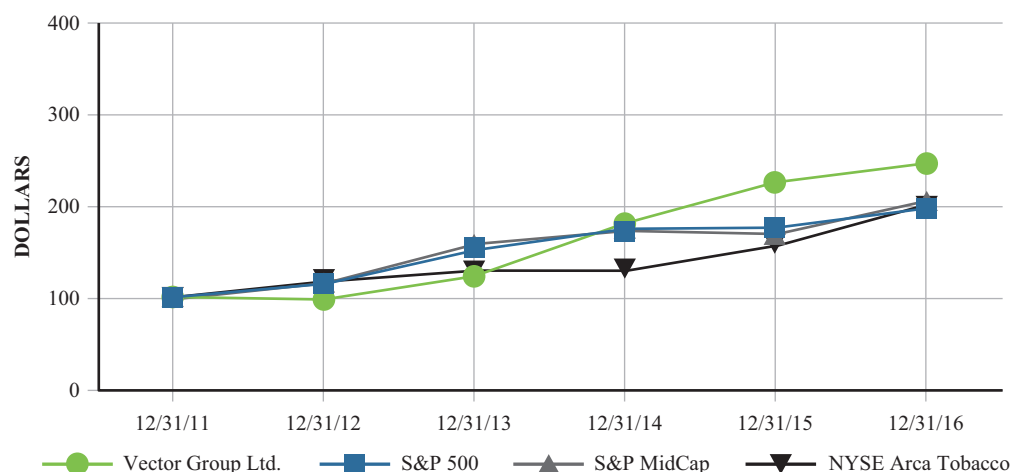
Liggett's revolving credit agreement currently permits Liggett to pay dividends to VGR Holding only if Liggett's borrowing availability exceeds \$5 million for the 30 days prior to payment of the dividend and after giving effect to the dividend, and so long as no event of default has occurred under the agreement, as defined under the Credit Facility, including Liggett's compliance with the covenants in the credit facility, including maintaining minimum levels of EBITDA (as defined) if its borrowing availability is less than \$20 million and not exceeding maximum levels of capital expenditures (as defined).

Our 6.125% Senior Secured Notes due 2025 prohibit our payment of cash dividends or distributions on our common stock if, at the time of such payment, our Consolidated EBITDA (as defined) for the most recently completed four full fiscal quarters is less than \$75 million. Our Consolidated EBITDA for the four quarters ended December 31, 2016 exceeded \$75 million.

We paid 5% stock dividends on September 29, 2016 and September 29, 2015 to the holders of our common stock. All information presented in this report is adjusted for the stock dividends.

## Performance Graph

The following graph compares the total annual return of our Common Stock, the S&P 500 Index, the S&P MidCap 400 Index and the NYSE Arca Tobacco Index, formerly known as the AMEX Tobacco Index, for the five years ended December 31, 2016. The graph assumes that \$100 was invested on December 31, 2011 in the Common Stock and each of the indices, and that all cash dividends and distributions were reinvested.



	12/11	12/12	12/13	12/14	12/15	12/16
Vector Group Ltd. . . . .	100	97	123	181	226	246
S&P 500 . . . . .	100	116	154	175	177	198
S&P MidCap . . . . .	100	118	157	173	169	204
NYSE Arca Tobacco . . . . .	100	119	131	130	157	199

## Unregistered Sales of Equity Securities and Use of Proceeds

No securities of ours which were not registered under the Securities Act of 1933 were issued or sold by us during the three months ended December 31, 2016.

## Issuer Purchases of Equity Securities

Our purchases of our common stock during the three months ended December 31, 2016 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 to October 31, 2016 . . . . .	—	\$ —	—	—
November 1 to November 30, 2016 . . . . .	100,016 <sup>(1)</sup>	20.84 <sup>(1)</sup>	—	—
December 1 to December 31, 2016 . . . . .	—	—	—	—
Total . . . . .	<u>100,016</u>	<u>\$20.84</u>	<u>—</u>	<u>—</u>

(1) Delivery of shares to us in payment of tax withholding in connection with an employee's vesting in restricted stock. The shares were immediately canceled.



## EXECUTIVE OFFICERS OF THE REGISTRANT

The table below, together with the accompanying text, presents certain information regarding all our current executive officers as of March 1, 2017. Each of the executive officers serves until the election and qualification of such individual's successor or until such individual's death, resignation or removal by the Board of Directors.

Name	Age	Position	Year Individual Became an Executive Officer
Howard M. Lorber	68	President and Chief Executive Officer	2001
Richard J. Lampen	63	Executive Vice President	1996
J. Bryant Kirkland III	51	Senior Vice President, Chief Financial Officer and Treasurer	2006
Marc N. Bell	56	Senior Vice President, General Counsel and Secretary	1998
Ronald J. Bernstein	63	President and Chief Executive Officer of Liggett	2000

**Howard M. Lorber** has been our President and Chief Executive Officer since January 2006. He served as our President and Chief Operating Officer from January 2001 to December 2005 and has served as a director of ours since January 2001. From November 1994 to December 2005, Mr. Lorber served as President and Chief Operating Officer of New Valley, where he also served as a director. Mr. Lorber was Chairman of the Board of Hallman & Lorber Assoc., Inc., consultants and actuaries of qualified pension and profit sharing plans, and various of its affiliates from 1975 to December 2004 and has been a consultant to these entities since January 2005; Chairman of the Board of Directors since 1987 and Chief Executive Officer from November 1993 to December 2006 of Nathan's Famous, Inc., a chain of fast food restaurants; Chairman of the Board of Ladenburg Thalmann Financial Services from May 2001 to July 2006 and Vice Chairman since July 2006; a Director of Clipper Realty, Inc., a real estate investment trust, since July 2015. Mr. Lorber was a member of the Board of Directors of Morgans Hotel Group Co. from March 2015 until November 2016, and Chairman from May 2015 to November 2016. He is also a trustee of Long Island University.

**Richard J. Lampen** has served as our Executive Vice President since July 1996. From October 1995 to December 2005, Mr. Lampen served as the Executive Vice President and General Counsel of New Valley, where he also served as a director. Since September 2006, he has served as President and Chief Executive Officer of Ladenburg Thalmann Financial Services. From November 1998 to November 2011, he served as President and Chief Executive Officer of CDSI Holdings Inc., an affiliate of New Valley, which is now known as SG Blocks Inc. Since October 2008, Mr. Lampen has served as President and Chief Executive Officer of Castle Brands Inc. Mr. Lampen is a director of Castle and Ladenburg Thalmann Financial Services and served as a director of SG Blocks Inc. until January 2014.

**J. Bryant Kirkland III** has been our Chief Financial Officer and Treasurer since April 2006 and our Senior Vice President since May 2016. Mr. Kirkland served as a Vice President of ours from January 2001 to April 2016 and served as New Valley's Vice President and Chief Financial Officer from January 1998 to December 2005. He has served since July 1992 in various financial capacities with us, Liggett and New Valley. Mr. Kirkland served as Vice President, Treasurer and Chief Financial Officer of CDSI Holdings Inc. (now known as SG Blocks Inc.) from January 1998 to November 2011 and as a director of SG Blocks Inc. (formerly known as CDSI Holdings Inc.) from November 1998 to September 2015. Mr. Kirkland has served as Chairman of the Board of Directors, President and Chief Executive Officer of Multi Soft II, Inc. and Multi Solutions II, Inc. since July 2012.

**Marc N. Bell** has been our General Counsel and Secretary since May 1994 and our Senior Vice President since May 2016 and the Senior Vice President and General Counsel of Vector Tobacco since April 2002. Mr. Bell served as a Vice President of ours from January 1998 to April 2016. From November 1994 to December 2005, Mr. Bell served as Associate General Counsel and Secretary of New Valley and from February 1998 to December 2005, as a Vice President of New Valley. Mr. Bell previously served as Liggett's General Counsel and currently serves as an officer, director or manager for many of Vector's or New Valley's subsidiaries. Mr. Bell served as a member of the Board of Directors of SG Blocks Inc. from March 2014 to September 2015.

**Ronald J. Bernstein** has served as President and Chief Executive Officer of Liggett since September 1, 2000 and of Liggett Vector Brands since March 2002 and has been a director of ours since March 2004. From July 1996 to December 1999, Mr. Bernstein served as General Director and, from December 1999 to September 2000, as Chairman of Liggett-Ducat, our former Russian tobacco business sold in 2000. Prior to that time, Mr. Bernstein served in various positions with Liggett commencing in 1991, including Executive Vice President and Chief Financial Officer.



**ITEM 6. SELECTED FINANCIAL DATA**

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(dollars in thousands, except per share amounts)				
<b>Statement of Operations Data:</b>					
Revenues <sup>(1)</sup> . . . . .	\$1,690,949	\$1,657,197	\$1,591,315	\$1,079,921	\$1,095,533
Operating income <sup>(3)</sup> . . . . .	\$ 232,997	\$ 199,920	\$ 212,438	\$ 111,186	\$ 154,083
Net income attributed to Vector Group					
Ltd. . . . .	\$ 71,127	\$ 59,198	\$ 36,856	\$ 37,300 <sup>(4)</sup>	\$ 30,675
Per basic common share <sup>(2)</sup> :					
Net income applicable to common shares attributed to Vector Group					
Ltd. . . . .	\$ 0.56	\$ 0.46	\$ 0.32	\$ 0.34	\$ 0.29
Per diluted common share <sup>(2)</sup> :					
Net income applicable to common shares attributed to Vector Group					
Ltd. . . . .	\$ 0.55	\$ 0.46	\$ 0.32	\$ 0.34	\$ 0.29
Cash distributions declared per common share <sup>(2)</sup> . . . . .	\$ 1.54	\$ 1.47	\$ 1.40	\$ 1.33	\$ 1.27
<b>Balance Sheet Data:</b>					
Current assets . . . . .	\$ 705,463	\$ 583,739	\$ 751,397	\$ 484,388	\$ 579,336
Total assets . . . . .	\$1,404,035	\$1,280,615	\$1,389,042	\$1,089,965	\$ 967,443
Current liabilities . . . . .	\$ 196,148	\$ 216,292	\$ 212,424	\$ 359,376	\$ 167,860
Notes payable, embedded derivatives, long-term debt and other obligations, less current portion . . . . .	\$1,245,275	\$1,000,150	\$ 995,001	\$ 607,872	\$ 739,589
Non-current employee benefits, deferred income taxes and other long-term liabilities . . . . .	\$ 215,884	\$ 186,334	\$ 202,297	\$ 173,322	\$ 149,064
Stockholders' deficiency . . . . .	\$ (253,272)	\$ (122,161)	\$ (20,680)	\$ (50,605)	\$ (89,070)

(1) Revenues include federal excise taxes of \$425,980, \$439,647, \$446,086, \$456,703 and \$508,027, respectively.

(2) Per share computations include the impact of 5% stock dividends on September 29, 2016, September 29, 2015, September 26, 2014, September 27, 2013, and September 28, 2012.

(3) Operating income includes \$247 of expense from MSA Settlements for the year ended December 31, 2016, and \$4,364, \$1,419 and \$11,823 of income from MSA Settlements for the years ended December 31, 2015, 2014, and 2013, respectively; and \$20,000, \$20,072, \$2,475 and \$88,106 of litigation judgment and settlement expense for the years ended December 31, 2016, 2015, 2014, and 2013, respectively; and \$41 and \$7,257 of restructuring charges for the years ended December 31, 2016 and 2015, respectively; and \$1,607 of pension settlement expense for the year ended December 31, 2015.

(4) Net income attributed to Vector Group Ltd. includes a gain of \$36,140, net of taxes, to account for the difference between the carrying value and the fair value of the previously held 50% interest in Douglas Elliman.

## ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

(Dollars in Thousands, Except Per Share Amounts)

### 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 and Vector Tobacco Inc. subsidiaries and
- the real estate business through our New Valley LLC subsidiary, which is seeking to acquire or invest in additional real estate properties or projects. New Valley owns 70.59% of Douglas Elliman, which operates the largest residential brokerage company in the New York metropolitan area.

All of our tobacco operations' unit sales in 2016, 2015 and 2014 were in the discount segment, which management believes has been the primary growth segment in the industry for more than a decade. The significant discounting of premium cigarettes in recent years has led to brands, such as EVE, that were traditionally considered premium brands to become more appropriately categorized as discount, following list price reductions.

Our tobacco subsidiaries' cigarettes are produced in 116 combinations of length, style and packaging. Liggett's current brand portfolio includes:

- EAGLE 20's — a brand positioned in the deep discount segment for long-term growth re-launched as a national brand in 2013,
- PYRAMID — the industry's first deep discount product with a brand identity re-launched in the second quarter of 2009,
- GRAND PRIX — re-launched as a national brand in 2005,
- LIGGETT SELECT — a discount category brand originally launched in 1999,
- EVE — a 120-millimeter cigarette in the branded discount category, and
- USA and various Partner Brands and private label brands.

In April 2009, Liggett repositioned PYRAMID as a box-only brand with a new low price to specifically compete with brands which are priced at the lowest level of the deep discount segment. PYRAMID is now the largest seller in Liggett's family of brands with 50.7% of Liggett's unit volume in 2016, 54.4% in 2015 and 61.1% in 2014. In January 2013, Liggett repackaged and relaunched EAGLE 20's to distributors and retailers on a national basis. EAGLE 20's is marketed to compete with brands positioned in the deep discount segment. EAGLE 20's represented 29.1% in 2016, 23.4% in 2015 and 13.4% in 2014 of Liggett's unit volume. According to Management Science Associates, Liggett held a share of approximately 12.0% of the overall discount market segment for 2016 compared to 11.8% for each of 2015 and 2014.

Under the Master Settlement Agreement ("MSA") reached in November 1998 with 46 states and various territories, cigarette manufacturers selling product in the U.S. must make settlement payments to the states and territories based on how many cigarettes they sell annually. Liggett, however, is not required to make any payments unless its market share exceeds 1.65% of the U.S. cigarette market. Additionally, Vector Tobacco has no payment obligation unless its market share exceeds approximately 0.28% of the U.S. market. Liggett's and Vector Tobacco's payments under the MSA are based on each company's incremental market share above the minimum threshold applicable to such company. We believe that our tobacco subsidiaries have gained a sustainable cost advantage over their competitors as a result of the settlement.

The discount segment is a challenging marketplace, with consumers having less brand loyalty and placing greater emphasis on price. Liggett's competition is now divided into two segments. The first segment consists of the three largest manufacturers of cigarettes in the United States: Philip Morris USA Inc., which is owned by Altria Group, Inc., RJ Reynolds Tobacco Company (which is now part of Reynolds American) ("RJ Reynolds") and ITG Brands LLC, which is owned by Imperial Brands Plc. These three manufacturers,

while primarily premium cigarette-based companies, also produce and sell discount cigarettes. The second segment of competition is comprised of a group of smaller manufacturers and importers, most of which sell deep discount cigarettes.

Our subsidiary, Zoom, entered the United States e-cigarette market in limited retail distribution outlets in January 2014. Zoom's operations are included in our "E-Cigarettes" reporting segment. We have seen significant changes in the e-cigarette market over the past two years 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 impact of recent regulation of e-cigarettes, the emergence of new technologies and ongoing consumer category acceptance. Given this backdrop, our primary focus on e-cigarettes is to stay prepared to pursue opportunities if they occur.

## **Recent Developments**

*Issuance of Senior Secured Notes due 2025.* In January 2017, we issued \$850,000 of our 6.125% senior secured notes due 2025 in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933 (the "Securities Act").

The 6.125% Senior Secured Notes pay interest on a semi-annual basis at a rate of 6.125% per year and mature on February 1, 2025. We may redeem some or all of the 6.125% Senior Secured Notes at any time at a make-whole redemption price. On or after February 1, 2020, we may redeem some or all of the 6.125% Senior Secured Notes at a premium that will decrease over time, plus accrued and unpaid interest, if any, to the redemption date.

The aggregate net proceeds from the issuance of the 6.125% senior secured notes were approximately \$831,100 after deducting offering expenses. We used the net proceeds of the issuance, together with the proceeds from the sale of 2,000,000 common shares, to redeem all of our outstanding 7.75% senior secured notes due 2021 and to satisfy and discharge the indenture governing the existing notes.

*Issuance of 2,000,000 common shares.* On January 27, 2017, we sold 2,000,000 shares of our common stock for approximately \$43.2 million.

*Redemption of Senior Secured Notes due 2021.* On February 26, 2017, we retired \$835,000 of our 7.75% senior secured notes at a premium of 103.875%, plus accrued and unpaid interest. We will incur a loss on the extinguishment of the debt of \$34,110 for the three months ended March 31, 2017, which is comprised of \$32,356 of redemption premium and tender offer costs as well as net non-cash interest expense of \$1,754.

### New Valley Real Estate Ventures:

*Wynn Las Vegas Retail.* In December 2016, New Valley invested \$10,000 for an approximate 2.1% in Wynn/CA JV, LLC. The purpose of the joint venture is to own and operate retail space in the Wynn Resort in Las Vegas, Nevada. The investment is a variable interest entity; however, New Valley is not the primary beneficiary. New Valley accounts for this investment under the equity method of accounting. New Valley's maximum exposure to loss as a result of its investment in Wynn Las Vegas Retail was \$10,000 at December 31, 2016.

## **Recent Developments in Smoking-Related Litigation**

The cigarette industry continues to be challenged on numerous fronts. New cases continue to be commenced against Liggett and other cigarette manufacturers. Liggett could be subjected to substantial liabilities and bonding requirements from litigation relating to cigarette products. Adverse litigation outcomes could have a negative impact on our ability to operate due to their impact on cash flows. It is possible that there could be adverse developments in pending cases including the certification of additional class actions. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation. In addition, an unfavorable outcome in any tobacco-related litigation could have a material adverse effect on our consolidated financial position, results of operations or cash flows. Liggett could face difficulties in obtaining a bond to stay execution of a judgment pending appeal.

## Critical Accounting Policies

*General.* The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Significant estimates subject to material changes in the near term include impairment charges, inventory valuation, deferred tax assets, allowance for doubtful accounts, promotional accruals, sales returns and allowances, actuarial assumptions of pension plans, the estimated fair value of embedded derivative liabilities, settlement accruals, long-term investments and impairments, accounting for investments in equity securities, and litigation and defense costs. Actual results could differ from those estimates.

*Revenue Recognition.* Revenues from sales of cigarettes and e-cigarettes 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. We provide an allowance for expected sales returns, net of any related inventory cost recoveries. In accordance with authoritative guidance on how taxes collected from customers and remitted to governmental authorities should be presented in the income statement (that is, gross versus net presentation), we include federal excise taxes on cigarettes in revenues and cost of goods sold. Such revenues and cost of sales totaled \$425,980, \$439,647, and \$446,086 for the years ended December 31, 2016, 2015 and 2014, respectively. Since our primary line of business is tobacco, our financial position and our results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines, regulation, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.

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 commissions earned by the Company's real estate 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 expenses are recognized concurrently with related revenues. Property management fees and rental commissions earned are recorded as revenue when the related services are performed.

*Contingencies.* We record Liggett's product liability legal expenses and other litigation costs as operating, selling, administrative and general expenses as those costs are incurred. As discussed in Note 15 to our consolidated financial statements, legal proceedings regarding Liggett's tobacco products are pending or threatened in various jurisdictions against Liggett and us.

We record provisions in our consolidated financial statements for pending litigation when we 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 Note 15 to our consolidated financial statements and discussed below related to the 15 cases where an adverse verdict was entered against Liggett: (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 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.

Although Liggett has generally been successful in managing litigation in the past, litigation is subject to uncertainty and significant challenges remain, particularly with respect to the *Engle* progeny cases.

Adverse verdicts have been entered against Liggett in 15 state court *Engle* progeny cases (see Note 15 to our consolidated financial statements), and several of these verdicts have been affirmed on appeal and satisfied by Liggett.

Except as discussed in Note 15 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 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.

There is other tobacco-related litigation pending against Liggett, which is discussed in Note 15 to our consolidated financial statements. Management is not able to predict the outcome of any of the other tobacco-related litigation pending or threatened against Liggett.

A reader should not infer from the absence of any reserve in our consolidated financial statements that we will not be subject to significant tobacco-related liabilities in the future. Litigation is subject to many uncertainties, and it is possible that our consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such tobacco-related litigation.

There may be several other proceedings, lawsuits and claims pending against us and certain of our consolidated subsidiaries unrelated to tobacco or tobacco product liability. We are of the opinion that the liabilities, if any, ultimately resulting from such other proceedings, lawsuits and claims should not materially affect our financial position, results of operations or cash flows.

*Settlement Agreements.* As discussed in Note 15 to our consolidated financial statements, Liggett and Vector Tobacco are participants in the MSA. Liggett and Vector Tobacco have no payment obligations under the MSA except to the extent their market shares exceed approximately 1.65% and 0.28%, respectively, of total cigarettes sold in the United States. Their obligations, and the related expense charges under the MSA, are subject to adjustments based upon, among other things, the volume of cigarettes sold by Liggett and Vector Tobacco, their relative market shares and inflation. Since relative market shares are based on cigarette shipments, the best estimate of the allocation of charges under the MSA is recorded in cost of goods sold as the products are shipped. Settlement expenses under the MSA recorded in the accompanying consolidated statements of operations were \$110,486 for 2016, \$113,919 for 2015 and \$116,650 for 2014. Adjustments to these estimates are recorded in the period that the change becomes probable and the amount can be reasonably estimated.

*Embedded Derivatives and Beneficial Conversion Feature.* We measure all derivatives, including certain derivatives embedded in other contracts, at fair value and recognize them in the consolidated balance sheet as an asset or a liability, depending on our rights and obligations under the applicable derivative contract. We have issued variable interest senior convertible debt in a series of private placements where a portion of the total interest payable on the debt is computed by reference to the cash dividends paid on our common stock. This portion of the interest payment is considered an embedded derivative within the convertible debt, which we are required to separately value. As a result, we have bifurcated this embedded derivative and estimated the fair value of the embedded derivative liability. The resulting discount created by allocating a portion of the issuance proceeds to the embedded derivative is then amortized to interest expense over the term of the debt using the effective interest method.

As of December 31, 2016 and 2015, the fair value of derivative liabilities was estimated at \$112,332 and \$144,042, respectively. The decrease is due to the gains on the changes in fair value of convertible debt and the conversion of the Vector 6.75% Variable Interest Senior Convertible Note due 2015 (as amended).

Changes to the fair value of these embedded derivatives are reflected on our consolidated statements of operations as "Changes in fair value of derivatives embedded within convertible debt." The value of the embedded derivative is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt as well as projections of future cash and stock dividends over the term of the debt. We recognized gains of \$31,710, \$24,455 and \$19,409 in 2016, 2015 and 2014, respectively, due to changes in the fair value of the embedded derivatives.

After giving effect to the recording of embedded derivative liabilities as a discount to the convertible debt, our common stock had a fair value at the issuance date of the notes in excess of the conversion price, resulting in a beneficial conversion feature. The intrinsic value of the beneficial conversion feature was recorded as additional paid-in capital and as a further discount on the debt. The discount is then amortized to interest expense over the term of the debt using the effective interest rate method.



We recognized non-cash interest expense of \$25,732, \$18,529 and \$32,071 in 2016, 2015 and 2014, respectively, due to the amortization of the debt discount attributable to the embedded derivatives and \$12,796, \$8,681 and \$19,401 in 2016, 2015 and 2014, respectively, due to the amortization of the debt discount attributable to the beneficial conversion feature.

*Stock-Based Compensation.* Our stock-based compensation uses a fair-value-based method to recognize non-cash compensation expense for share-based transactions. Under the fair value recognition provisions, we recognize stock-based compensation net of an estimated forfeiture rate and only recognize compensation cost for those shares expected to vest on a straight-line basis over the requisite service period of the award. We recognized stock-based compensation expense of \$2,203, \$1,675 and \$1,573 in 2016, 2015 and 2014, respectively, related to the amortization of stock option awards and \$7,832, \$3,945 and \$1,678, respectively, related to the amortization of restricted stock grants. As of December 31, 2016 and 2015, there was \$3,680 and \$3,775, respectively, of total unrecognized cost related to employee stock options and \$37,853 and \$44,632, respectively, of total unrecognized cost related to restricted stock grants. See Note 14 to our consolidated financial statements.

*Employee Benefit Plans.* The determination of our net pension and other postretirement benefit income or expense is dependent on our selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, the discount rate, expected long-term rate of return on plan assets and rates of increase in compensation and healthcare costs. We determine discount rates by using a quantitative analysis that considers the prevailing prices of investment grade bonds and the anticipated cash flow from our two qualified defined benefit plans and our postretirement medical and life insurance plans. These analyses construct a hypothetical bond portfolio whose cash flow from coupons and maturities match the annual projected cash flows from our pension and retiree health plans. As of December 31, 2016, our benefit obligations were computed assuming a discount rate between 3.60% – 4.40%. As of December 31, 2016, our service cost was computed assuming a discount rate of 3.75% – 4.75%. In determining our expected rate of return on plan assets, we consider input from our external advisors and historical returns based on the expected long-term rate of return which is the weighted average of the target asset allocation of each individual asset class. Our actual 10-year annual rate of return on our pension plan assets was 5.2%, 6.0% and 6.6% for the years ended December 31, 2016, 2015 and 2014, respectively, and our actual five-year annual rate of return on our pension plan assets was 7.6%, 6.3% and 9.8% for the years ended December 31, 2016, 2015 and 2014, respectively. In computing expense for the year ended December 31, 2017, we will use an assumption of a 6.0% annual rate of return on our pension plan assets. In accordance with accounting principles generally accepted in the United States of America, actual results that differ from our assumptions are accumulated and amortized over future periods and therefore, generally affect our recognized income or expense in such future periods. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our future net pension and other postretirement benefit income or expense.

Net pension expense for defined benefit pension plans and other postretirement expense was \$2,060 and \$6,556 for 2016 and 2015, respectively, while net pension benefit for defined benefit pension plans and other postretirement expense was \$345 a for 2014 and we currently anticipate benefit expense will be approximately \$3,307 for 2017. In contrast, our funding obligations under the pension plans are governed by the Employee Retirement Income Security Act (“ERISA”). To comply with ERISA’s minimum funding requirements, we do not currently anticipate that we will be required to make any funding to the tax qualified pension plans for the pension plan year beginning on January 1, 2017 and ending on December 31, 2017.

*Long-Term Investments and Impairments.* At December 31, 2016, we had long-term investments of \$53,197, of which \$35,476 were accounted for at cost and \$17,721 were accounted for under the equity method. Our investments accounted for at cost consisted primarily of investment partnerships investing in investment securities and real estate. The investments in these investment partnerships are illiquid and the ultimate realization of these investments is subject to the performance of the underlying partnership and its management by the general partners. The estimated fair value of the investment partnerships is provided by the partnerships based on the indicated market values of the underlying assets or investment portfolio. Our investments accounted for under the equity method included interests in a partnership and various companies in which we have the ability to exercise significant influence over their operating and financial policies. The

estimated fair value of the investments is either provided by the partnership based on the indicated market values of the underlying assets or is calculated internally based on the number of shares owned and the equity in earnings and interest income we recognize on the investment. Gains are recognized when realized in our consolidated statement of operations. Losses are recognized as realized or upon the determination of the occurrence of an other-than-temporary decline in fair value. On a quarterly basis, we evaluate our investments to determine if there are indicators of impairment. If so, we also make a determination of whether there is an impairment and if it is considered temporary or other than temporary. We believe that the assessment of temporary or other-than-temporary impairment is facts-and-circumstances driven. However, among the matters that are considered in making such a determination are the period of time the investment has remained below its cost or carrying value, the severity of the decline, the likelihood of recovery given the reason for the decrease in market value and our original expected holding period of the investment.

*Goodwill and Indefinite Life Assets.* Goodwill and intangible assets with indefinite lives are not amortized, but instead are tested for impairment on an annual basis, or whenever events or changes in business circumstances indicate the carrying value of the assets may not be recoverable.

The Company's goodwill and trademarks are related to Douglas Elliman. The Company's intangible asset associated with the benefit under MSA is related to Vector Tobacco.

The Company follows ASC 350, Intangibles — Goodwill and Other, included in ASU 2011-08, Testing Goodwill for Impairment. The amendments permit entities to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Based on the results of the qualitative assessment, if the entity determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, it would then perform the first step of the goodwill impairment test; otherwise, no further impairment test would be required. The Company performed the qualitative assessment for the year ended December 31, 2016 and determined that performing the first step of the two-step impairment test was unnecessary.

The fair value of the intangible asset associated with the Douglas Elliman trademark is calculated using a "relief from royalty payments" method. This approach involves two steps: (i) estimating reasonable royalty rates for its trademark associated with the Douglas Elliman trademark and (ii) applying these royalty rates to a net sales stream and discounting the resulting cash flows to determine fair value. This fair value is then compared with the carrying value of the trademark. The Company performed the qualitative assessment for the year ended December 31, 2016 and no impairment was noted.

The fair value of the intangible asset associated with the benefit under the MSA is calculated using discounted cash flows. This approach involves two steps: (i) estimating future cash savings due to the payment exemption under the MSA and (ii) discounting the resulting cash flow savings to determine fair value. This fair value is then compared with the carrying value of the intangible asset associated with the benefit under the MSA. To the extent that the carrying amount exceeds the implied fair value of the intangible asset, an impairment loss is recognized. The Company performed its impairment test as of December 31, 2016 and no impairment was noted.

*Income Taxes.* The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time and, as a result, changes in our subjective assumptions and judgments may materially affect amounts recognized in our consolidated financial statements. See Note 13 to our consolidated financial statements for additional information regarding our accounting for income taxes and uncertain tax positions.

## **Results of Operations**

The following discussion provides an assessment of our results of operations and should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report. The consolidated financial statements include the accounts of VGR Holding, Liggett, Vector Tobacco, Liggett Vector Brands, New Valley, which owns a 70.59% interest in Douglas Elliman Realty, LLC, and other less significant subsidiaries.



Our business segments were Tobacco, E-Cigarettes and Real Estate for the three years ended December 31, 2016, 2015 and 2014. 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, our previous investment in 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 and can be found in Note 1 to our consolidated financial statements.

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(Dollars in thousands)</b>		
<b>Revenues:</b>			
Tobacco . . . . .	\$1,011,620	\$1,017,761	\$1,021,259
E-Cigarettes . . . . .	(776)	(1,970)	8,589
Real Estate . . . . .	680,105	641,406	561,467
Total revenues . . . . .	<u>\$1,690,949</u>	<u>\$1,657,197</u>	<u>\$1,591,315</u>
<b>Operating income (loss):</b>			
Tobacco . . . . .	\$ 238,293 <sup>(1)</sup>	\$ 209,393 <sup>(2)</sup>	\$ 199,119 <sup>(3)</sup>
E-Cigarettes . . . . .	(1,403)	(13,037)	(13,124)
Real Estate . . . . .	23,001	24,087	42,354
Corporate and Other . . . . .	(26,894)	(20,523)	(15,911)
Total operating income . . . . .	<u>\$ 232,997</u>	<u>\$ 199,920</u>	<u>\$ 212,438</u>

- (1) Operating income includes \$247 of expense from MSA Settlement, \$20,000 of litigation settlement and judgment expense, and \$41 of restructuring expense.
- (2) Operating income includes \$4,364 of income from MSA Settlement, \$20,072 of litigation judgment expense, \$7,257 of restructuring expense, and \$1,607 of pension settlement expense.
- (3) Operating income includes \$1,419 of income from NPM Settlement and \$2,475 of litigation settlement charges and judgment expense.

**2016 Compared to 2015**

**Revenues.** Total revenues were \$1,690,949 for the year ended December 31, 2016 compared to \$1,657,197 for the year ended December 31, 2015. The \$33,752 (2.0%) increase in revenues was due to a \$38,699 increase in Real Estate revenues, primarily related to increases in Douglas Elliman’s commissions, and a \$1,194 decline in E-Cigarettes negative revenues, associated with an adjustment to the allowance for customer sales returns, offset by a \$6,141 decline in Tobacco revenues.

**Cost of sales.** Total cost of sales were \$1,097,344 for the year ended December 31, 2016 compared to \$1,109,727 for the year ended December 31, 2015. The \$12,383 (1.1%) decline in cost of sales was due to a \$25,469 decline in Tobacco cost of sales due to lower sales volume and lower per unit manufacturing and MSA expense and a \$1,456 decline in E-Cigarettes cost of sales due to lower sales volume offset by a \$14,542 increase in Real Estate cost of sales, primarily related to an increase in Douglas Elliman’s commissions expense.

**Expenses.** Operating, selling, general and administrative expenses were \$340,567 for the year ended December 31, 2016 compared to \$320,221 for the year ended December 31, 2015. The \$20,346 (6.4%) increase in operating, selling and administrative expenses is due to a \$25,243 increase in Real Estate operating, selling and administrative expenses primarily related to the Douglas Elliman brokerage expenses and a \$6,371 increase in Corporate and Other expenses primarily due to an increase in stock-based compensation expense, senior executive pension expense, and increased professional fees. This was offset by a \$2,284 decline in Tobacco expenses and a \$8,984 decline in E-Cigarette expenses.

*Operating income.* Operating income was \$232,997 for the year ended December 31, 2016 compared to \$199,920 for the same period last year, an increase of \$33,077 (16.5%). Tobacco operating income increased by \$28,900, Real Estate operating income declined by \$1,086, primarily related to Douglas Elliman, and E-cigarettes operating loss declined by \$11,634. This was offset by an increase of \$6,371 in Corporate and Other expenses.

*Other expenses.* Other expenses were \$106,568 and \$92,215 for the years ended December 31, 2016 and 2015, respectively. For the year ended December 31, 2016, other expenses primarily consisted of interest expense of \$142,982, impairment of investment securities available for sale of \$5,381 and equity in losses from investments of \$2,754. This was offset by income of \$31,710 from changes in fair value of derivatives embedded within convertible debt, equity in earnings from real estate ventures of \$5,200, other income of \$4,732 and gain on sale of investment securities available for sale of \$2,907. For the year ended December 31, 2015, other expenses primarily consisted of equity in losses from long-term investments of \$2,681, impairment of investment securities available for sale of \$12,846 and interest expense of \$120,691. This was offset by income of \$24,455 from changes in fair value of derivatives embedded within convertible debt, gain on sale of investment securities available for sale of \$11,138, equity in earnings from real estate ventures of \$2,001 and interest and other income of \$6,409.

The value of the embedded derivatives is contingent on changes in implied interest rates of the convertible debt, our 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 our 2020 Convertible Notes when removing the embedded option value within the convertible security. This rate is based upon market observable inputs and influenced by our stock price, convertible bond trading price, risk free interest rates and stock volatility. We recognized benefits from reductions in the value of embedded derivatives of \$31,710 and \$24,455 for the years ended December 31, 2016 and 2015, respectively.

*Income before provision for income taxes.* Income before income taxes was \$126,429 and \$107,705 for the years ended December 31, 2016, and 2015, respectively. The increase is attributable to the items discussed above.

*Income tax expense.* Income tax expense was \$49,163 for the year ended December 31, 2016 compared to \$41,233 for the year ended December 31, 2015. Our income tax rates for the years ended December 31, 2016 and 2015 do not bear a customary relationship to statutory income tax rates as a result of the impact of nondeductible expenses as well as state income taxes, interest and penalties accrued on unrecognized tax benefits offset by the impact of the domestic production activities deduction.

### ***Tobacco.***

All of our Tobacco sales were in the discount category in 2016 and 2015. For the year ended December 31, 2016, Tobacco revenues were \$1,011,620 compared to \$1,017,761 for the year ended December 31, 2015. Revenues for 2016 declined by \$6,141 (0.6%) due to a 2.6% decline in sales volume of \$38,973 (227.1 million units), offset by a favorable price variance of \$32,832.

*Tobacco revenues.* Liggett increased the list price of PYRAMID, LIGGETT SELECT, EVE and GRAND PRIX by \$0.70 per carton in May 2015, November 2015 and May 2016, and by \$0.80 per carton in November 2016. Liggett increased the list price of EAGLE 20's by \$1.00 per carton in December 2015 and December 2016.

*Tobacco cost of sales.* The major components of our Tobacco cost of sales are as follows:

	<u>Year Ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
Manufacturing overhead, raw materials and labor . . . . .	\$116,713	\$124,814
Federal Excise Taxes . . . . .	425,980	439,647
Tobacco quota buyout expense . . . . .	—	664 <sup>(1)</sup>
FDA expense . . . . .	19,252	18,856
MSA expense, net of market share exemption . . . . .	110,486 <sup>(2)</sup>	113,919 <sup>(3)</sup>
Total cost of sales . . . . .	<u>\$672,431</u>	<u>\$697,900</u>

- (1) The quarterly assessments due under the Fair and Equitable Tobacco Reform Act (shown as “Tobacco quota buyout expense” above) expired at the end of 2014. The \$664 for the year ended December 31, 2015 represents a final assessment for the fourth quarter of 2014 that was received in 2015.
- (2) Includes \$247 increase in expense from MSA Settlement.
- (3) Includes \$4,364 reduction in expense from MSA Settlement.

Tobacco gross profit was \$339,189 for the year ended December 31, 2016 compared to \$319,861 for the year ended December 31, 2015. The \$19,328 (6.0%) increase was due to higher margins generated from price increases in 2016, primarily on the PYRAMID brand, and lower manufacturing and MSA unit costs. As a percentage of revenues (excluding Federal Excise Taxes), Tobacco gross profit was 57.9% in the 2016 period and 55.3% in the 2015 period.

*Tobacco expenses.* Tobacco operating, selling, general and administrative expenses were \$80,855 for the year ended December 31, 2016 compared to \$83,139 for the year ended December 31, 2015. The \$2,284 decline in expenses primarily related to savings from the October 2015 restructuring. In addition, tobacco operating expenses decreased in 2016 due to the absence of \$7,216 of restructuring expense. Tobacco product liability legal expenses, including settlements and judgments, were \$26,611 and \$26,987 for the years ended December 31, 2016 and 2015.

*Tobacco operating income.* Tobacco operating income was \$238,293 for the year ended December 31, 2016 compared to \$209,393 for the year ended December 31, 2015. The Tobacco operating income increase of \$28,900 was primarily due to the higher margins and lower operating expenses discussed above.

***E-Cigarettes.***

*E-Cigarettes revenues.* E-Cigarettes revenues were negative \$776 for the year ended December 31, 2016 compared to negative revenues of \$1,970 for the year ended December 31, 2015. These negative revenues were associated with an adjustment to the allowance for customer sales returns.

*E-Cigarettes cost of sales.* Cost of sales associated with our E-Cigarettes segment were \$84 for the year ended December 31, 2016 compared to \$1,540 for the year ended December 31, 2015. Cost of sales declined by \$1,456 due to lower sales volumes.

*E-Cigarettes expenses.* E-Cigarettes operating, selling, general and administrative expenses were \$543 and \$9,527 for the years ended December 31, 2016 and 2015, respectively. The decline was due to lower advertising and marketing expenses. Operating losses from E-Cigarettes were \$1,403 and \$13,037 for the years ended December 31, 2016 and 2015, respectively.

***Real Estate.***

*Real Estate revenues.* Real Estate revenues were \$680,105 and \$641,406 for the years ended December 31, 2016 and 2015, respectively. Real Estate revenues increased by \$38,699 (6.0%), primarily related to an increase of \$39,114 in Douglas Elliman’s Commission and other brokerage income which was primarily due to increased closings in its development marketing division.

Real Estate revenues and cost of sales were as follows:

	<u>Year Ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
<b><u>Real Estate Revenues:</u></b>		
Commission and other brokerage income . . . . .	\$641,051	\$601,937
Property management income . . . . .	29,883	28,522
Title fees . . . . .	4,324	4,616
Real estate held for sale . . . . .	—	1,166
Sales on facilities primarily from Escena . . . . .	4,844	5,165
Other . . . . .	3	—
Total Real Estate revenues . . . . .	<u>\$680,105</u>	<u>\$641,406</u>
<b><u>Real Estate Cost of Sales:</u></b>		
Commission and other brokerage expense . . . . .	\$420,317	\$405,678
Cost of sales on facilities primarily from Escena . . . . .	3,833	3,866
Title fees . . . . .	679	743
Total Real Estate cost of sales . . . . .	<u>\$424,829</u>	<u>\$410,287</u>

Brokerage cost of sales. Douglas Elliman commission cost of sales increased by \$14,639 due to increased sales volume.

Real Estate expenses. Real Estate operating, selling, general and administrative expenses were \$232,275 and \$207,032 were for the years ended December 31, 2016 and 2015, respectively. The increase of \$25,243 was primarily due to increased expenses at Douglas Elliman from Douglas Elliman’s development marketing division and continued expansion into new markets as well as incremental professional fees in 2016 associated with the costs of being a subsidiary of a public company.

Real Estate operating income. The Real Estate segment had operating income of \$23,001 and \$24,087 for the years ended December 31, 2016 and 2015, respectively. The decline in operating income of \$1,086 was primarily related to an increase in Douglas Elliman operating, selling, general and administrative expenses offset by higher gross profit at Douglas Elliman.

***Corporate and other.***

Corporate and other loss. The operating loss at the corporate segment was \$26,894 for the year ended December 31, 2016 compared to \$20,523 for the same period in 2015. The increase of \$6,371 was primarily due to increased stock-based compensation expense, executive pension expense and increased professional fees for the year ended December 31, 2016.

**2015 Compared to 2014**

Revenues. Total revenues were \$1,657,197 for the year ended December 31, 2015 compared to \$1,591,315 for the year ended December 31, 2014. The \$65,882 (4.1%) increase in revenues was due to an increase in Real Estate revenues of \$79,939, primarily related to increases in Douglas Elliman’s commissions, offset by a decline of \$10,559 in E-Cigarettes revenues and a decline of \$3,498 in Tobacco revenues.

Cost of sales. Total cost of sales was \$1,109,727 for the year ended December 31, 2015 compared to \$1,097,060 for the year ended December 31, 2014. The \$12,667 (1.2%) increase in cost of sales was due to an increase in Real Estate cost of sales of \$56,259, primarily related to an increase in Douglas Elliman’s commissions expense, offset by a decline of \$37,825 in Tobacco cost of sales due to lower sales volume and the elimination of the Tobacco Quota Buyout and a decline of \$5,767 of E-Cigarettes cost of sales due to lower sales volume.

Expenses. Operating, selling, general and administrative expenses were \$320,221 for the year ended December 31, 2015 compared to \$279,342 for the year ended December 31, 2014. This was an increase of \$40,879 (14.6%) of which \$41,947 was related to the operating, selling and administrative expenses of Real

Estate, primarily related to the Douglas Elliman brokerage expenses and \$4,612 of Corporate and Other expenses. This was offset by a decline of \$4,880 in E-Cigarettes expenses and \$801 in Tobacco expenses.

*Operating income.* Operating income was \$199,920 for the year ended December 31, 2015 compared to \$212,438 for the same period last year, a decline of \$12,518 (5.9%). Real Estate operating income declined by \$18,267 and Corporate and Other expenses increased by \$4,612. This was offset by an increase in Tobacco operating income of \$10,274 and a decline in operating losses related to E-Cigarettes \$87.

*Other expenses.* Other expenses were \$92,215 and \$130,159 for the years ended December 31, 2015 and 2014, respectively. For the year ended December 31, 2015, other expenses primarily consisted of equity in losses from long-term investments of \$2,681, impairment of investment securities available for sale of \$12,846 and interest expense of \$120,691. The decline in interest expense in 2015 was primarily attributable to lower average debt balances and the capitalization of interest expense allocated to our equity method investments in entities developing real estate projects. This was offset by income of \$24,455 from changes in fair value of derivatives embedded within convertible debt, gain on sale of investment securities available for sale of \$11,138, equity in earnings from real estate ventures of \$2,001 and interest and other income of \$6,409. For the year ended December 31, 2014, other expenses consisted primarily of interest expense of \$160,991, accelerated interest expense of \$5,205 related to the debt conversions of the 6.75% Variable Interest Senior Convertible Note and loss on sale of investment securities available for sale of \$11. The increase in interest expense in 2014 was primarily attributable to higher average debt balances. This was offset by a benefit of \$19,409 from changes in fair value of derivatives embedded within convertible debt, equity earnings in income from real estate ventures of \$4,103, equity income on long-term investments of \$3,140 and interest and other income of \$9,396.

The value of the embedded derivatives is contingent on changes in implied interest rates of the convertible debt, our 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 our 2020 Convertible Notes when removing the embedded option value within the convertible security. This rate is based upon market observable inputs and influenced by our stock price, convertible bond trading price, risk free interest rates and stock volatility. We recognized benefits from reductions in the value of embedded derivatives of \$24,455 and \$19,409 for the years ended December 31, 2015 and 2014, respectively.

*Income before income taxes.* Income before income taxes was \$107,705 and \$82,279 for the years ended December 31, 2015 and 2014, respectively. The increase is attributable to the items discussed above.

*Income tax expense.* The income tax expense was \$41,233 for the year ended December 31, 2015 compared to \$33,165 for the year ended December 31, 2014. Our income tax rates for the years ended December 31, 2015 and 2014 do not bear a customary relationship to statutory income tax rates as a result of the impact of nondeductible expenses, state income taxes and interest and penalties accrued on unrecognized tax benefits offset by the impact of the domestic production activities deduction.

### ***Tobacco.***

All of our Tobacco sales were in the discount category in 2015 and 2014. For the year ended December 31, 2015, Tobacco revenues were \$1,017,761 compared to \$1,021,259 for the year ended December 31, 2014. Revenues for 2015 declined by 0.3% (\$3,498) due to a decline in sales volume of \$36,981 (approximately 172.3 million units) offset by a favorable price variance of \$33,483 related to the price increases in 2015.

*Tobacco revenues.* Liggett increased the list price of PYRAMID, LIGGETT SELECT, EVE and GRAND PRIX by \$0.70 per carton in November 2015, May 2015 and November 2014 and \$0.60 per carton in May 2014. Liggett increased the list price of EAGLE 20's by \$1.00 per carton in December 2015.



*Tobacco cost of sales.* Our Tobacco cost of sales declined from \$735,725 for the year ended December 31, 2014 to \$697,900 for the year ended December 31, 2015. The major components of our Tobacco cost of sales are as follows:

	<u>Year Ended December 31,</u>	
	<u>2015</u>	<u>2014</u>
Manufacturing overhead, raw materials and labor . . . . .	\$124,814	\$128,157
Federal Excise Taxes, net . . . . .	439,647	446,086
Tobacco quota buyout expense <sup>(1)</sup> . . . . .	664	27,122
FDA expense . . . . .	18,856	17,710
MSA expense, net of market share exemption <sup>(2)</sup> . . . . .	113,919	116,650
Total cost of sales . . . . .	<u>\$697,900</u>	<u>\$735,725</u>

- (1) The quarterly assessments due under the Fair and Equitable Tobacco Reform Act (shown as “Tobacco quota buyout expense” above) expired at the end of 2014. The \$664 for the twelve months ended December 31, 2015 represents a final assessment for the fourth quarter of 2014 that was received in the second quarter of 2015.
- (2) Includes \$4,364 and \$1,419 of income from MSA Settlement for the twelve months ended December 31, 2015 and 2014, respectively.

Tobacco gross profit was \$319,861 for the year ended December 31, 2015 compared to \$285,534 for the year ended December 31, 2014. The \$34,327 (12.0%) increase was due to higher margins that were generated from the absence of the tobacco quota buyout in 2015, price increases in 2015, primarily on the PYRAMID brand, and lower MSA expense due to increased income in 2015 from the MSA Settlement. This was offset by increased FDA expense of \$1,146. As a percentage of revenues (excluding Federal Excise Taxes), Tobacco gross profit was 55.3% in the 2015 period and 49.6% in the 2014 period.

*Tobacco expenses.* Tobacco operating, selling, general and administrative expenses were \$83,139 for the year ended December 31, 2015 compared to \$83,940 for the year ended December 31, 2014. The \$801 decline in expenses primarily related to reduced legal expenses and savings related to the October 2015 restructuring. In addition, tobacco operating, selling, general and administrative expenses increased during 2015 due to litigation, settlement and judgments expense of \$20,072 and \$7,257 for restructuring expenses. Tobacco product liability legal expenses, including settlements and judgments, were \$26,987 for the year ended December 31, 2015 compared to \$9,944 for the year ended December 31, 2014.

*Tobacco operating income.* Tobacco operating income was \$209,393 for the year ended December 31, 2015 compared to \$199,119 for the year ended December 31, 2014. The Tobacco operating income increase of \$10,274 was primarily due to the higher gross margins of \$34,327 discussed above. This was partially offset by an increase in litigation, settlement and judgments of \$17,597 and \$7,257 of restructuring expenses for the year ended December 31, 2015.

***E-Cigarettes.***

*E-Cigarettes revenues.* E-Cigarettes revenues were negative \$1,970 for the year ended December 31, 2015 compared to revenues of \$8,589 for the year ended December 31, 2014. Revenues declined because of lower sales volume and an increase in the estimate for the customer returns allowance of \$2,849.

*E-Cigarettes cost of sales.* Cost of sales associated with our E-Cigarettes segment were \$1,540 for the year ended December 31, 2015 compared to \$7,307 for the year ended December 31, 2014. Cost of sales decreased by \$5,767 due to lower sales volumes.

*E-Cigarettes expenses.* E-Cigarettes operating, selling, general and administrative expenses were \$9,527 and \$14,406 for the years ended December 31, 2015 and 2014, respectively. The decline was due to lower advertising and marketing expenses. Operating losses from E-Cigarettes were \$13,037 and \$13,124 for the years ended December 31, 2015 and 2014, respectively.



***Real Estate.***

***Real Estate revenues.*** Real Estate revenues were \$641,406 and \$561,467 for the years ended ended December 31, 2015 and 2014, respectively. Real Estate revenues increased by \$79,939 (14.2%), primarily related to an increase of \$92,601 in Douglas Elliman's Commission and other brokerage income, offset primarily by the absence of the \$13,234 revenue from the sale of Indian Creek in 2014.

Real Estate revenues and cost of sales were as follows:

	<u>Year Ended December 31,</u>	
	<u>2015</u>	<u>2014</u>
<b><u>Real Estate Revenues:</u></b>		
Commission and other brokerage income . . . . .	\$601,937	\$509,336
Property management income . . . . .	28,522	28,974
Title fees . . . . .	4,616	3,152
Real estate held for sale . . . . .	1,166	14,400
Sales on facilities primarily from Escena . . . . .	5,165	5,166
Other . . . . .	—	439
Total Real Estate revenues . . . . .	<u>\$641,406</u>	<u>\$561,467</u>
<b><u>Real Estate Cost of Sales:</u></b>		
Commission and other brokerage expense . . . . .	\$405,678	\$339,543
Real estate held for sale . . . . .	—	9,987
Cost of sales on facilities primarily from Escena . . . . .	3,866	4,050
Title fees . . . . .	743	448
Total Real Estate cost of sales . . . . .	<u>\$410,287</u>	<u>\$354,028</u>

Real estate held for sale revenues and cost of sales for the years ended December 31, 2015 and 2014 related to the sale of our residential real estate project located on Indian Creek, Florida.

***Real Estate expenses.*** Real Estate operating, selling, general and administrative expenses were \$207,032 and \$165,085 for the years ended December 31, 2015 and 2014, respectively. The increase of \$41,947 was primarily due to an increase of expenses at Douglas Elliman related to its strategic investments fueled by its expansion into new markets, its development marketing division and increased advertising and marketing expenses to strengthen the long-term value of the Douglas Elliman brand name.

***Real Estate operating income (loss).*** The Real Estate segment had operating income of \$24,087 and \$42,354 for the years ended December 31, 2015 and 2014, respectively. The decrease in operating income of \$18,267 was primarily related to an increase in in Douglas Elliman operating, selling, general and administrative expenses, offset by higher profits and the absence of the operating income related to the 2014 sale of Indian Creek.

***Corporate and other.***

***Corporate and other loss.*** The operating loss at the corporate segment was \$20,523 for the year ended December 31, 2015 compared to \$15,911 for the same period in 2014. The increase was primarily due to increased non-cash compensation expense and increased professional fees for the year ended December 31, 2015.

## Summary of Real Estate Investments

We own, and seek to acquire investment interests in various domestic and international real estate projects through debt and equity investments. Our current real estate investments primarily include the following projects as of December 31, 2016:

(Dollars in Thousands, Area and Unit Information in Ones)												
Location	Date of Initial Investment	Percentage Owned	Net Cash Invested	Cumulative Earnings (Losses)	Carrying Value as of 12/31/2016	Future Capital Commitments from New Valley <sup>(1)</sup>	Projected Residential and/or Hotel Area	Projected Residential and/or Commercial Space	Projected Number of Residential Lots, Units and/or Hotel Rooms	Projected Construction Start Date	Projected Construction End Date	
Sagaponack . . . . .	April 2015	100%	\$ 12,848	\$ —	\$ 12,848	\$ —	TBD	N/A	TBD	N/A	N/A	
Master planned community, golf course, restaurant and shop in Palm Springs, CA												
Escena, net . . . . .	March 2008	100%	2,644	8,148	10,792	—	450 Acres	—	667 R Lots 450 H	N/A	N/A	
Investments in Real Estate, net . . . . .												
10 Madison Square West (1107 Broadway) . . . . .	October 2011	5.0%	\$(15,911)	\$15,911	\$ —	—	260,000 SF	20,000 SF	124 R	August 2012	April 2017	
The Marquand (11 East 68 <sup>th</sup> Street) . . . . .	December 2011	18.0%	3,396	2,883	6,279	—	90,000 SF	—	29 R	June 2012	Completed	
11 Beach Street . . . . .	June 2012	49.5%	13,513	1,934	15,447	—	97,000 SF	—	27 R	May 2014	June 2017	
20 Times Square (701 Seventh Avenue) . . . . .	August 2012	7.9%	17,381	3,225	20,606	—	252,000 SF	80,000 SF	452 H	September 2013	January 2018	
111 Murray Street . . . . .	May 2013	9.5%	25,719	(654)	25,065	—	330,000 SF	1,700 SF	157 R	September 2014	September 2018	
160 Leroy Street <sup>(2)</sup> . . . . .	March 2013	3.1%	2,293	1,909	4,202	—	130,000 SF	—	57 R	Fall 2015	March 2018	
215 Chrystie Street . . . . .	December 2012	18.4%	5,297	675	5,972	—	246,000 SF	—	11 R 367 H	June 2014	June 2017	
The Dutch (25-19 43 <sup>rd</sup> Avenue) . . . . .	May 2014	9.9%	980	208	1,188	—	65,000 SF	—	86 R	September 2014	July 2017	
Queens Plaza (23-10 Queens Plaza South) . . . . .	December 2012	45.4%	14,711	2,902	17,613	—	260,000 SF	25,000 SF	391 R	March 2014	April 2017	
87 Park (8701 Collins Avenue) . . . . .	December 2013	15.0%	11,035	875	11,910	—	160,000 SF	TBD	70 R	October 2015	December 2018	
125 Greenwich Street <sup>(2)</sup> . . . . .	August 2014	13.3%	7,992	2,191	10,183	—	306,000 SF	16,000 SF	273 R	March 2015	February 2020	
West Hollywood Edition (9040 Sunset Boulevard) . . . . .	October 2014	48.5%	19,308	1,707	21,015	—	210,000 SF	—	20 R 190 H	May 2015	July 2018	
76 Eleventh Avenue . . . . .	May 2015	5.1%	17,000	2,906	19,906	—	620,000 SF	48,000 SF	250 H	September 2016	March 2019	
Monad Terrace . . . . .	May 2015	24.3%	7,635	390	8,025	—	160,000 SF	—	59 R	May 2016	February 2019	

(Dollars in Thousands, Area and Unit Information in Ones)

	Location	Date of Initial Investment	Percentage Owned	Net Cash Invested	Cumulative Earnings (Losses)	Carrying Value as of 12/31/2016	Future Capital Commitments from New Valley <sup>(1)</sup>	Projected Residential and/or Hotel Area	Projected Commercial Space	Projected Number of Residential Lots, Units and/or Hotel Rooms	Projected Construction Start Date	Projected Construction End Date
Takanasee . . . . .	Long Branch, NJ	December 2015	22.8%	\$ 4,544	\$ 765	\$ 5,309	\$—	63,000	—	13 R	June 2017	TBD
Condominium and Mixed Use Development . . . . .	Primarily Baltimore County, Maryland	July 2012	7.6%	\$ 1,168	\$ (1,168)	\$ —	—	N/A	N/A	5,517 R	N/A	N/A
Maryland Portfolio . . . . .	MD	July 2012	7.6%	\$ 1,168	\$ (1,168)	\$ —	—	N/A	N/A	5,517 R	N/A	N/A
ST Portfolio . . . . .	Houston, TX	November 2013	16.3%	\$ 5,857	\$ 2,430	\$ 8,287	—	640,576 SF	20,065 SF	488 R	N/A	N/A
Apartment Buildings . . . . .	Central Park South, Manhattan, NY	November 2013	5.2%	\$ 27,778	\$ (5,883)	\$ 21,895	—	445,600 SF	—	628 H	N/A	N/A
Park Lane Hotel . . . . .	St. Barthelemy, French West Indies	October 2011	—%	(179)	179	—	—	N/A	N/A	N/A	N/A	N/A
Hotel Taiwana . . . . .	Indies	October 2011	—%	(179)	179	—	—	N/A	N/A	N/A	N/A	N/A
Coral Beach and Tennis Club . . . . .	Coral Beach, Bermuda	December 2013	49.0%	\$ 6,048	\$ (3,011)	\$ 3,037	—	52 Acres	—	101 H	N/A	N/A
Hotels . . . . .	Bermuda	December 2013	49.0%	\$ 33,647	\$ (8,715)	\$ 24,932	\$—	—	—	—	N/A	N/A
The Plaza at Harmon Meadow . . . . .	Secaucus, NJ	March 2015	49.0%	\$ 4,936	\$ (1,646)	\$ 3,290	\$—	—	219,382 SF	—	N/A	N/A
Wynn Las Vegas Retail . . . . .	Las Vegas, NV	December 2016	2.1%	\$ 10,000	—	\$ 10,000	—	—	90,000 SF	—	N/A	N/A
Commercial . . . . .				\$ 14,936	\$ (1,646)	\$ 13,290	\$—	—	—	—	—	—
Investment in real estate ventures . . . . .				\$ 190,501	\$ 28,728	\$ 219,229	—	—	—	—	—	—
Total Carrying Value . . . . .				\$ 205,993	\$ 36,876	\$ 242,869	—	—	—	—	—	—

(1) This column only represents capital commitments required under the various joint venture agreements. However, many of the operating agreements provide for the operating partner to call capital. If a joint venture partner, such as New Valley, declines to fund the capital call, then the partner's ownership percentage could either be diluted or, in some situations, the character of a funding member's contribution would be converted from a capital contribution to a member loan.

(2) Carrying value as of December 31, 2016, includes non-controlling interest of \$1,986 and \$1,859, respectively.

N/A — Not applicable  
 SF — Square feet  
 TBD — To be determined  
 R — Residential Units  
 H — Hotel rooms  
 R Lots — Residential lots

Other investments in real estate ventures relate to an investment in an insurance company by Douglas Elliman with a carrying value of \$2,029 as of December 31, 2016. New Valley has capitalized \$21,362 of net interest expense since inception into the carrying value of its ventures whose projects were under development as of December 31, 2016. This amount is included in the "Cumulative Earnings (Losses)" column in the table above.

## Liquidity and Capital Resources

Net cash and cash equivalents increased by \$153,162 and \$91,899 in 2016 and 2014, respectively, and decreased by \$85,997 in 2015.

Net cash provided from operations was \$97,636, \$144,479 and \$107,376 in 2016, 2015 and 2014, respectively. The change in the 2016 period, when compared to the 2015 period, was primarily related to higher payments of tobacco litigation settlements and judgments and interest in 2016, as well as increases in the payments of prior year promotional and excise tax liabilities in the tobacco segment in 2016. These were offset by an increase of operating income. The change in the 2015 period, when compared to the 2014 period, was primarily due to the absence of a one-time payment in 2014 related to the *Engle* progeny settlement as well as lower cash interest payments in 2015. The increase in cash provided from operations for the year ended December 31, 2015 was offset by higher income tax payments in 2015. In October 2013, we entered into a settlement with approximately 4,900 *Engle* progeny plaintiffs and their counsel. Liggett agreed to pay a total of approximately \$110,000 under this settlement, which consisted of a \$61,600 lump sum payment in 2014 and agreed to pay the balance in installments over 14 years, beginning in February 2015.

Cash used in investing activities was \$542, \$22,363 and \$221,434 in 2016, 2015 and 2014, respectively. Our investment philosophy is to maximize return on investments using a reasonable expectation for return. For example, we expect our investment returns to exceed the comparable return on cash or short-term U.S. Treasury Bills when investing in equity and debt securities and more than our weighted-average cost of capital when investing in non-consolidated real estate businesses and capital expenditures. Our investing activities decreased in 2016 compared to 2015. In 2016, cash used in investing activities was for the purchase of investment securities of \$117,211, investments in real estate ventures of \$44,107, capital expenditures of \$26,691, purchase of long-term investments of \$50, the purchase of subsidiaries of \$250, investments in real estate held for sale of \$245 and an increase in cash surrender value of corporate-owned life insurance policies of \$484. This was offset by the proceeds from the sale of investment securities of \$116,070, the repayment of notes receivable of \$4,410, distributions from investments in real estate ventures of \$33,204, proceeds from the sale or liquidation of long-term investments of \$4,552, the pay down of investment securities of \$9,212, the maturities of investment securities of \$10,822, a decrease in non-current restricted assets of \$10,181 and the proceeds from the sale of fixed assets of \$45. In 2015, cash used in investing activities was for the purchase of investment securities of \$214,146, investments in real estate ventures of \$70,272, capital expenditures of \$10,977, purchase of long-term investments of \$10,000, issuance of notes receivable of \$4,410, an increase in non-current restricted assets of \$6,889, investments in real estate held for sale of \$12,603 and an increase in cash surrender value of corporate-owned life insurance policies of \$1,742. This was offset by the proceeds from the sale of investment securities of \$270,576, the repayment of notes receivable of \$4,000, distributions from investments in real estate ventures of \$17,563, proceeds from the sale or liquidation of long-term investments of \$1,303, the pay down of investment securities of \$8,739, the maturities of investment securities of \$5,491, proceeds from sale of preferred securities of \$1,000 and the proceeds from the sale of fixed assets of \$4. In 2014, cash used in investing activities was for the purchase of investment securities of \$305,731, investment in real estate ventures of \$40,916, capital expenditures of \$23,404, purchase of long-term investments of \$12,000, issuance of notes receivable of \$8,250, purchase of preferred securities of \$1,000, an increase in non-current restricted assets of \$872, the purchase of subsidiaries of \$750 and increase in cash surrender value of corporate-owned life insurance policies of \$484. This was offset by the sale of investment securities of \$154,615, the maturities of investment securities of \$930, the repayment of notes receivable of \$4,850, distributions from investments in real estate ventures of \$7,309, proceeds from the sale or liquidation of long-term investments of \$2,416, the pay down of investment securities of \$1,849 and the proceeds from the sale of fixed assets of \$4.

Cash provided by financing activities was \$56,068 and \$205,957 in 2016 and 2014, respectively. Cash used in financing activities was \$208,113 in 2015. In 2016, cash provided by financing activities was from proceeds of debt issuance of \$243,620, net borrowings of debt under the revolver of \$33,680, contributions from non-controlling interest of \$248, proceeds from the exercise of Vector options of \$398 and tax benefit of options exercised of \$579. This was offset by cash used for dividends and distributions on common stock of \$198,947, repayments of debt of \$5,365, payment of deferred financing costs of \$6,600 and distributions to non-controlling interest of \$11,545. In 2015, cash used for financing activities was for the dividends and

distributions on common stock of \$188,151, repayment of debt of \$6,684, net repayments of debt under the revolver of \$14,554, payment of deferred financing costs of \$624 and distributions to non-controlling interest of \$3,280. This was offset by proceeds of debt issuance of \$2,105, contributions from non-controlling interest of \$813, proceeds from the exercise of Vector options of \$1,441 and tax benefit of options exercised of \$821. In 2014, we took advantage of historically low interest rates and lowered our weighted average cost of capital by issuing debt at lower interest rates than our historical borrowing levels. In 2014, cash provided by financing activities was from proceeds of debt issuance of \$413,914, proceeds from the exercise of Vector options of \$5,151 and tax benefit of options exercised of \$1,178. This was offset by cash used for dividends and distributions on common stock of \$167,328, repayments of debt of \$12,601, net repayments of debt under the revolver of \$12,658, payment of deferred financing costs of \$12,360 and distributions to non-controlling interest of \$9,339.

*Tobacco Litigation.* To date, 15 verdicts have been entered in *Engle* progeny cases against Liggett in the amount of \$47,173, plus attorneys' fees and interest. Several of these verdicts have been affirmed on appeal and have been satisfied by Liggett. It is possible that additional cases could be decided unfavorably.

On October 23, 2013, we 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. In 2013, we recorded a charge of \$86,213 in connection with the settlement. Our future payments will be approximately \$3,400 per annum through 2028, with a cost of living increase beginning in 2021.

On December 7, 2016, we entered into an agreement with 124 *Engle* progeny plaintiffs and their counsel. Pursuant to the terms of the settlement, Liggett agreed to pay \$17,650, \$14,000 of which was paid on December 7, 2016 with the balance of \$3,650 to be paid in equal quarterly payments starting in January 2018, with 5% interest. Due to the settlement, in the fourth quarter of 2016, we recorded a charge of \$17,650.

Notwithstanding the comprehensive nature of the *Engle* Progeny Settlements, approximately 125 plaintiffs' claims remain outstanding. Therefore, we and Liggett may still be subject to periodic adverse judgments which could have a material adverse affect on our consolidated financial position, results of operations and cash flows.

Management cannot predict the cash requirements related to any future 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. Management is unable to make a reasonable estimate of the amount or range of loss that could result from an unfavorable outcome of the cases pending against Liggett or the costs of defending such cases. It is possible that our consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such tobacco-related litigation.

#### *Vector.*

*6.75% Variable Interest Senior Convertible Note due 2014.* On March 14, 2014, the holder of the 6.75% Variable Interest Senior Convertible Note due 2014 converted \$25,000 principal balance of the \$50,000 Note into 2,455,877 of our common shares. On November 14, 2014, the terms of the Note were amended to extend the maturity date to February 15, 2015. No other terms were modified. In February 2015, the holder of the 6.75% Variable Interest Senior Convertible Note due 2014 converted the remaining \$25,000 principal balance of the \$50,000 Note into 2,455,876 of our common stock.

*6.75% Variable Interest Senior Convertible Exchange Notes due 2014.* In May 2014, August 2014 and November 2014, holders of the 6.75% Variable Interest Senior Convertible Exchange Notes due 2014 converted \$107,530 principal balance of the \$107,530 Notes into 9,310,815 of our common shares.

*5.5% Variable Interest Senior Convertible Notes due 2020.* On March 24, 2014, we completed the sale of \$258,750 of our 5.5% Variable Interest Convertible Senior Notes due 2020 and received net proceeds from the sale of the Notes of approximately \$250,300.

*7.75% Senior Secured Notes due 2021.* In February 2013, we issued \$450,000 of our 7.75% senior secured notes due 2021. In April 2014, we completed the sale of \$150,000 principal amount of our 7.75% Senior Secured Notes due 2021 for a price of 106.75%. We received net proceeds of approximately \$158,700



after deducting underwriting discounts, commissions, fees and offering expenses. On May 9, 2016, we completed the sale of an additional \$235,000 principal amount of our 7.75% Senior Secured Notes due 2021 for a price of 103.5%. We received net proceeds of approximately \$236,900 after deducting underwriting discounts, commissions, fees and offering expenses.

*6.125% Senior Secured Notes due 2025.* In January 2017, we issued \$850,000 of our 6.125% senior secured notes due 2025 in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933 (the “Securities Act”). The aggregate net proceeds from the issuance of the 6.125% senior secured notes were approximately \$831,100 after deducting offering expenses. We used the net proceeds of the issuance, together with the proceeds from the sale of 2,000,000 common shares, to redeem all of our outstanding 7.75% senior secured notes due 2021 and to satisfy and discharge the indenture governing the existing notes. We retired the 7.75% senior secured notes at 103.875%, plus accrued and unpaid interest, on January 27, 2017. We will incur a loss on the extinguishment of the debt of \$34,110 for the three months ended March 31, 2017, which included \$32,356 of premium and tender offer costs and non-cash interest expense of \$1,754 related to the write-off of net unamortized debt premium and deferred finance costs.

The 6.125% Senior Secured Notes pay interest on a semi-annual basis at a rate of 6.125% per year and mature on February 1, 2025. We may redeem some or all of the 6.125% senior secured notes at any time at a make-whole redemption price. On or after February 1, 2020, we may redeem some or all of the 6.125% senior secured notes at a premium that will decline over time, plus accrued and unpaid interest, if any, to the date of purchase.

The 6.125% Senior Secured Notes are guaranteed subject to certain customary automatic release provisions on a joint and several basis by all of our 100% owned domestic subsidiaries that are engaged in the conduct of our cigarette businesses. In addition, some of the guarantees are collateralized by first priority or second priority security interests in certain assets of some of the subsidiary guarantors, including their common stock, pursuant to security and pledge agreements.

The indenture contains covenants that restrict the payment of dividends if our consolidated earnings before interest, taxes, depreciation and amortization (“Consolidated EBITDA”), as defined in the indenture, for the most recently ended four full quarters is less than \$75,000. The indenture also restricts the incurrence of debt if our Leverage Ratio and our Secured Leverage Ratio, as defined in the indenture, exceed 3.0 and 1.5, respectively. Our Leverage Ratio is defined in the indenture as the ratio of our guaranteeing subsidiaries’ total debt less the fair market value of our cash, investments in marketable securities and long-term investments to Consolidated EBITDA, as defined in the indenture. Our Secured Leverage Ratio is defined in the indenture in the same manner as the Leverage Ratio, except that secured indebtedness is substituted for indebtedness. As of December 31, 2016, we are in compliance with all debt covenants. The following table summarizes the requirements of these financial covenants and the results of the calculation, as defined by the indenture.

Covenant	Indenture Requirement	December 31, 2016
Consolidated EBITDA, as defined . . . . .	\$75,000	\$319,817
Leverage ratio, as defined . . . . .	<3.0 to 1	1.94 to 1
Secured leverage ratio, as defined . . . . .	<1.5 to 1	1.0 to 1

As of December 31, 2015, we were in compliance with all debt covenants in place at that time.

*Liggett Financing.* Liggett did not enter into any equipment financing arrangements in 2016. In 2015, Liggett entered into two financing agreements for a total of \$1,765 related to the purchase of equipment. The weighted average interest rate of the outstanding debt is 4.79% per annum and the interest rates on the two notes range from 4.49% to 4.85%. Total monthly installments are approximately \$33.

In 2014, Liggett entered into three financing agreements for a total of \$5,115 related to the purchase of equipment. The weighted average interest rate of the outstanding debt is 5.02% per annum and the interest rates on the three notes are from 4.98% to 5.04%. Total monthly installments are approximately \$95. Liggett



also refinanced \$2,843 of debt related to equipment purchased in 2011. The refinanced debt had an interest rate of 5.63% and a remaining term of 21 months. The refinanced debt carries an interest rate of 4.99% and a term of 36 months.

*Liggett Credit Facility.* On January 14, 2015, Liggett and 100 Maple LLC (“Maple”), a subsidiary of Liggett, entered into a Third Amended and Restated Credit Agreement (the “Credit Agreement”), 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 previous \$50,000 credit facility with Wells Fargo and Maple’s existing \$3,600 term loan with Wells Fargo. In connection with the issuance of the 6.125% Senior Secured Notes due 2025, in January 2017, Liggett and Maple entered into Amendment No. 1 to the Credit Agreement to update certain defined terms of the Credit Agreement relating to our 6.125% Senior Secured Notes due 2025.

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 (iii) the prime rate of Wells Fargo. LIBOR rate loans under the Credit Facility bear interest at a rate equal to LIBOR plus 2.25%. The interest rate applicable to this Credit Facility at December 31, 2016 was 3.02%.

The Credit Facility, as amended, permits the guaranty of the 6.125% Senior Secured Notes due 2025 by each of Liggett and Maple and the pledging of certain assets of Liggett and Maple on a subordinated basis to secure their guarantees. The credit facility also grants to Wells Fargo a blanket lien on all the assets of Liggett and Maple, excluding any equipment pledged to current or future purchase money or other financiers of such equipment and excluding any real property, other than the Mebane Property and other real property to the extent its value is in excess of \$5,000. Wells Fargo, Liggett, Maple and the collateral agent for the holders of our 6.125% Senior Secured Notes have entered into an intercreditor agreement, pursuant to which the liens of the collateral agent on the Liggett and Maple assets will be subordinated to the liens of Wells Fargo on the Liggett and Maple assets.

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 the Company 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. The Credit Facility requires Liggett’s compliance with certain financial and other covenants including a restriction on Liggett’s ability to pay cash dividends unless Liggett’s borrowing availability, as defined, under the credit facility for the 30-day period prior to the payment of the dividend, and after giving effect to the dividend, was at least \$5,000 and no event of default had occurred under the agreement, including Liggett’s compliance with the covenants in the credit facility. Liggett was in compliance with these covenants as of December 31, 2016.

We and our subsidiaries have significant indebtedness and debt service obligations. As of December 31, 2016, we and our subsidiaries had total outstanding indebtedness of \$1,369,000. Approximately, \$230,000 of our 7.5% convertible notes mature in 2019, \$258,750 of our 5.5% variable interest senior convertible notes mature in 2020, and \$850,000 of our 6.125% senior secured mature in 2025. There is a risk that we will not be able to generate sufficient funds to repay our debt. If we cannot service our fixed charges, it would have a material adverse effect on our business and results of operations.

We believe that our cigarette operations are positive cash-flow-generating units and will continue to be able to sustain our operations without any significant liquidity concerns. In addition, subject to the terms of any future agreements, we and our subsidiaries will be able to incur additional indebtedness in the future.

In order to meet the above liquidity requirements as well as other anticipated liquidity needs in the normal course of business, we had cash and cash equivalents of approximately \$393,500, investment securities available for sale of approximately \$156,900, long-term investments with an estimated value of approximately \$58,800 and availability under Liggett's credit facility of approximately \$16,700 as of December 31, 2016. Management currently anticipates that these amounts, as well as expected cash flows from our operations, proceeds from public and/or private debt and equity financing, management fees and other payments from subsidiaries, should be sufficient to meet our liquidity needs over the next 12 months. We may acquire or seek to acquire additional operating businesses through merger, purchase of assets, stock acquisition or other means, or to make other investments, which may limit our liquidity otherwise available.

On a quarterly basis, we evaluate our investments to determine whether an impairment has occurred. If so, we also make a determination if such impairment is considered temporary or other-than-temporary. We believe that the assessment of temporary or other-than-temporary impairment is facts-and-circumstances driven. However, among the matters that are considered in making such a determination are the period of time the investment has remained below its cost or carrying value, the likelihood of recovery given the reason for the decrease in market value and our original expected holding period of the investment.

The total amount of unrecognized tax benefits was \$1,523 as of January 1, 2016 and decreased \$1,008 during the year ended December 31, 2016, primarily from the expiration of various state statutes of limitations and the reversal of a LIFO inventory difference. The total amount of unrecognized tax benefits was \$1,744 as of January 1, 2015 and decreased \$221 during the year ended December 31, 2015, primarily from the expiration of various state statutes of limitations.

## Contractual Obligations

Our significant contractual obligations as of December 31, 2016 were as follows:

Contractual Obligations	2017	2018	2019	2020	2021	Thereafter	Total
Notes payable, long-term debt and other obligations <sup>(1)(7)</sup>	\$ 39,509	\$ 2,099	\$231,261	\$261,151	\$835,001	\$ —	\$1,369,021
Operating leases <sup>(2)</sup>	24,952	22,068	21,786	18,656	15,213	101,138	203,813
Inventory purchase commitments <sup>(3)</sup>	10,874	—	—	—	—	—	10,874
Capital expenditure purchase commitments <sup>(4)</sup>	805	—	—	—	—	—	805
Interest payments <sup>(5)(7)</sup>	117,064	119,068	96,884	77,213	32,356	—	442,585
Engle progeny settlements	3,426	7,076	3,426	3,426	3,426	23,983	44,763
Total <sup>(6)</sup>	<u>\$196,630</u>	<u>\$150,311</u>	<u>\$353,357</u>	<u>\$360,446</u>	<u>\$885,996</u>	<u>\$125,121</u>	<u>\$2,071,861</u>

(1) Notes payable, long-term debt and other obligations are shown before discount. For more information concerning our long-term debt, see "Liquidity and Capital Resources" above and Note 9 to our consolidated financial statements.

(2) Operating lease obligations represent estimated lease payments for facilities and equipment.

(3) Inventory purchase commitments represent primarily purchase commitments under our leaf inventory management program. See Note 4 to our consolidated financial statements.

(4) Capital expenditure purchase commitments represent purchase commitments for machinery and equipment at Liggett. See Note 5 to our consolidated financial statements.

- (5) Interest payments are based on current interest rates at December 31, 2016 and the assumption our current policy of a cash dividend of \$0.40 per quarter and an annual 5% stock dividend will continue. For more information concerning our long-term debt, see “Liquidity and Capital Resources” above and Note 9 to our consolidated financial statements.
- (6) Because their future cash outflows are uncertain, the above table excludes our pension and post benefit plans unfunded obligations of \$59,895 at December 31, 2016.
- (7) Notes payable, long-term debt and other obligations and interest payments are shown without consideration for the tender offer for our 7.75% senior secured notes due 2021 or the issuance of our 6.125% senior secured notes due 2025 in January 2017.

Payments under the MSA, discussed in Note 15 to our consolidated financial statements, and the Food and Drug Administration (“FDA”) user fees, discussed in “Legislation and Regulation” below, are excluded from the table above, as the payments are subject to adjustment for several factors, including inflation, overall industry volume, our market share and the market share of non-participating manufacturers.

### **Off-Balance Sheet Arrangements**

We have various agreements in which we may be obligated to indemnify the other party with respect to certain matters. Generally, these indemnification clauses are included in contracts arising in the normal course of business under which we customarily agree to hold the other party harmless against losses arising from a breach of representations related to such matters as title to assets sold and licensed or certain intellectual property rights. Payment by us under such indemnification clauses is generally conditioned on the other party making a claim that is subject to challenge by us and dispute resolution procedures specified in the particular contract. Further, our obligations under these arrangements may be limited in terms of time and/or amount, and in some instances, we may have recourse against third parties for certain payments made by us. It is not possible to predict the maximum potential amount of future payments under these indemnification agreements due to the conditional nature of our obligations and the unique facts of each particular agreement. Historically, payments made by us under these agreements have not been material. As of December 31, 2016, we were not aware of any indemnification agreements that would or are reasonably expected to have a current or future material adverse impact on our financial position, results of operations or cash flows.

Liggett Vector Brands entered into an agreement with a subsidiary of the Convenience Distribution 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. 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. We believe the fair value of Liggett Vector Brands’ obligation under the agreement was immaterial at December 31, 2016.

As of December 31, 2016, we had outstanding approximately \$1,686 of letters of credit, collateralized by certificates of deposit. The letters of credit have been issued as security deposits for leases of office space, to secure the performance of our subsidiaries under various insurance programs and to provide collateral for various subsidiary borrowing and capital lease arrangements.

We have a leaf inventory management program whereby, among other things, we are 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 December 31, 2016, Liggett had tobacco purchase commitments of approximately \$10,874. We have a single source supply agreement for reduced ignition propensity cigarette paper through 2019.

Future machinery and equipment purchase commitments at Liggett were \$805 at December 31, 2016.

### **Market Risk**

We are exposed to market risks principally from fluctuations in interest rates, foreign currency exchange rates and equity prices. We seek to minimize these risks through our regular operating and financing activities and our long-term investment strategy. Our market risk management procedures cover all market risk sensitive financial instruments.

As of December 31, 2016, approximately \$40,200 of our outstanding debt at face value had variable interest rates determined by various interest rate indices, which increases the risk of fluctuating interest rates. Our exposure to market risk includes interest rate fluctuations in connection with our variable rate borrowings, which could adversely affect our cash flows. As of December 31, 2016, we had no interest rate caps or swaps. Based on a hypothetical 100 basis point increase or decrease in interest rates (1%), our annual interest expense could increase or decrease by approximately \$402.

In addition, as of December 31, 2016, \$309,023 (\$488,750 principal amount) of outstanding debt had a variable interest rate determined by the amount of the dividends on our common stock. The difference between the stated value of the debt and carrying value is due principally to certain embedded derivatives, which were separately valued and recorded upon issuance. Changes to the estimated fair value of these embedded derivatives are reflected within our statements of operations as “Changes in fair value of derivatives embedded within convertible debt.” The value of the embedded derivative is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt as well as projections of future cash and stock dividends over the term of the debt and changes in the closing stock price at the end of each quarterly period. Based on a hypothetical 100 basis point increase or decrease in interest rates (1%), our annual “Changes in fair value of derivatives embedded within convertible debt” could increase or decrease by approximately \$1,457, with approximately \$936 resulting from the embedded derivative associated with our 5.5% variable interest senior convertible debentures due 2020 and the remaining \$521 resulting from the embedded derivative associated with the 7.5% variable interest senior convertible notes. An increase in our quarterly dividend rate by \$0.10 per share would increase interest expense by approximately \$10,570 per year.

We have estimated the fair market value of the embedded derivatives based principally on the results of a valuation model. The value of the embedded derivatives is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt, our stock price 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 our 7.5% Convertible Notes when removing the embedded option value within the convertible security. This rate is based upon market observable inputs and influenced by our stock price, convertible bond trading price, risk free interest rates and stock volatility. The range of estimated fair market values of our embedded derivatives was between \$113,090 and \$111,653. We recorded the fair market value of our embedded derivatives at the approximate midpoint of the range at \$112,332 as of December 31, 2016. The estimated fair market value of our embedded derivatives could change significantly based on future market conditions.

We held investment securities available for sale totaling \$156,903 as of December 31, 2016. See Note 3 to our consolidated financial statements. Adverse market conditions could have a significant effect on the value of these investments.

We and New Valley also hold long-term investments in various investment partnerships. These investments are illiquid, and their ultimate realization is subject to the performance of the underlying entities.

### **New Accounting Pronouncements**

Refer to Note 1, *Summary of Significant Accounting Policies*, to our consolidated financial statements for further information on *New Accounting Pronouncements*.

### **Legislation and Regulation**

Reports with respect to the alleged harmful physical effects of cigarette smoking have been publicized for many years and, in the opinion of Liggett’s management, have had and will continue to have an adverse effect on cigarette sales. Since 1964, the Surgeon General of the United States and the Secretary of Health and Human Services have released a number of reports stating that cigarette smoking is a causative factor with respect to a variety of health hazards, including cancer, heart disease and lung disease, and have recommended various government actions to reduce the incidence of smoking. In 1997, Liggett publicly acknowledged that, as the Surgeon General and respected medical researchers have found, smoking causes health problems, including lung cancer, heart and vascular disease, and emphysema.

On June 22, 2009, the Family Smoking Prevention and Tobacco Control Act (the “Tobacco Control Act”) became law. The law grants the FDA broad authority over the manufacture, sale, marketing and packaging of tobacco products, although FDA is prohibited from banning all cigarettes or all smokeless tobacco products. Among other measures, the law (under various deadlines):

- increases the number of health warnings required on cigarette and smokeless tobacco products, increases the size of warnings on packaging and in advertising, requires FDA to develop graphic warnings for cigarette packages, and grants FDA authority to require new warnings;
- imposes new restrictions on the sale and distribution of tobacco products, including significant new restrictions on tobacco product advertising and promotion, as well as the use of brand and trade names;
- bans the use of “light,” “mild,” “low” or similar descriptors on tobacco products;
- bans the use of “characterizing flavors” in cigarettes other than tobacco or menthol;
- gives FDA the authority to impose tobacco product standards that are appropriate for the protection of the public health (by, for example, requiring reduction or elimination of the use of particular constituents or components, requiring product testing, or addressing other aspects of tobacco product construction, constituents, properties or labeling);
- requires manufacturers to obtain FDA review and authorization for the marketing of certain new or modified tobacco products which could ultimately result in the FDA prohibiting Liggett from selling certain of its products;
- requires pre-market approval by FDA for tobacco products represented (through labels, labeling, advertising, or other means) as presenting a lower risk of harm or tobacco-related disease;
- requires manufacturers to report ingredients and harmful constituents and requires FDA to disclose certain constituent information to the public;
- mandates that manufacturers test and report on ingredients and constituents identified by FDA as requiring such testing to protect the public health, and allows FDA to require the disclosure of testing results to the public;
- requires manufacturers to submit to FDA certain information regarding the health, toxicological, behavioral or physiological effects of tobacco products;
- prohibits use of tobacco containing a pesticide chemical residue at a level greater than allowed under federal law;
- requires FDA to establish “good manufacturing practices” to be followed at tobacco manufacturing facilities;
- requires tobacco product manufacturers (and certain other entities) to register with FDA;
- authorizes FDA to require the reduction of nicotine (although it may not require the reduction of nicotine yields of a tobacco product to zero) and the potential reduction or elimination of other constituents, including menthol;
- imposes (and allows FDA to impose) various recordkeeping and reporting requirements on tobacco product manufacturers; and
- grants FDA broad regulatory authority to impose additional restrictions.



The law also required establishment of a Tobacco Products Scientific Advisory Committee (“TPSAC”) to provide advice, information and recommendations with respect to the safety, dependence or health issues related to tobacco products, including:

- a recommendation on modified risk applications;
- a recommendation on the effects of tobacco product nicotine yield alteration and whether there is a threshold level below which nicotine yields do not produce dependence;
- a report on the public health impact of the use of menthol in cigarettes; and
- a report on the public health impact of dissolvable tobacco products.

TPSAC completed its review of the use of menthol in cigarettes and issued a report with recommendations to FDA in March 2011. The report stated that “removal of menthol cigarettes from the marketplace would benefit public health in the United States,” but did not expressly recommend that FDA ban menthol cigarettes. In July 2013, FDA made available its preliminary scientific evaluation (“PSE”) of public health issues related to the use of menthol in cigarettes, in which it concluded that menthol cigarettes likely pose a public health risk above that seen with non-menthol cigarettes. FDA also issued and accepted public comment on an Advance Notice of Proposed Rulemaking (“ANPR”) seeking input related to potential regulatory options it might consider in determining what future regulatory action, if any, it believes is warranted. A decision by FDA to ban menthol in tobacco products could have a material adverse effect on us. In July 2014, the federal district court for the District of Columbia ruled on cross-motions for summary judgment in a lawsuit brought by several cigarette manufacturers against FDA challenging the composition of the TPSAC. The district court granted, in part, the plaintiffs’ motion for summary judgment, ordering FDA to reconstitute the TPSAC and barring the agency from relying in any manner on the March 2011 TPSAC report on menthol. FDA appealed the decision to the U.S. Court of Appeals for the District of Columbia Circuit. The D.C. Circuit issued an opinion in January 2016, that vacated the district court’s decision due to the plaintiffs’ lack of standing and lifted the prohibition on FDA relying on the March 2011 TPSAC report. The D.C. Circuit’s decision does not preclude future challenges if FDA ultimately relies on the March 2011 TPSAC report to restrict or ban menthol in cigarettes.

The Tobacco Control Act imposes user fees on certain tobacco product manufacturers in order to fund tobacco-related FDA activities. User fees will be allocated among tobacco product classes according to a formula set out in the legislation, and then among manufacturers and importers within each class based on market share. FDA user fees for Liggett and Vector Tobacco for 2016 were \$19,252 and could increase in the future.

The Tobacco Control Act also imposes significant new restrictions on the advertising and promotion of tobacco products. For example, as required under the law, FDA reissued certain regulations previously issued in 1996 (which were struck down by the Supreme Court in 2000 as beyond FDA’s authority). Subject to limitations imposed by a federal injunction (discussed below), these regulations took effect on June 22, 2010. As written, these regulations significantly limit the ability of manufacturers, distributors and retailers to advertise and promote tobacco products, by, for example, restricting the use of color and graphics in advertising, limiting the use of outdoor advertising, restricting the sale and distribution of non-tobacco items and services, gifts, and sponsorship of events, and imposing restrictions on the use for cigarette or smokeless tobacco products of trade or brand names that are used for nontobacco products.

In August 2009, several cigarette manufacturers filed a federal lawsuit against FDA challenging the constitutionality of a number of the restrictions imposed by the Tobacco Control Act, including the ban on color and graphics in advertising, the color graphic and non-graphic warning label requirement, limits on the right to make truthful statements regarding modified risk tobacco products, restrictions on the placement of outdoor advertising, and a ban on the distribution of product samples. In January 2010, a federal district court in Kentucky ruled that the regulations’ ban on the use of color and graphics in certain tobacco product advertising was unconstitutional and prohibited FDA from enforcing that ban. The court, however, let stand numerous other advertising and promotion restrictions. In March 2010, both parties appealed this decision. In May 2010, FDA issued a guidance document indicating that it intends to exercise its enforcement discretion and not commence enforcement actions based upon these provisions during the pendency of the litigation. In



March 2012, a federal appellate court reviewing the district court's decision also let stand numerous advertising and promotion restrictions, but held that the ban on the use of color and graphics in advertising was unconstitutional. In May 2012, the federal appellate court denied the cigarette manufacturers' petition for rehearing en banc. In October 2012, the cigarette manufacturers filed a petition for writ of certiorari in the United States Supreme Court which was denied in April 2013.

In April 2010, a number of cigarette manufacturers filed a federal lawsuit against FDA challenging the restrictions on trade or brand names based upon First Amendment and other grounds. In May 2010, FDA issued a guidance document indicating that FDA was aware of concerns regarding the trade and brand name restrictions and while the agency was considering the matter, it intended to exercise its enforcement discretion and not commence trade or brand name enforcement actions for the duration of its consideration where: (1) the trade or brand name of the cigarettes or smokeless tobacco product was registered, or the product was marketed, in the United States on or before June 22, 2009; or (2) the first marketing or registration in the United States of the tobacco product occurs before the first marketing or registration in the United States of the non-tobacco product bearing the same name; provided, however, that the tobacco and non-tobacco product are not owned, manufactured, or distributed by the same, related, or affiliated entities (including as a licensee). The lawsuit was stayed by agreement of the parties. In November 2011, FDA issued a proposal to amend its trade name restrictions and the lawsuit was dismissed in November 2013. FDA's proposal remains under consideration. We cannot predict the future impact of the proposed amendment.

In June 2011, FDA issued a final rule that would have modified the required warnings that appear on cigarette packages and in cigarette advertisements. The rule would have required each cigarette package and advertisement to bear one of nine new textual warning statements accompanied by graphic images. The warnings would have had to appear on at least the top 50% of the front and rear panels of cigarette packages and occupy at least 20% of cigarette advertisements. In August 2011, a number of cigarette manufacturers, including Liggett, filed a federal lawsuit against FDA challenging the constitutionality of these new graphic images on First Amendment and other grounds and seeking an injunction staying implementation of the graphic images, and other related labeling requirements. In February 2012, on First Amendment grounds, the court granted the industry's motion for summary judgment permanently enjoining implementation of FDA's graphic warnings regulation. This decision was affirmed on appeal and FDA did not seek United States Supreme Court review. Should FDA ultimately issue new graphic warnings that are deemed constitutionally valid, the decision provides that such warnings would go into effect 15 months after they are issued. We cannot predict how the inclusion of new warnings, if ultimately required by FDA in new rulemaking, would impact product sales or whether it would have a material adverse effect on us.

The Tobacco Control Act requires premarket review of "new tobacco products." A "new tobacco product" is one that was not commercially marketed in the United States as of February 15, 2007 or that was modified after that date. In general, before a company may commercially market a "new tobacco product," it must either (a) submit an application and obtain an order from FDA permitting the product to be marketed; or (b) submit an application and receive an FDA order finding the product to be "substantially equivalent" to a "predicate" tobacco product that was commercially marketed in the U.S. prior to February 15, 2007. A "substantially equivalent" tobacco product is one that has the "same characteristics" as the predicate or one that has "different characteristics" but does not raise "different questions of public health."

Manufacturers of products first introduced after February 15, 2007 and before March 22, 2011 who submitted a substantial equivalence application to FDA prior to March 23, 2011 may continue to market the tobacco product unless FDA issues an order that the product is not substantially equivalent. Failure to timely submit the application, or FDA's conclusion that such a "new tobacco product" is not substantially equivalent, will cause the product to be deemed misbranded and/or adulterated. After March 22, 2011, a "new tobacco product" may not be marketed without an FDA substantial equivalence determination. Prior to the deadline, Liggett and Vector Tobacco submitted substantial equivalence applications to FDA for numerous products.

Liggett and Vector Tobacco have received requests from FDA regarding certain of their substantial equivalence applications, including "Preliminary Finding" letters and other FDA correspondence requesting additional information that would support FDA's determinations of substantial equivalence. Liggett and Vector Tobacco have timely responded to FDA's requests.

In August and October 2016, FDA issued “not substantially equivalent” (“NSE”) orders for two of Liggett’s substantial equivalence applications. FDA ordered Liggett to stop all distribution, importation, sale, marketing, and promotion of CLASS A Menthol Silver 100’s Box on August 12 and CLASS A Menthol Silver 100’s Soft Pack on October 18. Sales of both cigarette styles were limited to the military. Liggett has complied with these NSE orders.

We cannot predict whether FDA will deem Liggett’s and Vector Tobacco’s remaining responses to “Preliminary Finding” letters for pending substantial equivalence applications to be sufficient to support determinations of substantial equivalence for the products covered by these substantial equivalence reports. It is possible that FDA could determine some, or all, of these products are “not substantially equivalent” to a preexisting tobacco product, as the agency has already done for two of Liggett’s applications and for multiple reports from other tobacco companies, including other applications for cigarettes. “Not substantially equivalent” orders for other cigarettes styles would require us to stop the sale of the applicable cigarettes and could have a material adverse effect on us.

In April 2015, a number of cigarette manufacturers filed a federal lawsuit challenging FDA’s March 4, 2015 “guidance” document, “Guidance for Industry: Demonstrating the Substantial Equivalence of a New Tobacco Product: Responses to Frequently Asked Questions.” The guidance document would have required FDA’s prior approval for all changes to the label of a tobacco product that would render the product “distinct” and a “new tobacco product,” even though there was no change to the product itself. Similarly, the guidance document would have required prior approval for changes in the quantity of products sold within a package. The complaint alleged that FDA’s guidance was contrary to and exceeded FDA’s authority under the Federal Food, Drug, and Cosmetic Act (“FDCA”); violated First Amendment rights because it restricted and chilled protected commercial speech; and was issued under the guise of “guidance” to avoid the notice-and-comment rulemaking requirements of the Administrative Procedure Act and the FDCA and subsequent judicial review. The plaintiffs requested that the court prevent FDA from enforcing the guidance. In May 2015, FDA adopted an “Interim Enforcement Policy,” which stated that FDA was considering regulatory comments and that it did not “intend to issue any warning letters or take steps to initiate any judicial or administrative adversarial proceedings” pursuant to its March 4, 2015 guidance document, during that period of review and consideration. Plaintiffs, therefore, dismissed the case without prejudice.

In September 2015, FDA issued a revised version of the same document entitled, “Guidance for Industry: Demonstrating the Substantial Equivalence of a New Tobacco Product: Responses to Frequently Asked Questions (Edition 2).” The revised version did not materially change the requirements set forth in the prior version regarding changes to product labels and changes to the quantity of products sold within a package. Accordingly, in September 2015, the cigarette manufacturers filed a lawsuit in the federal district court for the District of Columbia challenging FDA’s September 2015 “guidance” document. The September 2015 complaint contained arguments and allegations that were substantially similar to those contained in the April 2015 complaint. The plaintiffs requested that the court prevent FDA from enforcing the revised version of its guidance. In October 2015, the plaintiffs filed for summary judgment against FDA. In December 2015, FDA opposed that motion and filed a motion to dismiss or, in the alternative, a motion for summary judgment. In August 2016, the court held that a modification to an existing product’s label does not result in a “new tobacco product” and therefore such a label change does not give rise to the substantial equivalence review process. Accordingly, the court vacated the revised guidance insofar as it pertains to label changes, but upheld the guidance in all other respects, including its treatment of product quantity changes as modifications that give rise to a “new tobacco product” requiring substantial equivalence review. The parties did not appeal this decision, concluding the litigation.

In May 2016, FDA issued a final “deeming” regulation that extends the agency’s authority under the Tobacco Control Act to other tobacco products not currently regulated by the agency, such as e-cigarettes, cigars, pipe tobacco and hookah.

Under the “deeming” rule, manufacturers of the newly-regulated products, including e-cigarettes, will be subject to the same Tobacco Control Act provisions and relevant regulatory requirements that already apply to cigarettes. As of August 8, 2016, domestic manufacturers must register and list the tobacco products with FDA and obtain premarket market authorization for any product introduced after this date. For products

introduced between February 15, 2007 and August 8, 2016, the premarket authorization requirements are subject to certain staggered compliance periods. Requests for exemption from the substantial equivalence requirement must be submitted by August 8, 2017. Substantial equivalence applications must be submitted by February 8, 2018. Premarket tobacco product applications must be submitted by August 8, 2018. Unless FDA issues an order denying or refusing to accept an application, FDA will not take enforcement action against the product for one year after the application deadline. However, at the end of that period, even if FDA has not completed its review, the product will be subject to enforcement action unless FDA determines that “substantial progress” is being made towards completion and decides to defer enforcement for a reasonable time period. FDA has not set deadlines for its own review.

It is likely that the Tobacco Control Act will result in a decrease in cigarette sales in the United States, including sales of Liggett’s and Vector Tobacco’s brands. Total compliance and related costs are not possible to predict and depend on the future requirements imposed by FDA under the new law. Costs, however, could be substantial and could have a material adverse effect on the companies’ financial condition, results of operations, and cash flows. Failure to comply with the Tobacco Control Act and with FDA regulatory requirements could result in significant financial penalties and could have a material adverse effect on the business, financial condition and results of operation of both Liggett and Vector Tobacco. We are not able to predict whether the Tobacco Control Act will impact Liggett and Vector Tobacco to a greater degree than other companies in the industry, thus affecting its competitive position.

Cigarettes are subject to substantial and increasing federal, state and local excise taxes. In April 2009, the federal cigarette excise tax increased from \$0.39 to \$1.01 per pack, while state excise taxes vary considerably. Both the federal government and many states are considering, or have pending, legislation proposing further excise tax increases. Management believes increases in excise and similar taxes have had, and will continue to have, an adverse effect on sales of cigarettes.

All states have enacted virtually identical legislation requiring cigarettes to meet a laboratory test standard for reduced ignition propensity. Cigarettes that meet this standard are referred to as “fire standard compliant” or “FSC,” and are sometimes commonly called “self-extinguishing.” All of the cigarettes that Liggett and Vector Tobacco manufacture are fire standard compliant.

A wide variety of federal, state and local laws limiting the advertising, sale and use of cigarettes have proliferated in recent years. For example, many local laws prohibit smoking in restaurants and other public places, and many employers have initiated programs restricting or eliminating smoking in the workplace. There are various other legislative efforts pending at the federal, state or local level which seek to, among other things, eliminate smoking in public places, curtail affirmative defenses of tobacco companies in product liability litigation, and further restrict the sale, marketing and advertising of cigarettes and other tobacco products. This trend has had, and is likely to continue to have, an adverse effect on us. It is not possible to predict what, if any, additional legislation, regulation or other governmental action will be enacted or implemented.

In addition to the foregoing, there have been a number of other 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 similar litigation or legislation.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this report contains “forward-looking statements” within the meaning of the federal securities law. Forward-looking statements include information relating to our intent, belief or current expectations, primarily with respect to, but not limited to:

- economic outlook,
- capital expenditures,
- cost reduction,
- legislation and regulations,
- cash flows,
- operating performance,
- litigation,
- impairment charges and cost saving associated with restructurings of our tobacco operations, and
- related industry developments (including trends affecting our business, financial condition and results of operations).

We identify forward-looking statements in this report by using words or phrases such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may be,” “objective,” “plan,” “seek,” “predict,” “project” and “will be” and similar words or phrases or their negatives.

The forward-looking information involves important risks and uncertainties that could cause our actual results, performance or achievements to differ materially from our anticipated results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, without limitation, the following:

- general economic and market conditions and any changes therein, due to acts of war and terrorism or otherwise,
- governmental regulations and policies,
- effects of industry competition,
- impact of business combinations, including acquisitions and divestitures, both internally for us and externally in the tobacco industry,
- impact of legislation providing for regulation of tobacco products by the FDA,
- impact of substantial increases in federal, state and local excise taxes,
- uncertainty related to product liability litigation including the *Engle* progeny cases pending in Florida; and,
- potential additional payment obligations for us under the MSA and other settlement agreements with the states.

Further information on the risks and uncertainties that we face include the risks discussed above under Item 1A. “Risk Factors” and in “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Although we believe the expectations reflected in these forward-looking statements are based on reasonable assumptions, there is a risk that these expectations will not be attained and that any deviations will be material. The forward-looking statements speak only as of the date they are made.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Market Risk” is incorporated herein by reference.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our Consolidated Financial Statements and Notes thereto, together with the report thereon of Deloitte & Touche LLP dated March 1, 2017, are set forth beginning on page F-1 of this report.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed, in the reports the Company files or submits under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In connection with the preparation of this Form 10-K, the Company carried out an evaluation under the supervision of and with the participation of the Company’s management, including the Chief Executive Officer and Chief Financial Officer, as of December 31, 2016, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2016, the Company’s disclosure controls and procedures were effective as of December 31, 2016.

### **Remediation of Material Weaknesses**

Management has assessed and concluded that its previously reported material weaknesses over financial reporting related to Douglas Elliman’s controls over segregation of duties and general computer controls over Douglas Elliman’s information technology system for finance and accounting had been remediated as of December 31, 2016.

After identifying five material weaknesses related to its Douglas Elliman subsidiary as of December 31, 2014 (reduced to two material weaknesses related to its Douglas Elliman subsidiary as of December 31, 2015), the Company began an intense remediation process. Beginning in 2015 and continuing in 2016, at the direction of the Audit Committee of the Company’s Board of Directors, as well as the Company’s CEO and CFO, the Company took the following efforts to remediate these material weakness including:

- In June 2015, Douglas Elliman employed a new Chief Financial Officer, who is a licensed Certified Public Accountant (“CPA”) with more than 30 years of experience in the financial departments of publicly-traded companies. In addition, in 2015, Douglas Elliman also added a Director of Sarbanes-Oxley Section 404 Compliance, a corporate controller, who is licensed as a CPA and previously served as a senior manager at a Big Four accounting firm, two regional controllers who are both licensed as CPAs, and two accounting managers who are both licensed as CPAs.
- In August 2015, Douglas Elliman employed a new Chief Technology Officer (“CTO”) who was previously a technology executive with a large U.S. financial institution. Douglas Elliman’s new CTO oversees, among other things, security of the accuracy and completeness of the Company’s financial reporting and was instrumental in the remediation of the material weakness related to IT Systems.



- During 2015 and continuing into 2016, Douglas Elliman engaged a new consulting firm and improved its documentation of internal controls into a more robust format that has been designed to detect errors that could lead to material misstatements in the Company's consolidated financial statements.
- During 2015 and continuing into 2016, the Company redesigned and implemented a series of newly-created internal controls related to previously improper internal controls related to segregation of duties by accounting and finance personnel at Douglas Elliman.

The Company's management, Audit Committee and Board of Directors remained committed and involved during this process to maintaining a strong and sustainable internal control environment and believe that the remediation represented significant improvements in the Company's overall control environment as well as its internal controls over the financial reporting of Douglas Elliman.

The result of these efforts led to the remediation of all material weaknesses at Douglas Elliman as of December 31, 2016.

### **Management's Annual Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Executive Officer and Chief Financial Officer, has conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, based on the criteria in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2016 based on the criteria in *Internal Control — Integrated Framework (2013)* issued by COSO.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2016 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in its report which appears herein.

### **Changes in Internal Control Over Financial Reporting**

Management, together with our CEO and CFO, evaluated the changes in the Company's internal control over financial reporting during the quarter ended December 31, 2016. As discussed above, Douglas Elliman remediated the previously reported material weaknesses related to Douglas Elliman's controls over segregation of duties and general computer controls over Douglas Elliman's information technology system for finance and accounting.



Management concluded its testing of these controls in the fourth quarter, supporting its remediation documentation.

There were no other changes in the Company's internal control over financial reporting during the quarter ended December 31, 2016 that have materially affected or are reasonably likely to materially affect, the Company's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Vector Group Ltd.  
Miami, Florida

We have audited the internal control over financial reporting of Vector Group Ltd. and subsidiaries (the “Company”) as of December 31, 2016, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2016 of the Company and our report dated March 1, 2017 expressed an unqualified opinion on those financial statements and financial statement schedule.



Certified Public Accountants  
Miami, Florida  
March 1, 2017

**ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE***

The information contained under the following headings in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders (the “2017 Proxy Statement”), to be filed with the SEC not later than 120 days after the end of our fiscal year covered by this report pursuant to Regulation 14A under the Securities Exchange Act of 1934, is incorporated herein by reference: “Board Proposal 1 — Nomination and Election of Directors” and “Section 16(a) Beneficial Ownership Compliance.” See Item 5 of this report for information regarding our executive officers. We have adopted a policy statement entitled Code of Business Conduct and Ethics that applies to all of our directors, officers and employees. In the event that an amendment to, or a waiver from, a provision of the Code of Business Conduct and Ethics is made or granted, we intend to post such information on our web site, which is [www.vectorgrouppltd.com](http://www.vectorgrouppltd.com).

### **ITEM 11. *EXECUTIVE COMPENSATION***

The information contained under the headings “Executive Compensation” and “Compensation Committee Interlocks and Insider Participation” in our 2017 Proxy Statement is incorporated herein by reference.

### **ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS***

The information contained under the headings “Equity Compensation Plan Information” and “Security Ownership of Certain Beneficial Owners and Management” in our 2017 Proxy Statement is incorporated herein by reference.

### **ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE***

The information contained under the headings “Certain Relationships and Related Party Transactions” and “Board of Directors and Committees” in our 2017 Proxy Statement is incorporated herein by reference.

### **ITEM 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES***

The information contained under the headings “Audit and Non-Audit Fees” and “Pre-Approval Policies and Procedures” in our 2017 Proxy Statement is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (a)(1) INDEX TO 2016 CONSOLIDATED FINANCIAL STATEMENTS:

Our consolidated financial statements and the notes thereto, together with the report thereon of Deloitte & Touche LLP for the two years ended December 31, 2016, dated March 1, 2017 and the reports thereon of PricewaterhouseCoopers LLP for the year ended December 31, 2014, dated March 4, 2015 appear beginning on page F-1 of this report.

#### (a)(2) FINANCIAL STATEMENT SCHEDULES:

Schedule II — Valuation and Qualifying Accounts Page . . . . . F-84

#### (a)(3) EXHIBITS:

(a) The following is a list of exhibits filed herewith as part of this Annual Report on Form 10-K:

### INDEX OF EXHIBITS

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
*3.1	Amended and Restated Certificate of Incorporation of Vector Group Ltd. (formerly known as Brooke Group Ltd.) (“Vector”) (incorporated by reference to Exhibit 3.1 in Vector’s Form 10-Q for the quarter ended September 30, 1999).
*3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector (incorporated by reference to Exhibit 3.1 in Vector’s Form 8-K dated May 24, 2000).
*3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector Group Ltd. (incorporated by reference to Exhibit 3.1 in Vector’s Form 10-Q for the quarter ended June 30, 2007).
*3.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector Group Ltd. (incorporated by reference to Exhibit 3.1 in Vector’s Form 10-Q for the quarter ended June 30, 2014).
*3.5	Amended and Restated By-Laws of Vector Group Ltd. (incorporated by reference to Exhibit 3.4 in Vector’s Form 8-K dated October 19, 2007).
*4.1	Third Amended and Restated Loan and Security Agreement by and between Wells Fargo Bank, National Association, successor to Wachovia Bank, National Association as Lender, Liggett Group LLC as Borrower, and 100 Maple LLC, dated as of January 14, 2015 (incorporated by reference to Exhibit 4.4 of Vector’s Form 10-K for the year ended December 31, 2014).
*4.2	Amendment No. 1 to Third Amended and Restated Credit Agreement, dated as of January 27, 2017, among Liggett Group LLC, 100 Maple LLC and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.1 to Vector’s Form 8-K dated January 27, 2017).
*4.3	Share Lending Agreement, dated as of November 15, 2012, between Vector Group Ltd. and Jefferies & Company, Inc. (incorporated by reference to Exhibit 10.1 of Vector’s Form 8-K dated November 15, 2012).
*4.4	Indenture, dated as of November 20, 2012, by and between Vector Group Ltd. and Wells Fargo Bank, N. A., as trustee, relating to the 7.5% Variable Interest Senior Convertible Notes due 2019 (incorporated by reference to Exhibit 4.1 of Vector’s Form 8-K dated November 20, 2012).
*4.5	First Supplemental Indenture, dated as of November 20, 2012, to the Indenture dated November 20, 2012, by and between Vector Group Ltd. and Wells Fargo Bank, N. A., as trustee, relating to the 7.5% Variable Interest Senior Convertible Notes due 2019 (incorporated by reference to Exhibit 4.2 of Vector’s Form 8-K dated November 20, 2012).

EXHIBIT NO.	DESCRIPTION
*4.6	Second Supplemental Indenture, dated as of March 24, 2014, to the Base Indenture, by and between Vector Group Ltd. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 of Vector's Form 8-K dated March 24, 2014).
*4.7	Form of Global Note, relating to the 7.5% Variable Interest Senior Convertible Notes due 2019 (incorporated by reference to Exhibit 4.3 of Vector's Form 8-K dated November 20, 2012).
*4.8	Form of Global Note, relating to the 5.5% Variable Interest Senior Convertible Notes due 2020 (incorporated by reference to Exhibit 4.3 of Vector's Form 8-K dated March 24, 2014).
*4.9	Indenture, dated as of January 27, 2017, among Vector Group Ltd., the guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of Vector's Form 8-K dated January 27, 2017).
*4.10	Pledge Agreement, dated as of January 27, 2017, between VGR Holding LLC and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.2 of Vector's Form 8-K dated January 27, 2017).
*4.11	Security Agreement, dated as of January 27, 2017, by and between Vector Tobacco Inc. and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.3 of Vector's Form 8-K dated January 27, 2017).
*4.12	Security Agreement, dated as of January 27, 2017, among Liggett Group LLC, 100 Maple LLC and U.S. Bank National Association, as collateral agent (incorporated by reference to Exhibit 4.4 of Vector's Form 8-K dated January 27, 2017).
*4.13	Amended and Restated Intercreditor and Lien Subordination Agreement, dated as of January 27, 2017, among Liggett Group LLC, 100 Maple LLC, U.S. Bank National Association and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.5 of Vector's Form 8-K dated January 27, 2017).
*10.1	Corporate Services Agreement, dated as of June 29, 1990, between Vector and Liggett (incorporated by reference to Exhibit 10.10 in Liggett's Registration Statement on Form S-1, No. 33-47482).
*10.2	Services Agreement, dated as of February 26, 1991, between Brooke Management Inc. ("BMI") and Liggett (the "Liggett Services Agreement") (incorporated by reference to Exhibit 10.5 in VGR Holding's Registration Statement on Form S-1, No. 33-93576).
*10.3	First Amendment to Liggett Services Agreement, dated as of November 30, 1993, between Liggett and BMI (incorporated by reference to Exhibit 10.6 in VGR Holding's Registration Statement on Form S-1, No. 33-93576).
*10.4	Second Amendment to Liggett Services Agreement, dated as of October 1, 1995, between BMI, Vector and Liggett (incorporated by reference to Exhibit 10(c) in Vector's Form 10-Q for the quarter ended September 30, 1995).
*10.5	Third Amendment to Liggett Services Agreement, dated as of March 31, 2001, by and between Vector and Liggett (incorporated by reference to Exhibit 10.5 in Vector's Form 10-K for the year ended December 31, 2003).
*10.6	Fourth Amendment to Service Agreement dated as of October 4, 2006, between Vector Group Ltd. and Liggett Group LLC (incorporated by reference to Exhibit 10.1 in Vector's Form 10-Q dated June 30, 2012).
*10.7	Fifth Amendment to Service Agreement dated as of November 30, 2011, between Vector Group Ltd. and Liggett Group LLC (incorporated by reference to Exhibit 10.2 in Vector's Form 10-Q dated June 30, 2012).
*10.8	Corporate Services Agreement, dated January 1, 1992, between VGR Holding and Liggett (incorporated by reference to Exhibit 10.13 in Liggett's Registration Statement on Form S-1, No. 33-47482).

EXHIBIT NO.	DESCRIPTION
*10.9	Service Agreement dated as of October 1, 2006 between Vector Group Ltd. and Vector Tobacco Ltd. (incorporated by reference to Exhibit 10.3 in Vector's Form 10-Q dated June 30, 2012).
*10.10	Tax sharing agreement dated May 24, 1999 between Brooke Group Ltd., BGLS Inc., Liggett Group Inc., Epic Holdings Inc., and Carolina Tobacco Express Company Inc. (incorporated by reference to Exhibit 10.4 in Vector's Form 10-Q dated June 30, 2012).
*10.11	Settlement Agreement, dated March 15, 1996, by and among the State of West Virginia, State of Florida, State of Mississippi, Commonwealth of Massachusetts, and State of Louisiana, Brooke Group Holding and Liggett (incorporated by reference to Exhibit 15 in the Schedule 13D filed by Vector on March 11, 1996, as amended, with respect to the common stock of RJR Nabisco Holdings Corp.).
*10.12	Addendum to Initial States Settlement Agreement (incorporated by reference to Exhibit 10.43 in Vector's Form 10-Q for the quarter ended March 31, 1997).
*10.13	Settlement Agreement, dated March 12, 1998, by and among the States listed in Appendix A thereto, Brooke Group Holding and Liggett (incorporated by reference to Exhibit 10.35 in Vector's Form 10-K for the year ended December 31, 1997).
*10.14	Master Settlement Agreement made by the Settling States and Participating Manufacturers signatories thereto (incorporated by reference to Exhibit 10.1 in Philip Morris Companies Inc.'s Form 8-K dated November 25, 1998, Commission File No. 1-8940).
*10.15	General Liggett Replacement Agreement, dated as of November 23, 1998, entered into by each of the Settling States under the Master Settlement Agreement, and Brooke Group Holding and Liggett (incorporated by reference to Exhibit 10.34 in Vector's Form 10-K for the year ended December 31, 1998).
*10.16	Stipulation and Agreed Order regarding Stay of Execution Pending Review and Related Matters, dated May 7, 2001, entered into by Philip Morris Incorporated, Lorillard Tobacco Co., Liggett and Brooke Group Holding Inc. and the class counsel in Engel, et. al., v. R.J. Reynolds Tobacco Co., et. al. (incorporated by reference to Exhibit 99.2 in Philip Morris Companies Inc.'s Form 8-K dated May 7, 2001).
*10.17	Term Sheet agreed to by Liggett, certain other Participating Manufacturers, 18 states, the District of Columbia and Puerto Rico (incorporated by reference to Exhibit 10.1 to Reynolds American Inc.'s (Commission File Number 1-32258) Form 8-K, dated March 12, 2013).
*10.18	Settlement Agreement as of October 22, 2013, by, between and among: (a) Liggett and Vector and (b) Plaintiffs' Coordinating Counsel, Participating Plaintiffs' Counsel, and their respective clients who are plaintiffs in certain Engle Progeny Actions (incorporated by reference to Exhibit 10.18 to Vector's Form 10-K for the year ended December 31, 2013).
*10.19	Settlement Agreement as of October 22, 2013, by, between and among: (a) Liggett Group LLC and Vector, and (b) Plaintiffs' Coordinating Counsel, The Wilner Firm, and The Wilner Firm's clients who are plaintiffs in certain federal and state Engle Progeny Actions (incorporated by reference to Exhibit 10.19 to Vector's Form 10-K for the year ended December 31, 2013).
*10.20	Amended and Restated Employment Agreement dated as of January 27, 2006, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated January 27, 2006).
*10.21	Employment Agreement, dated as of January 27, 2006, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.3 in Vector's Form 8-K dated January 27, 2006).
*10.22	Amendment to the Employment Agreement dated as of February 22, 2012 between Vector Group Ltd. and Richard J. Lampen (incorporated by reference to Exhibit 10.3 in Vector's Form 8-K/A dated February 21, 2012).



EXHIBIT NO.	DESCRIPTION
*10.23	Amended and Restated Employment Agreement, dated as of January 27, 2006, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.4 in Vector's Form 8-K dated January 27, 2006).
*10.24	Employment Agreement, dated as of November 11, 2005, between Liggett Group Inc. and Ronald J. Bernstein (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated November 11, 2005).
*10.25	Amendment to Employment Agreement, dated as of January 14, 2011, between Liggett and Ronald J. Bernstein (incorporated by reference to Exhibit 10.17 in Vector's Form 10-K for the year ended December 31, 2011).
*10.26	Amendment to Employment Agreement, dated as of October 29, 2013, between Liggett and Ronald J. Bernstein (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated October 28, 2013).
*10.27	Employment Agreement, dated as of January 27, 2006, between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.5 in Vector's Form 8-K dated January 27, 2006).
*10.28	Amendment to Employment Agreement, dated as of February 29, 2016, by and between Vector Group Ltd. and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K/A dated February 29, 2016).
*10.29	Vector Group Ltd. Amended and Restated 1999 Long-Term Incentive Plan (incorporated by reference to Appendix A in Vector's Proxy Statement dated April 21, 2004).
*10.30	Vector Group Ltd. Management Incentive Plan (incorporated by reference to Exhibit 10.3 of Vector's Form 8-K dated March 10, 2014).
*10.31	Stock Option Agreement, dated December 3, 2009, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.19 in Vector's Form 10-K dated December 31, 2009).
*10.32	Stock Option Agreement, dated December 3, 2009, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.20 in Vector's Form 10-K dated December 31, 2009).
*10.33	Stock Option Agreement, dated December 3, 2009, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.22 in Vector's Form 10-K dated December 31, 2009).
*10.34	Stock Option Agreement, dated December 3, 2009, between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.23 in Vector's Form 10-K dated December 31, 2009).
*10.35	Stock Option Agreement, dated January 14, 2011, between Vector and Howard M. Lorber (incorporated by reference to Exhibit S to Schedule 13D, as amended, dated January 21, 2011 filed by Howard M. Lorber).
*10.36	Stock Option Agreement, dated February 26, 2013, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 to Vector's Form 10-Q dated March 31, 2013).
*10.37	Stock Option Agreement, dated February 26, 2013, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.2 to Vector's Form 10-Q dated March 31, 2013).
*10.38	Stock Option Agreement, dated February 26, 2013, between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.3 to Vector's Form 10-Q dated March 31, 2013).
*10.39	Stock Option Agreement, dated February 26, 2013, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.4 to Vector's Form 10-Q dated March 31, 2013).
*10.40	Stock Option Agreement, dated February 26, 2014, as amended on May 16, 2014, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 to Vector's Form 10-Q dated June 30, 2014).
*10.41	Stock Option Agreement, dated February 26, 2014, as amended on May 16, 2014, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.2 to Vector's Form 10-Q dated June 30, 2014).

EXHIBIT NO.	DESCRIPTION
*10.42	Stock Option Agreement, dated February 26, 2014, as amended on May 16, 2014, between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.3 to Vector's Form 10-Q dated June 30, 2014).
*10.43	Stock Option Agreement, dated February 26, 2014, as amended on May 16, 2014, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.44 to Vector's Form 10-K dated December 31, 2015).
*10.44	Stock Option Agreement, dated February 24, 2015 between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.3 to Vector's Form 10-Q dated March 31, 2015).
*10.45	Stock Option Agreement, dated February 24, 2015 between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.4 to Vector's Form 10-Q dated March 31, 2015).
*10.46	Stock Option Agreement, dated February 24, 2015 between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.5 to Vector's Form 10-Q dated March 31, 2015).
*10.47	Stock Option Agreement, dated February 24, 2015 between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.6 to Vector's Form 10-Q dated March 31, 2015).
*10.48	Stock Option Agreement, dated February 29, 2016 between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 to Vector's Form 10-Q dated March 31, 2016).
*10.49	Stock Option Agreement, dated February 29, 2016 between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.2 to Vector's Form 10-Q dated March 31, 2016).
*10.50	Stock Option Agreement, dated February 29, 2016 between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.3 to Vector's Form 10-Q dated March 31, 2016).
*10.51	Stock Option Agreement, dated February 29, 2016 between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.4 to Vector's Form 10-Q dated March 31, 2016).
*10.52	Restricted Share Award Agreement, dated as of October 28, 2013, between Vector Group Ltd. and Ronald J. Bernstein (incorporated by reference to Exhibit 10.42 to Vector's Form 10-K for the year ended December 31, 2013).
*10.53	Performance-Based Restricted Share Award Agreement, pursuant to Vector Group Ltd. Management Incentive Plan, dated as of July 23, 2014 by and between Vector Group Ltd. and Howard M. Lorber (incorporated by reference to Exhibit 10.6 of Schedule 13D as filed by Howard M. Lorber on July 25, 2014).
*10.54	Performance-Based Restricted Share Award Agreement, pursuant to Vector Group Ltd. Management Incentive Plan, dated as of November 10, 2015 by and between Vector Group Ltd. and Howard M. Lorber (incorporated by reference to Exhibit 10.1 of Vector's Form 8-K dated November 10, 2015).
*10.55	Vector Senior Executive Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated January 14, 2011).
*10.56	Vector Supplemental Retirement Plan (as amended and restated April 24, 2008) (incorporated by reference to Exhibit 10.1 in Vector's Form 10-Q for the quarter ended June 30, 2008).
*10.57	Operating Agreement of Douglas Elliman Realty, LLC (formerly known as Montauk Battery Realty LLC) dated December 17, 2002 (incorporated by reference to Exhibit 10.1 in New Valley's Form 8-K dated December 13, 2002).
*10.58	First Amendment to Operating Agreement of Douglas Elliman Realty, LLC (formerly known as Montauk Battery Realty LLC), dated as of March 14, 2003 (incorporated by reference to Exhibit 10.1 in New Valley's Form 10-Q for the quarter ended March 31, 2003).
*10.59	Second Amendment to Operating Agreement of Douglas Elliman Realty, LLC, dated as of May 19, 2003 (incorporated by reference to Exhibit 10.1 in New Valley's Form 10-Q for the quarter ended June 30, 2003).

EXHIBIT NO.	DESCRIPTION
*10.60	Settlement Agreement and Mutual Release by and among (i) Prudential Real Estate Financial Services of America Inc. and (ii) Douglas Elliman Realty LLC; Dorothy Herman; DTHY Realty, Inc.; New Valley Real Estate LLC; New Valley Mortgage LLC; Howard M. Lorber and Richard J. Lampen dated December 13, 2013 (incorporated by reference to Exhibit 10.48 to Vector's Form 10-K for the year ended December 31, 2013).
*10.61	Agreement Relating to Sale and Assignment of Membership Interest between New Valley Real Estate LLC and Prudential Real Estate Financial Services of America, Inc. (incorporated by reference to Exhibit 10.49 to Vector's Form 10-K for the year ended December 31, 2013).
*10.62	Office Lease, dated as of September 10, 2012, between Vector Group Ltd. and Frost Real Estate Holdings, LLC. (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated September 10, 2012).
*10.63	First Amendment, dated as of November 12, 2012, to Office Lease, dated as of September 10, 2012, between Vector Group Ltd. and Frost Real Estate Holdings, LLC. (incorporated by reference to Exhibit 10.40 of Vector's Form 10-K dated December 31, 2012).
*10.64	Vector Group Ltd. Equity Retention and Hedging Policy (incorporated by reference to Exhibit 10.1 of Vector's Form 8-K dated January 15, 2013).
*10.65	Vector Group Ltd. Stock Ownership Guidelines (incorporated by reference to Exhibit 10.1 of Vector's Form 8-K dated March 10, 2014).
*10.66	Vector Group Ltd. Stock Executive Compensation Clawback Policy (incorporated by reference to Exhibit 10.2 of Vector's Form 8-K dated March 10, 2014).
12.1	Computation of Ratio of Earnings to Fixed Charges for each of the five years within the period ended December 31, 2016.
*16.1	Letter of PwC to the Securities and Exchange Commission, dated June 11, 2015 (incorporated by reference to Exhibit 16.1 of Vector's Form 8-K dated June 8, 2015).
21	Subsidiaries of Vector.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Deloitte & Touche LLP.
31.1	Certification of Chief Executive Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Material Legal Proceedings.

\* Incorporated by reference

Each management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 14(c) is listed in exhibit nos. 10.20 through 10.48.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

### VECTOR GROUP LTD. (Registrant)

By: /s/ J. Bryant Kirkland III

J. Bryant Kirkland III  
Senior Vice President,  
Chief Financial Officer and Treasurer

Date: March 1, 2017

## POWER OF ATTORNEY

The undersigned directors and officers of Vector Group Ltd. hereby constitute and appoint Richard J. Lampen, J. Bryant Kirkland III and Marc N. Bell, and each of them, with full power to act without the other and with full power of substitution and resubstitutions, our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below, this Annual Report on Form 10-K and any and all amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorneys-in-fact, or any of them, or their substitutes shall lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 1, 2017.

SIGNATURE	TITLE
<u>/s/ Howard M. Lorber</u> Howard M. Lorber	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ J. Bryant Kirkland III</u> J. Bryant Kirkland III	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Bennett S. LeBow</u> Bennett S. LeBow	Director
<u>/s/ Stanley S. Arkin</u> Stanley S. Arkin	Director
<u>/s/ Henry C. Beinstein</u> Henry C. Beinstein	Director
<u>/s/ Ronald J. Bernstein</u> Ronald J. Bernstein	Director
<u>/s/ Jeffery S. Podell</u> Jeffery S. Podell	Director
<u>/s/ Jean E. Sharpe</u> Jean E. Sharpe	Director

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**VECTOR GROUP LTD.  
FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2016  
ITEMS 8, 15(a)(1) AND (2), 15(c)**

**INDEX TO FINANCIAL STATEMENTS  
AND FINANCIAL STATEMENT SCHEDULES**

Financial Statements and Schedules of the Registrant and its subsidiaries required to be included in Items 8, 15(a) (1) and (2), 15(c) are listed below:

	<b>Page</b>
<b>FINANCIAL STATEMENTS:</b>	
<u>Vector Group Ltd. Consolidated Financial Statements</u>	
Report of Independent Registered Public Accounting Firm . . . . .	F-2
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Consolidated Balance Sheets as of December 31, 2016 and 2015 . . . . .	F-4
Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014 . . . . .	F-5
Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014 . . . . .	F-6
Consolidated Statements of Stockholders' Deficiency for the years ended December 31, 2016, 2015 and 2014 . . . . .	F-7
Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014 . . . . .	F-9
Notes to Consolidated Financial Statements . . . . .	F-11
<b>FINANCIAL STATEMENT SCHEDULE:</b>	
Schedule II — Valuation and Qualifying Accounts . . . . .	F-96

Financial Statement Schedules not listed above have been omitted because they are not applicable or the required information is contained in our consolidated financial statements or accompanying notes.



## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Vector Group Ltd.:  
Miami, Florida

We have audited the accompanying consolidated balance sheets of Vector Group Ltd. and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, stockholders’ deficiency, and cash flows for the years then ended. Our audit also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Vector Group Ltd. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2016, based on *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2017 expressed an unqualified opinion on the Company’s internal control over financial reporting.

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

Certified Public Accountants  
Miami, Florida  
March 1, 2017

## Report of Independent Registered Certified Public Accounting Firm

To the Board of Directors and Stockholders  
of Vector Group Ltd

In our opinion, the consolidated statement of operations, comprehensive income, stockholders' deficiency and cash flows for the year ended December 31, 2014 present fairly, in all material respects, the results of operations and cash flows of Vector Group Ltd. and its subsidiaries for the year ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule for the year ended December 31, 2014, presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audit. We conducted our audit of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Miami, Florida

March 4, 2015, except for Note 6(c), Note 7(a) and Note 7(b), as to which date is March 8, 2016 and Note 2, as to which date is March 1, 2017

**VECTOR GROUP LTD. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
	<b>(Dollars in thousands, except per share amounts)</b>	
<b>ASSETS:</b>		
<b>Current assets:</b>		
Cash and cash equivalents . . . . .	\$ 393,530	\$ 240,368
Investment securities available for sale . . . . .	156,903	181,976
Accounts receivable – trade, net . . . . .	18,801	23,889
Inventories . . . . .	89,834	86,516
Income taxes receivable, net . . . . .	16,110	2,841
Restricted assets . . . . .	7,330	9,195
Other current assets . . . . .	<u>22,955</u>	<u>38,954</u>
<b>Total current assets . . . . .</b>	<b>705,463</b>	<b>583,739</b>
Property, plant and equipment, net . . . . .	80,448	75,632
Investments in real estate, net . . . . .	23,640	23,318
Long-term investments . . . . .	53,197	62,726
Investments in real estate ventures . . . . .	221,258	217,168
Restricted assets . . . . .	3,986	12,303
Goodwill and other intangible assets, net . . . . .	261,918	263,959
Prepaid pension costs . . . . .	22,273	20,650
Other assets . . . . .	<u>31,852</u>	<u>21,120</u>
<b>Total assets . . . . .</b>	<b><u>\$1,404,035</u></b>	<b><u>\$1,280,615</u></b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY:</b>		
<b>Current liabilities:</b>		
Current portion of notes payable and long-term debt . . . . .	\$ 39,508	\$ 8,919
Current payments due under the Master Settlement Agreement . . . . .	16,192	29,241
Current portion of employee benefits . . . . .	937	915
Income taxes payable, net . . . . .	—	96
Litigation accruals . . . . .	3,659	22,904
Other current liabilities . . . . .	<u>135,852</u>	<u>154,217</u>
<b>Total current liabilities . . . . .</b>	<b>196,148</b>	<b>216,292</b>
Notes payable, long-term debt and other obligations, less current portion . . . . .	1,132,943	856,108
Fair value of derivatives embedded within convertible debt . . . . .	112,332	144,042
Non-current employee benefits . . . . .	58,958	55,055
Deferred income taxes, net . . . . .	93,085	79,429
Payments due under the Master Settlement Agreement . . . . .	22,257	20,094
Litigation accruals . . . . .	27,513	24,718
Other liabilities . . . . .	<u>14,071</u>	<u>7,038</u>
<b>Total liabilities . . . . .</b>	<b><u>1,657,307</u></b>	<b><u>1,402,776</u></b>
<b>Commitments and contingencies (Notes 10 and 15)</b>		
<b>Stockholders' deficiency:</b>		
Preferred stock, par value \$1.00 per share, 10,000,000 shares authorized . . . . .	—	—
Common stock, par value \$0.10 per share, 250,000,000 shares authorized, 127,739,481 and 123,792,329 shares issued and outstanding . . . . .	12,774	12,379
Accumulated deficit . . . . .	(333,529)	(210,113)
Accumulated other comprehensive loss . . . . .	<u>(11,245)</u>	<u>(8,313)</u>
<b>Total Vector Group Ltd. stockholders' deficiency . . . . .</b>	<b>(332,000)</b>	<b>(206,047)</b>
Non-controlling interest . . . . .	<u>78,728</u>	<u>83,886</u>
<b>Total stockholders' deficiency . . . . .</b>	<b>(253,272)</b>	<b>(122,161)</b>
<b>Total liabilities and stockholders' deficiency . . . . .</b>	<b><u>\$1,404,035</u></b>	<b><u>\$1,280,615</u></b>

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

**VECTOR GROUP LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands, except per share amounts)		
Revenues			
Tobacco* . . . . .	\$1,011,620	\$1,017,761	\$1,021,259
Real estate . . . . .	680,105	641,406	561,467
E-cigarettes . . . . .	(776)	(1,970)	8,589
Total Revenues . . . . .	1,690,949	1,657,197	1,591,315
Expenses:			
Cost of sales:			
Tobacco* . . . . .	672,431	697,900	735,725
Real estate . . . . .	424,829	410,287	354,028
E-cigarettes . . . . .	84	1,540	7,307
Total cost of sales . . . . .	1,097,344	1,109,727	1,097,060
Operating, selling, administrative and general expenses . . . .	340,567	320,221	279,342
Litigation settlement and judgment expense . . . . .	20,000	20,072	2,475
Restructuring charges . . . . .	41	7,257	—
Operating income . . . . .	232,997	199,920	212,438
Other income (expenses):			
Interest expense . . . . .	(142,982)	(120,691)	(160,991)
Change in fair value of derivatives embedded within convertible debt . . . . .	31,710	24,455	19,409
Acceleration of interest expense related to debt conversion . .	—	—	(5,205)
Equity in (losses) earnings from investments . . . . .	(2,754)	(2,681)	3,140
Gain (loss) on sale of investment securities available for sale . . . . .	2,907	11,138	(11)
Equity in earnings from real estate ventures . . . . .	5,200	2,001	4,103
Impairment of investment securities available for sale . . . . .	(5,381)	(12,846)	—
Other, net . . . . .	4,732	6,409	9,396
Income before provision for income taxes . . . . .	126,429	107,705	82,279
Income tax expense . . . . .	49,163	41,233	33,165
Net income . . . . .	77,266	66,472	49,114
Net income attributed to non-controlling interest . . . . .	(6,139)	(7,274)	(12,258)
Net income attributed to Vector Group Ltd. . . . .	\$ 71,127	\$ 59,198	\$ 36,856
Per basic common share:			
Net income applicable to common share attributed to Vector Group Ltd. . . . .	\$ 0.56	\$ 0.46	\$ 0.32
Per diluted common share:			
Net income applicable to common share attributed to Vector Group Ltd. . . . .	\$ 0.55	\$ 0.46	\$ 0.32
Cash distributions declared per share . . . . .	\$ 1.54	\$ 1.47	\$ 1.40

\* Revenues and cost of sales include federal excise taxes of \$425,980, \$439,647 and \$446,086 for the years ended December 31, 2016, 2015 and 2014, respectively.

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

**VECTOR GROUP LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Net income . . . . .	\$77,266	\$ 66,472	\$ 49,114
Net unrealized (losses) gains on investment securities available for sale:			
Change in net unrealized (losses) gains . . . . .	(6,139)	(12,710)	2,095
Net unrealized losses reclassified into net income . . . . .	<u>2,474</u>	<u>1,708</u>	<u>11</u>
Net unrealized (losses) gains on investment securities available for sale . . . . .	<u>(3,665)</u>	<u>(11,002)</u>	<u>2,106</u>
Net unrealized gains (losses) on long-term investments accounted for under the equity method:			
Change in net unrealized gains (losses) . . . . .	—	1,190	(1,784)
Net unrealized losses reclassified into net income . . . . .	<u>—</u>	<u>1,624</u>	<u>—</u>
Net unrealized gains (losses) on long-term investments accounted for under the equity method . . . . .	<u>—</u>	<u>2,814</u>	<u>(1,784)</u>
Net change in forward contracts . . . . .	28	61	64
Net change in pension-related amounts			
Net gain arising during the year . . . . .	(3,064)	(8,620)	(4,698)
Amortization of loss . . . . .	<u>1,780</u>	<u>4,200</u>	<u>1,015</u>
Net change in pension-related amounts . . . . .	<u>(1,284)</u>	<u>(4,420)</u>	<u>(3,683)</u>
Other comprehensive loss . . . . .	<u>(4,921)</u>	<u>(12,547)</u>	<u>(3,297)</u>
Income tax effect on:			
Change in net unrealized (losses) gains on investment securities . . . . .	2,490	5,650	(866)
Net unrealized losses reclassified into net income on investment securities . . . . .	(1,004)	(702)	(5)
Change in unrealized gains (losses) on long-term investments accounted for under the equity method . . . . .	—	(484)	738
Net unrealized losses reclassified into net income on long-term investments accounted for under the equity method . . . . .	—	(672)	—
Forward contracts . . . . .	(11)	(25)	(27)
Pension-related amounts . . . . .	<u>514</u>	<u>1,810</u>	<u>1,523</u>
Income tax benefit on other comprehensive income . . . . .	<u>1,989</u>	<u>5,577</u>	<u>1,363</u>
Other comprehensive loss, net of tax . . . . .	<u>(2,932)</u>	<u>(6,970)</u>	<u>(1,934)</u>
Comprehensive income . . . . .	74,334	59,502	47,180
Comprehensive income attributed to non-controlling interest . . . . .	<u>(6,139)</u>	<u>(7,274)</u>	<u>(12,258)</u>
Comprehensive income attributed to Vector Group Ltd. . . . .	<u>\$68,195</u>	<u>\$ 52,228</u>	<u>\$ 34,922</u>

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

**VECTOR GROUP LTD. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY**

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non- controlling Interest	Total
	Shares	Amount						
	(Dollars in thousands)							
Balance, January 1, 2014	97,482,998	\$ 9,748	\$ —	\$(121,514)	\$ 591	\$(12,857)	\$73,427	\$ (50,605)
Net income	—	—	—	36,856	—	—	12,258	49,114
Change in net loss and prior service cost, net of income taxes	—	—	—	—	(2,160)	—	—	(2,160)
Forward contract adjustments, net of income taxes	—	—	—	—	37	—	—	37
Unrealized loss on long-term investment securities accounted for under the equity method, net of income taxes	—	—	—	—	(1,046)	—	—	(1,046)
Change in net unrealized gain on investment securities, net of income taxes	—	—	—	—	1,229	—	—	1,229
Net unrealized loss reclassified into net income, net of income taxes	—	—	—	—	6	—	—	6
Unrealized gain on investment securities, net of income taxes	—	—	—	—	—	—	—	1,235
Total other comprehensive loss	—	—	—	—	—	—	—	(1,934)
Total comprehensive income	—	—	—	—	—	—	—	47,180
Distributions and dividends on common stock	—	—	(155,067)	(11,831)	—	—	—	(166,898)
Restricted stock grant	1,000,000	100	—	—	—	—	—	100
Effect of stock dividend	5,195,856	520	—	(520)	—	—	—	—
Note conversion, net of income taxes of \$300	10,417,384	1,041	130,980	—	—	—	—	132,021
Beneficial conversion feature of notes payable, net of income taxes of \$10,327	—	—	14,648	—	—	—	—	14,648
Exercise of stock options	404,776	41	5,010	—	—	—	—	5,051
Tax benefit of options exercised	—	—	1,178	—	—	—	—	1,178
Stock-based compensation	—	—	3,251	—	—	—	—	3,251
Contributions from non-controlling interest	—	—	—	—	—	—	2,733	2,733
Distributions to non-controlling interest	—	—	—	—	—	—	(9,339)	(9,339)
Balance, December 31, 2014	114,501,014	11,450	—	(97,009)	(1,343)	(12,857)	79,079	(20,680)
Net income	—	—	—	59,198	—	—	7,274	66,472
Change in net loss and prior service cost, net of income taxes	—	—	—	—	(2,610)	—	—	(2,610)
Forward contract adjustments, net of income taxes	—	—	—	—	36	—	—	36
Unrealized gain on long-term investment securities accounted for under the equity method, net of income taxes	—	—	—	—	1,658	—	—	1,658
Change in net unrealized loss on investment securities, net of income taxes	—	—	—	—	(7,060)	—	—	(7,060)
Net unrealized loss reclassified into net income, net of income taxes	—	—	—	—	1,006	—	—	1,006
Unrealized loss on investment securities, net of income taxes	—	—	—	—	—	—	—	(6,054)
Total other comprehensive loss	—	—	—	—	—	—	—	(6,970)
Total comprehensive income	—	—	—	—	—	—	—	59,502

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



**VECTOR GROUP LTD. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY – (continued)**

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non- controlling Interest	Total
	Shares	Amount						
(Dollars in thousands)								
Distributions and dividends on common stock . . . . .	—	—	(18,120)	(171,718)	—	—	—	(189,838)
Restricted stock grant . . . . .	1,200,000	120	—	—	—	—	—	120
Surrender of shares in connection with restricted stock vesting . . . . .	(83,411)	(8)	(2,075)	—	—	—	—	(2,083)
Effect of stock dividend . . . . .	5,837,144	584	—	(584)	—	—	—	—
Note conversion, net of income taxes of \$367 . . . . .	2,227,552	223	25,299	—	—	—	—	25,522
Exercise of stock options . . . . .	110,030	10	1,311	—	—	—	—	1,321
Cancellation of treasury shares . . . . .	—	—	(12,857)	—	—	12,857	—	—
Tax benefit of options exercised . . . . .	—	—	821	—	—	—	—	821
Stock-based compensation . . . . .	—	—	5,621	—	—	—	—	5,621
Contributions from non-controlling interest . . . . .	—	—	—	—	—	—	813	813
Distributions to non-controlling interest . . . . .	—	—	—	—	—	—	(3,280)	(3,280)
Balance, December 31, 2015 . . . . .	123,792,329	12,379	—	(210,113)	(8,313)	—	83,886	(122,161)
Net income . . . . .	—	—	—	71,127	—	—	6,139	77,266
Change in net loss and prior service cost, net of income taxes . . . . .	—	—	—	—	(770)	—	—	(770)
Forward contract adjustments, net of income taxes . . . . .	—	—	—	—	17	—	—	17
Change in net unrealized loss on investment securities, net of income taxes . . . . .	—	—	—	—	(3,629)	—	—	(3,629)
Net unrealized loss reclassified into net income, net of income taxes . . . . .	—	—	—	—	1,450	—	—	1,450
Unrealized loss on investment securities, net of income taxes . . . . .	—	—	—	—	—	—	—	(2,179)
Total other comprehensive loss . . . . .	—	—	—	—	—	—	—	(2,932)
Total comprehensive income . . . . .	—	—	—	—	—	—	—	74,334
Distributions and dividends on common stock . . . . .	—	—	(7,173)	(193,934)	—	—	—	(201,107)
Restricted stock grant . . . . .	50,000	5	(5)	—	—	—	—	—
Surrender of shares in connection with restricted stock vesting . . . . .	(187,577)	(18)	(4,034)	—	—	—	—	(4,052)
Effect of stock dividend . . . . .	6,087,035	609	—	(609)	—	—	—	—
Cancellation of shares under share lending agreement . . . . .	(2,034,212)	(204)	204	—	—	—	—	—
Exercise of stock options . . . . .	31,906	3	395	—	—	—	—	398
Tax benefit of options exercised . . . . .	—	—	579	—	—	—	—	579
Stock-based compensation . . . . .	—	—	10,034	—	—	—	—	10,034
Contributions from non-controlling interest . . . . .	—	—	—	—	—	—	248	248
Distributions to non-controlling interest . . . . .	—	—	—	—	—	—	(11,545)	(11,545)
Balance, December 31, 2016 . . . . .	<u>127,739,481</u>	<u>\$12,774</u>	<u>\$ —</u>	<u>\$(333,529)</u>	<u>\$(11,245)</u>	<u>\$ —</u>	<u>\$ 78,728</u>	<u>\$(253,272)</u>

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

**VECTOR GROUP LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Cash flows from operating activities:			
Net income . . . . .	\$ 77,266	\$ 66,472	\$ 49,114
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization . . . . .	22,359	25,654	24,499
Non-cash stock-based expense . . . . .	10,034	5,621	3,251
Acceleration of interest expense related to debt conversion . .	—	—	5,205
(Gain) loss on sale of assets . . . . .	(42)	77	(540)
Deferred income taxes . . . . .	12,571	(13,195)	22,026
Distributions from long-term investments . . . . .	1,347	1,258	1,416
Gain on liquidation of long-term investments accounted for at cost . . . . .	(189)	—	—
Equity in losses (earnings) from long-term investments . . . .	2,754	2,681	(3,140)
(Gain) loss on sale of investment securities available for sale . . . . .	(2,907)	(11,138)	11
Equity in earnings from real estate ventures . . . . .	(5,200)	(2,001)	(4,103)
Distributions from real estate ventures . . . . .	23,446	5,894	5,152
Non-cash interest expense . . . . .	10,549	6,504	35,584
Impairment of investment securities . . . . .	5,381	12,846	—
Impairment of long-term investments . . . . .	1,587	811	—
Impairment of real estate, net . . . . .	—	230	—
Changes in assets and liabilities:			
Receivables . . . . .	(5,809)	(1,414)	(11,197)
Inventories . . . . .	(3,317)	3,806	3,173
Accounts payable and accrued liabilities . . . . .	(22,922)	37,936	5,708
Payments due under the Master Settlement Agreement . . . .	(10,968)	(2,796)	(925)
Other assets and liabilities, net . . . . .	(18,304)	5,233	(27,858)
Net cash provided by operating activities . . . . .	<u>97,636</u>	<u>144,479</u>	<u>107,376</u>

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

**VECTOR GROUP LTD. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS – (continued)**

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands)		
Cash flows from investing activities:			
Sale of investment securities . . . . .	\$ 116,070	\$ 270,576	\$ 154,615
Maturities of investment securities . . . . .	10,822	5,491	930
Purchase of investment securities . . . . .	(117,211)	(214,146)	(305,731)
Proceeds from sale or liquidation of long-term investments . . .	4,552	1,303	2,416
Purchase of long-term investments . . . . .	(50)	(10,000)	(12,000)
Decrease (increase) in restricted assets . . . . .	10,181	(6,889)	(872)
Investments in real estate ventures . . . . .	(44,107)	(70,272)	(40,916)
Distributions from real estate ventures . . . . .	33,204	17,563	7,309
Issuance of notes receivable . . . . .	—	(4,410)	(8,250)
Proceeds from sale of fixed assets . . . . .	45	4	4
Capital expenditures . . . . .	(26,691)	(10,977)	(23,404)
Increase in cash surrender value of life insurance policies . . . .	(484)	(1,742)	(484)
Purchase of subsidiaries . . . . .	(250)	—	(750)
Repayment of notes receivable . . . . .	4,410	4,000	4,850
Purchase of preferred securities . . . . .	—	—	(1,000)
Pay down of investment securities . . . . .	9,212	8,739	1,849
Proceeds from sale of preferred securities . . . . .	—	1,000	—
Investments in real estate held for sale . . . . .	(245)	(12,603)	—
Net cash used in investing activities . . . . .	<u>(542)</u>	<u>(22,363)</u>	<u>(221,434)</u>
Cash flows from financing activities:			
Proceeds from issuance of debt . . . . .	243,620	2,105	413,914
Repayments of debt . . . . .	(5,365)	(6,684)	(12,601)
Deferred financing costs . . . . .	(6,600)	(624)	(12,360)
Borrowings under revolver . . . . .	144,294	153,361	886,130
Repayments on revolver . . . . .	(110,614)	(167,915)	(898,788)
Dividends and distributions on common stock . . . . .	(198,947)	(188,151)	(167,328)
Distributions to non-controlling interest . . . . .	(11,545)	(3,280)	(9,339)
Contributions from non-controlling interest . . . . .	248	813	—
Proceeds from exercise of Vector options . . . . .	398	1,441	5,151
Tax benefit of options exercised . . . . .	579	821	1,178
Net cash provided by (used in) financing activities . . . . .	<u>56,068</u>	<u>(208,113)</u>	<u>205,957</u>
Net increase (decrease) in cash and cash equivalents . . . . .	153,162	(85,997)	91,899
Cash and cash equivalents, beginning of year . . . . .	<u>240,368</u>	<u>326,365</u>	<u>234,466</u>
Cash and cash equivalents, end of year . . . . .	<u>\$ 393,530</u>	<u>\$ 240,368</u>	<u>\$ 326,365</u>

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

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of Presentation:**

The 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.

*Revisions to December 31, 2015 Consolidated Balance Sheet.* In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) No. 2015-03, “Interest-Imputation of Interest”, which requires debt issuance costs to be reported in the balance sheet as a direct deduction from the face amount of the note. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2015. This amendment must be applied retrospectively to all periods presented. The Company adopted the provisions of this ASU retrospectively in the first quarter of 2016, and adjusted all prior periods accordingly. The adoption of this ASU will simplify the presentation of debt issuance costs and reduce complexity without decreasing the usefulness of information provided to users of financial statements.

The cumulative impacts of the application of the new ASU are presented in the table below:

	December 31, 2015		
	As Previously Reported	ASU Adoption	As Revised
Other assets . . . . .	\$ 51,261	\$(30,141)	\$ 21,120
Total assets . . . . .	\$1,310,756	\$(30,141)	\$1,280,615
Notes payable, long-term debt and other obligations, less current portion . . . . .	\$ 886,249	\$(30,141)	\$ 856,108
Total liabilities . . . . .	1,432,917	(30,141)	1,402,776
Total stockholders’ deficiency . . . . .	(122,161)	—	(122,161)
Total liabilities and stockholders’ deficiency . . .	\$1,310,756	\$(30,141)	\$1,280,615

**(b) Estimates and Assumptions:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Significant estimates subject to material changes in the near term include valuation of intangible assets, inventory valuation, promotional accruals, sales returns and allowances, actuarial assumptions of pension plans, the estimated fair value of embedded derivative liabilities, settlement accruals, valuation of investments, including other-than-temporary impairments to such investments, and litigation and defense costs. Actual results could differ from those estimates.

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

##### *(c) Cash and Cash Equivalents:*

Cash includes cash on hand, cash on deposit in banks, and money market accounts. Cash equivalents is comprised of short-term investments which have an original maturity of 90 days or less. Interest on short-term investments is recognized when earned. The Company places its cash and cash equivalents with large commercial banks. The Federal Deposit Insurance Corporation (“FDIC”) and Securities Investor Protection Corporation (“SIPC”) insure these balances, up to \$250 and \$500, respectively. Substantially all of the Company’s cash balances at December 31, 2016 are uninsured.

##### *(d) Financial Instruments:*

The carrying value of cash and cash equivalents, restricted assets, accounts receivable and short-term loans approximate their fair value.

The fair value of the senior secured notes and the variable interest senior convertible debentures for the years ended December 31, 2016 and 2015 was estimated based on current market quotations.

As required by authoritative guidance, derivatives embedded within the Company’s convertible debt are recognized on the Company’s balance sheet and are stated at estimated fair value at each reporting period. Changes in the fair value of the embedded derivatives are reflected quarterly as “Changes in fair value of derivatives embedded within convertible debt.”

The estimated fair values for financial instruments presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair values.

##### *(e) Investment Securities:*

The Company classifies investments in debt and marketable equity securities as available for sale. Investments classified as available for sale are carried at fair value, with net unrealized gains and losses included as a separate component of stockholders’ deficiency. The cost of securities sold is determined based on average cost. Investments in marketable equity securities represent less than a 20 percent interest in the investees and the Company does not exercise significant influence over such entities.

Gains are recognized when realized in the Company’s consolidated statements of operations. Losses are recognized as realized or upon the determination of the occurrence of an other-than-temporary decline in fair value. The Company’s policy is to review its securities on a periodic basis to evaluate whether any security has experienced an other-than-temporary decline in fair value. If it is determined that an other-than-temporary decline exists in one of the Company’s marketable securities, it is the Company’s policy to record an impairment charge with respect to such investment in the Company’s consolidated statements of operations.

##### *(f) Significant Concentrations of Credit Risk:*

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and trade receivables. The Company places its temporary cash in money market securities (investment grade or better) with what management believes are high credit quality financial institutions.

Liggett’s customers are primarily candy and tobacco distributors and large grocery, drug and convenience store chains. Two customers, accounted for 16% and 14% of Liggett’s revenues in 2016 and 19% and 10% in 2015. One customer accounted for 19% of Liggett’s revenues in 2014. Concentrations of credit risk with respect to trade receivables are generally limited due to the large number of customers, located primarily throughout the United States, comprising Liggett’s customer base. Liggett’s two largest customers represented approximately 9% and 3%, respectively, of net accounts receivable at December 31, 2016 and 4% and 1%,

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

respectively, at December 31, 2015. Liggett's largest customer represented approximately 11% of net accounts receivable at December 31, 2014. Ongoing credit evaluations of customers' financial condition are performed and, generally, no collateral is required. Liggett maintains reserves for potential credit losses and such losses, in the aggregate, have not exceeded management's expectations.

##### ***(g) Accounts Receivable:***

Accounts receivable-trade are recorded at their net realizable value. The allowance for doubtful accounts and cash discounts was \$361 and \$479 at December 31, 2016 and 2015, respectively. Uncollectible accounts are written off when the likelihood of collection is remote and when collection efforts have been abandoned.

##### ***(h) Inventories:***

Tobacco inventories are stated at the lower of cost and net realizable value with cost determined primarily by the last-in, first-out (LIFO) method at Liggett and Vector Tobacco. Although portions of leaf tobacco inventories may not be used or sold within one year because of the time required for aging, they are included in current assets, which is common practice in the industry. It is not practicable to determine the amount that will not be used or sold within one year.

##### ***(i) Restricted Assets:***

Current restricted assets of \$7,330 and \$9,195 at December 31, 2016 and 2015, respectively, consist primarily of certificates of deposits and supersedeas bonds. Long-term restricted assets of \$3,986 and \$12,303 at December 31, 2016 and 2015, respectively, consist primarily of certificates of deposit which collateralize letters of credit, supersedeas bonds and deposits on long-term debt. The certificates of deposit mature at various dates from February 2017 to August 2020. The carrying value of restricted assets approximate their fair value.

##### ***(j) Property, Plant and Equipment:***

Property, plant and equipment are stated at cost. Property, plant and equipment are depreciated using the straight-line method over the estimated useful lives of the respective assets, which are 20 to 30 years for buildings and 3 to 10 years for machinery and equipment.

Repairs and maintenance costs are charged to expense as incurred. The costs of major renewals and betterments are capitalized. The cost and related accumulated depreciation of property, plant and equipment are removed from the accounts upon retirement or other disposition and any resulting gain or loss is reflected in operations.

The cost of leasehold improvements is amortized over the lesser of the related leases or the estimated useful lives of the improvements. Costs of major additions and betterments are capitalized, while expenditures for routine maintenance and repairs are charged to expense as incurred.

##### ***(k) Investments in Real Estate Ventures:***

In accounting for its Investments in real estate ventures, the Company identified its participation in Variable Interest Entities ("VIE"), which are defined as entities in which the equity investors at risk have not provided enough equity at risk to finance its activities without additional subordinated support or the equity investors (1) cannot directly or indirectly make decisions about the entity's activities through their voting rights or similar rights; (2) do not have the obligation to absorb the expected losses of the entity; (3) do not have the right to receive the expected residual returns of the entity; or (4) have voting rights that are not proportionate to their economic interests and the entity's activities involve or are conducted on behalf of an investor with a disproportionately small voting interest.



## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

The Company's interest in VIEs is primarily in the form of equity ownership. The Company examines specific criteria and uses judgment when determining if the Company is the primary beneficiary of a VIE. Factors considered include risk and reward sharing, experience and financial condition of other partner(s), voting rights, involvement in day-to-day capital and operating decisions, representation on a VIE's executive committee, existence of unilateral kick-out rights exclusive of protective rights or voting rights and level of economic disproportionality between the Company and its other partner(s).

Accounting guidance requires the consolidation of VIEs in which the Company is the primary beneficiary. The guidance requires consolidation of VIEs that an enterprise has a controlling financial interest. A controlling financial interest will have both of the following characteristics: (a) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company's maximum exposure to loss in its investments in unconsolidated VIEs is limited to its investment in the unconsolidated VIEs which is the carrying value. The Company's maximum exposure to loss in its investment in its consolidated VIEs is limited to its investment which is the carrying value of the investment net of the non-controlling interest. Creditors of the consolidated VIEs have no recourse to the general credit of the primary beneficiary.

#### *(1) Goodwill and Other Intangible Assets:*

Goodwill from acquisitions represents the excess of the purchase price over the fair value of the underlying acquired net tangible and intangible assets. Factors that contribute to the recognition of goodwill in the Company's acquisitions include (i) expected growth rates and profitability of the acquired companies, (ii) securing buyer-specific synergies that increase revenue and profits and are not otherwise available to market participants, (iii) significant cost savings opportunities, (iv) experienced workforce and (v) the Company's strategies for growth in sales, income and cash flows.

Goodwill is tested for impairment at least annually as of October 1 and monitored for interim triggering events on an on-going basis. Other intangible assets with indefinite useful lives are not amortized, but rather, are tested for impairment at least annually. In evaluating goodwill for impairment, the Company has the option to first assess qualitative factors to determine whether further impairment testing is necessary. Among other relevant events and circumstances that affect the fair value of reporting units, the Company considers individual factors such as macroeconomic conditions, changes in the industry and the markets in which the Company operates as well as the historical and expected future financial performance. If the Company concludes that it is more likely than not that fair value is less than its carrying value, recoverability of goodwill is evaluated using a two-step process. The first step involves a comparison of the fair value of the reporting unit to the Company's carrying amount. Fair value is determined based on an income approach and a market approach that are equally weighted. If the carrying amount of the reporting unit, including the goodwill, exceeds the fair value of the reporting unit, the second step is performed. The second step involves a comparison of the implied fair value and carrying value of the goodwill of the reporting unit. To the extent that the carrying amount exceeds the implied fair value of the goodwill, an impairment loss is recognized.

To determine the implied fair value of the Company's indefinite-lived intangible asset, trademark, it utilizes the relief from royalty method, pursuant to which the asset is valued by reference to the amount of royalty income it would generate if licensed in an arm's length transaction. Under the relief from royalty method, similar to the discounted cash flow method, estimated net revenues expected to be generated by the asset during its life are multiplied by a benchmark royalty rate and then discounted by the estimated weighted average cost of capital associated with the asset. The resulting capitalized royalty stream is an indication of the value of owning the asset. To the extent that the carrying amount exceeds the implied fair value of the intangible asset, an impairment loss is recognized.

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

The fair value of the intangible asset associated with the benefit under the Master Settlement Agreement (“MSA”) is calculated using discounted cash flows. This approach involves two steps: (i) estimating future cash savings due to the payment exemption under the MSA and (ii) discounting the resulting cash flow savings to determine fair value. This fair value is then compared with the carrying value of the intangible asset associated with the benefit under the MSA. To the extent that the carrying amount exceeds the implied fair value of the intangible asset, an impairment loss is recognized.

Intangible assets with finite lives are amortized over their respective estimated useful lives. Identifiable intangible assets that are subject to amortization are evaluated for impairment using a process similar to that used to evaluate long-lived assets described below.

##### *(m) Impairment of Long-Lived Assets:*

The Company reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company performs a test for recoverability, comparing projected undiscounted cash flows to the carrying value of the asset group to determine if impairment exists. If impairment is determined to exist, any related impairment loss is calculated based on fair value of the asset on the basis of discounted cash flow. Impairment losses on assets to be disposed of, if any, are based on the estimated proceeds to be received, less costs of disposal.

##### *(n) Pension, Postretirement and Postemployment Benefits Plans:*

The cost of providing retiree pension benefits, health care and life insurance benefits is actuarially determined and accrued over the service period of the active employee group. The Company recognizes the funded status of each defined benefit pension plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the balance sheet.

##### *(o) Stock Options:*

The Company accounts for employee stock compensation plans by measuring compensation cost for share-based payments at fair value at grant date. The fair value is recognized as compensation expense over the vesting period on a straight-line basis. The terms of certain stock options awarded under the 2014 Management Incentive Plan in February 2014 and under the 1999 Plan in November 2013, February 2013, December 2009 and January 2001 provide for common stock dividend equivalents (paid in cash at the same rate as paid on the common stock) with respect to the shares underlying the unvested portion of the options. The Company recognizes payments of the dividend equivalent rights on these options on the Company's consolidated balance sheet as reductions in additional paid-in capital until fully utilized and then accumulated deficit (\$6,258, \$5,566 and \$4,612, net of income taxes, for the years ended December 31, 2016, 2015 and 2014, respectively), which are included as “Distributions and dividends on common stock” in the Company's consolidated statement of stockholders' deficiency.

##### *(p) Income Taxes:*

The Company accounts for income taxes under the liability method and records deferred taxes for the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for tax purposes as well as tax credit carryforwards and loss carryforwards. These deferred taxes are measured by applying currently enacted tax rates. A valuation allowance reduces deferred tax assets when it is deemed more likely than not that some portion or all of the deferred tax assets will not be realized. A current tax provision is recorded for income taxes currently payable.

The Company accounts for uncertainty in income taxes by recognizing the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

of the benefit that is greater than 50% likely of being realized upon ultimate settlement. The guidance requires that a liability created for unrecognized deferred tax benefits shall be presented as a liability and not combined with deferred tax liabilities or assets. The Company classifies all tax-related interest and penalties as income tax expense.

##### *(q) Distributions and Dividends on Common Stock:*

The Company records distributions on its common stock as dividends in its consolidated statement of stockholders' deficiency to the extent of retained earnings. Any amounts exceeding retained earnings are recorded as a reduction to additional paid-in-capital to the extent paid-in-capital is available and then to accumulated deficit. The Company's stock dividends are recorded as stock splits and given retroactive effect to earnings per share for all years presented.

##### *(r) 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 (e.g. federal excise taxes). 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.

*Tobacco Shipping and Handling Fees and Costs:* Shipping and handling fees related to sales transactions are neither billed to customers nor recorded as revenue. Shipping and handling costs, which were \$5,268 in 2016, \$5,488 in 2015 and \$5,585 in 2014 are recorded as operating, selling, administrative and general expenses.

*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 commissions earned by the Company's real estate 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 expenses are recognized concurrently with related revenues. Property management fees and rental commissions earned are recorded as revenue when the related services are performed and the earnings process is complete.

##### *(s) Advertising:*

Tobacco and E-Cigarettes advertising costs, which are expensed as incurred and included within operating, selling, administration and general expenses, were \$3,397, \$5,097 and \$9,493 for the years ended December 31, 2016, 2015 and 2014, respectively.

Real estate advertising costs, which are expensed as incurred and included within operating, selling, administration and general expenses, were \$22,835, \$25,657 and \$14,952 for the years ended December 31, 2016 and 2015 and 2014, respectively.

##### *(t) Comprehensive Income:*

The Company presents net income and other comprehensive income in two separate, but consecutive, statements. The items are presented before related tax effects with detailed amounts shown for the income tax expense or benefit related to each component of other comprehensive income.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

The components of accumulated other comprehensive loss, net of income taxes, were as follows:

	December 31, 2016	December 31, 2015	December 31, 2014
Net unrealized gains on investment securities available for sale, net of income taxes of \$6,272, \$7,758, and \$12,706, respectively . . . . .	\$ 9,869	\$ 12,048	\$ 18,102
Net unrealized losses on long-term investment accounted for under the equity method, net of income tax benefits of \$0, \$0, and \$1,156, respectively . . . . .	—	—	(1,658)
Forward contracts adjustment, net of income taxes of \$0, \$11, and \$36, respectively . . . . .	(2)	(19)	(55)
Pension-related amounts, net of income taxes of \$14,491, \$13,977, and \$12,167, respectively . . . . .	(21,112)	(20,342)	(17,732)
Accumulated other comprehensive loss . . . . .	\$(11,245)	\$ (8,313)	\$ (1,343)

***(u) 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. A readily determinable fair value of the embedded derivatives is not available. 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. 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 Vector's stock price. At December 31, 2016, the range of estimated fair market values of the Company's embedded derivatives was between \$111,653 and \$113,090. The Company recorded the fair market value of its embedded derivatives at the approximate midpoint of the range at \$112,332 as of December 31, 2016. At December 31, 2015, the range of estimated fair market values of the Company's embedded derivatives was between \$143,422 and \$144,660. The Company recorded the fair market value of its embedded derivatives at the midpoint of the range at \$144,042 as of December 31, 2015. The estimated fair market value of the Company's embedded derivatives could change significantly based on future market conditions. (See Note 9.)

***(v) Capital and Credit Markets:***

The Company has performed additional assessments to determine the impact, if any, of market developments, on the Company's consolidated financial statements. The Company's additional assessments have included a review of access to liquidity in the capital and credit markets, counterparty creditworthiness, value of the Company's investments (including long-term investments, mortgage receivable and employee benefit plans) and macroeconomic conditions. The volatility in capital and credit markets may create additional risks in the upcoming months and possibly years and the Company will continue to perform additional assessments to determine the impact, if any, on the Company's consolidated financial statements. Thus, future impairment charges may occur.

On a quarterly basis, the Company evaluates its investments to determine whether an impairment has occurred. If so, the Company also makes a determination of whether such impairment is considered temporary or other than temporary. The Company believes that the assessment of temporary or other-than-temporary

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

impairment is facts-and-circumstances driven. However, among the matters that are considered in making such a determination are the period of time the investment has remained below its cost or carrying value, the likelihood of recovery given the reason for the decrease in market value and the Company's original expected holding period of the investment.

**(w) Contingencies:**

The Company records Liggett's product liability legal expenses as operating, selling, administrative and general expenses as those costs are incurred. As discussed in Note 15, legal proceedings covering a wide range of matters are pending or threatened in various jurisdictions against Liggett and the Company.

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 Note 15: (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 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.

Except as discussed in Note 15, management is unable to estimate the possible loss or range of loss from remaining *Engle* progeny cases as there are currently multiple defendants in each case and 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. Litigation is subject to many uncertainties, and it is possible that the Company's consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such tobacco-related litigation.

**(x) Other, Net:**

Other, net consists of:

	Year Ended December 31,		
	2016	2015	2014
Interest and dividend income . . . . .	\$ 6,018	\$7,038	\$5,803
Out-of-period adjustment . . . . .	—	—	1,231
Acceleration of closing fee related to termination of Douglas Elliman joint venture . . . . .	—	—	2,335
Impairment of real estate, net . . . . .	—	(230)	—
Loss on sale of assets . . . . .	—	(78)	—
Gain on long-term investment . . . . .	190	390	—
Impairment of long-term investments . . . . .	(1,203)	(811)	—
Other (expense) income . . . . .	(273)	100	27
Other, net . . . . .	\$ 4,732	\$6,409	\$9,396

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 consolidated financial statements and concluded that the error was immaterial to all previously issued consolidated financial statements. The impact of correcting this error in 2014 was not material to the Company's 2014 consolidated financial statements.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

**(y) *Other Current Liabilities:***

Other current liabilities consists of:

	December 31, 2016	December 31, 2015
Accounts payable . . . . .	\$ 10,573	\$ 19,639
Accrued promotional expenses . . . . .	23,763	24,816
Accrued excise and payroll taxes payable, net . . . . .	10,044	26,556
Accrued interest . . . . .	35,449	28,147
Commissions payable . . . . .	6,164	11,008
Accrued salaries and benefits . . . . .	26,958	22,774
Other current liabilities . . . . .	22,901	21,277
Total other current liabilities . . . . .	\$135,852	\$154,217

**(z) *New Accounting Pronouncements:***

In November 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-18, Statement of Cash Flows (Topic 230) (“ASU 2016-18”). ASU 2016-18 provides guidance on the classification of restricted cash to be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts on the statement of cash flows. This pronouncement is effective for reporting periods beginning after December 15, 2017 using a retrospective adoption method and early adoption is permitted. The Company is currently assessing the impact the adoption of ASU 2016-18 will have on the Company’s consolidated financial statements.

In October 2016, the FASB issued ASU 2016-17, Interests Held through Related Parties That Are under Common Control (“ASU 2016-17”). ASU 2016-17 modifies existing guidance with respect to how a decision maker that holds an indirect interest in a VIE through a common control party determines whether it is the primary beneficiary of the VIE as part of the analysis of whether the VIE would need to be consolidated. Under ASU 2016-17, a decision maker would need to consider only its proportionate indirect interest in the VIE held through a common control party. As a result of ASU 2016-17, in certain cases, previous consolidation conclusions may change. ASU 2016-17 is effective for the Company’s fiscal year beginning January 1, 2017 with retrospective application to January 1, 2016. The Company is currently assessing the impact the adoption of ASU 2016-17 will have on the Company’s consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”). ASU 2016-15 is intended to reduce diversity in practice on how certain cash receipts and payments are presented and classified in the statement of cash flows. The standard provides guidance in a number of situations including, among others, settlement of zero-coupon bonds, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, and distributions received from equity method investees. ASU 2016-15 also provides guidance for classifying cash receipts and payments that have aspects of more than one class of cash flows. ASU 2016-15 is effective for the Company’s fiscal year beginning January 1, 2018. Early adoption is permitted. The standard requires application using a retrospective transition method. The Company is currently assessing the impact the adoption of ASU 2016-15 will have on the Company’s consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation — Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”). ASU 2016-09 modifies U.S. GAAP by requiring the following, among others: (1) all excess tax benefits and tax deficiencies are to be recognized as income tax expense or benefit on the income statement (excess tax benefits are recognized regardless of whether the benefit reduces taxes payable in the current period); (2) excess tax benefits are to be



## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

classified along with other income tax cash flows as an operating activity in the statement of cash flows; (3) in the area of forfeitures, an entity can still follow the current U.S. GAAP practice of making an entity-wide accounting policy election to estimate the number of awards that are expected to vest or may instead account for forfeitures when they occur; and (4) classification as a financing activity in the statement of cash flows of cash paid by an employer to the taxing authorities when directly withholding shares for tax withholding purposes. ASU 2016-09 is effective for the Company's fiscal year beginning January 1, 2017, including interim periods. Early application is permitted. The Company is currently assessing the impact the adoption of ASU 2016-09 will have on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net) ("ASU 2016-08"). ASU 2016-08 does not change the core principle of the guidance stated in ASU 2014-09, instead, the amendments in this ASU are intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations and whether an entity reports revenue on a gross or net basis. ASU 2016-08 will have the same effective date and transition requirements as the new revenue standard issued in ASU 2014-09. The Company is currently assessing the impact the adoption of ASU 2016-08 and ASU 2014-09 will have on the Company's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, Investments — Equity Method and Joint Ventures: Simplifying the Transition to the Equity Method of Accounting ("ASU 2016-07"). ASU 2016-07 eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. ASU 2016-07 will be effective for the Company's fiscal year beginning January 1, 2017 and subsequent interim periods. The Company will apply the guidance prospectively for all future applications of the equity method of previously held investments subsequent to the adoption date.

In March 2016, the FASB issued ASU 2016-06, Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments (a consensus of the Emerging Issues Task Force) ("ASU 2016-06"). ASU 2016-06 clarifies the requirement for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment under ASU 2016-06 is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence. Consequently, when a call (put) option is contingently exercisable, an entity does not have to assess whether the event that triggers the ability to exercise a call (put) option is related to interest rates or credit risks. The amendments in ASU 2016-06 are effective for the Company's fiscal year beginning January 1, 2017, including interim periods. The Company is currently evaluating the method and impact the adoption of ASU 2016-06 will have on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases ("ASU 2016-02"), which provides guidance for accounting for leases. ASU 2016-02 requires lessees to classify leases as either finance or operating leases and to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of the lease classification. The lease classification will determine whether the lease expense is recognized based on an effective interest rate method or on a straight line basis over the term of the lease. Accounting for lessors remains largely unchanged from current U.S. GAAP. ASU 2016-02 will be effective for the Company's fiscal year beginning January 1, 2019 and subsequent interim periods. The Company is currently evaluating the impact the adoption of ASU 2016-02 will have on the Company's consolidated financial statements.

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)

In January 2016, the FASB issued ASU 2016-01, Financial Instruments — Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is evaluating the effect that this guidance will have on its consolidated financial statements.

In September 2015, the FASB issued ASU 2015-16, Business Combination (Topic 805): Simplifying the Accounting for Measurement Period Adjustments (“ASU 2015-16”), which requires adjustments to provisional amounts initially recorded in a business combination that are identified during the measurement period to be recognized in the reporting period in which the adjustment amounts are determined. This includes any effect on earnings of changes in depreciation, amortization, or other income effects as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. ASU 2015-15 also requires the disclosure of the nature and amount of measurement-period adjustments recognized in the current period, including separately the amounts in current-period income statement line items that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The guidance is effective for the Company beginning January 1, 2016. The Company will apply the guidance prospectively for all business combinations that occur subsequent to the adoption date.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40)-Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (“ASU 2014-15”). ASU 2014-15 provides guidance to U.S. GAAP about management’s responsibility to evaluate whether there is a substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. Specifically, ASU 2014-15 (1) defines the term substantial doubt, (2) requires an evaluation of every reporting period including interim periods, (3) provides principles for considering the mitigating effect of management’s plan, (4) requires certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) requires an express statement and other disclosures when substantial doubt is not alleviated, and (6) requires an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this update are effective for annual periods beginning after December 15, 2016 and interim periods within those reporting periods. Earlier adoption is permitted. The adoption of ASU 2014-15 is not expected to have a material effect on the Company’s consolidated financial statements.

In May 2014, FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), (“ASU 2014-09”). ASU 2014-09 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. The new standard is effective for annual reporting periods beginning after December 15, 2018, with early adoption permitted for annual reporting periods beginning subsequent to

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (continued)**

December 15, 2016. 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 is evaluating the effect of the adoption of ASU 2014-09 will have on its consolidated financial statements.

**2. EARNINGS PER SHARE**

Information concerning the Company’s common stock has been adjusted to give retroactive effect to the 5% stock dividends paid to Company stockholders on September 29, 2016, September 29, 2015 and September 26, 2014. All per share amounts and references to share amounts have been updated to reflect the retrospective effect of the stock dividends. The dividends were recorded at par value of \$609 in 2016, \$584 in 2015 and \$520 in 2014, since the Company did not have retained earnings in each of the aforementioned years. In connection with the 5% stock dividends, the Company increased the number of shares subject to outstanding stock options by 5% and reduced the exercise prices accordingly.

For purposes of calculating basic earnings per share (“EPS”), net income available to common stockholders attributed to Vector Group Ltd. for the period are reduced by the contingent interest and the non-cash interest expense associated with the discounts created by the beneficial conversion features and embedded derivatives related to the Company’s convertible debt issued. The convertible debt issued by the Company are participating securities due to the contingent interest feature and had no impact on EPS for the years ended December 31, 2016, 2015 and 2014 as the dividends on the common stock reduced earnings available to common stockholders so there were no unallocated earnings.

As discussed in Note 14, the Company has stock option awards which provide for common stock dividend equivalents at the same rate as paid on the common stock with respect to the shares underlying the unexercised portion of the options. These outstanding options represent participating securities under authoritative guidance. The Company recognizes payments of the dividend equivalent rights (\$6,258, net of income taxes of \$435, \$5,566, net of income taxes of \$211, and \$4,612, net of income taxes of \$306, for the years ended December 31, 2016, 2015 and 2014, respectively) on these options as reductions in additional paid-in capital on the Company’s consolidated balance sheet. As a result, in its calculation of basic EPS for the years ended December 31, 2016, 2015 and 2014, respectively, the Company has adjusted its net income for the effect of these participating securities as follows:

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net income attributed to Vector Group Ltd. . . . .	\$71,127	\$59,198	\$36,856
Income attributable to participating securities . . . . .	(2,241)	(1,752)	(1,024)
Net income available to common stockholders attributed to Vector Group Ltd. . . . .	\$68,886	\$57,446	\$35,832

Basic EPS is computed by dividing net income available to common stockholders attributed to Vector Group Ltd. by the weighted-average number of shares outstanding, which includes vested restricted stock.

Diluted EPS includes the dilutive effect of non-vested restricted stock grants, stock options and convertible securities. Diluted EPS is computed by dividing net income available to common stockholders by the diluted weighted-average number of shares outstanding, which includes dilutive non-vested restricted stock grants, stock options and convertible securities.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**2. EARNINGS PER SHARE – (continued)**

Basic and diluted EPS were calculated using the following shares for the years ended December 31, 2016, 2015 and 2014:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Weighted-average shares for basic EPS . . . . .	124,031,786	123,648,565	113,479,170
Plus incremental shares related to stock options and non-vested restricted stock . . . . .	<u>227,790</u>	<u>33,632</u>	<u>70,069</u>
Weighted-average shares for diluted EPS . . . . .	<u>124,259,576</u>	<u>123,682,197</u>	<u>113,549,239</u>

The following non-vested restricted stock and shares issuable upon the conversion of convertible debt were outstanding during the years ended December 31, 2016, 2015 and 2014 but were not included in the computation of diluted EPS because the exercise prices of the options and the per share expense associated with the restricted stock were greater than the average market price of the common shares during the respective periods, and the impact of common shares issuable under the convertible debt were anti-dilutive to EPS.

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Weighted-average number of shares issuable upon conversion of debt . . . . .	<u>26,140,250</u>	<u>26,369,018</u>	<u>33,827,057</u>
Weighted-average conversion price . . . . .	<u>\$ 18.70</u>	<u>\$ 18.62</u>	<u>\$ 16.03</u>

The Company's convertible debt was anti-dilutive in 2016, 2015 and 2014.

**3. INVESTMENT SECURITIES AVAILABLE FOR SALE**

The components of investment securities available for sale at December 31, 2016 were as follows:

	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Marketable equity securities . . . . .	\$ 34,956	\$16,141	\$(254)	\$ 50,843
Mutual funds invested in fixed income securities . . . .	20,507	81	(6)	20,582
Marketable debt securities . . . . .	85,297	181	—	85,478
Total investment securities available for sale . . . . .	<u>\$140,760</u>	<u>\$16,403</u>	<u>\$(260)</u>	<u>\$156,903</u>

The components of investment securities available for sale at December 31, 2015 were as follows:

	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Marketable equity securities . . . . .	\$ 47,502	\$19,833	\$(62)	\$ 67,273
Mutual funds invested in fixed income securities . . . .	20,126	—	(15)	20,111
Marketable debt securities . . . . .	94,540	52	—	94,592
Total investment securities available for sale . . . . .	<u>\$162,168</u>	<u>\$19,885</u>	<u>\$(77)</u>	<u>\$181,976</u>

**VECTOR GROUP LTD.**

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**3. INVESTMENT SECURITIES AVAILABLE FOR SALE – (continued)**

The table below summarizes the maturity dates of marketable debt securities at December 31, 2016.

Investment Type:	Fair Value	Under 1 Year	1 Year up to 5 Years	More than 5 Years
U.S. Government securities . . . . .	\$30,642	\$ —	\$30,642	\$ —
Corporate securities . . . . .	36,687	4,364	32,173	150
U.S. mortgage-backed securities . . . . .	6,500	—	36	6,464
Commercial mortgage-backed securities . . . . .	1,398	—	—	1,398
Commercial paper . . . . .	8,980	8,980	—	—
Index-linked U.S. bonds . . . . .	770	—	770	—
Foreign fixed-income securities . . . . .	501	\$ —	\$ 501	\$ —
Total marketable debt securities by maturity dates . .	<u>\$85,478</u>	<u>\$13,344</u>	<u>\$64,122</u>	<u>\$8,012</u>

The available-for-sale investment securities with continuous unrealized losses for less than 12 months and 12 months or greater and their related fair values were as follows:

	In loss position for				Total Fair Value	Total Unrealized Losses
	Less than 12 months		12 months or more			
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses		
<b>December 31, 2016</b>						
Marketable equity securities . . . . .	\$ 5,746	\$(254)	\$—	\$—	\$ 5,746	\$(254)
Mutual funds invested in fixed income securities . . . . .	<u>10,253</u>	<u>(6)</u>	<u>—</u>	<u>—</u>	<u>10,253</u>	<u>(6)</u>
	<u>\$15,999</u>	<u>\$(260)</u>	<u>\$—</u>	<u>\$—</u>	<u>\$15,999</u>	<u>\$(260)</u>
<b>December 31, 2015</b>						
Marketable equity securities . . . . .	\$ 5,938	\$ (62)	\$—	\$—	\$ 5,938	\$ (62)
Mutual funds invested in fixed income securities . . . . .	<u>10,053</u>	<u>(15)</u>	<u>—</u>	<u>—</u>	<u>10,053</u>	<u>(15)</u>
	<u>\$15,991</u>	<u>\$( 77)</u>	<u>\$—</u>	<u>\$—</u>	<u>\$15,991</u>	<u>\$( 77)</u>

Unrealized losses from fixed-income securities are primarily attributable to changes in interest rates. Unrealized losses from equity and debt securities are due to market price movements. The Company believes the unrealized losses associated with the Company's equity securities will be recovered in the future.

Gross realized gains and losses on available-for-sale investment securities were as follows:

	Year Ended December 31,		
	2016	2015	2014
Gross realized gains on sales . . . . .	\$ 3,408	\$ 13,727	\$ 275
Gross realized losses on sales . . . . .	<u>(501)</u>	<u>(2,589)</u>	<u>(286)</u>
Gains (losses) on sale of investment securities available for sale . . . . .	<u>\$ 2,907</u>	<u>\$ 11,138</u>	<u>\$ (11)</u>
Other-than-temporary impairments . . . . .	<u>\$(5,381)</u>	<u>\$(12,846)</u>	<u>\$ —</u>

The Company recorded an "Other-than-temporary-impairment" charge of \$5,381 and \$12,846 for the year ended December 31, 2016 and 2015, respectively. No impairment was recorded for the year ended December 31, 2014. The largest components of these total charges were \$4,772 and \$6,895 for the year ended December 31, 2016 and 2015, respectively, related to Morgans Hotel Group Co. ("MHGC"), a company

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**3. INVESTMENT SECURITIES AVAILABLE FOR SALE – (continued)**

where Vector’s President and Chief Executive Officer also served as Chairman of the Board of Directors. On December 1, 2016, MHGC merged with another company and, as a result, the common shares of MHGC ceased to be outstanding and were converted into the right to receive \$2.25 in cash. The Company received \$5,535 for its investment in MHGC and recorded a gain of \$2,140, after recognizing an impairment charge of \$4,772 in the first quarter of 2016.

Although management generally does not have the intent to sell any specific securities at the end of the period, in the ordinary course of managing the Company’s investment securities portfolio, management may sell securities prior to their maturities for a variety of reasons, including diversification, credit quality, yield and liquidity requirements and the funding of claims and obligations to policyholders.

Proceeds from investment securities sales totaled \$116,070, \$270,576 and \$154,615 and proceeds from early redemptions by issuers totaled \$20,034, \$14,230 and \$2,779 for the years ended December 31, 2016, 2015 and 2014, respectively, mainly from sales of Corporate securities and U.S. Government securities.

**4. INVENTORIES**

Inventories consist of:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Leaf tobacco . . . . .	\$ 46,253	\$ 49,856
Other raw materials . . . . .	3,733	3,578
Work-in-process . . . . .	633	789
Finished goods . . . . .	65,052	61,493
E-Cigarettes . . . . .	—	80
Inventories at current cost . . . . .	115,671	115,796
LIFO adjustments . . . . .	(25,837)	(29,280)
	<b>\$ 89,834</b>	<b>\$ 86,516</b>

All of the Company’s inventories, excluding amounts related to prepaid MSA cost and federal excise taxes, at December 31, 2016 and 2015 have been reported under the LIFO method. The \$25,837 LIFO adjustment as of December 31, 2016 decreases the current cost of inventories by \$17,632 for Leaf tobacco, \$214 for Other raw materials, \$29 for Work-in-process, and \$7,962 for Finished goods. The \$29,280 LIFO adjustment as of December 31, 2015 decreased the current cost of inventories by \$19,863 for Leaf tobacco, \$643 for Other raw materials, \$33 for Work-in-process, \$8,736 for Finished goods and \$5 for E-Cigarettes. Cost of goods sold was reduced by \$211 and \$1,703 for the year ended December 31, 2016 and December 31, 2015, respectively, due to liquidations of LIFO inventories.

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 December 31, 2016, Liggett had tobacco purchase commitments of approximately \$10,874. The Company has a single source supply agreement for reduced ignition propensity cigarette paper through 2019.

The Company capitalizes the incremental prepaid cost of the MSA and federal excise taxes 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 \$17,364 and \$15,796 at December 31, 2016 and 2015, respectively. Federal excise tax in inventory was \$25,888 at December 31, 2016 and \$23,455 at December 31, 2015.



**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**5. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of:

	December 31, 2016	December 31, 2015
Land and improvements . . . . .	\$ 1,442	\$ 1,442
Buildings . . . . .	16,010	15,908
Machinery and equipment . . . . .	184,623	178,131
Leasehold improvements . . . . .	32,419	21,142
	234,494	216,623
Less accumulated depreciation and amortization . . . . .	(154,046)	(140,991)
	\$ 80,448	\$ 75,632

Depreciation and amortization expense related to property, plant and equipment for the years ended December 31, 2016, 2015 and 2014 was \$20,782, \$20,423 and \$17,843, respectively.

Future machinery and equipment purchase commitments at Liggett were \$805 and \$832 at December 31, 2016 and 2015, respectively.

**6. LONG-TERM INVESTMENTS**

Long-term investments consisted of the following:

	December 31, 2016	December 31, 2015
Investments accounted at cost . . . . .	\$35,476	\$41,231
Investments accounted under the equity method . . . . .	17,721	21,495
	\$53,197	\$62,726

**(a) Cost-Method Investments:**

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

	December 31, 2016		December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Investment partnerships . . . . .	\$34,975	\$40,569	\$40,730	\$44,217
Real estate partnership . . . . .	501	494	501	552
	\$35,476	\$41,063	\$41,231	\$44,769

The principal business of the investment partnerships is investing in investment securities and real estate. The estimated fair value of the investment partnerships was provided by the partnerships based on the indicated market values of the underlying assets or investment portfolio. The investments in these investment partnerships are illiquid and the ultimate realization of these investments is subject to the performance of the underlying partnership and its management by the general partners. In the future, the Company may invest in other investments, including limited partnerships, real estate investments, equity securities, debt securities, derivatives and certificates of deposit, depending on risk factors and potential rates of return.

If it is determined that an other-than-temporary decline in fair value exists in long-term investments, the Company records an impairment charge with respect to such investment in its consolidated statements of operations. The Company will continue to perform additional assessments to determine the impact, if any, on the Company's consolidated financial statements. Thus, future impairment charges may occur.

The Company has accounted for these investments using the cost method of accounting because the investments did not meet the requirements for equity method accounting.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**6. LONG-TERM INVESTMENTS – (continued)**

The Company invested an aggregate \$5,000 in three additional investment partnerships in 2015. The principal business of these investment partnerships is investing in investment securities. The Company also invested \$5,000 in a reinsurance company in 2015. The Company received cash distributions of \$4,741, \$587 and \$549 from limited partnerships in 2016, 2015 and 2014, respectively.

The long-term investments are carried on the consolidated balance sheet at cost. The fair value determination disclosed above would be classified as Level 3 under fair value hierarchy disclosed in Note 18 if such assets were recorded on the consolidated balance sheet at fair value. The fair value determinations disclosed above were based on company assumptions, and information obtained from the partnerships based on the indicated market values of the underlying assets of the investment portfolio.

**(b) Equity-Method Investments:**

Long-term investments accounted for under the equity method consisted of the following:

	December 31, 2016	December 31, 2015
Indian Creek Investors LP (“Indian Creek”) . . . . .	\$ 5,248	\$ 4,989
Boyar Value Fund (“Boyar”) . . . . .	7,816	7,302
Ladenburg Thalmann Financial Services Inc. (“LTS”) . . . . .	4,657	9,204
Castle Brands, Inc. (“Castle”) . . . . .	—	—
	\$17,721	\$21,495

At December 31, 2016, the Company’s ownership percentages in Indian Creek, Boyar, LTS and Castle were 20.22%, 31.99%, 8.28% and 7.88%, respectively. The Company accounted for Indian Creek and Boyar interests as equity-method investments because the Company’s ownership percentage meets the threshold for equity-method accounting. The Company accounted for the LTS and Castle interests as equity-method investments because the Company has the ability to exercise significant influence over their operating and financial policies.

The value of Boyar, based on the quoted market price as of December 31, 2016, was \$7,816, equal to its carrying value. Ladenburg Thalmann Fund Management, LLC, an indirect subsidiary of LTS, is the manager of Boyar.

At December 31, 2016, the aggregate values of the LTS and Castle investments, based on the quoted market price, were \$37,067 and \$9,630, respectively. The difference between the amount at which the LTS and Castle investments are carried and the amount of underlying equity in net assets was \$24,431 and \$1,857, respectively. This basis difference represents other direct financial activities and is being accounted for as part of the equity investment.

The principal business of Indian Creek is investing in investment securities. Fair value approximates carrying value. The estimated fair value of the investment partnership was provided by the partnership based on the indicated market values of the underlying assets or investment portfolio. The investment in the investment partnership is illiquid and the ultimate realization of the investment is subject to the performance of the underlying partnership and its management by the general partners.

The Company received cash distributions of \$1,158, \$2,364 and \$3,283 from the Company’s investments in long-term investments under the equity method in 2016, 2015 and 2014, respectively. The Company recognized equity in losses in long-term investments under the equity method of \$2,754 and \$2,681 in 2016 and 2015, respectively. The Company recognized equity in earnings in long-term investments under the equity method of \$3,140 in 2014. The Company has suspended its recognition of equity in losses in Castle to the extent such losses exceed its basis.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**6. LONG-TERM INVESTMENTS – (continued)**

If it is determined that an other-than-temporary decline in fair value exists in long-term investments, the Company records an impairment charge with respect to such investment in its consolidated statements of operations. The Company will continue to perform additional assessments to determine the impact, if any, on the Company's consolidated financial statements. Thus, future impairment charges may occur.

The long-term investments are carried on the consolidated balance sheet at cost under the equity method of accounting. The fair value determination disclosed above would be classified as Level 3 under fair value hierarchy disclosed in Note 18 if such assets were recorded on the consolidated balance sheet at fair value.

**(c) Combined Financial Statements for Unconsolidated Subsidiaries**

Pursuant to Rule 4-08(g), the following summarized financial data for unconsolidated subsidiaries includes information for Indian Creek and Boyar.

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Investment securities . . . . .	\$67,546	\$40,676
Cash and cash equivalents . . . . .	33	101
Other assets . . . . .	28	8,664
Total assets . . . . .	<u>\$67,607</u>	<u>\$49,441</u>
Other liabilities . . . . .	<u>\$17,216</u>	<u>\$ 408</u>
Total liabilities . . . . .	17,216	408
Partners' capital . . . . .	<u>50,391</u>	<u>49,033</u>
Total liabilities and partners' capital . . . . .	<u>\$67,607</u>	<u>\$49,441</u>

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Investment income . . . . .	\$ 438	\$ 565	\$ 3,314
Expenses . . . . .	<u>(684)</u>	<u>(868)</u>	<u>(1,298)</u>
Net investment (loss) income . . . . .	(246)	(303)	2,016
Total net realized gain (loss) and net change in unrealized depreciation from investments . . . . .	<u>3,341</u>	<u>(14,809)</u>	<u>(168)</u>
Net increase (decrease) in partners' capital resulting from operations . . . . .	<u>\$3,095</u>	<u>\$(15,112)</u>	<u>\$ 1,848</u>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**6. LONG-TERM INVESTMENTS – (continued)**

Pursuant to Rule 4-08(g), the following summarized financial data is presented for LTS. The Company has elected a three-month lag reporting period for LTS.

	<u>September 30, 2016</u>	<u>September 30, 2015</u>
Cash and cash equivalents . . . . .	\$ 105,989	\$ 114,548
Receivables from clearing brokers, note receivable and other receivable, net . .	115,887	115,334
Goodwill and intangible assets, net . . . . .	251,411	269,774
Other assets . . . . .	70,469	63,634
Total assets . . . . .	<u>\$ 543,756</u>	<u>\$ 563,290</u>
Accrued compensation, commissions and fees payable . . . . .	\$ 76,191	\$ 72,936
Accounts payable and accrued liabilities . . . . .	37,189	24,615
Notes payable, net of \$1,001 and \$1,655 unamortized discount in 2016 and 2015, respectively . . . . .	48,364	59,184
Other liabilities . . . . .	30,716	21,487
Total liabilities . . . . .	<u>192,460</u>	<u>178,222</u>
Preferred stock . . . . .	1	1
Common stock . . . . .	19	19
Additional paid-in capital . . . . .	509,335	517,988
Accumulated deficit . . . . .	<u>(158,055)</u>	<u>(132,952)</u>
Total controlling shareholders' equity . . . . .	351,300	385,056
Non-controlling interest . . . . .	<u>(4)</u>	<u>12</u>
Total shareholders' equity . . . . .	<u>351,296</u>	<u>385,068</u>
Total liabilities and shareholders' equity . . . . .	<u>\$ 543,756</u>	<u>\$ 563,290</u>

(1) The table above presents the nature and amounts of the major components of assets and liabilities, along with information regarding redeemable stock and non-controlling interest.

	<u>Twelve Months Ended September 30,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Revenues . . . . .	\$ 1,104,227	\$ 1,122,735	\$ 867,756
Expenses . . . . .	<u>(1,119,366)</u>	<u>(1,132,010)</u>	<u>(856,072)</u>
Gross (loss) profit . . . . .	(15,139)	(9,275)	11,684
Change in fair value of contingent consideration . . . . .	<u>(154)</u>	<u>31</u>	<u>12</u>
(Loss) income from continuing operations . . . . .	<u>(15,293)</u>	<u>(9,244)</u>	<u>11,696</u>
Net (loss) income . . . . .	<u>\$ (25,159)</u>	<u>\$ 4,396</u>	<u>\$ 22,482</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**6. LONG-TERM INVESTMENTS – (continued)**

Pursuant to Rule 4-08(g), the following summarized financial data is presented for Castle. The Company has elected a three-month lag reporting period for Castle.

	<b>September 30, 2016</b>	<b>September 30, 2015</b>
Current assets . . . . .	\$42,285	\$36,922
Non-current assets . . . . .	9,085	9,845
Total assets . . . . .	\$51,370	\$46,767
Current liabilities . . . . .	\$12,583	\$ 9,947
Non-current liabilities . . . . .	15,215	13,696
Total liabilities . . . . .	27,798	23,643
Total controlling shareholders' equity . . . . .	19,838	19,978
Non-controlling interest . . . . .	3,734	3,146
Total shareholders' equity . . . . .	23,572	23,124
Total liabilities and shareholders' equity . . . . .	\$51,370	\$46,767

	<b>Twelve Months Ended September 30,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Revenues . . . . .	\$ 73,549	\$ 67,143	\$ 51,426
Expenses . . . . .	(44,236)	(41,317)	(32,495)
Gross profit . . . . .	29,313	25,826	18,931
Other expenses . . . . .	(28,338)	(25,920)	(20,399)
Income (loss) from continuing operations . . . . .	975	(94)	(1,468)
Net loss . . . . .	\$ (1,263)	\$ (2,946)	\$ (4,845)

**7. NEW VALLEY LLC**

**(a) Investments in real estate ventures.**

New Valley also holds equity investments in various real estate projects domestically and internationally. The majority of New Valley's investment in real estate ventures were located in the New York City Standard Metropolitan Statistical Area ("SMSA"). New Valley aggregated the disclosure of its investments in real estate ventures by property type and operating characteristics.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. NEW VALLEY LLC – (continued)**

The components of “Investments in real estate ventures” were as follows:

	Range of Ownership	December 31, 2016	December 31, 2015
Condominium and Mixed Use Development:			
New York City SMSA . . . . .	3.1% – 49.5%	\$131,770	\$138,247
All other U.S. areas . . . . .	15.0% – 48.5%	40,950	25,776
		172,720	164,023
Apartment Buildings:			
All other U.S. areas . . . . .	7.6% – 16.3%	8,287	15,754
		8,287	15,754
Hotels:			
New York City SMSA . . . . .	5.2%	21,895	19,697
International . . . . .	49.0%	3,037	10,228
		24,932	29,925
Commercial:			
New York City SMSA . . . . .	49.0%	3,290	5,449
All other U.S. areas . . . . .	2.1%	10,000	—
		13,290	5,449
Other . . . . .	50.0%	2,029	2,017
Investments in real estate ventures . . . . .		\$221,258	\$217,168

*Contributions*

New Valley made contributions to its investments in real estate ventures as follows:

	December 31, 2016	December 31, 2015
Condominium and Mixed Use Development:		
New York City SMSA . . . . .	\$ 5,661	\$48,232
All other U.S. areas . . . . .	23,874	12,836
	29,535	61,068
Hotels:		
New York City SMSA . . . . .	4,082	1,896
International . . . . .	490	1,377
	4,572	3,273
Commercial:		
New York City SMSA . . . . .	—	5,931
All other U.S. areas . . . . .	10,000	—
	10,000	5,931
Total contributions . . . . .	\$44,107	\$70,272



**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. NEW VALLEY LLC – (continued)**

During the year-ended December 31, 2016, New Valley did not make certain capital contributions to Monad Terrace. This resulted in a change in ownership percentage from 31.3% to 24.3%. For other ventures where New Valley previously held an investment, New Valley contributed its proportionate share of additional capital along with contributions by the other investment partners during the years ended December 31, 2016 and December 31, 2015. New Valley's direct investment percentage for these ventures did not change.

*Distributions*

New Valley received distributions from its investments in real estate ventures as follows:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Condominium and Mixed Use Development:		
New York City SMSA . . . . .	\$(27,574)	\$(18,787)
All other U.S. areas . . . . .	(10,336)	—
	(37,910)	(18,787)
Apartment Buildings:		
All other U.S. areas . . . . .	(9,055)	(3,290)
	(9,055)	(3,290)
Hotels:		
International . . . . .	(8,120)	—
	(8,120)	—
Commercial:		
New York City SMSA . . . . .	(515)	(480)
	(515)	(480)
Other . . . . .	(1,050)	(900)
Total distributions . . . . .	\$(56,650)	\$(23,457)

Of the distributions received by New Valley from its investment in real estate ventures, \$23,446 and \$5,894 were from distributions of earnings and \$33,204 and \$17,563 were a return of capital for the years ended December 31, 2016 and December 31, 2015, respectively.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. NEW VALLEY LLC – (continued)**

*Equity in Earnings (Losses) from Real Estate Ventures*

New Valley recognized equity in earnings (losses) from real estate ventures as follows:

	December 31, 2016	December 31, 2015	December 31, 2014
<b>Condominium and Mixed Use Development:</b>			
New York City SMSA . . . . .	\$ 7,432	\$ 4,533	\$ 7,806
All other U.S. areas . . . . .	(1,793)	(869)	100
	5,639	3,664	7,906
<b>Apartment Buildings:</b>			
All other U.S. areas . . . . .	1,588	527	341
	1,588	527	341
<b>Hotels:</b>			
New York City SMSA . . . . .	(1,884)	(1,540)	(2,643)
International . . . . .	439	(1,594)	(1,612)
	(1,445)	(3,134)	(4,255)
<b>Commercial:</b>			
New York City SMSA . . . . .	(1,644)	(2)	—
	(1,644)	(2)	—
Other . . . . .	1,062	946	111
Total equity in earnings from real estate ventures . . . .	\$ 5,200	\$ 2,001	4,103

*Investment in Real Estate Ventures Entered Into During 2016*

In July 2016, New Valley entered into a newly created joint venture related to the 20 Times Square project. The joint venture is a variable interest entity, however, New Valley is not the primary beneficiary. New Valley accounts for its interest in the joint venture under the equity method of accounting and has combined this investment with the existing 20 Times Square venture carrying balance.

In August 2016, New Valley entered into a newly created joint venture related to the 87 Park project. The joint venture is a variable interest entity, however, New Valley is not the primary beneficiary. New Valley accounts for its interest in the joint venture under the equity method of accounting and has combined this investment with the existing 87 Park venture carrying balance.

In December 2016, New Valley invested \$10,000 for an approximate 2.1% interest in Wynn/CA JV, LLC. The purpose of the joint venture is to own and operate retail space in the Wynn Resort in Las Vegas, Nevada. The joint venture is a variable interest entity; however, New Valley is not the primary beneficiary. New Valley accounts for this investment under the equity method of accounting. New Valley's maximum exposure to loss as a result of its investment in Wynn Las Vegas Retail was \$10,000 at December 31, 2016.

*VIE Consideration*

It was determined that New Valley is the primary beneficiary of two joint ventures as New Valley controls the activities that most significantly impact economic performance of the entities. Therefore, New Valley consolidates these VIEs.

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**7. NEW VALLEY LLC – (continued)**

The carrying amount of the consolidated VIEs' assets were \$14,385 and \$13,702 for the years ended December 31, 2016 and 2015, respectively. Those assets are owned by the VIEs, not the Company. Neither of the consolidated VIEs had non-recourse liabilities as of December 31, 2016 and 2015. A VIE's assets can only be used to settle obligations of that VIE. The VIEs are not guarantors of the Company's senior notes and other debts payable.

For the remaining investments in real estate ventures, New Valley determined that the entities were variable interest entities but New Valley was not the primary beneficiary.

*Maximum Exposure to Loss*

New Valley's maximum exposure to loss was as follows:

	<b>December 31, 2016</b>
<b>Condominium and Mixed Use Development:</b>	
New York City SMSA . . . . .	\$133,335
All other U.S. areas . . . . .	46,712
	180,047
<b>Apartment Buildings:</b>	
All other U.S. areas . . . . .	8,287
	8,287
<b>Hotels:</b>	
New York City SMSA . . . . .	21,895
International . . . . .	3,037
	24,932
<b>Commercial:</b>	
New York City SMSA . . . . .	3,290
All other U.S. areas . . . . .	10,000
	13,290
Other . . . . .	2,029
Total maximum exposure to loss . . . . .	\$228,585

New Valley capitalized \$11,433 and \$9,928 of interest expense into the carrying value of its ventures whose projects were currently under development during the years ended December 31, 2016 and December 31, 2015, respectively.

Douglas Elliman has been engaged by the developers as the sole broker or the co-broker for several of the real estate development projects that New Valley owns an interest in through its joint venture investments. Douglas Elliman had gross commissions of approximately \$15,078 and \$3,077 from these projects for the years ended December 31, 2016 and December 31, 2015, respectively.

**(b) Combined Financial Statements for Unconsolidated Subsidiaries:**

Pursuant to Rule 4-08(g), the following summarized financial data for unconsolidated subsidiaries includes information for the following entities: Condominium and Mixed Use Development (10 Madison West, The Marquand, 11 Beach Street, 160 Leroy Street, 215 Chrystie Street, Queens Plaza South, 111 Murray Street, 87 Park, 20 Times Square, 25-19 43<sup>rd</sup> Avenue — The Dutch LIC, 76 Eleventh Avenue, Monad Terrace, West Hollywood Edition and 125 Greenwich Street) Apartment Buildings (ST Portfolio and Maryland Portfolio), Hotels (Coral Beach, Park Lane Hotel, and Hotel Taiwana) and Commercial (Harmon

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. NEW VALLEY LLC – (continued)**

Meadow and Wynn Las Vegas Retail). New Valley has elected a one-month lag reporting period for 10 Madison West, Hotel Taiwana, 11 Beach Street, Maryland Portfolio, 20 Times Square, 160 Leroy Street, 215 Chrystie Street, 87 Park, 125 Greenwich Street, Harmon Meadow, Monad Terrace, Park Lane Hotel, ST Portfolio, Coral Beach, West Hollywood Edition and Wynn Las Vegas Retail. New Valley has elected a three month lag reporting period for The Marquand, Queens Plaza South, 111 Murray Street, 25-19 43<sup>rd</sup> Avenue — The Dutch LIC and 76 Eleventh Avenue.

*Condominium and Mixed Use Development:*

	Year Ended December 31,		
	2016	2015	2014
<b>Income Statement</b>			
Revenue . . . . .	\$511,844	\$141,884	\$182,635
Cost of Goods Sold . . . . .	303,020	92,837	96,993
Other Expenses . . . . .	42,566	10,672	6,798
Income from continuing operations . . . . .	\$166,258	\$ 38,375	\$ 78,844
		<b>December 31, 2016</b>	<b>December 31, 2015</b>
<b>Balance Sheets</b>			
Investment in real estate . . . . .		\$3,413,928	\$2,921,611
Total assets . . . . .		3,786,206	3,237,835
Total debt . . . . .		2,478,574	2,014,682
Total liabilities . . . . .		2,687,351	2,195,940
Non controlling interest . . . . .		564,194	535,573

*Apartment & Office Buildings:*

	Year Ended December 31,		
	2016	2015	2014
<b>Income Statement</b>			
Revenue . . . . .	\$87,225	\$83,871	\$85,704
Other Expenses . . . . .	83,117	75,384	86,153
Income from continuing operations . . . . .	\$ 4,108	\$ 8,487	\$ (449)
		<b>December 31, 2016</b>	<b>December 31, 2015</b>
<b>Balance Sheets</b>			
Investment in real estate . . . . .		\$488,732	\$590,331
Total assets . . . . .		522,459	626,513
Total debt . . . . .		475,668	512,479
Total liabilities . . . . .		484,377	529,692
Non controlling interest . . . . .		(9,931)	(4,463)

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**7. NEW VALLEY LLC – (continued)**

*Hotels:*

	Year Ended December 31,		
	2016	2015	2014
<b>Income Statement</b>			
Revenue . . . . .	\$ 81,517	\$ 83,324	\$ 82,899
Cost of Goods Sold . . . . .	4,262	3,837	3,064
Other Expenses . . . . .	114,582	112,069	133,258
Loss from continuing operations . . . . .	<u>\$ (37,327)</u>	<u>\$ (32,582)</u>	<u>\$ (53,423)</u>
		<b>December 31,</b>	<b>December 31,</b>
		<b>2016</b>	<b>2015</b>
<b>Balance Sheets</b>			
Investment in real estate . . . . .		\$781,461	\$824,753
Total assets . . . . .		854,559	894,447
Total debt . . . . .		491,200	511,029
Total liabilities . . . . .		509,385	538,426
Non controlling interest . . . . .		312,113	294,470

*Commercial:*

	Year Ended December 31,		
	2016	2015	2014
<b>Income Statement</b>			
Revenue . . . . .	\$ 8,410	\$5,638	\$ —
Other Expenses . . . . .	11,195	5,642	—
Loss from continuing operations . . . . .	<u>\$ (2,785)</u>	<u>\$ (4)</u>	<u>\$ —</u>
		<b>December 31,</b>	<b>December 31,</b>
		<b>2016</b>	<b>2015</b>
<b>Balance Sheets</b>			
Investment in real estate . . . . .		\$61,091	\$65,398
Total assets . . . . .		74,512	67,343
Total debt . . . . .		55,625	55,624
Total liabilities . . . . .		57,601	56,415

*Other:*

	Year Ended December 31,		
	2016	2015	2014
<b>Income Statement</b>			
Revenue . . . . .	\$3,344	\$3,030	\$2,714
Other Expenses . . . . .	1,227	1,049	1,019
Income from continuing operations . . . . .	<u>\$2,117</u>	<u>\$1,981</u>	<u>\$1,695</u>
		<b>December 31,</b>	<b>December 31,</b>
		<b>2016</b>	<b>2015</b>
<b>Balance Sheets</b>			
Total assets . . . . .		\$5,382	\$5,157
Total liabilities . . . . .		\$1,230	\$1,022

**VECTOR GROUP LTD.**

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**7. NEW VALLEY LLC – (continued)**

**(c) Guarantees and Commitments:**

The joint venture agreements by which New Valley invests in real estate set forth certain conditions where New Valley or its affiliate is required to contribute payments towards the satisfaction of liabilities of the other partners in the joint venture, or to otherwise indemnify other partners. Mostly these contribution/indemnity requirements are triggered in the event New Valley or its affiliate commits an act that results in liability of another partner under a guarantee that the other partner has given to a lender in connection with a mortgage or mezzanine loan. The guarantees given in connection with the loans may include non-recourse carve-out guarantees, environmental indemnities, carry guarantees and/or completion guarantees, depending on the specific project. In some instances, New Valley or its affiliate would be proportionately liable in the event of liability under a guarantee that is not the fault of any of the partners in the joint venture. In very limited circumstances, New Valley has agreed to be a guarantor directly in connection with a loan, but in almost all of New Valley’s investments, neither New Valley nor any of its affiliates is a direct guarantor under the loan documents. In some instances, New Valley and its partners have guaranteed the debt of certain unconsolidated entities. As of December 31, 2016 and 2015, no events are known to the Company that would trigger any guarantees or contribution requirements by New Valley related to its unconsolidated entities.

As of December 31, 2016 and 2015, the aforementioned contribution/indemnity obligations and guarantees were not material to the Company. The Company believes that as of December 31, 2016, in the event New Valley becomes legally obligated to contribute funds or otherwise indemnify another partner due to a triggering event under a guarantee, or becomes legally obligated as a guarantor (in the limited circumstances where New Valley is a direct guarantor under the loan documents), the real estate underlying the applicable project is expected to be sufficient to largely repay any guaranteed obligation (although a lender need not necessarily resort to foreclosing on the real estate before seeking recourse under a loan guarantee). In one of New Valley’s projects, New Valley and its partner have guaranteed approximately \$6,000 of a construction loan. The guarantee is automatically reduced for all additional capital contributions New Valley and its partner contribute to the investment, and for any additional equity raised for the project. In another project, New Valley has executed limited recourse guarantees with a maximum exposure to New Valley of approximately \$5,400.

If New Valley is required to make a payment under any guarantee, the payment would constitute a capital contribution or loan to the New Valley unconsolidated entity and increase New Valley’s investment in the unconsolidated entity and its share of any funds the entity distributes.

**(d) Investments in Real Estate, net:**

The components of “Investments in Real Estate, net” were as follows:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Escena, net . . . . .	\$10,792	\$10,716
Sagaponack . . . . .	12,848	12,602
Investment in real estate, net . . . . .	<u>\$23,640</u>	<u>\$23,318</u>

*Escena.* In March 2008, a subsidiary of New Valley purchased a loan collateralized by a substantial portion of a 450-acre approved master planned community in Palm Springs, California known as “Escena.” In April 2009 New Valley completed the foreclosure process and took title to the collateral which consisted of 867 residential lots with site and public infrastructure, an 18-hole golf course, a substantially completed clubhouse, and a seven-acre site approved for a 450-room hotel.



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**7. NEW VALLEY LLC – (continued)**

The assets have been classified as an “Investments in Real Estate, net” on the Company’s consolidated balance sheet and the components are as follows:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Land and land improvements . . . . .	\$ 8,907	\$ 8,907
Building and building improvements . . . . .	1,878	1,875
Other . . . . .	2,028	1,923
	12,813	12,705
Less accumulated depreciation . . . . .	(2,021)	(1,989)
	\$10,792	\$10,716

The Company recorded an operating loss of \$899, \$789 and \$760 for the years ended December 31, 2016, 2015 and 2014, respectively, from Escena. The operating loss recorded for the year ended December 31, 2015 includes an impairment charge of \$230 related to the golf course.

*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 December 31, 2016, the assets of Sagaponack consist of land and land improvements of \$12,848.

*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 include the results of Indian Creek.

In May 2014, the Indian Creek property was sold for \$14,400. New Valley recognized income of approximately \$2,400 from the sale for the year ended December 31, 2014. The project has concluded.

*Real Estate Market Conditions.* Because of the risks and uncertainties of the real estate markets, the Company will continue to perform additional assessments to determine the impact of the markets, if any, on the Company’s consolidated financial statements. Thus, future impairment charges may occur.

**8. GOODWILL AND OTHER INTANGIBLE ASSETS**

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

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Goodwill . . . . .	\$ 70,815	\$ 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 . . . . .	3,592	5,657
Total goodwill and other intangible assets, net . . . . .	\$261,918	\$263,959

Goodwill is evaluated for impairment annually or whenever we identify certain triggering events or circumstances that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Events or circumstances that might indicate an interim evaluation is warranted include, among other things, unexpected adverse business conditions, macro and reporting unit specific economic factors (for example, interest rate and foreign exchange rate fluctuations, and loss of key personnel), supply costs, unanticipated competitive activities, and acts by governments and courts.

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**8. GOODWILL AND OTHER INTANGIBLE ASSETS – (continued)**

The Company follows ASC 350, Intangibles — Goodwill and Other, included in ASU 2011-08, Testing Goodwill for Impairment. The Company performed the qualitative assessment for the year ended December 31, 2016 and determined that performing the first step of the two-step impairment test was unnecessary.

Other intangible assets and contract liabilities assumed were as follows:

	Useful Lives in Years	December 31, 2016	December 31, 2015
Intangible asset associated with benefit under the MSA . . . .	Indefinite	\$107,511	\$107,511
Trademark – Douglas Elliman . . . . .	Indefinite	80,000	80,000
Favorable leases . . . . .	1 – 10	13,444	13,444
Other intangibles . . . . .	1 – 5	5,816	5,691
		19,260	19,135
Less: Accumulated amortization on amortizable intangibles . .		(15,668)	(13,478)
Other intangibles, net . . . . .		\$ 3,592	\$ 5,657
Contract liabilities assumed:			
Unfavorable leases . . . . .	1 – 10	\$ 4,022	\$ 4,022
Less: Accumulated amortization on amortizable intangibles . .		(2,204)	(1,591)
Unfavorable leases, net . . . . .		\$ 1,818	\$ 2,431

The intangible asset associated with the benefit under the MSA relates to the market share payment exemption of The Medallion Company Inc. (now known as Vector Tobacco Inc.), acquired in April 2002, under the MSA, which states payments under the MSA continue in perpetuity. As a result, the Company believes it will realize the benefit of the exemption for the foreseeable future.

The fair value of the intangible asset associated with the benefit under the MSA is calculated using discounted cash flows. This approach involves two steps: (i) estimating future cash savings due to the payment exemption under the MSA and (ii) and discounting the resulting cash flow savings to determine fair value. This fair value is then compared with the carrying value of the intangible asset associated with the benefit under the MSA. To the extent that the carrying amount exceeds the implied fair value of the intangible asset, an impairment loss is recognized. The Company performed its impairment test for the year ended December 31, 2016 and no impairment was noted.

The trademark intangible is attributed to the acquisition of the Douglas Elliman Realty brand name which the Company plans to continue using for the foreseeable future. The fair value of the intangible asset associated with the Douglas Elliman trademark is calculated using a “relief from royalty payments” method. This approach involves two steps: (i) estimating reasonable royalty rates for its trademark associated with the Douglas Elliman trademark and (ii) applying these royalty rates to a net sales stream and discounting the resulting cash flows to determine fair value. This fair value is then compared with the carrying value of the trademark. The Company performed the qualitative assessment for the year ended December 31, 2016 and no impairment was noted.

The fair value of the other intangibles with finite lives includes favorable leases arising from leases with terms that are less than market value assumed in the business combination. Other intangibles with finite lives also includes backlog and listing inventory for Development sales.

The unfavorable leases were from lease terms that exceeded market and gave rise to a liability that were assumed in the business combination. The unfavorable leases are grouped with long-term Other liabilities.

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**8. GOODWILL AND OTHER INTANGIBLE ASSETS – (continued)**

Amortization of other intangibles was \$1,462 and \$5,080 for the years ended December 31, 2016 and 2015, respectively. For the year ended December 31, 2015, \$1,925 was taken as an offset to revenue, which relate to amortization of backlog and listing inventory intangible assets and \$208 was taken as other amortization expense. For the years ended December 31, 2016 and December 31, 2015, respectively \$2,075 and \$3,730 were taken as rent expense for amortization of favorable leases and \$613 and \$783 were taken as offsets to rent expense for amortization of unfavorable leases. Amortization expense is estimated to be \$932 and \$833, amortization income from unfavorable lease contracts of \$166 and \$22, and amortization expense of \$82 during the five years ended December 31, 2017 through 2021, respectively, and amortization income of \$7 thereafter.

**9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS**

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

	December 31, 2016	December 31, 2015
Vector:		
7.75% Senior Secured Notes due 2021, including premium of \$13,954 and \$8,014	\$ 848,954	\$608,014
5.5% Variable Interest Senior Convertible Debentures due 2020, net of unamortized discount of \$71,247 and \$86,136*	187,503	172,614
7.5% Variable Interest Senior Convertible Notes due 2019, net of unamortized discount of \$108,480 and \$132,119*	121,520	97,881
Liggett:		
Revolving credit facility	37,163	3,213
Term loan under credit facility	2,999	3,269
Equipment loans	4,519	9,716
Other	591	461
Total notes payable, long-term debt and other obligations	1,203,249	895,168
Less:		
Debt issuance costs	(30,798)	(30,141)
Total notes payable, long-term debt and other obligations	1,172,451	865,027
Less:		
Current maturities	(39,508)	(8,919)
Amount due after one year	\$1,132,943	\$856,108

\* The fair value of the derivatives embedded within the 5.5% Variable Interest Senior Convertible Debentures (\$59,433 at December 31, 2016 and \$71,959 at December 31, 2015, respectively) and the 7.5% Variable Interest Senior Convertible Debentures (\$52,899 at December 31, 2016 and \$72,083 at December 31, 2015, respectively) is separately classified as a derivative liability in the consolidated balance sheets.

**Senior Secured Notes — Vector:**

***7.75% Senior Secured Notes due 2021:***

In February 2013, the Company issued \$450,000 of its 7.75% Senior Secured Notes due 2021. The aggregate net proceeds from the issuance of the 7.75% Senior Secured Notes were approximately \$438,250 after deducting offering expenses. On April 15, 2014, the Company completed the sale of an additional

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)

\$150,000 principal amount of its 7.75% Senior Secured Notes due 2021 for a price of 106.75%. The Company received net proceeds of approximately \$158,670 after deducting underwriting discounts, commissions, fees and offering expenses. On May 9, 2016, the Company completed the sale of an additional \$235,000 principal amount of its 7.75% Senior Secured Notes due 2021 for a price of 103.5%. The Company received net proceeds of approximately \$236,900 after deducting underwriting discounts, commissions, fees and offering expenses.

On January 27, 2017, the Company completed the sale of \$850,000 of its 6.125% senior secured notes due 2025 (the “6.125% Notes”). The Company used the net cash proceeds from the 6.125% Notes offering, together with the proceeds of the concurrent sale of 2,000,000 of its common shares, to redeem all of the Company’s outstanding 7.75% Senior Secured Notes due 2021 and to satisfy and discharge the indenture governing the existing 7.75% Senior Secured Notes due 2021.

The 7.75% Senior Secured Notes paid interest on a semi-annual basis at a rate of 7.75% per year and matured on February 15, 2021. The 7.75% Senior Secured Notes were guaranteed subject to certain customary automatic release provisions on a joint and several basis by all of the 100% owned domestic subsidiaries of the Company that are engaged in the conduct of the Company’s cigarette businesses. (See Note 21.) In addition, some of the guarantees were collateralized by second priority or first priority security interests in certain collateral of some of the subsidiary guarantors, including their common stock, pursuant to security and pledge agreements.

#### **6.125% Senior Secured Notes due 2025 — Vector**

In January 2017, the Company sold \$850,000 of its 6.125% Senior Secured Notes due 2025 in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. The aggregate net proceeds from the sale of the 6.125% Senior Secured Notes were approximately \$831,100 after deducting underwriting discounts, commissions, fees and offering expenses. As discussed above, the Company is using the net proceeds of the issuance to redeem all of the Company’s outstanding 7.75% Senior Secured Notes due 2021. The Company will account for the redeemed \$835,000 of the 7.75% senior secured notes as an extinguishment of the debt.

The 6.125% Senior Secured Notes pay interest on a semi-annual basis at a rate of 6.125% per year and mature on February 1, 2025. The Company may redeem some or all of the 6.125% Senior Secured Notes at any time at a make-whole redemption price. On or after February 1, 2020, the Company may redeem some or all of the 6.125% Senior Secured Notes at a premium that will decrease over time, plus accrued and unpaid interest, if any, to the redemption date. In the event of a change of control, as defined in the indenture governing the 6.125% Senior Secured Notes, each holder of the 6.125% Senior Secured Notes may require the Company to repurchase some or all of its 6.125% Senior Secured Notes at a repurchase price equal to 101% of their aggregate principal amount plus accrued and unpaid interest, if any, to the date of purchase. If the Company sells certain assets and does not apply the proceeds as required pursuant to the indenture, it must offer to repurchase the 6.125% Senior Secured Notes at the prices listed in the indenture.

The 6.125% Senior Secured Notes are guaranteed subject to certain customary automatic release provisions on a joint and several basis by all of the wholly owned domestic subsidiaries of the Company that are engaged in the conduct of the Company’s cigarette businesses. (See Note 21.) In addition, some of the guarantees are collateralized by first priority or second priority security interests in certain assets of some of the subsidiary guarantors, including their common stock, pursuant to security and pledge agreements.

The indenture 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. The indenture also restricts the incurrence of debt if the Company’s Leverage Ratio and its Secured Leverage Ratio, as defined in the

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)

indenture, exceed 3.0 and 1.5, respectively. The Company's Leverage Ratio is defined in the indenture as the ratio of the Company's and the guaranteeing subsidiaries' total debt less the fair market value of the Company's cash, investments in marketable securities and long-term investments to Consolidated EBITDA, as defined in the indenture. The Company's Secured Leverage Ratio is defined in the indenture in the same manner as the Leverage Ratio, except that secured indebtedness is substituted for indebtedness.

##### ***Variable Interest Senior Convertible Debt — Vector:***

Vector has outstanding two series of variable interest senior convertible debt. Both series of debt pay interest on a quarterly basis at a stated rate plus an additional amount of interest on each payment date. The additional amount is based on the amount of cash dividends paid during the prior three-month period ending on the record date for such interest payment multiplied by the total number of shares of its common stock into which the debt would be convertible on such record date (the "Additional Interest").

##### ***6.75% Variable Interest Senior Convertible Note due 2015, as amended:***

On March 14, 2014, the holder of the 6.75% Variable Interest Senior Convertible Note due 2014 converted \$25,000 principal balance of the \$50,000 Note into 2,455,877 of the Company's common shares. The Company recorded non-cash accelerated interest expense related to the converted debt of \$3,679 for the year ended December 31, 2014. The debt conversion resulted in a reduction of debt and an increase to equity in the amount of \$25,000.

On November 14, 2014, the Note was amended whereby the stated maturity date of the Note was extended from November 15, 2014 to February 15, 2015. On February 3, 2015, the holder of the 6.75% Variable Interest Senior Convertible Note due 2014 converted the remaining \$25,000 principal balance of the \$50,000 Note into 2,455,876 of our common stock.

The holder of the 6.75% Note was an entity affiliated with Dr. Phillip Frost, whose ownership is approximately 15.3% of the Company's common stock as of February 21, 2017.

##### ***7.5% Variable Interest Senior Convertible Notes due 2019:***

In November 2012, the Company sold \$230,000 of its 7.5% variable interest senior convertible notes due 2019 (the "2019 Convertible Notes") in a public offering registered under the Securities Act. The 2019 Convertible Notes are the Company's senior unsecured obligations and are effectively subordinated to any of its secured indebtedness to the extent of the assets securing such indebtedness. The 2019 Convertible Notes are also structurally subordinated to all liabilities and commitments of the Company's subsidiaries. The aggregate net proceeds from the sale of the 2019 Convertible Notes were approximately \$218,900 after deducting underwriting discounts, commissions, fees and offering expenses.

The 2019 Convertible Notes pay interest ("Total Interest") on a quarterly basis beginning January 15, 2013 at a rate of 2.5% per annum plus additional interest, which is based on the amount of cash dividends paid during the prior three-month period ending on the record date for such interest payment multiplied by the total number of shares of its common stock into which the debt will be convertible on such record date. Notwithstanding the foregoing, however, the interest payable on each interest payment date shall be the higher of (i) the Total Interest and (ii) 7.5% per annum. The notes are convertible into the Company's common stock at the holder's option. The notes will mature on January 15, 2019. If a fundamental change (as defined in the indenture) occurs, the Company will be required to offer to repurchase the notes at 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

##### ***Share Lending Agreement:***

In connection with the offering of its 2019 Convertible Notes in November 2012, the Company lent Jefferies & Company ("Jefferies"), the underwriter for the offering, a total of 7,431,606 shares of the Company's common stock under the Share Lending Agreement. Jefferies is entitled to offer and sell such



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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)

shares and use the sale to facilitate the establishment of a hedge position by investors in the notes and will receive all proceeds from the common stock offerings and lending transactions under the Share Lending Agreement. The Company received a nominal lending fee of \$0.10 per share for each share of common stock that the Company lent pursuant to the Share Lending Agreement.

The Share Lending Agreement requires that the shares borrowed be returned upon the maturity of the related debt, January 2019, or earlier, including the redemption of the notes or the conversion of the notes to shares of common stock pursuant to the terms of the indenture governing the notes. Borrowed shares are issued and outstanding for corporate law purposes and, accordingly, the holders of the borrowed shares will have all of the rights of a holder of the Company's outstanding shares. However, because the share borrower must return to the Company all borrowed shares (or identical shares), the borrowed shares are not considered outstanding for purposes of computing and reporting the Company's earnings per share in accordance with U.S. GAAP. Jefferies agreed to pay to the Company an amount equal to any dividends or other distributions that the Company pays on the borrowed shares.

The Company received a nominal fee for the loaned shares and determined the fair value of the Share Lending Agreement was \$3,204 at the date of issuance based on the present value of the future cash flows attributed to an estimated reduction in stated interest due to the presence of the Share Lending Agreement. The \$3,204 fair value was recognized as a debt financing charge and is being amortized to interest expense over the term of the notes. In November 2012 and September 2016, 3,715,804 and 2,135,923 shares were returned but no cash was exchanged, respectively. As of December 31, 2016, 1,579,879 shares were outstanding on the Share Lending Agreement and \$466 had been amortized to interest expense. The issuance costs associated with the Share Lending Agreement were presented on the balance sheet as a direct deduction from the face amount of the related debt. The unamortized amount of these issuance costs was \$2,140 and \$2,607 at December 31, 2016 and December 31, 2015, respectively.

#### *5.5% Variable Interest Senior Convertible Notes due 2020 — Vector:*

On March 24, 2014, the Company completed the sale of \$258,750 of its 5.5% Variable Interest Convertible Senior Notes due 2020 (the "2020 Convertible Notes"). The 2020 Convertible Notes are the Company's senior unsecured obligations and are effectively subordinated to any of its secured indebtedness to the extent of the assets securing such indebtedness. The 2020 Convertible Notes are also structurally subordinated to all liabilities and commitments of the Company's subsidiaries.

The aggregate net proceeds from the sale of the 2020 Convertible Notes were approximately \$250,300 after deducting underwriting discounts, commissions, fees and offering expenses. The net proceeds were used for general corporate purposes, including for additional investments in real estate and in the Company's tobacco business.

The 2020 Convertible Notes pay interest ("Total Interest") on a quarterly basis beginning April 15, 2014 at a rate of 1.75% per annum plus additional interest, which is based on the amount of cash dividends paid during the prior three-month period ending on the record date for such interest payment multiplied by the total number of shares of its common stock into which the debt will be convertible on such record date. Notwithstanding the foregoing, however, the interest payable on each interest payment date after April 15, 2014 is the higher of (i) the Total Interest and (ii) 5.5% per annum with the interest payment on April 15, 2014 being based on 5.5% per annum. The notes are convertible into the Company's common stock at the holder's option. The notes will mature on April 15, 2020. If a fundamental change (as defined in the indenture) occurs, the Company will be required to offer to repurchase the notes at 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.



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**9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)**

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

The conversion rates for all convertible debt outstanding as of December 31, 2016 and December 31, 2015, are summarized below:

	December 31, 2016		December 31, 2015	
	Conversion Price	Shares per \$1,000	Conversion Price	Shares per \$1,000
7.5% Variable Interest Senior Convertible Notes due 2019 . . . . .	\$15.22	65.7030	\$15.22	65.7030
5.5% Variable Interest Senior Convertible Debentures due 2020 . . . . .	\$23.46	42.6185	\$23.46	42.6185

*Embedded Derivatives on the Variable Interest Senior Convertible Debt:*

The portion of the interest on the Company’s convertible debt which is computed by reference to the cash dividends paid on the Company’s common stock is considered an embedded derivative within the convertible debt, which the Company is required to separately value. In accordance with authoritative guidance on accounting for derivatives and hedging, the Company has bifurcated these embedded derivatives and estimated the fair value of the embedded derivative liability including using a third party valuation. The resulting discount created by allocating a portion of the issuance proceeds to the embedded derivative is then amortized to interest expense over the term of the debt using the effective interest method. Changes to the fair value of these embedded derivatives are reflected quarterly in the Company’s consolidated statements of operations as “Change in fair value of derivatives embedded within convertible debt.” The value of the embedded derivative is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt as well as projections of future cash and stock dividends over the term of the debt.

A summary of non-cash interest expense associated with the amortization of the debt discount created by the embedded derivative liability associated with the Company’s variable interest senior convertible debt is as follows:

	Year Ended December 31,		
	2016	2015	2014
6.75% note . . . . .	\$ —	\$ —	\$ 6,097
6.75% exchange notes . . . . .	—	—	13,570
7.5% convertible notes . . . . .	14,294	8,777	5,553
5.5% convertible notes . . . . .	11,438	9,752	6,851
Interest expense associated with embedded derivatives . . .	<u>\$25,732</u>	<u>\$18,529</u>	<u>\$32,071</u>

A summary of non-cash changes in fair value of derivatives embedded within convertible debt is as follows:

	Year Ended December 31,		
	2016	2015	2014
6.75% note . . . . .	\$ —	\$ (5)	\$ 3,212
6.75% exchange notes . . . . .	—	—	8,990
7.5% convertible notes . . . . .	19,184	15,555	5,296
5.5% convertible notes . . . . .	12,526	8,905	1,911
Gain on changes in fair value of derivatives embedded within convertible debt . . . . .	<u>\$31,710</u>	<u>\$24,455</u>	<u>\$19,409</u>

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**9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)**

The following table reconciles the fair value of derivatives embedded within convertible debt:

	6.75% Note	6.75% Exchange Notes	7.5% Convertible Notes	5.5% Convertible Notes	Total
Balance at January 1, 2014 . . . . .	\$ 6,607	\$12,521	\$ 92,934	\$ —	\$112,062
Issuance of 5.5% Note . . . . .	—	—	—	82,775	82,775
Conversion of \$25,000 of 6.75% Variable Interest Senior Convertible Note due February 15, 2015 . . . . .	(2,511)	—	—	—	(2,511)
Conversion of \$107,530 of 6.75% Variable Interest Senior Convertible Exchange Notes due November 15, 2014 . . . . .	—	(3,531)	—	—	(3,531)
Gain from changes in fair value of embedded derivatives . . . . .	(3,212)	(8,990)	(5,296)	(1,911)	(19,409)
Balance at December 31, 2014 . . . . .	884	—	87,638	80,864	169,386
Conversion of \$25,000 of 6.75% Variable Interest Senior Convertible Note due February 15, 2015 . . . . .	(889)	—	—	—	(889)
Loss (gain) from changes in fair value of embedded derivatives . . . . .	5	—	(15,555)	(8,905)	(24,455)
Balance at December 31, 2015 . . . . .	—	—	72,083	71,959	144,042
Gain from changes in fair value of embedded derivatives . . . . .	—	—	(19,184)	(12,526)	(31,710)
Balance at December 31, 2016 . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 52,899</u>	<u>\$ 59,433</u>	<u>\$112,332</u>

***Beneficial Conversion Feature on Variable Interest Senior Convertible Debt:***

After giving effect to the recording of the embedded derivative liability as a discount to the convertible debt, the Company's common stock had a fair value at the issuance date of the debt in excess of the conversion price resulting in a beneficial conversion feature. The accounting guidance on debt with conversion and other options requires that the intrinsic value of the beneficial conversion feature be recorded to additional paid-in capital and as a discount on the debt. The discount is then amortized to interest expense over the term of the debt using the effective interest method. The beneficial conversion feature has been recorded, net of income taxes, as an increase to stockholders' deficiency.

A summary of non-cash interest expense associated with the amortization of the debt discount created by the beneficial conversion feature on the Company's variable interest senior convertible debt is as follows:

	Year Ended December 31,		
	2016	2015	2014
Amortization of beneficial conversion feature:			
6.75% note . . . . .	\$ —	\$ —	\$ 5,317
6.75% exchange notes . . . . .	—	—	8,386
7.5% convertible notes . . . . .	9,345	5,738	3,631
5.5% convertible notes . . . . .	<u>3,451</u>	<u>2,943</u>	<u>2,067</u>
Interest expense associated with beneficial conversion feature . . . . .	<u>\$12,796</u>	<u>\$8,681</u>	<u>\$19,401</u>

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**9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)**

***Unamortized Debt Discount on Variable Interest Senior Convertible Debt:***

The following table reconciles unamortized debt discount within convertible debt:

	<u>6.75%</u> <u>Note</u>	<u>6.75%</u> <u>Exchange</u> <u>Notes</u>	<u>7.5%</u> <u>Convertible</u> <u>Notes</u>	<u>5.5%</u> <u>Convertible</u> <u>Notes</u>	<u>Total</u>
Balance at January 1, 2014 . . . . .	\$19,312	\$ 25,945	\$155,818	\$ —	\$201,075
Conversion of \$107,530 of 6.75% Variable Interest Senior Convertible Exchange Notes due November 15, 2014 . . . . .	—	(3,989)	—	—	(3,989)
Conversion of \$25,000 of 6.75% Variable Interest Senior Convertible Note due February 15, 2015 . . . . .	(7,898)	—	—	—	(7,898)
Issuance of convertible notes – embedded derivative . . . . .	—	—	—	82,775	82,775
Issuance of convertible notes – beneficial conversion feature . . . . .	—	—	—	24,974	24,974
Amortization of embedded derivatives . . . . .	(6,097)	(13,570)	(5,553)	(6,851)	(32,071)
Amortization of beneficial conversion feature . . . . .	(5,317)	(8,386)	(3,631)	(2,067)	(19,401)
Balance at December 31, 2014 . . . . .	—	—	146,634	98,831	245,465
Amortization of embedded derivatives . . . . .	—	—	(8,777)	(9,752)	(18,529)
Amortization of beneficial conversion feature . . . . .	—	—	(5,738)	(2,943)	(8,681)
Balance at December 31, 2015 . . . . .	—	—	132,119	86,136	218,255
Amortization of embedded derivatives . . . . .	—	—	(14,294)	(11,438)	(25,732)
Amortization of beneficial conversion feature . . . . .	—	—	(9,345)	(3,451)	(12,796)
Balance at December 31, 2016 . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$108,480</u>	<u>\$ 71,247</u>	<u>\$179,727</u>

***Revolving Credit Facility — Liggett:***

On January 14, 2015, Liggett and 100 Maple LLC (“Maple”), a subsidiary of Liggett, entered into a Third Amended and Restated Credit Agreement (the “Credit Agreement”), 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 previous \$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

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)

(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%. The interest rate applicable to this Credit Facility at December 31, 2016 and 2015 was 3.02% and 2.70%, respectively.

The Credit Facility, as amended, permits the guaranty of the 6.125% Senior Secured Notes due 2025 by each of Liggett and Maple and the pledging of certain assets of Liggett and Maple on a subordinated basis to secure their guarantees. The credit facility also grants to Wells Fargo a blanket lien on all the assets of Liggett and Maple, excluding any equipment pledged to current or future purchase money or other financiers of such equipment and excluding any real property, other than the Mebane Property and other real property to the extent its value is in excess of \$5,000. Wells Fargo, Liggett, Maple and the collateral agent for the holders of our 6.125% senior secured notes have entered into an intercreditor agreement, pursuant to which the liens of the collateral agent on the Liggett and Maple assets will be subordinated to the liens of Wells Fargo on the Liggett and Maple assets.

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 the Company 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. The Credit Facility requires Liggett's compliance with certain financial and other covenants including a restriction on Liggett's ability to pay cash dividends unless Liggett's borrowing availability, as defined, under the credit facility for the 30-day period prior to the payment of the dividend, and after giving effect to the dividend, was at least \$5,000 and no event of default had occurred under the agreement, including Liggett's compliance with the covenants in the credit facility. Liggett was in compliance with these covenants as of December 31, 2016.

In connection with the issuance of the 6.125% Senior Secured Notes due 2025, in January 2017, Liggett and Maple entered into Amendment No. 1 of the Credit Facility to update certain defined terms of the Credit Facility relating to the Company's 6.125% Senior Secured Notes due 2025.

#### ***Term Loan under Credit Facility — Liggett:***

Within the commitment under the Credit Facility, Wells Fargo holds a mortgage on Liggett's manufacturing facility through a Term Loan with Maple. The outstanding balance under the Term Loan is \$2,999 as of December 31, 2016. The Term Loan bears an interest rate equal to LIBOR + 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 of approximately \$2,000 due at maturity on March 1, 2020.

As of December 31, 2016, a total of \$40,162 was outstanding under the revolving and term loan portions of the credit facility. Availability as determined under the facility was approximately \$16,714 based on eligible collateral at December 31, 2016.

#### ***Equipment Loans — Liggett:***

Liggett did not enter into any equipment financing arrangements in 2016.

In 2015, Liggett entered into two financing agreements for a total of \$1,765 related to the purchase of equipment. The weighted average interest rate of the outstanding debt is 4.79% per annum and the interest rates on the two notes are from 4.49% to 4.85%. Total monthly installments are approximately \$33.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**9. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS – (continued)**

In 2014, Liggett entered into three financing agreements for a total of \$5,115 related to the purchase of equipment. The weighted average interest rate of the outstanding debt is 5.02% per annum and the interest rates on the three notes are from 4.98% to 5.04%. Total monthly installments are approximately \$95. Liggett also refinanced \$2,843 of debt related to equipment purchased in 2011. The refinanced debt had an interest rate of 5.63% and a remaining term of 21 months. The refinanced debt carries an interest rate of 4.99% and a term of 36 months.

Each of these equipment loans is collateralized by the purchased equipment.

**Fair Value of Notes Payable and Long-Term Debt:**

The estimated fair value of the Company's notes payable and long-term debt are as follows:

	December 31, 2016		December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Notes payable and long-term debt . . . . .	\$1,203,249 <sup>(1)</sup>	\$1,570,732	\$895,168 <sup>(1)</sup>	\$1,297,875

(1) The carrying value does not include the carrying value of the embedded derivative. See Note 18.

Notes payable and long-term debt are carried on the condensed consolidated balance sheet at amortized cost. The fair value determinations disclosed above are classified as Level 2 under the fair value hierarchy disclosed in Note 18 if such liabilities were recorded on the 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 Note 1. The Company used a derived price based upon quoted market prices and trade activity as of December 31, 2016 to determine the fair value of its publicly-traded notes and debentures. The carrying value of the revolving credit facility and term loan is equal to the fair value. The fair value of the equipment loans and other obligations was determined by calculating the present value of the required future cash flows. 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.

**Scheduled Maturities:**

Scheduled maturities of long-term debt are as follows:

	Principal	Unamortized Discount/ (Premium)	Net
Year Ending December 31:			
2017 . . . . .	\$ 39,509	\$ —	\$ 39,509
2018 . . . . .	2,099	—	2,099
2019 . . . . .	231,261	108,479	122,782
2020 . . . . .	261,151	71,247	189,904
2021 . . . . .	835,001	(13,954)	848,955
Thereafter . . . . .	—	—	—
Total . . . . .	\$1,369,021	\$165,772	\$1,203,249

The scheduled maturities do not give effect to the redemption of the 7.75% Senior Secured Notes due 2021 or the issuance of the 6.125% Senior Secured Notes due 2025 in January 2017.

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**10. COMMITMENTS**

Certain of the Company's subsidiaries lease facilities and equipment used in operations under both month-to-month and fixed-term agreements. The aggregate minimum rentals under operating leases with non-cancelable terms of one year or more as of December 31, 2016 are as follows:

	<u>Lease Commitments</u>
Year Ending December 31:	
2017 .....	\$ 24,952
2018 .....	22,068
2019 .....	21,786
2020 .....	18,656
2021 .....	15,213
Thereafter .....	<u>101,138</u>
Total .....	<u>\$203,813</u>

The Company's rental expense for the years ended December 31, 2016, 2015 and 2014 was \$27,237, \$24,446 and \$22,516, respectively.

**11. EMPLOYEE BENEFIT PLANS**

***Defined Benefit Plans and Postretirement Plans:***

***Defined Benefit Plans.*** The Company sponsors three defined benefit pension plans (two qualified and one non-qualified) covering virtually all individuals who were employed by Liggett on a full-time basis prior to 1994. Future accruals of benefits under these three defined benefit plans were frozen between 1993 and 1995. These benefit plans provide pension benefits for eligible employees based primarily on their compensation and length of service. Contributions are made to the two qualified pension plans in amounts necessary to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974. The plans' assets and benefit obligations were measured at December 31, 2016 and 2015, respectively.

The Company also sponsors a Supplemental Retirement Plan ("SERP") where the Company will pay supplemental retirement benefits to certain key employees, including certain executive officers of the Company. The plan meets the applicable requirements of Section 409A of the Internal Revenue Code and is intended to be unfunded for tax purposes. Payments under the SERP will be made out of the general assets of the Company. The SERP is a defined benefit plan. Under the SERP, the benefit payable to a participant at his normal retirement date is a lump sum amount which is the actuarial equivalent of a predetermined annual retirement benefit set by the Company's board of directors. Normal retirement date is defined as the January 1 following the attainment by the participant of the latter of age 60 or the completion of eight years of employment following January 1, 2002 with the Company or a subsidiary.

The SERP provides the Company's President and Chief Executive Officer with an additional benefit under the SERP equal to a \$736 lifetime annuity. In addition, in the event of a termination of his employment under the circumstances where he is entitled to severance payments under his employment agreement, he will be credited with an additional 36 months of service towards vesting under the SERP.

At December 31, 2016, the aggregate lump sum equivalents of the annual retirement benefits payable under the Amended SERP at normal retirement dates occurring during the following years is as follows: 2017 — \$0; 2018 — \$0; 2019 — \$0; 2020 — \$7,111; 2021 — \$0 and 2022 to 2026 — \$51,155. In the case of a participant who becomes disabled prior to his normal retirement date or whose service is terminated without cause, the participant's benefit consists of a pro-rata portion of the full projected retirement benefit to which he would have been entitled had he remained employed through his normal retirement date, as actuarially discounted back to the date of payment. A participant who dies while working for the Company or a



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**11. EMPLOYEE BENEFIT PLANS – (continued)**

subsidiary (and before becoming disabled or attaining his normal retirement date) will be paid an actuarially discounted equivalent of his projected retirement benefit; conversely, a participant who retires beyond his normal retirement date will receive an actuarially increased equivalent of his projected retirement benefit.

*Postretirement Medical and Life Plans.* The Company provides certain postretirement medical and life insurance benefits to certain employees and retirees. Substantially all of the Company's manufacturing employees as of December 31, 2016 are eligible for postretirement medical benefits if they reach retirement age while working for Liggett or certain affiliates. Retirees are required to fund 100% of participant medical premiums and, pursuant to union contracts, Liggett reimburses approximately 192 hourly retirees, who retired prior to 1991, for Medicare Part B premiums. In addition, the Company provides life insurance benefits to approximately 110 active employees and 437 retirees who reach retirement age and are eligible to receive benefits under one of the Company's defined benefit pension plans. The Company's postretirement liabilities are comprised of Medicare Part B and life insurance premiums.

The following table provides a reconciliation of benefit obligations, plan assets and the funded status of the pension plans and other postretirement benefits:

	<u>Pension Benefits</u>		<u>Other Postretirement Benefits</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Change in benefit obligation:				
Benefit obligation at January 1 . . . . .	\$(133,506)	\$(150,199)	\$(8,434)	\$(9,031)
Service cost . . . . .	(547)	(532)	(5)	(8)
Interest cost . . . . .	(5,419)	(4,992)	(385)	(371)
Plan settlement . . . . .	—	17,047	—	—
Special termination benefits . . . . .	—	(3,831)	—	—
Benefits paid . . . . .	9,596	9,879	695	522
Expenses paid . . . . .	309	490	—	—
Actuarial (gain) loss . . . . .	(3,154)	(1,368)	(553)	454
Benefit obligation at December 31 . . . . .	<u>\$(132,721)</u>	<u>\$(133,506)</u>	<u>\$(8,682)</u>	<u>\$(8,434)</u>
Change in plan assets:				
Fair value of plan assets at January 1 . . . . .	\$ 106,620	\$ 134,017	\$ —	\$ —
Actual return on plan assets . . . . .	6,720	(327)	—	—
Plan settlement . . . . .	—	(17,047)	—	—
Expenses paid . . . . .	(309)	(490)	—	—
Contributions . . . . .	346	346	695	522
Benefits paid . . . . .	(9,596)	(9,879)	(695)	(522)
Fair value of plan assets at December 31 . . . . .	<u>\$ 103,781</u>	<u>\$ 106,620</u>	<u>\$ —</u>	<u>\$ —</u>
Unfunded status at December 31 . . . . .	<u>\$ (28,940)</u>	<u>\$ (26,886)</u>	<u>\$(8,682)</u>	<u>\$(8,434)</u>
Amounts recognized in the consolidated balance sheets:				
Prepaid pension costs . . . . .	\$ 22,273	\$ 20,650	\$ —	\$ —
Other accrued liabilities . . . . .	(316)	(320)	(621)	(595)
Non-current employee benefit liabilities . . . . .	<u>(50,897)</u>	<u>(47,216)</u>	<u>(8,061)</u>	<u>(7,839)</u>
Net amounts recognized . . . . .	<u>\$ (28,940)</u>	<u>\$ (26,886)</u>	<u>\$(8,682)</u>	<u>\$(8,434)</u>

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**11. EMPLOYEE BENEFIT PLANS – (continued)**

	Pension Benefits			Other Postretirement Benefits		
	2016	2015	2014	2016	2015	2014
Service cost – benefits earned						
during the period . . . . .	\$ 547	\$ 532	\$ 523	\$ 5	\$ 8	\$ 9
Interest cost on projected benefit obligation . . . . .	5,419	4,992	6,196	385	371	430
Expected return on assets . . . . .	(6,076)	(7,378)	(8,518)	—	—	—
Settlement loss . . . . .	—	3,214	—	—	—	—
Special termination benefit recognized . . . . .	—	3,831	—	—	—	—
Amortization of net loss (gain) . . . . .	1,855	1,083	1,075	(75)	(97)	(60)
Net expense (income) . . . . .	<u>\$ 1,745</u>	<u>\$ 6,274</u>	<u>\$ (724)</u>	<u>\$315</u>	<u>\$282</u>	<u>\$379</u>

The following table summarizes amounts in accumulated other comprehensive loss (gain) that are expected to be recognized as components of net periodic benefit cost for the year ending 2017.

	Defined Benefit Pension Plans	Post- Retirement Plans	Total
Actuarial loss (gain) . . . . .	\$2,009	\$(54)	\$1,955

As of December 31, 2016, accumulated other comprehensive (loss) income, before income taxes, consists of the following:

	Defined Benefit Pension Plans	Post- Retirement Plans	Total
Accumulated other comprehensive (loss) income as of January 1, 2016 . . . . .	\$(35,258)	\$ 939	\$(34,319)
Amortization of gain (loss) . . . . .	1,855	(75)	1,780
Net loss arising during the year . . . . .	<u>(2,511)</u>	<u>(553)</u>	<u>(3,064)</u>
Accumulated other comprehensive (loss) income as of December 31, 2016 . . . . .	<u>\$(35,914)</u>	<u>\$ 311</u>	<u>\$(35,603)</u>

As of December 31, 2015, accumulated other comprehensive (loss) income, before income taxes, consisted of the following:

	Defined Benefit Pension Plans	Post- Retirement Plans	Total
Accumulated other comprehensive (loss) income as of January 1, 2015 . . . . .	\$(30,481)	\$582	\$(29,899)
Amortization of gain (loss) . . . . .	4,297	(97)	4,200
Net (loss) gain arising during the year . . . . .	<u>(9,074)</u>	<u>454</u>	<u>(8,620)</u>
Accumulated other comprehensive (loss) income as of December 31, 2015 . . . . .	<u>\$(35,258)</u>	<u>\$939</u>	<u>\$(34,319)</u>

As of December 31, 2016, two of the Company's four defined benefit plans experienced accumulated benefit obligations in excess of plan assets, for which in the aggregate the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were \$51,213, \$51,213 and \$0, respectively. As of December 31, 2015, two of the Company's four defined benefit plans experienced accumulated benefit

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**11. EMPLOYEE BENEFIT PLANS – (continued)**

obligations in excess of plan assets, for which in the aggregate the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were \$47,535, \$47,535 and \$0, respectively.

	Pension Benefits			Other Postretirement Benefits		
	2016	2015	2014	2016	2015	2014
Weighted average assumptions:						
Discount rates – benefit obligation . . . . .	3.60% – 4.20%	3.75% – 4.50%	2.75% – 4.00%	4.40%	4.75%	4.25%
Discount rates – service cost . . . . .	3.75% – 4.50%	2.75% – 4.25%	3.00% – 4.75%	4.75%	4.25%	5.00%
Assumed rates of return on invested assets . . . . .	6.00%	6.00%	6.50%	—%	—%	—%
Salary increase assumptions . . . . .	N/A	N/A	N/A	3.00%	3.00%	3.00%

Discount rates were determined by a quantitative analysis examining the prevailing prices of high quality bonds to determine an appropriate discount rate for measuring obligations. The aforementioned analysis analyzes the cash flow from each of the Company’s four benefit plans as well as a separate analysis of the cash flows from the postretirement medical and life insurance plans sponsored by Liggett. The aforementioned analyses then construct a hypothetical bond portfolio whose cash flow from coupons and maturities match the year-by-year, projected benefit cash flow from the respective pension or retiree health plans. The Company uses the lower discount rate derived from the two independent analyses in the computation of the benefit obligation and service cost for each respective retirement liability. The Company uses the discount rate derived from the analysis in the computation of the benefit obligation and service cost for all the plans respective retirement liability.

The Company considers input from its external advisors and historical returns in developing its expected rate of return on plan assets. The expected long-term rate of return is the weighted average of the target asset allocation of each individual asset class. The Company’s actual 10-year annual rate of return on its pension plan assets was 5.2%, 6.0% and 6.6% for the years ended December 31, 2016, 2015 and 2014, respectively, and the Company’s actual five-year annual rate of return on its pension plan assets was 7.6%, 6.3% and 9.8% for the years ended December 31, 2016, 2015 and 2014, respectively.

Gains and losses resulted from changes in actuarial assumptions and from differences between assumed and actual experience, including, among other items, changes in discount rates and changes in actual returns on plan assets as compared to assumed returns. These gains and losses are only amortized to the extent that they exceed 10% of the greater of Projected Benefit Obligation and the fair value of assets. For the year ended December 31, 2016, Liggett used a 14.18-year period for its Hourly Plan and a 14.31-year period for its Salaried Plan to amortize pension fund gains and losses on a straight line basis. Such amounts are reflected in the pension expense calculation beginning the year after the gains or losses occur. The amortization of deferred losses negatively impacts pension expense in the future.

Plan assets are invested employing multiple investment management firms. Managers within each asset class cover a range of investment styles and focus primarily on issue selection as a means to add value. Risk is controlled through a diversification among asset classes, managers, styles and securities. Risk is further controlled both at the manager and asset class level by assigning excess return and tracking error targets. Investment managers are monitored to evaluate performance against these benchmark indices and targets.

Allowable investment types include equity, investment grade fixed income, high yield fixed income, hedge funds and short term investments. The equity fund is comprised of common stocks and mutual funds of large, medium and small companies, which are predominantly U.S. based. The investment grade fixed income fund includes managed funds investing in fixed income securities issued or guaranteed by the U.S. government, or by its respective agencies, mortgage backed securities, including collateralized mortgage

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**11. EMPLOYEE BENEFIT PLANS – (continued)**

obligations, and corporate debt obligations. The high yield fixed income fund includes a fund which invests in non-investment grade corporate debt securities. The hedge funds invest in both equity, including common and preferred stock, and debt obligations, including convertible debentures, of private and public companies. The Company generally utilizes its short term investments, including interest-bearing cash, to pay benefits and to deploy in special situations.

The Liggett Employee Benefits Committee has established the following target assets allocation to equal 55.0% equity investments, 30.0% investment grade fixed income, 10.0% high yield fixed income, and 5.0% short-term investments, with a rebalancing range of approximately plus or minus 5% around the target asset allocations.

Vector's defined benefit retirement plan allocations at December 31, 2016 and 2015, by asset category, were as follows:

Asset category:	Plan Assets at December 31,	
	2016	2015
Equity securities . . . . .	54%	51%
Investment grade fixed income securities . . . . .	30%	30%
High yield fixed income securities . . . . .	10%	11%
Alternative investments . . . . .	2%	3%
Short-term investments . . . . .	4%	5%
Total . . . . .	100%	100%

The defined benefit plans' recurring financial assets subject to fair value measurements and the necessary disclosures are as follows:

Description	Fair Value Measurements as of December 31, 2016			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Insurance contracts . . . . .	\$ 1,765	\$ —	\$ 1,765	\$ —
Amounts in individually managed investment accounts:				
Cash . . . . .	4,302	4,302	—	—
U.S. equity securities . . . . .	8,298	8,298	—	—
Common collective trusts . . . . .	76,969	—	76,969	—
Investment partnership . . . . .	12,447	—	10,457	1,990
Total . . . . .	\$103,781	\$12,600	\$89,191	\$1,990

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**11. EMPLOYEE BENEFIT PLANS – (continued)**

Description	Fair Value Measurements as of December 31, 2015			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Insurance contracts . . . . .	\$ 1,760	\$ —	\$ 1,760	\$ —
Amounts in individually managed investment accounts:				
Cash, mutual funds and common stock . . . . .	5,429	5,429	—	—
U.S. equity securities . . . . .	28,434	28,434	—	—
Common collective trusts . . . . .	56,327	—	56,327	—
Investment partnership . . . . .	14,670	—	11,256	3,414
Total . . . . .	<u>\$106,620</u>	<u>\$33,863</u>	<u>\$69,343</u>	<u>\$3,414</u>

The fair value determination disclosed above of assets as Level 3 under the fair value hierarchy was determined based on unobservable inputs and were based on company assumptions, and information obtained from the investments based on the indicated market values of the underlying assets of the investment portfolio. The fair value of investment included in Level 1 are based on quoted market prices from various stock exchanges. The Level 2 investments are based on quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets in markets that are not active.

The changes in the fair value of the Level 3 investments as of December 31, 2016 and 2015 were as follows:

	2016	2015
Balance as of January 1 . . . . .	\$ 3,414	\$ 6,824
Distributions . . . . .	(1,648)	(2,904)
Unrealized gain (loss) on long-term investments . . . . .	16	(470)
Realized gain (loss) on long-term investments . . . . .	208	(36)
Balance as of December 31 . . . . .	<u>\$ 1,990</u>	<u>\$ 3,414</u>

For 2016 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 0.3% and 18.23% between 2017 and 2024 and 4.5% thereafter. For 2015 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 1.29% and 17.92% between 2017 and 2024 and 4.5% after 2024.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A 1% change in assumed health care cost trend rates would have the following effects:

	1% Increase	1% Decrease
Effect on total of service and interest cost components . . . . .	\$ 4	\$ (4)
Effect on benefit obligation . . . . .	71	(67)

To comply with ERISA's minimum funding requirements, the Company does not currently anticipate that it will be required to make any contributions to the pension plan year beginning on January 1, 2017 and ending on December 31, 2017. Any additional funding obligation that the Company may have for subsequent years is contingent on several factors and is not reasonably estimable at this time.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**11. EMPLOYEE BENEFIT PLANS – (continued)**

Estimated future pension and postretirement medical benefits payments are as follows:

	<b>Pension</b>	<b>Postretirement Medical</b>
2017 .....	\$ 9,187	\$ 621
2018 .....	8,715	641
2019 .....	8,210	637
2020 .....	14,838	622
2021 .....	7,225	618
2022 – 2026 .....	80,902	3,015

***Profit Sharing and 401(k) Plans:***

The Company maintains 401(k) plans for substantially all U.S. employees which allow eligible employees to invest a percentage of their pre-tax compensation. The Company contributed to the 401(k) plans and expensed \$1,564, \$1,467 and \$1,219 for the years ended December 31, 2016, 2015 and 2014, respectively.

**12. RESTRUCTURING**

In October 2015, the Company's Tobacco segment commenced a restructuring by realigning its sales force and adjusting its business model to more efficiently serve its chain and independent accounts. In connection with the restructuring, the segment's workforce was reduced by 95 employees (or approximately 17% of the Tobacco segment's workforce).

The following table summarizes amounts expensed for the years ended December 31, 2016 and 2015:

	<b>Amounts expensed through Year Ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash Charges:</b>		
Employee severance and benefits .....	\$—	\$1,094
Lease termination costs .....	41	203
Other restructuring expenses .....	—	68
	41	1,365
<b>Non-Cash:</b>		
Employee pension benefits .....	—	5,438
Point of sale inventory impairment .....	—	454
	—	5,892
Total restructuring .....	\$41	\$7,257

All amounts expensed through December 31, 2016 and 2015 are included as Restructuring charges in the Company's consolidated statements of operations and are all attributable to the Company's Tobacco segment.

Severance and benefits expensed for the year ended December 31, 2015 relate entirely to a reduction in sales and administrative positions. Non-cash employee pension benefits costs relate to a reduction in manufacturing positions at Liggett's plant in Mebane, NC.

Employee pension benefits consist of the costs associated with enhanced pension benefits due to employees under the terms of a voluntary termination program initiated in the third quarter of 2015. Pension plan participants electing to accept voluntary termination of employment were offered enhanced pension benefits including an increased payment as well as the option to receive a lump sum benefit instead of an



**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**12. RESTRUCTURING** – (continued)

annuity. The costs of the special termination benefit associated with the increased payments were \$3,831 and the costs of settlements related to lump sum payments were \$1,607 for the year ended December 31, 2015.

The following table presents the activity under the Tobacco segment restructuring plan for the years ended December 31, 2016 and 2015:

	Employee Severance and Benefits	Contract Termination/Exit Costs	Other	Non-Cash Pension Expense	Non-Cash Asset Impairment	Total
Accrual balance as of						
January 1, 2015 . . . . .	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Restructuring charges . . . . .	1,094	203	68	5,438	454	7,257
Utilized . . . . .	<u>(672)</u>	<u>(155)</u>	<u>(48)</u>	<u>(5,438)</u>	<u>(454)</u>	<u>(6,767)</u>
Accrual balance as of						
December 31, 2015 . . . . .	422	48	20	—	—	490
Restructuring charges . . . . .	—	41	—	—	—	41
Utilized . . . . .	<u>(422)</u>	<u>(89)</u>	<u>(20)</u>	<u>—</u>	<u>—</u>	<u>(531)</u>
Accrual balance as of						
December 31, 2016 . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

**13. INCOME TAXES**

The Company files a consolidated U.S. income tax return that includes its more than 80%-owned U.S. subsidiaries. The amounts provided for income taxes are as follows:

	Year Ended December 31,		
	2016	2015	2014
Current:			
U.S. Federal . . . . .	\$29,185	\$ 40,542	\$ 8,809
State . . . . .	<u>7,407</u>	<u>13,886</u>	<u>2,416</u>
	<u>\$36,592</u>	<u>\$ 54,428</u>	<u>\$11,225</u>
Deferred:			
U.S. Federal . . . . .	\$10,076	\$ (9,943)	\$16,484
State . . . . .	<u>2,495</u>	<u>(3,252)</u>	<u>5,456</u>
	<u>12,571</u>	<u>(13,195)</u>	<u>21,940</u>
Total . . . . .	<u>\$49,163</u>	<u>\$ 41,233</u>	<u>\$33,165</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**13. INCOME TAXES – (continued)**

The tax effect of temporary differences which give rise to a significant portion of deferred tax assets and liabilities are as follows:

	December 31, 2016	December 31, 2015
Deferred tax assets:		
Employee benefit accruals . . . . .	\$ 17,335	\$ 16,201
Impairment of investments . . . . .	1,534	4,332
Impact of timing of settlement payments . . . . .	28,266	39,840
Various U.S. state tax loss carryforwards . . . . .	6,551	6,713
Other . . . . .	2,803	—
	56,489	67,086
Less: Valuation allowance . . . . .	(4,439)	(3,900)
Net deferred tax assets . . . . .	\$ 52,050	\$ 63,186
Deferred tax liabilities:		
Excess of tax basis over book-basis non-consolidated entities . . . . .	\$ (7,494)	\$ (7,292)
Book/tax differences on fixed and Intangible assets . . . . .	(54,776)	(52,598)
Capitalized interest expense . . . . .	(8,673)	(4,080)
Book/tax differences on inventory . . . . .	(16,143)	(16,891)
Book/tax differences on long-term investments . . . . .	(23,937)	(29,701)
Impact of accounting for convertible debt . . . . .	(27,362)	(30,494)
Book/tax differences on available for sale securities . . . . .	(6,750)	—
Other . . . . .	—	(1,559)
	\$(145,135)	\$(142,615)
Net deferred tax liabilities . . . . .	\$ (93,085)	\$ (79,429)

Vector Tobacco had tax effected state and local net operating loss carryforwards of \$6,551 and \$6,713, respectively, at December 31, 2016 and 2015, expiring through tax year 2027. The Company provides a valuation allowance against deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The valuation allowance of \$4,439 and \$3,900 at December 31, 2016 and 2015, respectively, consisted primarily of a reserve against Vector Tobacco's state and local net operating loss carryforwards. The valuation allowance was decreased in 2016 and 2015, respectively, as a result of changes in estimates in Vector Tobacco's ability to utilize state tax net operating losses in future years because of changes in state tax apportionment and projected taxable income.

The consolidated balance sheets of the Company include deferred income tax assets and liabilities, which represent temporary differences in the application of accounting rules established by generally accepted accounting principles and income tax laws.

Deferred federal income tax expense differs in 2016, 2015 and 2014 due to the nature of the items in current and deferred tax liabilities. The deferred tax expense in 2016 results primarily from the recognition of temporary differences (related to litigation accruals) at the Tobacco segment and from the capitalization of interest expense on the Company's equity method real estate investments. The deferred tax expense in 2015 results primarily from the capitalization of interest expense on the Company's equity method real estate investments. The deferred tax expense in 2014 results primarily from the recognition of temporary differences (related to litigation accruals) at the Tobacco segment.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**13. INCOME TAXES – (continued)**

Differences between the amounts provided for income taxes and amounts computed at the federal statutory tax rate are summarized as follows:

	Year Ended December 31,		
	2016	2015	2014
Income before income taxes . . . . .	\$126,429	\$107,705	\$82,279
Federal income tax expense at statutory rate . . . . .	44,250	37,697	28,798
Increases (decreases) resulting from:			
State income taxes, net of federal income tax			
benefits . . . . .	6,991	6,862	4,804
Impact of non-controlling interest . . . . .	(2,148)	(2,516)	(4,290)
Non-deductible expenses . . . . .	2,569	2,941	2,581
Impact of domestic production deduction . . . . .	(2,603)	(3,436)	(248)
Tax credits . . . . .	(359)	(265)	(275)
Other . . . . .	(1,202)	152	—
Inclusion of tax liabilities from unincorporated			
entities . . . . .	1,126	831	1,374
Changes in valuation allowance, net of equity and			
tax audit adjustments . . . . .	539	(1,033)	421
Income tax expense . . . . .	\$ 49,163	\$ 41,233	\$33,165

The following table summarizes the activity related to the unrecognized tax benefits:

Balance at January 1, 2014 . . . . .	\$ 3,122
Additions based on tax positions related to prior years . . . . .	318
Settlements . . . . .	(442)
Expirations of the statute of limitations . . . . .	(1,254)
Balance at December 31, 2014 . . . . .	1,744
Additions based on tax positions related to prior years . . . . .	265
Settlements . . . . .	(132)
Expirations of the statute of limitations . . . . .	(354)
Balance at December 31, 2015 . . . . .	1,523
Additions based on tax positions related to prior years . . . . .	72
Settlements . . . . .	(119)
Expirations of the statute of limitations . . . . .	(961)
Balance at December 31, 2016 . . . . .	\$ 515

In the event the unrecognized tax benefits of \$515 and \$1,523 at December 31, 2016 and 2015, respectively, were recognized, such recognition would impact the annual effective tax rates. During 2016, the accrual for potential penalties and interest related to these unrecognized tax benefits was decreased by \$74, and in total, as of December 31, 2016, a liability for potential penalties and interest of \$145 has been recorded. During 2015, the accrual for potential penalties and interest related to these unrecognized tax benefits was decreased by \$28, and in total, as of December 31, 2015, a liability for potential penalties and interest of \$219 has been recorded.

It is reasonably possible the Company may recognize up to approximately \$170 of currently unrecognized tax benefits over the next 12 months, pertaining primarily to expiration of statutes of limitations of positions reported on state and local income tax returns. The Company files U.S. and state and local income tax returns in jurisdictions with varying statutes of limitations.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**14. STOCK COMPENSATION**

The Company granted equity compensation under its Amended and Restated 1999 Long-Term Incentive Plan (the “1999 Plan”) until the 1999 Plan expired on December 31, 2013. On May 16, 2014, the Company’s stockholders approved the 2014 Management Incentive Plan (the “2014 Plan”). The 2014 Plan replaced the 1999 Plan. Like the 1999 Plan, the 2014 Plan provides for the Company to grant stock options, stock appreciation rights and restricted stock. The 2014 Plan also provides for awards based on a multi-year performance period and for annual short-term awards based on a twelve-month performance period. Shares available for issuance under the 2014 Plan are 7,823,451 shares. The Company may satisfy its obligations under any award granted under the 2014 Plan by issuing new shares. Awards previously granted under the 1999 Plan remain outstanding in accordance with their terms.

*Stock Options.* The Company recognized compensation expense of \$2,203, \$1,675 and \$1,573 related to stock options in the years ended December 31, 2016, 2015 and 2014, respectively.

All awards have a contractual term of ten years and awards vest over a period of three to seven years depending upon each grant. The fair value of option grants is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including expected stock price characteristics which are significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models do not necessarily provide a reliable single measure of the fair value of stock-based compensation awards.

The assumptions used under the Black-Scholes option pricing model in computing fair value of options are based on the expected option life considering both the contractual term of the option and expected employee exercise behavior, the interest rate associated with U.S. Treasury issues with a remaining term equal to the expected option life and the expected volatility of the Company’s common stock over the expected term of the option. The assumptions used for grants in the years ended December 31, 2016, 2015 and 2014 were as follows:

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Risk-free interest rate . . . . .	1.5% – 1.7%	1.8% – 2.0%	1.1% – 2.6%
Expected volatility . . . . .	16.49% – 18.13%	22.18% – 22.25%	18.51% – 22.37%
Dividend yield . . . . .	0.0%	0.0%	0.0%
Expected holding period . . . . .	7.00 – 10.00 years	7.00 – 10.00 years	4.00 – 10.00 years
Weighted-average grant date fair value <sup>(1)</sup> . . . . .	\$5.09 – \$6.88	\$6.47 – \$8.07	\$3.28 – \$7.32

(1) Per share amounts have not been adjusted to give effect to the stock dividends in 2016, 2015 and 2014.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**14. STOCK COMPENSATION – (continued)**

A summary of employee stock option transactions follows:

	Number of Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value <sup>(1)</sup>
Outstanding on January 1, 2014 . . . . .	3,643,316	\$11.41	6.5	\$ 9,959
Granted . . . . .	448,580	\$16.97		
Exercised . . . . .	(464,877)	\$10.87		
Canceled . . . . .	(13)	\$ —		
Outstanding on December 31, 2014 . . . . .	<u>3,627,006</u>	\$12.16	6.4	\$25,977
Granted . . . . .	427,219	\$20.95		
Exercised . . . . .	(121,308)	\$11.45		
Canceled . . . . .	(5)	\$ —		
Outstanding on December 31, 2015 . . . . .	3,932,912	\$13.16	5.9	\$36,612
Granted . . . . .	406,875	\$22.13		
Exercised . . . . .	(33,501)	\$11.87		
Canceled . . . . .	(6)	\$ —		
Outstanding on December 31, 2016 . . . . .	<u>4,306,280</u>	\$14.02	5.3	\$37,557

Options exercisable at:

December 31, 2014 . . . . .	1,678,829
December 31, 2015 . . . . .	2,137,112
December 31, 2016 . . . . .	2,111,985

(1) The aggregate intrinsic value represents the amount by which the fair value of the underlying common stock (\$22.74, \$22.47 and \$19.33 at December 31, 2016, 2015 and 2014, respectively) exceeds the option exercise price.

Additional information relating to options outstanding at December 31, 2016 follows:

Range of Exercise Prices	Options Outstanding			Options Exercisable			
	Outstanding as of 12/31/2016	Weighted- Average Remaining Contractual Life (Years)	Weighted- Average Exercise Price	Exercisable as of 12/31/2016	Weighted- Average Remaining Contractual Life (Years)	Weighted- Average Exercise Price	Aggregate Intrinsic Value
\$8.85 – \$11.07 . . . . .	1,575,948	2.9	\$10.02	1,575,948	2.9	\$10.02	\$ —
\$11.07 – \$13.28 . . . . .	1,447,663	5.4	\$13.13	536,037	4.0	\$12.88	—
\$13.28 – \$15.49 . . . . .	—	—	\$ —	—	—	\$ —	—
\$15.49 – \$17.70 . . . . .	448,577	7.4	\$16.98	—	—	\$ —	—
\$17.70 – \$19.92 . . . . .	—	—	\$ —	—	—	\$ —	—
\$19.92 – \$22.13 . . . . .	834,092	8.6	\$21.53	—	—	\$ —	—
	<u>4,306,280</u>	5.3	\$14.02	2,111,985	3.2	\$10.81	\$25,331

As of December 31, 2016, there was \$3,680 of total unrecognized compensation cost related to unvested stock options. The cost is expected to be recognized over a weighted-average period of approximately 1.31 years at December 31, 2016.

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 14. STOCK COMPENSATION – (continued)

The Company reflects the tax savings resulting from tax deductions in excess of expense reflected in its consolidated financial statements as a component of “Cash Flows from Financing Activities.”

Non-qualified options for 406,875 shares of common stock were issued during 2016. The exercise price of the options granted was \$22.13 in 2016. The exercise price of the options granted in 2016 were at the fair value on the date of the grants.

Non-qualified options for 427,219 shares of common stock were issued during 2015. The exercise price of the options granted was \$20.95 in 2015. The exercise price of the options granted in 2015 were at the fair value on the date of the grants.

Non-qualified options for 448,580 shares of common stock were issued during 2014. The exercise price of the options granted was \$16.97 in 2014. The exercise price of the options granted in 2014 were at the fair value on the date of the grants.

The Company has elected to use the long-form method under which each award grant is tracked on an employee-by-employee basis and grant-by-grant basis to determine if there is a tax benefit or tax deficiency for such award. The Company then compares the fair value expense to the tax deduction received for each grant and aggregates the benefits and deficiencies to establish its hypothetical APIC Pool.

The Company recognizes windfall tax benefits associated with the exercise of stock options directly to stockholders' deficiency only when realized. A windfall tax benefit occurs when the actual tax benefit realized by the Company upon an employee's disposition of a share-based award exceeds the deferred tax asset, if any, associated with the award that the Company had recorded.

The total intrinsic value of options exercised during the years ended December 31, 2016, 2015 and 2014 was \$309, \$1,151 and \$3,539, respectively. Tax benefits related to option exercises of \$116, \$821 and \$1,178 were recorded as increases to stockholders' deficiency for the years ended December 31, 2016, 2015 and 2014, respectively.

*Restricted Stock Awards.* On April 2016, the Company granted 52,500 restricted shares of the Company's common stock (the “April 2016 Grant”) pursuant to the 1999 Plan to each of its five outside directors. The shares vest over three years and the Company will recognize \$1,054 of expense over the vesting period of the April 2016 grant. The Company recognized expense of \$236 for the year ended December 31, 2016.

On November 10, 2015, the Company granted its President and Chief Executive Officer an award of 1,260,000 shares of its common stock subject to service and performance-based vesting. The award shares were issued pursuant to the terms of an agreement that provides that both a performance requirement and a continued employment requirement must be met over a seven-year performance period to earn vested rights with respect to the award shares. The maximum potential amount of the award shares reflects recognition of the CEO's contributions as CEO since January 1, 2006 and the value of his management and real estate expertise to the Company. The fair market value of the restricted shares on the date of grant was \$28,374 and is being amortized over the performance period as a charge to compensation expense. The Company recognized expense of \$4,278 and \$597 for the years ended December 31, 2016 and 2015, respectively.

On July 23, 2014, the Company granted its President and Chief Executive Officer an award of 1,157,625 shares of its common stock subject to service and performance-based vesting. The award shares were issued pursuant to the terms of an agreement that provides that both a performance requirement and a continued employment requirement must be met over a seven-year performance period to earn vested rights with respect to the award shares. The maximum potential amount of the award shares reflects recognition of the CEO's contributions as CEO since January 1, 2006 and the value of his management and real estate expertise to the Company. The fair market value of the restricted shares on the date of grant was \$20,780 and



## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 14. STOCK COMPENSATION – (continued)

is being amortized over the performance period as a charge to compensation expense. The Company recognized expense of \$3,122, \$2,992 and \$1,320 for the years ended December 31, 2016, 2015 and 2014, respectively.

In May 2013, the Company granted 12,155 restricted shares of the Company's common stock (the "May 2013 Grant") pursuant to the 1999 Plan to each of its five outside directors. The shares vested over three years and the Company recognized \$815 of expense over the vesting period of the May 2013 Grant. The Company recognized expense of \$111, \$272 and \$271 for the years ended December 31, 2016, 2015 and 2014, respectively.

In October 2013, the President and Chief Executive Officer of Liggett and Liggett Vector Brands was awarded a restricted stock grant of 31,835 shares of Vector's common stock pursuant to the 1999 Plan. The shares will vest on the earlier of March 15, 2019, contingent upon performance-based targets being achieved by the Company's Tobacco segment, or October 31, 2020, if the performance-based targets are not achieved. He will receive dividends on the restricted shares as paid. In the event that his employment with the Company is terminated for any reason other than his death, his disability or a change of control (as defined in this Restricted Share Agreement) of the Company, any remaining balance of the shares not previously vested will be forfeited by him. The fair market value of the restricted shares on the date of grant was \$458 and is being amortized over the vesting period as a charge to compensation expense. The Company recognized expense of \$85, \$86 and \$86 for the years ended December 31, 2016, 2015 and 2014, respectively.

As of December 31, 2016, there was \$37,853 of total unrecognized compensation costs related to unvested restricted stock awards. The cost is expected to be recognized over a weighted-average period of approximately 2.74 years.

As of December 31, 2015, there was \$44,632 of total unrecognized compensation costs related to unvested restricted stock awards.

The Company's accounting policy is to treat dividends paid on unvested restricted stock as a reduction to additional paid-in capital on the Company's consolidated balance sheet.

#### 15. 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"). The future financial impact of the risks and expenses of litigation are not quantifiable. For the years ended December 31, 2016, 2015 and 2014, Liggett incurred tobacco product liability legal expenses and costs totaling \$26,611, \$26,987 and \$9,944, respectively. The 2016 total includes \$17,650 for the December 2016 settlement of 124 *Engle* progeny cases. The tobacco product liability legal expenses and costs are included in the operating, selling, administrative and general

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

expenses and litigation settlement and judgment expense line items in the Condensed Consolidated Statements of Operations. Legal defense costs are expensed as incurred.

Litigation is subject to uncertainty and it is possible that there could be adverse developments in pending cases. With the commencement of new cases, the defense costs and the risks relating to the unpredictability of litigation increase. Management reviews on a quarterly basis with counsel all pending litigation and evaluates the probability of a loss being incurred and 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 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 of the *Calloway*, *Boatright* and *Ward* cases Liggett, as of December 31, 2016, had secured \$4,241 in bonds.

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. The maximum amount of any such bond for an appeal in the Florida state courts will be no greater than \$5,000. 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 15: (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.

*Cautionary Statement About Engle Progeny Cases.* Since 2009, judgments have been entered against Liggett and other industry defendants in more than 120 *Engle* progeny cases. A number of the judgments have been affirmed on appeal and satisfied by the defendants. Many have been overturned on appeal. As of December 31, 2016, 24 *Engle* progeny cases where Liggett was a defendant at trial resulted in verdicts. Fifteen 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 nine in favor of Liggett. In four of the cases, punitive damages were awarded against Liggett (although in *Calloway*, the intermediate appellate court reversed the punitive and compensatory damages awards and remanded the case to the trial court for a new trial). In certain cases, the judgments were entered jointly and severally with other defendants and Liggett may face the risk that one or more co-defendants decline or otherwise fail to participate in the bonding required for an appeal or to pay their proportionate or jury-allocated share of a judgment. As a result, under certain circumstances, Liggett may have to pay more than its proportionate share of any bonding or judgment related amounts. Except as discussed in this Note 15 regarding the cases where an adverse verdict against Liggett remains on appeal, management is unable to estimate the possible loss or range of loss from the remaining *Engle* progeny cases as there are currently multiple defendants in each case and, in most cases, discovery has

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

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, however, Liggett has entered into settlement discussions in individual cases or groups of cases where Liggett has determined it was in its best interest to do so, and it may continue to do so in the future, including with respect to the remaining *Engle* progeny cases. In October 2013, Liggett announced a settlement of the claims of more than 4,900 *Engle* progeny plaintiffs (*see Engle Progeny Settlement I* below). On December 7, 2016, Liggett entered into an agreement to settle 124 *Engle* progeny cases for \$17,650 (*see Engle Progeny Settlement II* below). As of December 31, 2016, Liggett (and in certain cases the Company) had, on an individual basis, settled 177 *Engle* progeny cases for approximately \$6,025 in the aggregate, one of which occurred in the fourth quarter of 2016.

#### *Individual Actions*

As of December 31, 2016, there were 35 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 the remaining *Engle* progeny cases or the 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
Maryland	16
Florida	7
New York	6
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

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

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.

#### *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 damages issues. 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 sued 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.

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**15. CONTINGENCIES – (continued)**

*Engle Progeny Settlement I.* In October 2013, the Company and Liggett 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 more than 4,900 plaintiffs, including the claims of all plaintiffs with cases pending in federal court, 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 approximately \$25,000 is related to certain payments discounted to their present value using an 11% annual discount rate. 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.

*Engle Progeny Settlement II.* On December 7, 2016, the Company and Liggett entered into an agreement with 124 *Engle* progeny plaintiffs and their counsel. Pursuant to the terms of the settlement, Liggett agreed to pay \$17,650, \$14,000 of which was paid on December 7, 2016 with the balance of \$3,650 to be paid in equal quarterly payments starting in January 2018, with 5% interest. Due to the settlement, in the fourth quarter of 2016, the Company recorded a charge of \$17,650.

Notwithstanding the comprehensive nature of the *Engle* Progeny Settlements, approximately 125 plaintiffs' claims remain pending in state court. 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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**15. CONTINGENCIES – (continued)**

As of December 31, 2016, the following *Engle* progeny cases have resulted in judgments against Liggett:

Date	Case Name	County	Liggett Compensatory Damages (as adjusted) <sup>(1)</sup>	Liggett Punitive Damages	Status <sup>(2)</sup>
June 2002	<i>Lukacs v. R.J. Reynolds</i>	Miami-Dade	\$12,418	\$ —	Liggett satisfied the judgment and the case is concluded.
August 2009	<i>Campbell v. R.J. Reynolds</i>	Escambia	156	—	Liggett satisfied the judgment and the case is concluded.
March 2010	<i>Douglas v. R.J. Reynolds</i>	Hillsborough	1,350	—	Liggett satisfied the judgment and the case is concluded.
April 2010	<i>Clay v. R.J. Reynolds</i>	Escambia	349	1,000	Liggett satisfied the judgment and the case is concluded.
April 2010	<i>Putney v. R.J. Reynolds</i>	Broward	17	—	On June 12, 2013, the Fourth District Court of Appeal reversed and remanded the case for further proceedings regarding the amount of the award. Both sides sought discretionary review from the Florida Supreme Court. In February 2016, the Florida Supreme Court reinstated the jury's verdict. The defendants moved for clarification of that order. The court clarified that it reversed the district court's decision regarding the statute of repose only, leaving the remaining portions of the decision intact, which, among other things, reversed an approximately \$3,000 compensatory award against Liggett. The case was remanded to the trial court for proceedings consistent with those portions of the district court's decision that were not reversed. A hearing is scheduled on March 14, 2017.
April 2011	<i>Tullo v. R.J. Reynolds</i>	Palm Beach	225	—	Liggett satisfied the judgment and the case is concluded.
January 2012	<i>Ward v. R.J. Reynolds</i>	Escambia	1	—	Liggett satisfied the merits judgment. Subsequently, the trial court entered a joint and several final judgment on attorneys' fees and costs for \$981 and defendants appealed that judgment. Briefing is underway.
May 2012	<i>Calloway v. R.J. Reynolds</i>	Broward	—	—	A joint and several judgment for \$16,100 was entered against R.J. Reynolds, Philip Morris, Lorillard and Liggett. On January 6, 2016, the Fourth District Court of Appeal reversed in part, including the \$7,600 punitive damages award against Liggett, and remanded the case to the trial court for a new trial on certain issues. Both sides moved for rehearing and in September 2016, the appellate court reversed the judgment in its entirety and remanded the case for a new trial. As a result, the \$1,530 compensatory award against Liggett was reversed. The plaintiff filed a notice to invoke the discretionary jurisdiction of the Florida Supreme Court. Any potential liability as a result of the pending appeal is included in the amount Liggett will pay under <i>Engle</i> Progeny Settlement II.
December 2012	<i>Buchanan v. R.J. Reynolds</i>	Leon	2,750	—	Liggett satisfied the judgment and the case is concluded.



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**15. CONTINGENCIES – (continued)**

Date	Case Name	County	Liggett Compensatory Damages (as adjusted) <sup>(1)</sup>	Liggett Punitive Damages	Status <sup>(2)</sup>
May 2013	<i>D. Cohen v. R.J. Reynolds</i>	Palm Beach	—	—	This case was settled in December 2016 as part of Engle Progeny Settlement II.
August 2013	<i>Rizzuto v. R.J. Reynolds</i>	Hernando	3,479	—	Liggett settled its portion of the judgment for \$1,500 and the case is concluded as to Liggett.
August 2014	<i>Irimi v. R.J. Reynolds</i>	Broward	—	—	This case was settled in December 2016 as part of Engle Progeny Settlement II.
October 2014	<i>Lambert v. R.J. Reynolds</i>	Pinellas	3,600	9,500	Liggett satisfied the judgment and the case is concluded.
November 2014	<i>Boatright v. R.J. Reynolds</i>	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 further entered against Liggett for \$300 in punitive damages. Defendants appealed and plaintiff cross-appealed. Oral argument occurred on October 18, 2016. A decision is pending. Any potential liability as a result of the pending appeal is included in the amount Liggett will pay under Engle Progeny Settlement II.
June 2015	<i>Caprio v. R.J. Reynolds</i>	Broward	—	—	This case was settled in December 2016 as part of Engle Progeny Settlement II.
<b>Total Damages Awarded:</b>			24,345	10,800	
<b>Amounts accrued, paid or compromised:</b>			(24,328)	(10,800)	
<b>Damages remaining on Appeal:</b>			\$ 17	\$ 0	

(1) Compensatory damages are adjusted to reflect the jury's allocation of comparative fault and only include Liggett's jury allocated share, regardless of whether a judgment was joint and several. 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.

Through December 31, 2016, Liggett paid \$39,773, including interest and attorneys' fees, to satisfy the judgments in the following Engle progeny cases: *Lukacs*, *Campbell*, *Douglas*, *Clay*, *Tullo*, *Ward*, *Rizzuto*, *Lambert* and *Buchanan*.

Except as disclosed elsewhere in this Note 15, the Company is unable to determine a range of loss related to the remaining Engle progeny cases. 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

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#### 15. CONTINGENCIES – (continued)

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 *Rey*, 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 *Douglas*, a state court case, 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 April 2015, in *Hess*, a state court case, the Florida Supreme Court held that *Engle* defendants cannot raise a statute of repose defense to claims for concealment or conspiracy.

In April 2015, in *Graham*, a federal case, the Eleventh Circuit held that federal law impliedly preempts use of the *res judicata Engle* findings to establish claims for strict liability or negligence. In January 2016, the Eleventh Circuit Court of Appeals granted the plaintiff's motion for rehearing *en banc* and vacated the panel's decision. Defendants filed a motion requesting that the court enter a briefing order directing the parties to address both implied preemption and whether the application of the *Engle* findings violates federal due process. Oral argument on rehearing occurred in June 2016 and a decision is pending.

In November 2015, in *Schoeff*, the Fourth District Court of Appeal affirmed the trial court's decision to reduce plaintiff's compensatory damages award by the jury's assessment of the deceased smoker's assigned comparative fault despite the jury's finding in favor of plaintiff on her claims for intentional torts. The Florida

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#### 15. CONTINGENCIES – (continued)

Supreme Court accepted discretionary jurisdiction of the issue based on a direct conflict with other district courts of appeal which have held that reduction of a compensatory damages award is inappropriate where a defendant is found liable for an intentional tort. Oral argument is scheduled for March 8, 2017.

In January 2016, in *Marotta*, the Fourth District Court of Appeal disagreed with the *Graham* panel's decision. The Florida Supreme Court accepted jurisdiction in *Marotta*. Oral argument occurred in November 2016 and a decision is pending.

In March 2016, in *Soffer*, the Florida Supreme Court held that *Engle* progeny plaintiffs may seek punitive damages on their claims for non-intentional torts, rejecting the argument that plaintiffs are precluded from doing so because the *Engle* class did not pursue such damages on those claims.

#### *Maryland Cases*

Liggett is currently a defendant in 16 multi-defendant personal injury cases in Maryland that allege claims arising from asbestos and tobacco exposure. The tobacco defendants, including Liggett, moved (or are in the process of moving) to dismiss the cases. In the past, motions to dismiss have generally been successful, typically resulting in the dismissal without prejudice of the tobacco company defendants. Recently, however, a Maryland intermediate appellate court ruled, in *Stidham, et al. v. R. J. Reynolds Tobacco Company, et al.*, that dismissal of tobacco company defendants may not be appropriate where the asserted injury is based on both asbestos and tobacco exposure ("synergy cases"). In May 2016, the Court of Appeals for Maryland (Maryland's highest court) heard oral argument on the appeal of the intermediate appellate court's decision. In July 2016, the Court of Appeals ruled that joinder of tobacco and asbestos cases may be possible in certain circumstances, but plaintiffs must demonstrate at the trial court level how such cases may be joined while providing appropriate safeguards to prevent embarrassment, delay, expense or prejudice to defendants and "the extent to which, if at all, the special procedures applicable to asbestos cases should extend to tobacco companies." The Court of Appeals remanded these issues to be determined at the trial court level. It is possible that Liggett and other tobacco company defendants will not be dismissed from pending synergy cases, and may be named as defendants in asbestos-related personal injury actions in Maryland going forward, including approximately 20 additional synergy cases currently pending in Maryland state court.

#### *Liggett Only Cases*

There are currently three cases pending where Liggett is the only remaining defendant. Each of these cases is an Individual Action. There has been no recent activity in two of the cases. It is possible that cases where Liggett is the only defendant could increase as a result of the remaining *Engle* progeny cases.

#### *Class Actions*

As of December 31, 2016, three actions were pending for which either a class had been certified or plaintiffs were seeking class certification where Liggett is a named defendant. 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.

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#### 15. CONTINGENCIES – (continued)

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. The case has been stayed for a number of years, with the stay renewed every few years. The last stay was entered on March 16, 2016 and stays the case, including all discovery, pending the completion of the smoking cessation program ordered by the court in *Scott v. The American Tobacco Co.*

In February 1998, in *Parsons v. AC & S Inc.*, a purported class action 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.

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. Liggett was severed from trial of the consolidated action. After two mistrials, in May 2013, the jury rejected all but one of the plaintiffs’ claims, finding in favor of plaintiffs on the claim that ventilated filter cigarettes between 1964 and July 1, 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 which subsequently declined review. In July 2015, the trial court ruled on the scope of the ventilated filter claim and determined that only 30 plaintiffs have potentially viable claims against the non-Liggett defendants, which may be pursued in a second phase of the trial. The court intends to try the claims of these plaintiffs in six consolidated trials, each with five plaintiffs. 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. On May 23, 2016, the trial court ruled that the case may proceed against Liggett. Liggett requested that the trial court certify the matter to the West Virginia Supreme Court of Appeals for review, but the trial court refused. A scheduling order was entered governing the Phase I common issues pre-trial proceedings and discovery is underway. It is estimated that Liggett could be a defendant in approximately 90 individual cases.

In addition to the cases described above, numerous class actions remain certified against other cigarette manufacturers including cases alleging, among other things, that use of the terms “lights” and “ultra lights” constitutes unfair and deceptive trade practices. 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 December 31, 2016, one Health Care Cost Recovery Action was 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

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#### 15. CONTINGENCIES – (continued)

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 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. In May 2015, the court of appeals issued an opinion on the legality of the “corrective statements,” affirming them in part and reversing them in part. The implementation of the “corrective statements” is uncertain as proceedings are ongoing.

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.



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#### 15. CONTINGENCIES – (continued)

##### *Upcoming Trials*

As of December 31, 2016, there were six *Engle* progeny cases and one Individual Action scheduled for trial through December 31, 2017, 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, R.J. Reynolds and two other companies (the “Original Participating Manufacturers” or “OPMs”) and Liggett and Vector Tobacco (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 and Vector Tobacco 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 including a “Non-Participating Manufacturers Adjustment” or “NPM Adjustment”). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the



## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

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 3.3% of the total cigarettes sold in the United States in 2016. 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 29, 2016, Liggett and Vector Tobacco pre-paid \$102,000 of their approximate \$118,000 2016 MSA obligation, the balance of which will be paid in April 2017, subject to any applicable disputes or adjustments.

#### *Certain MSA Disputes*

*NPM Adjustment.* Liggett and Vector Tobacco contend that they are entitled to an NPM Adjustment for each year from 2003 – 2015. The NPM Adjustment is a potential adjustment to annual MSA payments, available when the Participating Manufacturers suffer a market share loss to NPMs for a particular year and an economic consulting firm selected pursuant to the MSA determines that the MSA was a “significant factor contributing to” that loss. A Settling State that has “diligently enforced” its qualifying escrow statute in the year in question may be able to avoid its allocable share of the NPM Adjustment. For 2003 – 2015, 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 either paid subject to dispute, withheld payment or paid into a disputed payment account, the amounts associated with these NPM Adjustments.

The two requirements for application of the NPM Adjustment, a market share loss and a finding or agreement that the MSA was a significant factor in that loss, have been satisfied, and the Participating Manufacturers have engaged in disputes with certain of the Settling States over whether they diligently enforced their respective escrow statutes in each of the years from 2003 – 2015. After several years of litigation over whether the MSA's arbitration clause required a multistate arbitration of the NPM Adjustment dispute, 48 of 49 state courts ultimately compelled the states to participate in a single, multistate arbitration of the 2003 NPM Adjustment. Notwithstanding, many states continued to refuse to arbitrate and agreed to do so only after the Participating Manufacturers agreed to a 20% reduction in their 2003 NPM Adjustment claims.

The arbitration for the 2003 NPM Adjustment began in June 2010. During the proceedings, the Participating Manufacturers decided not to contest the diligent enforcement of 16 states, with a combined allocable share of approximately 14%.

While the 2003 arbitration was underway, the Participating Manufacturers entered into a term sheet with 22 states settling the NPM Adjustment for 2003 – 2012 and agreed to terms to address the NPM Adjustment with respect to those states for future years. The parties have been working towards converting the binding term sheet into a final settlement agreement.

The Participating Manufacturers continued to contest the diligence of 15 states relating to the 2003 NPM Adjustment. In September 2013, the panel found that six of those states did not diligently enforce their MSA escrow statutes in 2003.

Two of the states found non-diligent, Kentucky and Indiana, agreed to settle the dispute and enter into the term sheet described above. The remaining four non-diligent states pursued motions in their respective state courts seeking to vacate or reduce the amount of the arbitration award. The Pennsylvania, Maryland and Missouri courts refused to vacate the award but reduced the recovery by approximately 50%. In October 2016,

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

the United States Supreme Court denied the Participating Manufacturers' petitions for certiorari. In September 2013, the New Mexico trial court refused to vacate the award but reduced the recovery. The Participating Manufacturers appealed that decision to the New Mexico Court of Appeals.

In October 2015, substantially all of the Participating Manufacturers settled the NPM Adjustment dispute with the state of New York for 2004 – 2014 and agreed to a mechanism for potential future credits against the Participating Manufacturers' MSA payments for 2015 forward.

As a result of the settlements and arbitration award described above, Liggett and Vector Tobacco reduced cost of sales in the aggregate by \$21,739 for years 2013 – 2016. Liggett and Vector Tobacco may be entitled to further adjustments for 2015 forward. The remaining NPM Adjustment accrual of approximately \$20,000 at December 31, 2016 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. As of December 31, 2016, there remains approximately \$28,600 in the disputed payments account relating to Liggett's 2011 – 2015 NPM Adjustment disputes with the non-settling states.

Disputes over the NPM Adjustments for 2004 – 2014 remain to be arbitrated with the states that have not joined the settlement. The dispute over the NPM Adjustment for 2015 remains to be arbitrated with all the states.

The arbitration for the 2004 NPM Adjustment dispute has commenced. Courts in two states, Pennsylvania and Maryland, rejected arguments that those states' claims of diligent enforcement should be addressed by a separate state-specific panel and they are participating in the multistate arbitration. New Mexico's trial court recently granted a motion to compel it to participate as well, but, New Mexico appealed that order to its court of appeals. The Missouri court of appeals ruled that Missouri was entitled to a state-specific arbitration, and that issue is pending in the Missouri Supreme Court. Oral argument occurred in November 2016 and a decision is pending. Discovery is underway in the 2004 NPM Adjustment proceeding and evidentiary hearings are possible in 2017.

*“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 recalculated 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 exemption. The panel further determined, in a subsequent order, 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 arbitrators' award, which indicated that Liggett owed approximately \$16,000 for years 2001 – 2013. Liggett disputed these calculations. In June 2016, the independent auditor issued revised calculations indicating that Liggett owed approximately \$8,100 for years 2001 – 2013. In September 2016, Liggett paid the \$8,100 and reduced cost of sales by \$370, but, continued to dispute certain aspects of the independent auditor's revised calculations.

*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,

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 15. CONTINGENCIES – (continued)

Liggett determined that, based on settlements or resolutions with United States Tobacco Company, Liggett's payment obligations to those four 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. Further, the Attorneys General for Florida, Mississippi and Texas advised Liggett that they believed 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.

On January 12, 2016, the Attorney General for Mississippi filed a motion in state court in Jackson County, Mississippi (Chancery Division) to enforce the March 1996 settlement agreement alleging that Liggett owes Mississippi at least \$27,000 in damages (including interest), and \$20,000 in punitive damages and attorneys' fees. Discovery is concluded and briefing is underway. A hearing is scheduled on March 24, 2017.

Liggett may be required to make additional payments to Texas and Mississippi 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 15, 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.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**15. CONTINGENCIES – (continued)**

The activity in the Company's accruals for the MSA and tobacco litigation for the three years ended December 31, 2016 were as follows:

	<i>Current Liabilities</i>			<i>Non-Current Liabilities</i>		
	<b>Payments due under Master Settlement Agreement</b>	<b>Litigation Accruals</b>	<b>Total</b>	<b>Payments due under Master Settlement Agreement</b>	<b>Litigation Accruals</b>	<b>Total</b>
Balance at January 1, 2014 . . . . .	\$ 25,348	\$ 59,310	\$ 84,658	\$27,571	\$27,058	\$54,629
Expenses . . . . .	118,069	2,849	120,918	—	—	—
NPM Settlement adjustment . . . . .	—	—	—	(1,419)	—	(1,419)
Change in MSA obligations capitalized as inventory . . . . .	(1,095)	—	(1,095)	—	—	—
Payments . . . . .	(116,343)	(62,878)	(179,221)	—	—	—
Reclassification from non-current liabilities . .	343	3,575	3,918	(343)	(3,575)	(3,918)
Interest on withholding . . . . .	—	293	293	—	2,217	2,217
Balance as of December 31, 2014 . . . . .	<u>26,322</u>	<u>3,149</u>	<u>29,471</u>	<u>25,809</u>	<u>25,700</u>	<u>51,509</u>
Expenses . . . . .	118,284	20,644	138,928	—	(195)	(195)
NPM Settlement adjustment . . . . .	1,351	—	1,351	(5,715)	—	(5,715)
Change in MSA obligations capitalized as inventory . . . . .	1,426	—	1,426	—	—	—
Payments . . . . .	(118,142)	(5,869)	(124,011)	—	—	—
Reclassification from non-current liabilities . .	—	3,305	3,305	—	(3,305)	(3,305)
Interest on withholding . . . . .	—	1,675	1,675	—	2,518	2,518
Balance as of December 31, 2015 . . . . .	<u>29,241</u>	<u>22,904</u>	<u>52,145</u>	<u>20,094</u>	<u>24,718</u>	<u>44,812</u>
Expenses . . . . .	110,486	16,679	127,165	—	3,650	3,650
Change in MSA obligations capitalized as inventory . . . . .	1,568	—	1,568	—	—	—
Payments . . . . .	(122,977)	(39,682)	(162,659)	—	—	—
Reclassification from non-current liabilities . .	(2,163)	3,252	1,089	2,163	(3,252)	(1,089)
Interest on withholding . . . . .	37	506	543	—	2,397	2,397
Balance as of December 31, 2016 . . . . .	<u>\$ 16,192</u>	<u>\$ 3,659</u>	<u>\$ 19,851</u>	<u>\$22,257</u>	<u>\$27,513</u>	<u>\$49,770</u>

***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 affect 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 Convenience Distribution 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. 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. The Company believes the fair value of Liggett Vector Brands' obligation under the agreement was immaterial at December 31, 2016.

In addition to the foregoing, Douglas Elliman Realty, LLC and its subsidiaries are subject to numerous proceedings, lawsuits and claims in connection with their ordinary business activities. Many of these matters are covered by insurance or, in some cases, the company is indemnified by third parties.

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(Dollars in Thousands, Except Per Share Amounts)

**15. CONTINGENCIES – (continued)**

Liggett was contacted in October 2015, by one of its software vendors, who suggested that Liggett needed to purchase additional software licenses from it. Liggett believes that its use of the vendor’s software is in compliance with the licenses previously purchased by Liggett. In January 2016, the software vendor requested to audit Liggett’s use of the relevant software. Liggett has provided details of its use of the software and is continuing to cooperate with requests for information.

Management is of the opinion that the liabilities, if any, resulting from other proceedings, lawsuits and claims pending against the Company and its consolidated subsidiaries, unrelated to tobacco product liability, should not materially affect the Company’s consolidated financial position, results of operations or cash flows.

**16. SUPPLEMENTAL CASH FLOW INFORMATION**

	Year Ended December 31,		
	2016	2015	2014
Cash paid during the period for:			
Interest . . . . .	\$108,422	\$96,958	\$ 98,754
Income taxes . . . . .	46,811	52,040	16,610
Non-cash investing and financing activities:			
Issuance of stock dividend . . . . .	609	584	520
Non-controlling interest . . . . .	—	—	2,733
Debt retired in conversion to stock . . . . .	—	25,000	132,530
Embedded derivative, net retired in conversion to stock . . . . .	—	889	6,680

**17. RELATED PARTY TRANSACTIONS**

*Ladenburg Thalmann Financial Services Inc.* As of December 31, 2016, the Company owned 15,191,200 common shares of *Ladenburg Thalmann Financial Services Inc.* (“LTS”), a publicly-traded, diversified financial-services company engaged in independent brokerage and advisory services, investment banking, equity research, institutional sales and trading, asset management services, wholesale life insurance brokerage and trust services. The Company, through its various investments in LTS, beneficially owned approximately 8.28% and accounts for its investment in LTS under the equity method of accounting.

In September 2006, the Company entered into an agreement with LTS pursuant to which the Company agreed to make available to LTS the services of the Company’s Executive Vice President (the “EVP”) to serve as the President and Chief Executive Officer of LTS and to provide certain other financial, accounting and tax services, including assistance with complying with Section 404 of the Sarbanes-Oxley Act of 2002 and assistance in the preparation of income tax returns. LTS paid the Company \$850 for each of 2016, 2015 and 2014 under the agreement and pays the Company at a rate of \$850 per year in 2017. These amounts are recorded as equity income. LTS paid compensation to the President and Chief Executive Officer of the Company, who serves as Vice Chairman of LTS, of \$1,250, \$1,300 and \$1,375 for 2016, 2015 and 2014, respectively, and director fees of \$36, \$38 and \$39 for 2016, 2015 and 2014, respectively. LTS paid compensation to the Company EVP, who serves as President and CEO of LTS, of \$1,450, \$1,450 and \$1,375 for 2016, 2015 and 2014, respectively.

On November 4, 2011, Vector was part of a consortium, which included Dr. Phillip Frost, who is a beneficial owner of approximately 15.3% of the Company’s common stock as of February 21, 2017 and the EVP that agreed to provide a five-year loan to LTS. Vector’s portion of the loan was \$15,000. Interest on the loan, which was due on November 4, 2016, was payable quarterly at 11% per annum and commenced on December 31, 2011. The Company recorded equity in earnings of \$205, \$280 and \$574 in 2016, 2015 and 2014, respectively, related to the interest payments. On October 26, 2016, the Company surrendered the



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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### 17. RELATED PARTY TRANSACTIONS – (continued)

remaining principal amount of \$1,680 of its note to pay for the exercise price of 1,000,000 LTS Warrants that were exercised in full on the same date. The LTS warrants had been received in connection with the funding of the five-year loan to LTS.

The Company owns 240,000 shares of LTS's 8% Series A Cumulative Redeemable Preferred Stock (Liquidation Preference \$25.00 Per Share) and recorded dividend income from the investment of \$480 in each of 2016, 2015 and 2014.

*Castle Brands Inc.* As of December 31, 2016, the Company owned 12,671,159 common shares of Castle (NYSE MKT: ROX), a publicly-traded developer and importer of premium branded spirits. The Company accounts for its investment in Castle under the equity method.

In October 2008, the Company entered into an agreement with Castle where the Company agreed to make available to Castle the services of the EVP to serve as the President and Chief Executive Officer of Castle and to provide other financial, accounting and tax services. The Company recognized management fees at a rate of \$100 in each of 2016, 2015 and 2014, under the agreement and Castle has agreed to pay it at a rate of \$100 per year in 2017. In 2013, the Company purchased in a private placement \$200 of Castle's convertible debt, which bears interest at 5% per annum, is convertible into 222,222 shares of Castle common stock and is due on December 15, 2018. The Castle convertible debt was included in the ending carrying value of the Company's equity method investment in Castle.

*Morgans Hotel Group Co.* The Company's President and Chief Executive Officer served as the Chairman of the Board of Directors of Morgans Hotel Group Co. (NASDAQ: MHGC) in 2015 and 2016. As of November 30, 2016, the Company beneficially owned approximately 2,459,788 (7.03%) and accounted for its investment in MHGC as investment securities available for sale. On December 1, 2016, MHGC merged with another company and, as a result, the common shares of MHGC ceased to be outstanding and were converted into the right to receive \$2.25 in cash. The Company received \$5,535 for its investment in MHGC and recorded a gain of \$2,140, after recognizing an impairment charge of \$4,772 in the first quarter of 2016.

*Insurance.* The Company's Chief Executive Officer, a firm in which he is a shareholder, and affiliates of that firm received insurance commissions aggregating approximately \$247, \$217 and \$261 in 2016, 2015 and 2014, respectively, on various insurance policies issued for the Company and its subsidiaries.

*Other.* In addition to its investment in LTS and Castle, the Company has made investments in entities where Dr. Frost has a relationship. These include the following: (i) three investments in 2006, 2008, 2009, 2011, and 2015 totaling approximately \$12,788 in common stock of OPKO Inc. (NYSE MKT: OPK) and its predecessor eXegenics Inc., and in January 2013, the Company purchased \$5,000 of Opko's 3.00% convertible senior notes due 2033 which were converted into 726,036 shares of common stock in May 2015; (ii) a \$500 investment in 2008 in BioCardia, Inc (formerly known as Tiger X Medical Inc. and Cardo Medical Inc); and (iii) a \$250 investment in 2008 in Cocrysal Pharma, Inc. (f/ka/Cocrysal Discovery Inc.). Dr. Frost is a director, executive officer and/or more than 10% shareholder in these entities as well as LTS. Additional investments in entities where Dr. Frost has a relationship may be made in the future.

In May 2009, the Company issued in a private placement the 6.75% Note in the principal amount of \$50,000. The purchase price was paid in cash (\$38,225) and by tendering \$11,005 principal amount of the 5% Notes, valued at 107% of principal amount. The purchaser of the 6.75% Note was an entity affiliated with Dr. Frost. In March 2014, the holder of the 6.75% Note elected to convert \$25,000 of the principal balance of the Note into 2,455,877 shares of the Company's common stock. On November 14, 2014, the Note was amended to extend the stated maturity date of the Note from November 15, 2014 to February 15, 2015. On February 3, 2015, the remaining \$25,000 of principal of the Note was converted into 2,455,876 shares of the Company's common stock. Vector made cash interest payments of \$1,094 associated with the Note in 2015.



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**17. RELATED PARTY TRANSACTIONS – (continued)**

In September 2012, the Company entered into an office lease (the “Lease”) with Frost Real Estate Holdings, LLC (“FREH”), an entity affiliated with Dr. Frost. The Lease is for 12,390 square feet of space in an office building in Miami, Florida. The initial term of the Lease is five years, subject to two optional five-year term extensions. Payments under the lease commenced in May 2013. The Lease provides for payments of \$31 per month in the first year increasing to \$35 per month in the fifth year, plus applicable sales tax. The rent is inclusive of operating expenses, property taxes and parking. A \$220 tenant improvement allowance will be credited to the rent pro-rata over the initial five-year term. In connection with the execution of the Lease, the Company received the advice and opinion of a commercial real estate firm that the Lease terms were fair and that the Company received terms favorable in the market. The Company recorded rental expense of \$380 for each of the three years ended December 31, 2016, 2015 and 2014, respectively, associated with the lease.

A son of the Company’s President and Chief Executive Officer is an associate broker with Douglas Elliman Realty, LLC and he received commissions and other payments of \$640 and \$453 in accordance with brokerage activities in 2016 and 2015, respectively. The Company’s President and Chief Executive Officer has reserved a unit in a real estate venture for a purchase price of \$5,200 in 2015 and he may reserve or purchase units in other real estate ventures in the future.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**18. INVESTMENTS AND FAIR VALUE MEASUREMENTS**

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

Description	Fair Value Measurements as of December 31, 2016				Total Gains (Losses)
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets:</b>					
Money market funds <sup>(1)</sup> . . . . .	\$248,552	\$248,552	\$ —	\$ —	
Commercial paper <sup>(1)</sup> . . . . .	41,247	—	41,247	—	
Certificates of deposit <sup>(2)</sup> . . . . .	2,982	—	2,982	—	
Bonds <sup>(2)</sup> . . . . .	4,240	4,240	—	—	
Investment securities available for sale					
Equity securities . . . . .	50,843	50,843	—	—	
Mutual funds invested in fixed income securities . . . . .	20,582	20,582	—	—	
Fixed income securities					
U.S. government securities . . . . .	30,642	—	30,642	—	
Corporate securities . . . . .	36,687	—	36,687	—	
U.S. government and federal agency . . . . .	6,500	—	6,500	—	
Commercial mortgage-backed securities . . . . .	1,398	—	1,398	—	
Commercial paper . . . . .	8,980	—	8,980	—	
Index-linked U.S. bonds . . . . .	770	—	770	—	
Foreign fixed-income securities . .	501	—	501	—	
Total fixed income securities . .	<u>85,478</u>	<u>—</u>	<u>85,478</u>	<u>—</u>	
Total investment securities available for sale . . . . .	<u>156,903</u>	<u>71,425</u>	<u>85,478</u>	<u>—</u>	
Total . . . . .	<u>\$453,924</u>	<u>\$324,217</u>	<u>\$129,707</u>	<u>\$ —</u>	
<b>Liabilities:</b>					
Fair value of derivatives embedded within convertible debt . . . . .	<u>\$112,332</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$112,332</u>	
<b>Nonrecurring fair value measurements</b>					
Long-term investments <sup>(3)</sup> . . . . .	<u>\$ 6,396</u>			<u>\$ 6,396</u>	<u>\$(1,203)</u>
	<u>\$ 6,396</u>			<u>\$ 6,396</u>	<u>\$(1,203)</u>

- (1) Amounts included in cash and cash equivalents on the condensed consolidated balance sheet.
- (2) Amounts included in current restricted assets and restricted assets on the condensed consolidated balance sheet.
- (3) Long-term investments with a carrying amount of \$7,599 were written down to their fair value of \$6,396, resulting in an impairment charge of \$1,203, which was included in earnings.

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**18. INVESTMENTS AND FAIR VALUE MEASUREMENTS – (continued)**

Description	Fair Value Measurements as of December 31, 2015			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Money market funds <sup>(1)</sup> . . . . .	\$ 93,915	\$ 93,915	\$ —	\$ —
Certificates of deposit <sup>(2)</sup> . . . . .	3,469	—	3,469	—
Bonds <sup>(2)</sup> . . . . .	12,767	12,767	—	—
Investment securities available for sale				
Equity securities . . . . .	67,273	67,273	—	—
Mutual funds invested in fixed income securities . . . . .	20,111	20,111	—	—
Fixed income securities				
U.S. government securities . . . . .	28,132	—	28,132	—
Corporate securities . . . . .	41,561	—	41,561	—
U.S. government and agency . . . . .	5,790	—	5,790	—
Commercial mortgage-backed securities . . . . .	8,728	—	8,728	—
U.S. asset-backed securities . . . . .	8,276	—	8,276	—
Index-linked U.S. bonds . . . . .	2,105	—	2,105	—
Total fixed income securities . . . . .	<u>94,592</u>	<u>—</u>	<u>94,592</u>	<u>—</u>
Total investment securities available for sale . . . . .	<u>181,976</u>	<u>87,384</u>	<u>94,592</u>	<u>—</u>
Total . . . . .	<u>\$292,127</u>	<u>\$194,066</u>	<u>\$98,061</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Fair value of derivatives embedded within convertible debt . . . . .	<u>\$144,042</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$144,042</u>
<b>Nonrecurring fair value measurements</b>				
Long-term investments <sup>(3)</sup> . . . . .	\$ 11,189			\$ 11,189
Real estate held for sale <sup>(4)</sup> . . . . .	3,780			(230)
	<u>\$ 14,969</u>			<u>\$ 14,969</u>
				<u>\$(1,041)</u>

- (1) Amounts included in cash and cash equivalents on the condensed consolidated balance sheet.
- (2) Amounts included in current restricted assets and restricted assets on the condensed consolidated balance sheet.
- (3) Long-term investments with a carrying amount of \$12,000 were written down to their fair value of \$11,189, resulting in an impairment charge of \$811, which was included in earnings.
- (4) Real estate with a carrying value of \$4,010 was written down to its fair value of \$3,780, resulting in an impairment charge of \$230, which was included in earnings.

The fair value of the Level 2 certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is the rate offered by the financial institution. The fair value of investment securities available for sale included in Level 1 is based on quoted market prices from various stock exchanges. The

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**18. INVESTMENTS AND FAIR VALUE MEASUREMENTS – (continued)**

Level 2 investment securities available for sale are based on quoted market prices of securities that are thinly traded, quoted prices for identical or similar assets in markets that are not active or inputs other than quoted prices such as interest rates and yield curves.

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 credit spread 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 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.

The unobservable inputs related to the valuations of the Level 3 assets and liabilities were as follows at December 31, 2016:

<b>Quantitative Information about Level 3 Fair Value Measurements</b>				
	<b>Fair Value at December 31, 2016</b>	<b>Valuation Technique</b>	<b>Unobservable Input</b>	<b>Range (Actual)</b>
Fair value of derivatives embedded within convertible debt . . . . .	\$112,332	Discounted cash flow	Assumed annual stock dividend Assumed annual cash dividend Stock price Convertible trading price (as a percentage of par value) Volatility  Risk-free rate Implied credit spread	5% \$1.60 \$22.74 114.69% 19.47%  Term structure of US Treasury Securities 4.5% – 5.5% (5.0%)

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**18. INVESTMENTS AND FAIR VALUE MEASUREMENTS – (continued)**

The unobservable inputs related to the valuations of the Level 3 assets and liabilities were as follows at December 31, 2015:

	<u>Quantitative Information about Level 3 Fair Value Measurements</u>			
	<u>Fair Value at December 31, 2015</u>	<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Range (Actual)</u>
Fair value of derivatives embedded within convertible debt . . . . .	\$144,042	Discounted cash flow	Assumed annual stock dividend Assumed annual cash dividend Stock price Convertible trading price (of par) Volatility Implied credit spread	5% \$1.60 \$23.59 114.3% 18.30% 5.0% – 5.5% (5.25%)

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 December 31, 2016 and 2015, respectively.

**19. SEGMENT INFORMATION**

The Company’s business segments 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, which includes Douglas Elliman, Escena, our previous investment in 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.

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**19. SEGMENT INFORMATION – (continued)**

Financial information for the Company's operations before taxes and non-controlling interests for the years ended December 31, 2016, 2015 and 2014 follows:

	Tobacco	E-Cigarettes	Real Estate	Corporate and Other	Total
<u>2016</u>					
Revenues . . . . .	\$1,011,620	\$ (776)	\$680,105	\$ —	\$1,690,949
Operating income (loss) . . . . .	238,293 <sup>(1)</sup>	(1,403)	23,001	(26,894)	232,997
Equity in earnings from real estate ventures . .	—	—	5,200	—	5,200
Identifiable assets . . . . .	328,349	68	573,350 <sup>(4)</sup>	502,268 <sup>(5)(6)</sup>	1,404,035
Depreciation and amortization . . . . .	10,224	—	10,485	1,650	22,359
Capital expenditures . . . . .	6,445	—	20,160	86	26,691
<u>2015</u>					
Revenues . . . . .	\$1,017,761	\$ (1,970)	\$641,406	\$ —	\$1,657,197
Operating income (loss) . . . . .	209,393 <sup>(2)</sup>	(13,037)	24,087	(20,523)	199,920
Equity in earnings from real estate ventures . .	—	—	2,001	—	2,001
Identifiable assets . . . . .	344,033	985	585,098 <sup>(4)</sup>	350,499 <sup>(5)(6)</sup>	1,280,615
Depreciation and amortization . . . . .	11,323	—	12,589	1,742	25,654
Capital expenditures . . . . .	3,730	—	7,247	—	10,977
<u>2014</u>					
Revenues . . . . .	\$1,021,259	\$ 8,589	\$561,467	\$ —	\$1,591,315
Operating income (loss) . . . . .	199,119 <sup>(3)</sup>	(13,124)	42,354	(15,911)	212,438
Equity in earnings from real estate ventures . .	—	—	4,103	—	4,103
Identifiable assets . . . . .	325,870	8,139	498,058 <sup>(4)</sup>	556,975 <sup>(5)(6)</sup>	1,389,042
Depreciation and amortization . . . . .	10,885	—	12,204	1,410	24,499
Capital expenditures . . . . .	9,256	—	6,923	7,225	23,404

- (1) Operating income includes \$247 of expense from MSA Settlement, \$20,000 of litigation judgment expense, and \$41 of restructuring expense.
- (2) Operating income includes \$4,364 of income from MSA Settlement, \$20,072 of litigation settlement and judgment expense, \$7,257 of restructuring expense, and \$1,607 of pension settlement expense.
- (3) Operating income includes \$1,419 of income from NPM Settlement and \$2,475 of litigation settlement charges and judgment expense.
- (4) Includes real estate investments accounted for under the equity method of accounting of \$221,258, \$217,168 and \$163,460 as of December 31, 2016, 2015 and 2014, respectively.
- (5) Corporate and Other identifiable assets primarily includes cash of \$280,691, investment securities of \$156,903, and long-term investments of \$34,975 as of December 31, 2016. Corporate and other identifiable assets primarily includes cash of \$112,130, investment securities of \$181,976, and long-term investments of \$62,225 as of December 31, 2015. Corporate and other identifiable assets primarily includes cash of \$213,227, investment securities of \$269,100, and long-term investments of \$52,025 as of December 31, 2014.
- (6) Includes long-term investments accounted for under the equity method of accounting of \$17,721, \$21,495 and \$20,484 as of December 31, 2016, 2015 and 2014, respectively.



**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars in Thousands, Except Per Share Amounts)**

**20. QUARTERLY FINANCIAL RESULTS (UNAUDITED)**

Unaudited quarterly data for the years ended December 31, 2016 and 2015 are as follows:

	<u>December 31, 2016</u>	<u>September 30, 2016</u>	<u>June 30, 2016</u>	<u>March 31, 2016</u>
Revenues . . . . .	\$412,772	\$459,104	\$438,273	\$380,800
Gross Profit . . . . .	138,923	155,662	154,642	144,378
Operating income . . . . .	30,754	69,364	70,720	62,159
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 4,599</u>	<u>\$ 23,175</u>	<u>\$ 24,015</u>	<u>\$ 19,338</u>
Per basic common share <sup>(1)</sup> :				
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 0.04</u>	<u>\$ 0.18</u>	<u>\$ 0.19</u>	<u>\$ 0.15</u>
Per diluted common share <sup>(1)</sup> :				
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 0.04</u>	<u>\$ 0.18</u>	<u>\$ 0.19</u>	<u>\$ 0.15</u>

(1) Per share computations include the impact of a 5% stock dividend paid on September 29, 2016. Quarterly basic and diluted net income per common share were computed independently for each quarter and do not necessarily total to the year to date basic and diluted net income per common share.

	<u>December 31, 2015</u>	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>March 31, 2015</u>
Revenues . . . . .	\$430,330	\$449,934	\$416,173	\$360,760
Gross Profit . . . . .	137,742	154,017	136,969	118,742
Operating income . . . . .	31,032	69,367	55,803	43,718
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 7,904</u>	<u>\$ 12,466</u>	<u>\$ 17,607</u>	<u>\$ 21,221</u>
Per basic common share <sup>(1)</sup> :				
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.14</u>	<u>\$ 0.17</u>
Per diluted common share <sup>(1)</sup> :				
Net income applicable to common shares attributed to Vector Group Ltd. . . . .	<u>\$ 0.06</u>	<u>\$ 0.10</u>	<u>\$ 0.14</u>	<u>\$ 0.17</u>

(1) Per share computations include the impact of a 5% stock dividend paid on September 29, 2015. Quarterly basic and diluted net income per common share were computed independently for each quarter and do not necessarily total to the year to date basic and diluted net income per common share.

## VECTOR GROUP LTD.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Dollars in Thousands, Except Per Share Amounts)

#### **21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

The accompanying condensed consolidating financial information has been prepared and presented pursuant to Securities and Exchange Commission (“SEC”) Regulation S-X, Rule 3-10, “Financial Statements of Guarantors and Affiliates Whose Securities Collateralize an Issue Registered or Being Registered.” Each of the subsidiary guarantors is 100% owned, directly or indirectly, by the Company, and all guarantees are full and unconditional and joint and several.

The Company’s investments in its consolidated subsidiaries are presented under the equity method of accounting.

The Company had on December 31, 2016, outstanding \$835,000 principal amount of its 7.75% Senior Secured Notes due 2021 that were guaranteed subject to certain customary automatic release provisions on a joint and several basis by all of the 100% owned domestic subsidiaries of the Company that are engaged in the conduct of its cigarette businesses. (See Note 9.) The notes are not guaranteed by any of the Company’s subsidiaries engaged in the real estate businesses conducted through its subsidiary New Valley.

Presented herein are Condensed Consolidating Balance Sheets as of December 31, 2016 and 2015 and the related Condensed Consolidating Statements of Operations and Cash Flows for the years ended December 31, 2016, 2015 and 2014 of Vector Group. (Parent/Issuer), the guarantor subsidiaries (Subsidiary Guarantors) and the subsidiaries that are not guarantors (Subsidiary Non-Guarantors).

Subsequent to year end, the Company issued \$850,000 of its 6.125% Senior Secured Notes due 2025 in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933 on January 27, 2017. The Company is using the net proceeds of the issuance to redeem \$835,000 of its 7.75% Senior Secured Notes.

The Company and the guarantors have filed a shelf registration statement for the offering of debt securities on a delayed or continuous basis and the Company is filing this condensed consolidating financial information in connection therewith.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING BALANCE SHEETS**

	December 31, 2016				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
<b>ASSETS:</b>					
<b>Current assets:</b>					
Cash and cash equivalents . . . . .	\$ 279,815	\$ 14,798	\$ 98,917	\$ —	\$ 393,530
Investment securities available for sale . . . . .	121,016	35,887	—	—	156,903
Accounts receivable – trade, net . . . . .	—	11,775	7,026	—	18,801
Intercompany receivables . . . . .	22,789	—	—	(22,789)	—
Inventories . . . . .	—	89,834	—	—	89,834
Income taxes receivable, net . . . . .	18,387	—	—	(2,277)	16,110
Restricted assets . . . . .	—	6,416	914	—	7,330
Other current assets . . . . .	517	4,428	18,010	—	22,955
Total current assets . . . . .	<u>442,524</u>	<u>163,138</u>	<u>124,867</u>	<u>(25,066)</u>	<u>705,463</u>
Property, plant and equipment, net . . . . .	1,134	48,314	31,000	—	80,448
Investments in real estate, net . . . . .	—	—	23,640	—	23,640
Long-term investments . . . . .	52,308	388	501	—	53,197
Investments in real estate ventures . . . . .	—	—	221,258	—	221,258
Investments in consolidated subsidiaries . . . . .	501,659	—	—	(501,659)	—
Restricted assets . . . . .	1,728	2,258	—	—	3,986
Goodwill and other intangible assets, net . . . . .	—	107,511	154,407	—	261,918
Prepaid pension costs . . . . .	—	22,273	—	—	22,273
Other assets . . . . .	7,534	12,118	12,200	—	31,852
Total assets . . . . .	<u>\$1,006,887</u>	<u>\$356,000</u>	<u>\$567,873</u>	<u>\$(526,725)</u>	<u>\$1,404,035</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY:</b>					
<b>Current liabilities:</b>					
Current portion of notes payable and long-term debt . . . . .	\$ —	\$ 39,333	\$ 175	\$ —	\$ 39,508
Current portion of employee benefits . . . . .	—	937	—	—	937
Intercompany payables . . . . .	—	24	22,765	(22,789)	—
Income taxes payable, net . . . . .	—	1,089	1,188	(2,277)	—
Litigation accruals and current payments due under the Master Settlement Agreement . . . . .	—	19,851	—	—	19,851
Other current liabilities . . . . .	47,968	49,492	38,392	—	135,852
Total current liabilities . . . . .	<u>47,968</u>	<u>110,726</u>	<u>62,520</u>	<u>(25,066)</u>	<u>196,148</u>
Notes payable, long-term debt and other obligations, less current portion . . . . .	1,127,180	5,372	391	—	1,132,943
Fair value of derivatives embedded within convertible debt . . . . .	112,332	—	—	—	112,332
Non-current employee benefits . . . . .	42,818	16,140	—	—	58,958
Deferred income taxes, net . . . . .	7,420	40,136	45,529	—	93,085
Other liabilities, primarily litigation accruals and payments due under the Master Settlement Agreement . . . . .	1,169	49,861	12,811	—	63,841
Total liabilities . . . . .	<u>1,338,887</u>	<u>222,235</u>	<u>121,251</u>	<u>(25,066)</u>	<u>1,657,307</u>
<b>Commitments and contingencies</b>					
<b>Stockholders' (deficiency) equity attributed to Vector</b>					
Group Ltd. . . . .	(332,000)	133,765	367,894	(501,659)	(332,000)
Non-controlling interest . . . . .	—	—	78,728	—	78,728
Total stockholders' (deficiency) equity . . . . .	<u>(332,000)</u>	<u>133,765</u>	<u>446,622</u>	<u>(501,659)</u>	<u>(253,272)</u>
Total liabilities and stockholders' deficiency . . . . .	<u>\$1,006,887</u>	<u>\$356,000</u>	<u>\$567,873</u>	<u>\$(526,725)</u>	<u>\$1,404,035</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING BALANCE SHEETS**

	December 31, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
<b>ASSETS:</b>					
<b>Current assets:</b>					
Cash and cash equivalents . . . . .	\$ 111,470	\$ 12,375	\$116,523	\$ —	\$ 240,368
Investment securities available for sale . . . . .	131,810	50,166	—	—	181,976
Accounts receivable – trade, net . . . . .	—	15,913	7,976	—	23,889
Intercompany receivables . . . . .	11,293	—	—	(11,293)	—
Inventories . . . . .	—	86,516	—	—	86,516
Income taxes receivable, net . . . . .	8,213	—	—	(5,372)	2,841
Restricted assets . . . . .	—	7,781	1,414	—	9,195
Other current assets . . . . .	575	3,747	34,632	—	38,954
Total current assets . . . . .	<u>263,361</u>	<u>176,498</u>	<u>160,545</u>	<u>(16,665)</u>	<u>583,739</u>
Property, plant and equipment, net . . . . .	1,711	54,097	19,824	—	75,632
Investments in real estate, net . . . . .	—	—	23,318	—	23,318
Long-term investments . . . . .	61,747	478	501	—	62,726
Investments in real estate ventures . . . . .	—	—	217,168	—	217,168
Investments in consolidated subsidiaries . . . . .	532,501	—	—	(532,501)	—
Restricted assets . . . . .	1,713	10,590	—	—	12,303
Goodwill and other intangible assets, net . . . . .	—	107,511	156,448	—	263,959
Prepaid pension costs . . . . .	—	20,650	—	—	20,650
Other assets . . . . .	7,582	11,769	1,769	—	21,120
Total assets . . . . .	<u>\$ 868,615</u>	<u>\$381,593</u>	<u>\$579,573</u>	<u>\$(549,166)</u>	<u>\$1,280,615</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY:</b>					
<b>Current liabilities:</b>					
Current portion of notes payable and long-term debt . . . . .	\$ —	\$ 8,733	\$ 186	\$ —	\$ 8,919
Current portion of employee benefits . . . . .	—	915	—	—	915
Intercompany payables . . . . .	—	586	10,707	(11,293)	—
Income taxes payable, net . . . . .	—	5,464	4	(5,372)	96
Litigation accruals and current payments due under the Master Settlement Agreement . . . . .	—	52,145	—	—	52,145
Other current liabilities . . . . .	38,140	74,083	41,994	—	154,217
Total current liabilities . . . . .	<u>38,140</u>	<u>141,926</u>	<u>52,891</u>	<u>(16,665)</u>	<u>216,292</u>
Notes payable, long-term debt and other obligations, less current portion . . . . .	848,368	7,519	221	—	856,108
Fair value of derivatives embedded within convertible debt . . . . .	144,042	—	—	—	144,042
Non-current employee benefits . . . . .	39,244	15,811	—	—	55,055
Deferred income taxes, net . . . . .	2,675	33,791	42,963	—	79,429
Other liabilities, primarily litigation accruals and payments due under the Master Settlement Agreement . . . . .	2,193	44,982	4,675	—	51,850
Total liabilities . . . . .	<u>1,074,662</u>	<u>244,029</u>	<u>100,750</u>	<u>(16,665)</u>	<u>1,402,776</u>
<b>Commitments and contingencies</b>					
Stockholders' (deficiency) equity attributed to Vector Group Ltd. . . . .	(206,047)	137,564	394,937	(532,501)	(206,047)
Non-controlling interest . . . . .	—	—	83,886	—	83,886
Total stockholders' (deficiency) equity . . . . .	<u>(206,047)</u>	<u>137,564</u>	<u>478,823</u>	<u>(532,501)</u>	<u>(122,161)</u>
Total liabilities and stockholders' deficiency . . . . .	<u>\$ 868,615</u>	<u>\$381,593</u>	<u>\$579,573</u>	<u>\$(549,166)</u>	<u>\$1,280,615</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2016				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues . . . . .	\$ —	\$1,011,322	\$680,105	\$ (478)	\$1,690,949
Expenses:					
Cost of sales . . . . .	—	672,515	424,829	—	1,097,344
Operating, selling, administrative and general expenses . . . . .	36,242	72,359	232,444	(478)	340,567
Litigation settlement and judgment expense . . . . .	—	20,000	—	—	20,000
Management fee expense . . . . .	—	10,649	—	(10,649)	—
Restructuring charges . . . . .	—	41	—	—	41
Operating (loss) income . . . . .	(36,242)	235,758	22,832	10,649	232,997
Other income (expenses):					
Interest expense . . . . .	(139,524)	(3,438)	(20)	—	(142,982)
Change in fair value of derivatives embedded within convertible debt . . . . .	31,710	—	—	—	31,710
Equity in earnings from real estate ventures . . . . .	—	—	5,200	—	5,200
Equity in losses from investments . . . . .	(2,664)	(90)	—	—	(2,754)
Gain on sale of investment securities available for sale . . . . .	376	2,531	—	—	2,907
Impairment of investment securities available for sale . . . . .	(609)	(4,772)	—	—	(5,381)
Equity in earnings in consolidated subsidiaries . . . . .	161,471	—	—	(161,471)	—
Management fee income . . . . .	10,649	—	—	(10,649)	—
Other, net . . . . .	2,780	1,013	939	—	4,732
Income before provision for income taxes . . . . .	27,947	231,002	28,951	(161,471)	126,429
Income tax benefit (expense) . . . . .	43,180	(83,008)	(9,335)	—	(49,163)
Net income . . . . .	71,127	147,994	19,616	(161,471)	77,266
Net income attributed to non-controlling interest . . . . .	—	—	(6,139)	—	(6,139)
Net income attributed to Vector Group Ltd. . . . .	<u>\$ 71,127</u>	<u>\$ 147,994</u>	<u>\$ 13,477</u>	<u>\$(161,471)</u>	<u>\$ 71,127</u>
Comprehensive income attributed to non-controlling interest . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (6,139)</u>	<u>\$ —</u>	<u>\$ (6,139)</u>
Comprehensive income attributed to Vector Group Ltd. . . . .	<u>\$ 68,195</u>	<u>\$ 146,841</u>	<u>\$ 13,477</u>	<u>\$(160,318)</u>	<u>\$ 68,195</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	\$ —	\$1,016,279	\$641,406	\$ (488)	\$1,657,197
Expenses:					
Cost of sales	—	699,440	410,287	—	1,109,727
Operating, selling, administrative and general expenses	29,237	84,437	207,035	(488)	320,221
Litigation settlement and judgment expense	—	20,072	—	—	20,072
Management fee expense	—	10,250	—	(10,250)	—
Restructuring charges	—	7,257	—	—	7,257
Operating (loss) income	(29,237)	194,823	24,084	10,250	199,920
Other income (expenses):					
Interest expense	(115,731)	(4,953)	(7)	—	(120,691)
Change in fair value of derivatives embedded within convertible debt	24,455	—	—	—	24,455
Equity in earnings from real estate ventures	—	—	2,001	—	2,001
Equity in losses from investments	(2,640)	(41)	—	—	(2,681)
(Loss) gain on sale of investment securities available for sale	(2,037)	13,175	—	—	11,138
Impairment of investment securities available for sale	(4,859)	(7,987)	—	—	(12,846)
Equity in earnings in consolidated subsidiaries	125,042	—	—	(125,042)	—
Management fee income	10,250	—	—	(10,250)	—
Other, net	4,016	639	1,754	—	6,409
Income before provision for income taxes	9,259	195,656	27,832	(125,042)	107,705
Income tax benefit (expense)	49,939	(82,282)	(8,890)	—	(41,233)
Net income	59,198	113,374	18,942	(125,042)	66,472
Net income attributed to non-controlling interest	—	—	(7,274)	—	(7,274)
Net income attributed to Vector Group Ltd.	\$ 59,198	\$ 113,374	\$ 11,668	\$(125,042)	\$ 59,198
Comprehensive income attributed to non-controlling interest	\$ —	\$ —	\$ (7,274)	\$ —	\$ (7,274)
Comprehensive income attributed to Vector Group Ltd.	\$ 52,228	\$ 105,456	\$ 11,668	\$(117,124)	\$ 52,228



**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2014				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues . . . . .	\$ —	\$1,030,157	\$561,467	\$ (309)	\$1,591,315
Expenses:					
Cost of sales . . . . .	—	743,032	354,028	—	1,097,060
Operating, selling, administrative and general expenses . . . . .	24,262	90,208	165,181	(309)	279,342
Litigation settlement and judgment expense . . . . .	—	2,475	—	—	2,475
Management fee expense . . . . .	—	9,870	—	(9,870)	—
Operating (loss) income . . . . .	(24,262)	184,572	42,258	9,870	212,438
Other income (expenses):					
Interest expense . . . . .	(157,321)	(4,241)	(41)	612	(160,991)
Changes in fair value of derivatives embedded within convertible debt . . . . .	19,409	—	—	—	19,409
Acceleration of interest expense related to debt conversion . . . . .	(5,205)	—	—	—	(5,205)
Equity in earnings from real estate ventures . . . . .	—	—	4,103	—	4,103
Loss on sale of investment securities available for sale . . . . .	(11)	—	—	—	(11)
Equity in earnings from investments . . . . .	3,122	18	—	—	3,140
Equity in earnings in consolidated subsidiaries . . . . .	124,001	—	—	(124,001)	—
Management fee income . . . . .	9,870	—	—	(9,870)	—
Other, net . . . . .	4,178	1,044	4,786	(612)	9,396
(Loss) income before provision for income taxes . . . . .	(26,219)	181,393	51,106	(124,001)	82,279
Income tax benefit (expense) . . . . .	63,064	(78,801)	(17,428)	—	(33,165)
Net income . . . . .	36,845	102,592	33,678	(124,001)	49,114
Net loss attributed to non-controlling interest . .	—	—	(12,258)	—	(12,258)
Net income attributed to Vector Group Ltd. . . .	<u>\$ 36,845</u>	<u>\$ 102,592</u>	<u>\$ 21,420</u>	<u>\$(124,001)</u>	<u>\$ 36,856</u>
Comprehensive income attributed to non-controlling interest . . . . .	<u>\$ —</u>	<u>\$ —</u>	<u>\$(12,258)</u>	<u>\$ —</u>	<u>\$ (12,258)</u>
Comprehensive income attributed to Vector Group Ltd. . . . .	<u>\$ 34,922</u>	<u>\$ 102,536</u>	<u>\$ 21,420</u>	<u>\$(123,956)</u>	<u>\$ 34,922</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

	Year Ended December 31, 2016				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by operating activities . . . . .	\$ 135,820	\$ 112,562	\$ 60,640	\$(211,386)	\$ 97,636
Cash flows from investing activities:					
Sale of investment securities . . . . .	105,815	10,255	—	—	116,070
Maturities of investment securities . . . . .	10,822	—	—	—	10,822
Purchase of investment securities . . . . .	(117,211)	—	—	—	(117,211)
Proceeds from sale or liquidation of long-term investments . . . . .	4,552	—	—	—	4,552
Purchase of long-term investments . . . . .	—	—	(50)	—	(50)
Investments in real estate ventures . . . . .	—	—	(44,107)	—	(44,107)
Distributions from real estate ventures . . . . .	—	—	33,204	—	33,204
Increase in cash surrender value of life insurance policies . . . . .	—	(484)	—	—	(484)
(Increase) decrease in restricted assets . . . . .	(15)	9,696	500	—	10,181
Investments in subsidiaries . . . . .	(19,219)	—	—	19,219	—
Proceeds from sale of fixed assets . . . . .	—	32	13	—	45
Purchase of subsidiaries . . . . .	—	—	(250)	—	(250)
Repayment of notes receivable . . . . .	—	—	4,410	—	4,410
Capital expenditures . . . . .	(86)	(6,445)	(20,160)	—	(26,691)
Investments in real estate held for sale . . . . .	—	—	(245)	—	(245)
Pay down of investment securities . . . . .	9,212	—	—	—	9,212
Net cash (used in) provided by investing activities . . . . .	(6,130)	13,054	(26,685)	19,219	(542)
Cash flows from financing activities:					
Proceeds from issuance of debt . . . . .	243,225	—	395	—	243,620
Deferred financing costs . . . . .	(6,600)	—	—	—	(6,600)
Repayments of debt . . . . .	—	(5,226)	(139)	—	(5,365)
Borrowings under revolver . . . . .	—	144,294	—	—	144,294
Repayments on revolver . . . . .	—	(110,614)	—	—	(110,614)
Capital contributions received . . . . .	—	2,800	16,419	(19,219)	—
Intercompany dividends paid . . . . .	—	(154,447)	(56,939)	211,386	—
Dividends and distributions on common stock (198,947)	(198,947)	—	—	—	(198,947)
Distributions to non-controlling interest . . . . .	—	—	(11,545)	—	(11,545)
Contributions from non-controlling interest . . . . .	—	—	248	—	248
Proceeds from exercise of Vector options . . . . .	398	—	—	—	398
Tax benefit of options exercised . . . . .	579	—	—	—	579
Net cash provided by (used in) financing activities . . . . .	38,655	(123,193)	(51,561)	192,167	56,068
Net increase (decrease) in cash and cash equivalents . . . . .	168,345	2,423	(17,606)	—	153,162
Cash and cash equivalents, beginning of year . . . . .	111,470	12,375	116,523	—	240,368
Cash and cash equivalents, end of year . . . . .	<u>\$ 279,815</u>	<u>\$ 14,798</u>	<u>\$ 98,917</u>	<u>\$ —</u>	<u>\$ 393,530</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

	Year Ended December 31, 2015				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by operating activities . . . . .	\$ 136,370	\$ 172,065	\$ 45,715	\$(209,671)	\$ 144,479
Cash flows from investing activities:					
Sale of investment securities . . . . .	256,161	14,415	—	—	270,576
Maturities of investment securities . . . . .	5,491	—	—	—	5,491
Purchase of investment securities . . . . .	(207,822)	(6,324)	—	—	(214,146)
Proceeds from sale of or liquidation of long-term investments . . . . .	1,106	—	197	—	1,303
Purchase of long-term investments . . . . .	(10,000)	—	—	—	(10,000)
Investments in real estate ventures . . . . .	—	—	(70,272)	—	(70,272)
Distributions from real estate ventures . . . . .	—	—	17,563	—	17,563
Increase in cash surrender value of life insurance policies . . . . .	(1,257)	(485)	—	—	(1,742)
Increase in restricted assets . . . . .	(6)	(6,883)	—	—	(6,889)
Issuance of notes receivable . . . . .	—	—	(4,410)	—	(4,410)
Investments in subsidiaries . . . . .	(103,174)	—	—	103,174	—
Proceeds from sale of fixed assets . . . . .	—	4	—	—	4
Repayments of notes receivable . . . . .	—	—	4,000	—	4,000
Capital expenditures . . . . .	—	(3,730)	(7,247)	—	(10,977)
Proceeds from sale of preferred securities . . . . .	—	—	1,000	—	1,000
Investments in real estate, net . . . . .	—	—	(12,603)	—	(12,603)
Pay downs of investment securities . . . . .	8,739	—	—	—	8,739
Net cash used in investing activities . . . . .	<u>(50,762)</u>	<u>(3,003)</u>	<u>(71,772)</u>	<u>103,174</u>	<u>(22,363)</u>
Cash flows from financing activities:					
Proceeds from issuance of debt . . . . .	—	1,799	306	—	2,105
Deferred financing costs . . . . .	—	(624)	—	—	(624)
Repayments of debt . . . . .	—	(6,362)	(322)	—	(6,684)
Borrowings under revolver . . . . .	—	153,361	—	—	153,361
Repayments on revolver . . . . .	—	(167,915)	—	—	(167,915)
Capital contributions received . . . . .	—	33,658	69,516	(103,174)	—
Intercompany dividends paid . . . . .	—	(181,825)	(29,343)	211,168	—
Dividends and distributions on common stock . . . . .	(188,151)	—	—	—	(188,151)
Distributions to non-controlling interest . . . . .	—	—	(3,280)	—	(3,280)
Contributions from non-controlling interest . . . . .	—	—	813	—	813
Proceeds from exercise of Vector options . . . . .	1,441	—	—	—	1,441
Tax benefit of options exercised . . . . .	821	1,497	—	(1,497)	821
Net cash (used in) provided by financing activities . . . . .	<u>(185,889)</u>	<u>(166,411)</u>	<u>37,690</u>	<u>106,497</u>	<u>(208,113)</u>
Net (decrease) increase in cash and cash equivalents . . . . .	(100,281)	2,651	11,633	—	(85,997)
Cash and cash equivalents, beginning of year . . . . .	211,751	9,724	104,890	—	326,365
Cash and cash equivalents, end of year . . . . .	<u>\$ 111,470</u>	<u>\$ 12,375</u>	<u>\$116,523</u>	<u>\$ —</u>	<u>\$ 240,368</u>

**VECTOR GROUP LTD.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Dollars in Thousands, Except Per Share Amounts)

**21. CONDENSED CONSOLIDATING FINANCIAL INFORMATION – (continued)**

**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

	Year Ended December 31, 2014				Consolidated Vector Group Ltd.
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	
Net cash provided by operating activities . . . . .	\$ 61,779	\$ 83,671	\$ 62,656	\$(100,730)	\$ 107,376
Cash flows from investing activities:					
Sale of investment securities . . . . .	154,615	—	—	—	154,615
Maturities of investment securities . . . . .	930	—	—	—	930
Purchase of investment securities . . . . .	(299,417)	(6,314)	—	—	(305,731)
Proceeds from sale or liquidation of long-term investments . . . . .	2,367	—	49	—	2,416
Purchase of long-term investments . . . . .	(12,000)	—	—	—	(12,000)
Investments in real estate ventures . . . . .	—	—	(40,916)	—	(40,916)
Distributions from real estate ventures . . . . .	—	—	7,309	—	7,309
Increase in cash surrender value of life insurance policies . . . . .	—	(484)	—	—	(484)
Decrease (increase) in restricted assets . . . . .	188	(371)	(689)	—	(872)
Issuance of notes receivable . . . . .	(35,000)	—	(8,250)	35,000	(8,250)
Proceeds from sale of fixed assets . . . . .	—	4	—	—	4
Purchase of subsidiaries . . . . .	—	—	(750)	—	(750)
Repayments of notes receivable . . . . .	35,000	—	4,850	(35,000)	4,850
Purchase of preferred securities . . . . .	—	—	(1,000)	—	(1,000)
Investments in subsidiaries . . . . .	(85,278)	—	—	85,278	—
Capital expenditures . . . . .	(15)	(16,466)	(6,923)	—	(23,404)
Pay downs of investment securities . . . . .	1,849	—	—	—	1,849
Net cash used in investing activities . . . . .	<u>(236,761)</u>	<u>(23,631)</u>	<u>(46,320)</u>	<u>85,278</u>	<u>(221,434)</u>
Cash flows from financing activities:					
Proceeds from issuance of debt . . . . .	408,750	40,164	—	(35,000)	413,914
Repayments of debt . . . . .	—	(43,724)	(3,877)	35,000	(12,601)
Deferred financing costs . . . . .	(12,360)	—	—	—	(12,360)
Borrowings under revolver . . . . .	—	886,130	—	—	886,130
Repayments on revolver . . . . .	—	(898,788)	—	—	(898,788)
Capital contributions received . . . . .	—	15,270	70,008	(85,278)	—
Intercompany dividends paid . . . . .	—	(61,180)	(39,550)	100,730	—
Dividends and distributions on common stock	(167,328)	—	—	—	(167,328)
Distributions to non-controlling interest . . . . .	—	—	(9,339)	—	(9,339)
Proceeds from exercise of Vector options . . . . .	5,151	—	—	—	5,151
Tax benefit of options exercised . . . . .	1,178	—	—	—	1,178
Net cash provided by (used in) financing activities . . . . .	<u>235,391</u>	<u>(62,128)</u>	<u>17,242</u>	<u>15,452</u>	<u>205,957</u>
Net increase (decrease) in cash and cash equivalents . . . . .	60,409	(2,088)	33,578	—	91,899
Cash and cash equivalents, beginning of year . . . . .	151,342	11,812	71,312	—	234,466
Cash and cash equivalents, end of year . . . . .	<u>\$ 211,751</u>	<u>\$ 9,724</u>	<u>\$104,890</u>	<u>\$ —</u>	<u>\$ 326,365</u>

**VECTOR GROUP LTD.**  
**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**  
(Dollars in Thousands)

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions	Balance at End of Period
<b>Year Ended December 31, 2016</b>				
Allowances for:				
Doubtful accounts . . . . .	\$ 112	\$ —	\$ 24	\$ 88
Cash discounts . . . . .	367	25,237	25,331	273
Deferred tax valuation allowance . . . . .	3,900	539	—	4,439
Sales returns . . . . .	7,822	4,962	6,226	6,558
Total . . . . .	<u>\$12,201</u>	<u>\$30,738</u>	<u>\$31,581</u>	<u>\$11,358</u>
<b>Year Ended December 31, 2015</b>				
Allowances for:				
Doubtful accounts . . . . .	\$ 37	\$ 75	\$ —	\$ 112
Cash discounts . . . . .	415	25,616	25,664	367
Deferred tax valuation allowance . . . . .	4,933	—	1,033	3,900
Sales returns . . . . .	7,720	8,516	8,414	7,822
Total . . . . .	<u>\$13,105</u>	<u>\$34,207</u>	<u>\$35,111</u>	<u>\$12,201</u>
<b>Year Ended December 31, 2014</b>				
Allowances for:				
Doubtful accounts . . . . .	\$ 192	\$ 31	\$ 186	\$ 37
Cash discounts . . . . .	241	25,801	25,627	415
Deferred tax valuation allowance . . . . .	6,014	—	1,081	4,933
Sales returns . . . . .	4,420	6,886	3,586	7,720
Total . . . . .	<u>\$10,867</u>	<u>\$32,718</u>	<u>\$30,480</u>	<u>\$13,105</u>

**Independent Accountants:**

Deloitte & Touche LLP  
333 SE 2nd Avenue  
Suite 3600  
Miami, FL 33131

**Corporate Headquarters:**

Vector Group Ltd.  
4400 Biscayne Boulevard  
Miami, FL 33137

**Website:**

[www.vectorgrouppltd.com](http://www.vectorgrouppltd.com)

**Additional Information:**

Requests for general information should be directed to corporate headquarters.

Attn: Investor Relations  
(305) 579-8000

Requests for exhibits not attached to the Annual Report, including Exhibit 99.1, Material Legal Proceedings, must be in writing, and should be sent to corporate headquarters.

Attn: Investor Relations Please specify the exhibits requested.

**Company Stock:**

Vector Group Ltd. common stock is listed on the New York Stock Exchange (ticker symbol VGR).

**Transfer Agent and Registrar:**

American Stock Transfer & Trust Company, LLC  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219  
Telephone: (800) 937-5449

**Board of Directors:**

Bennett S. LeBow<sup>1</sup>  
Chairman of the Board

Howard M. Lorber<sup>1</sup>  
President and Chief Executive Officer

Ronald J. Bernstein  
President and Chief Executive Officer, Liggett Group LLC and Liggett Vector Brands LLC

Stanley S. Arkin<sup>3, 4</sup>  
Founding Member and Senior Partner, Arkin Solbakken LLP and Chairman of The Arkin Group LLC

Henry C. Beinstein<sup>2, 4</sup>  
Partner,  
Gagnon Securities LLC

Jeffrey S. Podell<sup>2, 3</sup>  
Private Investor

Jean E. Sharpe<sup>2, 3, 4</sup>  
Private Investor

**Corporate Officers:**

Howard M. Lorber  
President and Chief Executive Officer

Richard J. Lampen  
Executive Vice President

J. Bryant Kirkland III  
Senior Vice President,  
Treasurer and  
Chief Financial Officer

Marc N. Bell  
Senior Vice President,  
Secretary and  
General Counsel

Ronald J. Bernstein  
President and Chief Executive Officer, Liggett Group LLC and Liggett Vector Brands LLC

**Corporate Governance:**

The Company timely submitted to the New York Stock Exchange a Section 303A(12)(a) CEO Certification without qualification in 2016. In 2017, the Company filed with the Securities and Exchange Commission the CEO/CFO certifications required by Section 302 of the Sarbanes-Oxley Act as Exhibits to its Form 10-K.

<sup>1</sup> *Executive Committee*

<sup>2</sup> *Audit Committee*

<sup>3</sup> *Compensation Committee*

<sup>4</sup> *Corporate Governance and Nominating Committee*



