

VECTOR GROUP LTD  
Form 10-Q  
May 05, 2011

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For The Quarterly Period Ended March 31, 2011**

**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.)

**100 S.E. Second Street  
Miami, Florida 33131  
305/579-8000**

(Address, including zip code and telephone number, including area code,  
of the principal executive offices)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  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 whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

At May 5, 2011, Vector Group Ltd. had 74,997,348 shares of common stock outstanding.

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

|   | March 31,<br>2011 | December<br>31,<br>2010 |
|---|-------------------|-------------------------|
| <b>ASSETS:</b>  |                   |                         |
| Current assets:   |                   |                         |
| Cash and cash equivalents                                   | \$ 276,416        | \$ 299,825              |
| Investment securities available for sale                    | 67,201            | 78,754                  |
| Accounts receivable trade                                   | 16,881            | 1,849                   |
| Inventories   | 115,157           | 107,079                 |
| Deferred income taxes                                       | 33,364            | 31,786                  |
| Restricted assets   | 2,539             | 2,661                   |
| Other current assets  | 3,473             | 4,809                   |
| <b>Total current assets</b>                                 | <b>515,031</b>    | <b>526,763</b>          |
| Property, plant and equipment, net                          | 55,283            | 55,412                  |
| Investment in Escena, net                                   | 13,308            | 13,354                  |
| Long-term investments accounted for at cost                 | 41,283            | 46,033                  |
| Long-term investments accounted for under the equity method | 12,148            | 10,954                  |
| Investments in non-consolidated real estate businesses      | 83,752            | 80,416                  |
| Investments in townhomes                                    | 7,812             | 16,275                  |
| Restricted assets   | 7,745             | 8,694                   |
| Deferred income taxes                                       | 35,157            | 37,828                  |
| Intangible asset  | 107,511           | 107,511                 |
| Prepaid pension costs                                       | 14,322            | 13,935                  |
| Other assets  | 31,209            | 32,420                  |
| <b>Total assets</b>   | <b>\$ 924,561</b> | <b>\$ 949,595</b>       |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIENCY:</b>             |                   |                         |
| Current liabilities:  |                   |                         |
| Current portion of notes payable and long-term debt         | \$ 29,864         | \$ 51,345               |
| Fair value of derivatives embedded within convertible debt  | 157               | 480                     |
| Current portion of employee benefits                        | 1,014             | 1,014                   |
| Accounts payable  | 6,372             | 9,027                   |
| Accrued promotional expenses                                | 12,996            | 14,327                  |
| Income taxes payable, net                                   | 10,164            | 11,617                  |
| Accrued excise and payroll taxes payable, net               | 23,242            | 18,523                  |
| Settlement accruals   | 80,796            | 48,071                  |
| Deferred income taxes                                       | 34,117            | 36,963                  |
| Accrued interest  | 9,452             | 20,824                  |
| Other current liabilities                                   | 12,017            | 14,681                  |

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|   |            |            |
|---|------------|------------|
| Total current liabilities   | 220,191    | 226,872    |
| Notes payable, long-term debt and other obligations, less current portion   | 501,751    | 506,052    |
| Fair value of derivatives embedded within convertible debt  | 141,910    | 141,012    |
| Non-current employee benefits   | 39,049     | 38,742     |
| Deferred income taxes   | 51,417     | 51,815     |
| Other liabilities   | 31,598     | 31,336     |
| Total liabilities   | 985,916    | 995,829    |
| Commitments and contingencies   |            |            |
| Stockholders' deficiency:   |            |            |
| Preferred stock, par value \$1.00 per share, 10,000,000 shares authorized   |            |            |
| Common stock, par value \$0.10 per share, 150,000,000 shares authorized,<br>78,407,654 and 78,349,590 shares issued and 74,997,348 and 74,939,284 shares<br>outstanding | 7,500      | 7,494      |
| Additional paid-in capital  |            |            |
| Accumulated deficit   | (55,931)   | (45,327)   |
| Accumulated other comprehensive (loss) income   | (67)       | 4,456      |
| Less: 3,410,306 and 3,410,306 shares of common stock in treasury, at cost   | (12,857)   | (12,857)   |
| Total stockholders' deficiency  | (61,355)   | (46,234)   |
| Total liabilities and stockholders' deficiency  | \$ 924,561 | \$ 949,595 |

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

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

|  | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|--|--|--|
| Revenues*  | \$ 260,378                                 | \$ 222,087                                 |
| Expenses:  |  |  |
| Cost of goods sold*  | 205,177                                    | 169,911                                    |
| Operating, selling, administrative and general expenses              | 23,725                                     | 21,158                                     |
| Operating income   | 31,476                                     | 31,018                                     |
| Other income (expenses):   |  |  |
| Interest expense   | (24,928)                                   | (18,805)                                   |
| Change in fair value of derivatives embedded within convertible debt | (575)                                      | (2,714)                                    |
| Equity income from non-consolidated real estate businesses           | 4,904                                      | 4,571                                      |
| Gain on the sale of investment securities available for sale         | 13,035                                     | 4,664                                      |
| Gain on liquidation of long-term investment                          | 4,136                                      |  |
| Gain on sale of townhome   | 3,135                                      |  |
| Other, net   | 839  | 126  |
| Income before provision for income taxes                             | 32,022                                     | 18,860                                     |
| Income tax expense   | 12,649                                     | 6,922                                      |
| Net income   | \$ 19,373                                  | \$ 11,938                                  |
| Per basic common share:  |  |  |
| Net income applicable to common shares                               | \$ 0.25                                    | \$ 0.16                                    |
| Per diluted common share:  |  |  |
| Net income applicable to common shares                               | \$ 0.25                                    | \$ 0.14                                    |
| Cash distributions and dividends declared per share                  | \$ 0.40                                    | \$ 0.38                                    |

\* Revenues and Cost of goods sold include excise taxes of \$127,634 and \$111,193, respectively.  
The accompanying notes are an integral part of the condensed consolidated financial statements.



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

|  | Common Stock |          | Additional<br>Paid-In | Accumulated | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Treasury<br>Stock | Total       |
|--|--------------|----------|-----------------------|-------------|---|-------------------|-------------|
|  | Shares       | Amount   | Capital               | Deficit     |   |                   |             |
| Balance,<br>December 31, 2010  | 74,939,284   | \$ 7,494 | \$                    | \$ (45,327) | \$ 4,456  | \$ (12,857)       | \$ (46,234) |
| Net income   |              |          |                       | 19,373      |   |                   | 19,373      |
| Pension-related<br>minimum liability<br>adjustments, net of<br>income taxes  |              |          |                       |             | 409   |                   | 409         |
| Forward contract<br>adjustments, net of<br>income taxes  |              |          |                       |             | 8   |                   | 8           |
| Unrealized gain on<br>long-term<br>investment<br>securities, accounted<br>for under the equity<br>method, net of<br>income taxes |              |          |                       |             | 259   |                   | 259         |
| Change in net<br>unrealized gain on<br>investment<br>securities, net of<br>income taxes  |              |          |                       |             | 2,622   |                   | 2,622       |
| Net unrealized gains<br>reclassified into net<br>income, net of<br>income taxes  |              |          |                       |             | (7,821)   |                   | (7,821)     |
| Unrealized gain on<br>investment<br>securities, net of<br>income taxes   |              |          |                       |             |   |                   | (5,199)     |
| Total other<br>comprehensive<br>income   |              |          |                       |             |   |                   | (4,523)     |
| Total comprehensive<br>income  |              |          |                       |             |   |                   | 14,850      |

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|  |            |          |       |             |    |      |                         |
|--|------------|----------|-------|-------------|----|------|-------------------------|
| Distributions and dividends on common stock                            |            |          | (665) | (29,977)    |    |      | (30,642)                |
| Exercise of stock options, net of 300,799 shares to pay exercise price | 106,421    | 11       | (11)  |             |    |      |                         |
| Surrender of shares in connection with option exercise                 | (48,357)   | (5)      | (763) |             |    |      | (768)                   |
| Tax benefit of stock options exercised                                 |            |          | 665   |             |    |      | 665                     |
| Amortization of deferred compensation                                  |            |          | 774   |             |    |      | 774                     |
| Balance, March 31, 2011  | 74,997,348 | \$ 7,500 | \$    | \$ (55,931) | \$ | (67) | \$ (12,857) \$ (61,355) |

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

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

|   | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|---|--|--|
| Net cash provided by operating activities                   | \$ 554                                     | \$ 13,163                                  |
| Cash flows from investing activities:                       |  |  |
| Sale or maturity of investment securities                   | 17,792                                     | 6,933                                      |
| Purchase of investment securities                           | (1,788)                                    |  |
| Proceeds from sale or liquidation of long-term investments  | 8,886                                      |  |
| Investments in non-consolidated real estate businesses      | (1,672)                                    | (605)                                      |
| Distributions from non-consolidated real estate businesses  | 2,165                                      | 2,154                                      |
| Proceeds from sale of townhome, net                         | 11,635                                     |  |
| Increase in cash surrender value of life insurance policies | (405)                                      | (536)                                      |
| Decrease (increase) in non-current restricted assets        | 831  | (331)                                      |
| Issuance of notes receivable                                | (91)                                       |  |
| Proceeds from sale of fixed assets                          |  | 3  |
| Capital expenditures  | (2,661)                                    | (3,795)                                    |
| Net cash provided by investing activities                   | 34,692                                     | 3,823                                      |
| Cash flows from financing activities:                       |  |  |
| Proceeds from debt issuance                                 | 433  | 2,112                                      |
| Repayments of debt  | (1,444)                                    | (1,168)                                    |
| Borrowings under revolver                                   | 216,843                                    | 216,456                                    |
| Repayments on revolver                                      | (244,076)                                  | (210,997)                                  |
| Dividends and distributions on common stock                 | (31,076)                                   | (30,024)                                   |
| Proceeds from exercise of Vector options                    |  | 138  |
| Tax benefit of options exercised                            | 665  |  |
| Net cash used in financing activities                       | (58,655)                                   | (23,483)                                   |
| Net decrease in cash and cash equivalents                   | (23,409)                                   | (6,497)                                    |
| Cash and cash equivalents, beginning of period              | 299,825                                    | 209,454                                    |
| Cash and cash equivalents, end of period                    | \$ 276,416                                 | \$ 202,957                                 |

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

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**

**Unaudited**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

(a) Basis of Presentation:

The condensed consolidated financial statements of Vector Group Ltd. (the Company or Vector) include the accounts of VGR Holding LLC (VGR Holding), Liggett Group LLC (Liggett), Vector Tobacco Inc. (Vector Tobacco), Liggett Vector Brands LLC (Liggett Vector Brands), New Valley LLC (New Valley) 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. New Valley is engaged in the real estate business and is seeking to acquire additional operating companies and real estate properties. The interim condensed consolidated financial statements of the Company are unaudited and, in the opinion of management, reflect all adjustments necessary (which are normal and recurring) to state fairly the Company's consolidated financial position, results of operations and cash flows. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission. The consolidated results of operations for interim periods should not be regarded as necessarily indicative of the results that may be expected for the entire year.

(b) Distributions and Dividends on Common Stock:

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

(c) Earnings Per Share (EPS):

Information concerning the Company's common stock has been adjusted to give retroactive effect to the 5% stock dividend paid to Company stockholders on September 29, 2010. All per share amounts have been presented as if the stock dividends had occurred on January 1, 2010.

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

|   | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|---|--|--|
| Net income                                      | \$ 19,373                                  | \$ 11,938                                  |
| Income attributable to participating securities | (397)                                      | (263)                                      |
| Net income available to common stockholders     | \$ 18,976                                  | \$ 11,675                                  |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**

**Unaudited**

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

|  | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|--|--|--|
| Net income   | \$ 19,373                                  | \$ 11,938                                  |
| Income attributable to 6.75% Variable Interest Senior Convertible Exchange Notes |  | (257)                                      |
| Income attributable to participating securities                                  | (397)                                      | (263)                                      |
| Net income available to common stockholders                                      | \$ 18,976                                  | \$ 11,418                                  |

Basic and diluted EPS were calculated using the following shares:

|   | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|---|--|--|
| Weighted-average shares for basic EPS               | 74,491,590                                 | 74,258,591                                 |
| Plus incremental shares related to stock options    | 268,584                                    | 155,188                                    |
| Plus incremental shares related to convertible debt |  | 6,948,142                                  |
| Weighted-average shares for fully diluted EPS       | 74,760,174                                 | 81,361,921                                 |

The following stock options, non-vested restricted stock and shares issuable upon the conversion of convertible debt were outstanding during the three months ended March 31, 2011 and 2010 but were not included in the computation of diluted EPS.

|   | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|---|--|--|
| Number of stock options                                 | 183,411                                    | 534,914                                    |
| Weighted-average exercise price                         | \$ 23.36                                   | \$ 17.28                                   |
| Weighted-average shares of non- vested restricted stock | N/A  | 16,212                                     |

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|   |            |       |            |       |
|---|------------|-------|------------|-------|
| Weighted-average expense per share                                  | N/A        | \$    | 16.30      |       |
| Weighted-average number of shares issuable upon conversion of debt. | 17,143,180 |       | 10,195,039 |       |
| Weighted-average conversion price.                                  | \$         | 15.61 | \$         | 15.70 |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**

(d) Comprehensive Income:

Other comprehensive income is a component of stockholders' equity and includes such items as the unrealized gains and losses on investment securities available for sale, forward foreign contracts and minimum pension liability adjustments. The Company's comprehensive income was \$14,850 and \$19,645 for the three months ended March 31, 2011 and 2010, respectively.

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

The Company has estimated the fair market value of the embedded derivatives based principally on the results of a valuation model. The estimated fair value of the derivatives embedded within the convertible debt is based principally on the present value of future dividend payments expected to be received by the convertible debt holders over the term of the debt. The discount rate applied to the future cash flows is estimated based on a spread in the yield of the Company's debt when compared to risk-free securities with the same duration; thus, a readily determinable fair market value of the embedded derivatives is not available. The valuation model assumes future dividend payments by the Company and utilizes interest rates and credit spreads for secured to unsecured debt, unsecured to subordinated debt and subordinated debt to preferred stock to determine the fair value of the derivatives embedded within the convertible debt. The valuation also considers other items, including current and future dividends and the volatility of Vector's stock price. The range of estimated fair market values of the Company's embedded derivatives was between \$145,023 and \$139,220. The Company recorded the fair market value of its embedded derivatives at the midpoint of the inputs at \$142,067 as of March 31, 2011. At December 31, 2010, the range of estimated fair market values of the Company's embedded derivatives was between \$138,701 and \$144,391. The Company recorded the fair market value of its embedded derivatives at the midpoint of the inputs at \$141,492 as of December 31, 2010. The estimated fair market value of the Company's embedded derivatives could change significantly based on future market conditions. (See Note 4.)

(f) New Accounting Pronouncements:

In January 2010, the FASB issued authoritative guidance intended to improve disclosure about fair value measurements. The guidance requires entities to disclose significant transfers in and out of fair value hierarchy levels and the reasons for the transfers and to present information about purchases, sales, issuances, and settlements separately in the reconciliation of fair value measurements using significant unobservable inputs (Level 3). Additionally, the guidance clarifies that a reporting entity should provide fair value measurements for each class of assets and liabilities and disclose the inputs and valuation techniques used for fair value measurements using significant other observable inputs (Level 2) and significant unobservable inputs (Level 3). This guidance is effective for interim and annual periods beginning after December 15, 2009 except for the disclosure about purchases, sales, issuances and settlements in the Level 3 reconciliation, which will be effective for interim and annual periods beginning after December 15, 2010. As this guidance provides only disclosure requirements, the adoption of this guidance did not impact the Company's condensed consolidated financial statements.

In April 2011, the FASB issued authoritative guidance to clarify when a restructuring constitutes a troubled debt restructuring. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that two conditions exist: (1) the restructuring constitutes a concession and (2) the debtor is experiencing financial difficulties. The guidance will be effective for our interim and annual reporting periods beginning after June 15, 2011 and will be applied retrospectively to the beginning of the annual period of adoption. The Company does not anticipate that the guidance will have an impact on the Company's condensed consolidated financial statements.

**2. INVENTORIES**

Inventories consist of:

**VECTOR GROUP LTD.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in Thousands, Except Per Share Amounts)****Unaudited**

|                             | March 31,<br>2011 | December<br>31,<br>2010 |
|-----------------------------|-------------------|-------------------------|
| Leaf tobacco                | \$ 60,111         | \$ 54,479               |
| Other raw materials         | 4,513             | 4,073                   |
| Work-in-process             | 355               | 2,067                   |
| Finished goods              | 72,866            | 67,773                  |
| Inventories at current cost | 137,845           | 128,392                 |
| LIFO adjustments            | (22,688)          | (21,313)                |
|                             | \$ 115,157        | \$ 107,079              |

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 March 31, 2011, Liggett had leaf tobacco purchase commitments of approximately \$48,800.

All of the Company's inventories at March 31, 2011 and December 31, 2010 have been reported under the LIFO method.

**3. LONG-TERM INVESTMENTS**

Long-term investments consist of investments in the following:

|                         | March 31, 2011    |               | December 31, 2010 |               |
|-------------------------|-------------------|---------------|-------------------|---------------|
|                         | Carrying<br>Value | Fair<br>Value | Carrying<br>Value | Fair<br>Value |
| Investment partnerships | \$ 52,532         | \$ 77,433     | \$ 45,134         | \$ 70,966     |
| Real estate partnership | 899               | 1,121         | 899               | 1,136         |
|                         | \$ 53,431         | \$ 78,554     | \$ 46,033         | \$ 72,102     |

The changes in the fair value of these investments were as follows:

|  | <b>2011</b> | <b>2010</b> |
|--|-------------|-------------|
| Balance as of January 1                              | \$ 72,102   | \$ 69,940   |
| Distributions  | (8,886)     |             |
| Realized gain on liquidation of long-term investment | 4,136       |             |
| Change in unrealized gain on long-term investments   | 15,428      | 1,018       |
| Unrealized gains reclassified into net income        | (4,226)     |             |

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|   |           |           |
|---|-----------|-----------|
| Net unrealized (loss) gain on long-term Investments | 11,202    | 1,018     |
| Balance as of March 31                              | \$ 78,554 | \$ 70,958 |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**

**Unaudited**

The Company accounts for one of its long-term investments under the equity method and had equity income of \$763 and \$0 related to this limited partnership for the three months ended March 31, 2011 and 2010, respectively. The carrying value of this investment was approximately \$12,148 as of March 31, 2011 which approximated its fair value because the underlying securities are classified as available for sale.

In addition, a long-term investment with a carrying value of \$35,000 as of March 31, 2011 was liquidated and the Company received approximately \$52,700 in April 2011. We anticipate receiving an additional \$2,800 in the second quarter of 2011.

**4. NOTES PAYABLE, LONG-TERM DEBT AND OTHER OBLIGATIONS**

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

|   | March 31,<br>2011 | December<br>31,<br>2010 |
|---|-------------------|-------------------------|
| Vector:   |                   |                         |
| 11% Senior Secured Notes due 2015, net of unamortized discount of \$701 and \$730   | \$ 414,299        | \$ 414,270              |
| 6.75% Variable Interest Senior Convertible Note due 2014, net of unamortized discount of \$37,860 and \$38,353*           | 12,140            | 11,647                  |
| 6.75% Variable Interest Senior Convertible Exchange Notes due 2014, net of unamortized discount of \$63,124 and \$64,713* | 44,406            | 42,817                  |
| 3.875% Variable Interest Senior Convertible Debentures due 2026, net of unamortized discount of \$82,888 and \$83,060*    | 27,112            | 26,940                  |
| Liggett:  |                   |                         |
| Revolving credit facility   | 8,477             | 35,710                  |
| Term loan under credit facility   | 6,089             | 6,222                   |
| Equipment loans   | 18,347            | 19,030                  |
| Other   | 745               | 761                     |
| Total notes payable, long-term debt and other obligations   | 531,615           | 557,397                 |
| Less:   |                   |                         |
| Current maturities  | (29,864)          | (51,345)                |
| Amount due after one year   | \$ 501,751        | \$ 506,052              |

\* The fair value of the derivatives embedded within the 6.75% Variable Interest Convertible Note (\$19,485 at March 31, 2011 and \$20,219 at December 31, 2010, respectively), the 6.75% Variable Interest Senior Convertible Exchange Notes (\$36,931 at March 31, 2011 and \$38,324 at December 31, 2010, respectively), and the 3.875% Variable Interest Senior Convertible Debentures (\$85,651 at March 31, 2011 and \$82,949 at December 31, 2010, respectively) is separately classified as a derivative liability in the condensed consolidated balance sheets.

Revolving Credit Facility – Liggett:

Liggett has a \$50,000 credit facility with Wachovia Bank, N.A. ( Wachovia ) under which \$8,477 was outstanding at March 31, 2011. Availability as determined under the facility was approximately \$27,500 based on eligible collateral at March 31, 2011.

11% Senior Secured Notes due 2015 – Vector:

The Company has outstanding \$415,000 principal amount of its 11% Senior Secured Notes due 2015 (the Senior Secured Notes ). The Senior Secured Notes were sold in August 2007 (\$165,000), September 2009 (\$85,000),

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April 2010 (\$75,000) and December 2010 (\$90,000) in private offerings to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933.

In May 2008 and June 2010, the Company completed offers to exchange the Senior Secured Notes then outstanding for an equal amount of newly issued 11% Senior Secured Notes due 2015. On April 12, 2011, the Company commenced an offer to exchange the Senior Secured Notes issued in December 2010 for an equal amount of newly issued 11% Senior Secured Notes due 2015. The new Senior Secured Notes have substantially the same terms as the original Notes, except that the new Senior Secured Notes have been registered under the Securities Act.

**Non-cash Interest Expense Vector:**

Components of non-cash interest expense is as follows:

|  | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|--|--|--|
| Amortization of debt discount          | \$ 2,282                                   | \$ 1,638                                   |
| Amortization of deferred finance costs | 1,417                                      | 1,002                                      |
|  | \$ 3,699                                   | \$ 2,640                                   |

**Fair Value of Notes Payable and Long-term Debt:**

|                                  | March 31, 2011    |               | December 31, 2010 |               |
|----------------------------------|-------------------|---------------|-------------------|---------------|
|                                  | Carrying<br>Value | Fair<br>Value | Carrying<br>Value | Fair<br>Value |
| Notes payable and long-term debt | \$ 531,615        | \$ 802,503    | \$ 557,397        | \$ 827,247    |

**5. 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. New cases continue to be commenced against Liggett and other cigarette manufacturers. The cases generally fall into the following categories: (i) smoking and health cases alleging personal injury brought on behalf of individual plaintiffs ( Individual Actions ); (ii) smoking and health cases primarily alleging personal injury or seeking court-supervised programs for ongoing medical monitoring, as well as cases alleging the 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 (iii) 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 ). As new cases are commenced, the costs associated with defending these cases and the risks relating to the inherent unpredictability of litigation continue to increase. The future financial impact of the risks and expenses of litigation



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are not quantifiable at this time. For the three months ended March 31, 2011, and 2010, Liggett incurred legal expenses and other litigation costs totaling approximately \$1,969 and \$1,648, respectively. Litigation is subject to uncertainty and it is possible that there could be adverse developments in pending or future cases. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation. Damages claimed in some tobacco-related litigation are or can be significant. 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. Liggett has secured approximately \$5,059 in bonds as of March 31, 2011. In June 2009, Florida amended its existing bond cap statute by adding a \$200,000 bond cap that applies to all *Engle* progeny cases (defined below) 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 legislation applies to judgments entered after the effective date of the legislation and remains in effect until December 31, 2012. Certain plaintiffs have challenged the constitutionality of the bond cap statute. In one of these cases, the court upheld the constitutionality of the statute which was recently affirmed on appeal. Although the Company cannot predict the outcome of such challenges, it is possible that the Company's financial position, results of operations, or cash flows could be materially affected by an unfavorable outcome of such challenges.

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 5: (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. 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 may enter into settlement discussions in particular cases if it believes it is in its best interest to do so.

*Individual Actions*

As of March 31, 2011, there were 36 individual cases pending against Liggett and/or 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 *Engle* progeny cases (described below) or the approximately 100 individual cases pending in West Virginia state court as part of a consolidated action. The following table lists the number of individual cases by state that are pending against Liggett or its affiliates as of March 31, 2011 (excluding *Engle* progeny cases in Florida and the consolidated cases in West Virginia):

| <b>State</b>  | <b>Number<br/>of Cases</b> |
|---------------|----------------------------|
| Florida       | 16                         |
| New York      | 9                          |
| Louisiana     | 3                          |
| Maryland      | 3                          |
| Missouri      | 2                          |
| West Virginia | 2                          |
| Ohio          | 1                          |



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*Liggett Only Cases.* There are currently seven cases pending where Liggett is the only tobacco company defendant. Cases where Liggett is the only defendant could increase substantially as a result of the *Engle* progeny cases. In February 2009, in *Ferlanti v. Liggett Group*, a Florida state court jury awarded compensatory damages and a judgment, in the amount of \$816, was entered by the court. That judgment was affirmed on appeal and was paid by Liggett in March 2011. In September 2010, the court awarded plaintiff s attorneys fees of \$996. The parties appealed the attorneys fee award and the appeal is pending. Liggett previously accrued \$2,000 for the *Ferlanti* case. In *Blitch v. R.J. Reynolds*, an *Engle* progeny case, trial commenced on March 14, 2011 and on March 23, 2011, the jury returned a defense verdict. The time for plaintiff to notice an appeal has not yet run. In *Katz v. R.J. Reynolds*, another *Engle* progeny case, trial was set for April 2011, but was recently continued. There has been no recent activity in *Hausrath v. Philip Morris*, a case pending in New York state court, where two individuals are suing. The other three individual actions, in which Liggett is the only tobacco company defendant, are dormant. In *Davis v. Liggett Group*, which was another Liggett only individual case, judgment was entered against Liggett in the amount of \$540 plus attorneys fees and was affirmed on appeal. The judgment was paid by Liggett in 2009 and this matter is concluded.

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 and violations of deceptive trade practice laws, the federal Racketeer Influenced and Corrupt Organizations Act ( RICO ), state RICO statutes and antitrust statutes. In many of these cases, in addition to compensatory damages, plaintiffs also seek other forms of relief including treble/multiple damages, medical monitoring, disgorgement of profits and punitive damages. Although alleged damages often are not determinable from a complaint, and the law governing the pleading and calculation of damages varies from state to state and jurisdiction to jurisdiction, compensatory and punitive damages have been specifically pleaded in a number of cases, sometimes in amounts ranging into the hundreds of millions and even billions of dollars.

Defenses raised in individual cases 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.

In addition to several adverse verdicts against Liggett, jury awards in individual cases have also been returned against other cigarette manufacturers. The awards in these individual actions, often in excess of millions of dollars, may be for both compensatory and punitive damages. There are several significant jury awards against other cigarette manufacturers which are currently on appeal and several final awards, have been paid.

*Engle Progeny Cases.* In 2000, a jury in *Engle v. R.J. Reynolds Tobacco Co.* rendered a \$145,000,000 punitive damages verdict in favor of a Florida Class against certain cigarette manufacturers, including Liggett. 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 one year from January 11, 2007 in which to file individual lawsuits. In addition, some individuals who filed suit prior to January 11, 2007, and who claim they meet the conditions in *Engle*, are attempting to avail themselves of the *Engle* ruling. Lawsuits by individuals requesting the benefit of the *Engle* ruling, whether filed before or after the January 11, 2007 deadline, are referred to as the *Engle* progeny cases. Liggett and the Company are named in 6,717 *Engle* progeny cases in both federal (3,694 cases) and state (3,023 cases) courts in Florida. Other cigarette manufacturers are also named as defendants in these cases, although as a case proceeds, one or more defendants may ultimately be dismissed from the action. These cases include approximately 8,960 plaintiffs, 671 of which

represent state court consortium claims. The number of state court *Engle* progeny cases may increase

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as multi-plaintiff cases continue to be severed into individual cases. The total number of plaintiffs may also increase as a result of attempts by existing plaintiffs to add additional parties.

As of April 13, 2011, in addition to the *Lukacs* case (described below), the following *Engle* progeny cases have resulted in judgments against Liggett:

| Date        | Case Name                        | County       | Compensatory<br>Damages | Punitive<br>Damages | Status   |
|-------------|----------------------------------|--------------|-------------------------|---------------------|--|
| August 2009 | <i>Campbell v. R.J. Reynolds</i> | Escambia     | \$ 156                  | None                | Affirmed by DCA, Defendants filed Motion with DCA for certification to FL Sup. Ct. |
| March 2010  | <i>Douglas v. R.J. Reynolds</i>  | Hillsborough | \$ 1,350                | None                | On appeal  |
| April 2010  | <i>Clay v. R.J. Reynolds</i>     | Escambia     | \$ 349                  | \$ 1,000            | On appeal  |
| April 2010  | <i>Putney v. R.J. Reynolds</i>   | Broward      | \$ 3,008                | None                | On appeal  |
| April 2011  | <i>Tullo v. R.J. Reynolds</i>    | Palm Beach   | \$ 225                  | None                | Will be appealed   |

Through March 31, 2011, there were 25 plaintiff verdicts in *Engle* progeny cases, including the five referenced above, and 13 defense verdicts. Other cases have been dismissed by the court on summary judgment. For further information on the *Engle* case and on *Engle* progeny cases, see *Class Actions - Engle Case*, below.

*Lukacs Case*. In June 2002, the jury in a Florida state court action entitled *Lukacs v. R.J. Reynolds Tobacco Co.*, awarded \$37,500 in compensatory damages, jointly and severally, in a case involving Liggett and two other cigarette manufacturers, which amount was subsequently reduced by the court. The jury found Liggett 50% responsible for the damages incurred by the plaintiff. The *Lukacs* case was the first case to be tried as an individual *Engle* progeny case, but was tried almost five years prior to the Florida Supreme Court's final decision in *Engle*. In November 2008, the court entered final judgment in the amount of \$24,835, plus interest from June 2002. Plaintiff filed a motion seeking an award of attorneys' fees from Liggett based on plaintiff's prior proposal for settlement. In March 2010, the Third District Court of Appeal affirmed the decision, *per curiam*. In June 2010, Liggett paid its share of the judgment and settled claims for attorneys' fees and accrued interest for a total payment of \$14,361.

*Class Actions*

As of March 31, 2011, there were six actions pending for which either a class had been certified or plaintiffs were seeking class certification, where Liggett is a named defendant, including one alleged price fixing case. Other cigarette manufacturers are also named in these actions.

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

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

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

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

In July 2006, the Florida Supreme Court affirmed the decision vacating the punitive damages award and held that the class should be decertified prospectively, but determined that the following Phase I findings are entitled to *res judicata* effect in *Engle* progeny cases: (i) that smoking causes lung cancer, among other diseases; (ii) that nicotine in cigarettes is addictive; (iii) that defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) that defendants concealed material information knowing that the information was false or misleading or failed to disclose a material fact concerning the health effects or addictive nature of smoking; (v) that defendants agreed to conceal or omit information regarding the health effects of cigarettes or their addictive nature with the intention that smokers would rely on the information to their detriment; (vi) that defendants sold or supplied cigarettes that were defective; and (vii) that defendants were negligent. The Florida Supreme Court decision also allowed former class members to proceed to trial on individual liability issues (using the above findings) and compensatory and punitive damage issues, provided they filed their individual lawsuits by January 2008. In December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants. In October 2007, the United States Supreme Court denied defendants' petition for *writ of certiorari*. As a result of the *Engle* decision, approximately 8,960 plaintiffs have claims pending against the Company and Liggett and other cigarette manufacturers.

Three federal district courts (in the *Merlob*, *Brown* and *Burr* cases) ruled that the findings in Phase I of the *Engle* proceedings could not be used to satisfy elements of plaintiffs' claims, and two of those rulings (*Brown* and *Burr*) were certified by the trial court for interlocutory review. The certification was granted by the United States Court of Appeals for the Eleventh Circuit and the appeals were consolidated (in February 2009, the appeal in *Burr* was dismissed for lack of prosecution). In July 2010, the Eleventh Circuit ruled that plaintiffs do not have an unlimited right to use the findings from the original *Engle* trial to meet their burden of establishing the elements of their claims at trial. Rather, plaintiffs may only use the findings to establish specific facts that they demonstrate with a reasonable degree of certainty were actually decided by the original *Engle* jury. The Eleventh Circuit remanded the case to the district court to determine what specific factual findings the *Engle* jury actually made. All federal cases were stayed pending review by the Eleventh Circuit. On December 22, 2010, stays were lifted in 12 cases selected by plaintiffs.

In December 2010, in the *Martin* case, a case against R.J. Reynolds, the Florida District Court of Appeals issued the first ruling by a Florida intermediate appellate court to address the *Brown* decision discussed above. The panel 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* proceedings, expressly disagreeing with certain aspects of the *Brown* decision. This decision could lead to other adverse rulings by state appellate courts.

*Other Class Actions.* In *Smith v. Philip Morris*, a Kansas state court case filed in February 2000, plaintiffs allege that cigarette manufacturers conspired to fix cigarette prices in violation of antitrust laws. Plaintiffs seek to recover

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an unspecified amount in actual and punitive damages. Class certification was granted in November 2001. Discovery is ongoing.

Class action suits have been filed in a number of states against cigarette manufacturers, alleging, among other things, that use of the terms light and ultra light constitutes unfair and deceptive trade practices, among other things. In December 2008, the United States Supreme Court, in *Altria Group v. Good*, ruled that the Federal Cigarette Labeling and Advertising Act did not preempt the state law claims asserted by the plaintiffs and that they could proceed with their claims under the Maine Unfair Trade Practices Act. This ruling has resulted in the filing of additional lights class action cases in other states against other cigarette manufacturers. Although Liggett was not a defendant in the *Good* case, and is not a defendant in most of the other lights class actions, an adverse ruling or commencement of additional lights related class actions could have a material adverse effect on the Company. In 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, are alleged to have been exposed to secondhand smoke from cigarettes which were manufactured by the defendants, and who suffered injury as a result of that exposure. The plaintiffs seek to recover an unspecified amount of compensatory and punitive damages. In October 2004, the trial court stayed this case pending the outcome of an appeal in another matter.

In February 1998, in *Parsons v. AC & S Inc.*, a case pending in West Virginia, the personal injury class was commenced on behalf of all West Virginia residents who allegedly have personal injury claims arising from exposure to cigarette smoke and asbestos fibers. The complaint seeks to recover unspecified damages. The case has been stayed as a result of the December 2000 bankruptcy of three of the defendants.

In June 1998, in *Cleary v. Philip Morris*, a putative class action was brought in Illinois state court on behalf of persons who were allegedly injured by: (i) defendants' purported conspiracy to conceal material facts regarding the addictive nature of nicotine; (ii) defendants' alleged acts of targeting their advertising and marketing to minors; and (iii) defendants' claimed breach of the public's right to defendants' compliance with laws prohibiting the distribution of cigarettes to minors. Plaintiffs sought disgorgement of all profits unjustly received through defendants' sale of cigarettes to plaintiffs and the class. In March 2009, plaintiffs filed a third amended complaint adding, among other things, allegations regarding defendants' sale of lights cigarettes. The case was then removed to federal court on the basis of this new claim. In November 2009, plaintiffs filed a revised motion for class certification as to the three proposed classes, which motion was denied by the court. In February 2010, the court granted summary judgment in favor of defendants as to all claims, other than a lights claim involving another cigarette manufacturer. The court granted leave to the plaintiffs to reinstate the motion as to the addiction claims. Plaintiffs filed a Fourth Amended Complaint in an attempt to resurrect their addiction claims. In June 2010, the court granted defendants' motion to dismiss the Fourth Amended Complaint and in July 2010, the court denied plaintiffs' motion for reconsideration. In August 2010, plaintiffs appealed to the United States Court of Appeals for the Seventh Circuit. Oral argument occurred on April 7, 2011.

In April 2001, in *Brown v. Philip Morris USA*, a California state court granted in part plaintiffs' motion for class certification and certified a class comprised of adult residents of California who smoked at least one of defendants' cigarettes during the applicable time period and who were exposed to defendants' marketing and advertising activities in California. In March 2005, the court granted defendants' motion to decertify the class based on a recent change in California law. In June 2009, the California Supreme Court reversed and remanded the case to the trial court for further proceedings regarding whether the class representatives have, or can, demonstrate standing. In August 2009, the California Supreme Court denied defendants' rehearing petition and issued its mandate. In September 2009, plaintiffs sought reconsideration of the court's September 2004 order finding that plaintiffs' allegations regarding lights cigarettes are preempted by federal law, in light of the United States Supreme Court decision in *Good*. In March 2010, the trial court granted reconsideration of its September 2004 order granting

partial summary judgment to defendants with respect to plaintiffs' claims on the basis of judicial decisions issued since its order was issued, including *Good*, thereby reinstating plaintiffs' claims.

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Since the trial court's prior ruling decertifying the class was reversed on appeal by the California Supreme Court, the parties and the court are treating all claims currently being asserted by the plaintiffs as certified, subject, however, to defendants' challenge to the class representatives standing to assert their claims. In December 2010, defendants filed a motion for a determination that the class representatives, as set forth in plaintiffs' tenth amended complaint, lack standing to pursue the claims. The court granted defendants' motion and scheduled a hearing for June 21, 2011 on plaintiffs' motion for leave to amend and defendants' motion to dismiss.

Although not technically a class action, in *In Re: Tobacco Litigation (Personal Injury Cases)*, a West Virginia state court consolidated approximately 750 individual smoker actions that were pending prior to 2001 for trial of certain common issues. In January 2002, the court severed Liggett from the trial of the consolidated action, which commenced in June 2010 and ended in a mistrial. A new trial is scheduled for October 17, 2011. If the case were to proceed against Liggett, it is estimated that Liggett could be a defendant in approximately 100 of the individual cases.

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

*Health Care Cost Recovery Actions*

As of March 31, 2011, there were three Health Care Cost Recovery Actions pending against Liggett. Other cigarette manufacturers are also named in these cases. The claims asserted in health care cost recovery actions vary.

Although, typically, no specific damage amounts are pled, it is possible that requested damages might be in the billions of dollars. In these cases, plaintiffs typically assert equitable claims that the tobacco industry was unjustly enriched by their payment of health care costs allegedly attributable to smoking and seek reimbursement of those costs. Relief sought by some, but not all, plaintiffs include punitive damages, multiple damages and other statutory damages and penalties, injunctions prohibiting alleged marketing and sales to minors, disclosure of research, disgorgement of profits, funding of anti-smoking programs, additional disclosure of nicotine yields, and payment of attorney and expert witness fees.

Other claims asserted 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.

*DOJ 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. In February 2010, the government and all defendants, other than Liggett, filed petitions for *writ of certiorari* to the United States Supreme Court. In June 2010, the United States Supreme Court, without comment, 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

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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 light 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.

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.

In *City of St. Louis v. American Tobacco Company*, a case pending in Missouri state court since December 1998, the City of St. Louis and approximately 38 hospitals and former hospitals seek recovery of costs expended by the hospitals on behalf of patients who suffer, or have suffered, from illnesses allegedly resulting from the use of cigarettes. In June 2005, the court granted defendants motion for summary judgment as to claims for damages which accrued prior to November 16, 1993. In April 2010, the court further determined that each plaintiff is barred from seeking damages which accrued more than five years prior to the time that that plaintiff joined the suit. In that same order, the court granted partial summary judgment for defendants barring plaintiffs claims for future damages. In July 2010, the court dismissed certain other claims brought by plaintiffs, on the grounds they were preempted. In October 2010, the trial court granted defendants summary judgment with respect to plaintiffs fraud and negligent misrepresentation claims. Trial commenced on January 31, 2011. On April 29, 2011, the jury returned a defense verdict on all claims.

In June 2005, the Jerusalem District Court in Israel added Liggett as a defendant in an action commenced in 1998 by the largest private insurer in that country, General Health Services, against the major United States cigarette manufacturers. The plaintiff seeks to recover the past and future value of the total expenditures for health care services provided to residents of Israel resulting from tobacco related diseases, court ordered interest for past expenditures from the date of filing the statement of claim, increased and/or punitive and/or exemplary damages and costs. The court ruled that, although Liggett had not sold product in Israel since at least 1978, it might still have liability for cigarettes sold prior to that time. Motions filed by defendants are pending.

In *Crow Creek Sioux Tribe v. American Tobacco Company*, a South Dakota case filed in 1997, 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 dormant.

*Upcoming Trials*

In addition to the trial in the *City of St. Louis* case, which concluded in April 2011, as discussed above, as of March 31, 2011, there were 31 *Engle* progeny cases scheduled for trial in 2011. Several other *Engle* progeny cases are scheduled for trial in 2012. Additionally, a Florida individual case is scheduled for trial on September 12, 2011. The Company and/or Liggett and other cigarette manufacturers are currently named as defendants in each of these

cases, although as a case proceeds, one or more defendants may ultimately be dismissed from the action. Cases against other cigarette manufacturers are also currently scheduled for trial in 2011. Trial dates are subject to change.

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*MSA and Other State Settlement Agreements*

In March 1996, March 1997 and March 1998, Liggett entered into settlements of smoking-related litigation with 45 states and territories. The settlements released Liggett from all smoking-related claims made by those states and territories, including claims for health care cost reimbursement and claims concerning sales of cigarettes to minors. In November 1998, Philip Morris, Brown & Williamson, R.J. Reynolds and Lorillard (the Original Participating Manufacturers or OPMs) and Liggett (together with any other tobacco product manufacturer that becomes a signatory, the Subsequent Participating Manufacturers or SPMs) (the OPMs and SPMs are hereinafter referred to jointly as the Participating Manufacturers) entered into the Master Settlement Agreement (the MSA) with 46 states, the District of Columbia, Puerto Rico, Guam, the United States Virgin Islands, American Samoa and the Northern Mariana Islands (collectively, the Settling States) to settle the asserted and unasserted health care cost recovery and certain other claims of the Settling States. The MSA received final judicial approval in each Settling State.

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

all claims of the Settling States and their respective political subdivisions and other recipients of state health care funds, relating to: (i) past conduct arising out of the use, sale, distribution, manufacture, development, advertising and marketing of tobacco products; (ii) the health effects of, the exposure to, or research, statements or warnings about, tobacco products; and

all monetary claims of the Settling States and their respective subdivisions and other recipients of state health care funds relating to future conduct arising out of the use of, or exposure to, tobacco products that have been manufactured in the ordinary course of business.

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

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

Under the payment provisions of the MSA, the Participating Manufacturers are required to make annual payments of \$9,000,000 (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligation of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

Liggett has no payment obligations under the MSA except to the extent its market share exceeds a market share exemption of approximately 1.65% of total cigarettes sold in the United States. Vector Tobacco has no payment obligations under the MSA except to the extent its market share exceeds a market share exemption of

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approximately 0.28% of total cigarettes sold in the United States. According to data from Management Science Associates, Inc., Liggett and Vector Tobacco's domestic shipments accounted for approximately 3.5%, of the total cigarettes sold in the United States in 2010. If Liggett's or Vector Tobacco's market share exceeds their respective market share exemption in a given year, then on April 15 of the following year, Liggett and/or Vector Tobacco, as the case may be, must pay on each excess unit an amount equal (on a per-unit basis) to that due from the OPMs for that year. On December 31, 2010, Liggett and Vector Tobacco paid \$96,500 of the approximately \$144,200 of 2010 MSA payment obligations determined by the independent auditor. On April 15, 2011, Liggett and Vector Tobacco paid an additional approximately \$26,700. Liggett and Vector Tobacco disputed the balance of approximately \$21,000.

*Certain MSA Disputes*

*NPM Adjustment.* In March 2006, an economic consulting firm selected pursuant to the MSA determined that the MSA was a significant factor contributing to the loss of market share of Participating Manufacturers, to non-participating manufacturers, for 2003. This is known as the NPM Adjustment. The economic consulting firm subsequently rendered the same decision with respect to 2004 and 2005. In March 2009, a different economic consulting firm made the same determination for 2006. As a result, the manufacturers are entitled to potential NPM Adjustments to their 2003, 2004, 2005 and 2006 MSA payments. The Participating Manufacturers may also be entitled to potential NPM Adjustments to their 2007, 2008 and 2009 payments pursuant to an agreement entered into in June 2009 between the OPMs and the Settling States under which the OPMs agreed to make certain payments for the benefit of the Settling States, in exchange for which the Settling States stipulated that the MSA was a significant factor contributing to the loss of market share of Participating Manufacturers in 2007, 2008 and 2009. A Settling State that has diligently enforced its qualifying escrow statute in the year in question may be able to avoid application of the NPM Adjustment to the payments made by the manufacturers for the benefit of that Settling State.

For 2003-2010, 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 withheld payment associated with these NPM Adjustment amounts. For 2003, Liggett and Vector Tobacco paid the NPM adjustment amount of \$9,345 to the Settling States although both companies continue to dispute that this amount is owed. The total amount withheld (or paid into a disputed payment account) by Liggett and Vector Tobacco for 2004-2010 was \$46,917. At March 31, 2011, included in Other assets on the Company's condensed consolidated balance sheet was a noncurrent receivable of \$6,542 relating to the \$9,345 payment.

The following amounts have not been expensed by the Company as they relate to Liggett and Vector Tobacco's NPM Adjustment claims: \$6,542 for 2003, \$3,789 for 2004 and \$800 for 2005. Liggett and Vector Tobacco have expensed all disputed amounts related to the NPM Adjustment since 2005.

Since April 2006, notwithstanding provisions in the MSA requiring arbitration, litigation was filed in 49 Settling States over the issue of whether the application of the NPM Adjustment for 2003 is to be determined through litigation or arbitration. These actions relate to the potential NPM Adjustment for 2003, which the independent auditor under the MSA previously determined to be as much as \$1,200,000 for all Participating Manufacturers. All but one of the 48 courts that have decided the issue have ruled that the 2003 NPM Adjustment dispute is arbitrable. All 47 of those decisions are final. One court, the Montana Supreme Court, ruled that Montana's claim of diligent enforcement must be litigated. The United States Supreme Court denied *certiorari* with respect to that opinion. In response to a proposal from the OPMs and many of the SPMs, 45 of the Settling States, representing approximately 90% of the allocable share of the Settling States, entered into an agreement providing for a nationwide arbitration of the dispute with respect to the NPM Adjustment for 2003. In June 2010, the three person arbitration panel was selected and procedural hearings, discovery and briefing on legal issues of general application commenced. Because

states representing more than 80% of the allocable share signed the agreement, signing states will receive a 20% reduction of any potential 2003 NPM adjustment. There can be no assurance that Liggett or Vector Tobacco will receive any adjustment as a result of these proceedings.

*Gross v. Net Calculations.* In October 2004, the independent auditor notified Liggett and all other Participating Manufacturers that their payment obligations under the MSA, dating from the agreement's execution in late 1998,

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had been recalculated using net unit amounts, rather than gross unit amounts (which had been used since 1999). Liggett objected to this retroactive change and disputed the change in methodology. Liggett contends that the retroactive change from gross to net unit amounts is impermissible for several reasons, including: use of net unit amounts is not required by the MSA (as reflected by, among other things, the use of gross unit amounts through 2005);

such a change is not authorized without the consent of affected parties to the MSA;

the MSA provides for four-year time limitation periods for revisiting calculations and determinations, which precludes recalculating Liggett's 1997 Market Share (and thus, Liggett's market share exemption); and

Liggett and others have relied upon the calculations based on gross unit amounts since 1998. The change in the method of calculation could result in Liggett owing, at a minimum, approximately \$10,500, plus interest, of additional MSA payments for prior years, because the proposed change from gross to net units would serve to lower Liggett's market share exemption under the MSA. The Company estimates that Liggett's future MSA payments would be at least approximately \$2,300 higher if the method of calculation is changed. No amounts have been expensed or accrued in the accompanying condensed consolidated financial statements for any potential liability relating to the gross versus net dispute. There can be no assurance that Liggett will not be required to make additional payments, which payments could adversely affect the Company's consolidated financial position, results of operations or cash flows.

*Litigation Challenging the MSA.* In *Freedom Holdings Inc. v. Cuomo*, litigation pending in federal court in New York, certain importers of cigarettes alleged that the MSA and certain related New York statutes violate federal antitrust and constitutional law. The district court granted New York's motion to dismiss the complaint for failure to state a claim. On appeal, the United States Court of Appeals for the Second Circuit held that if all of the allegations of the complaint were assumed to be true, plaintiffs had stated a claim for relief on antitrust grounds. In January 2009, the district court granted New York's motion for summary judgment, dismissing all claims brought by the plaintiffs. Plaintiffs appealed the decision. In October 2010, the Second Circuit affirmed. The United States Supreme Court declined to review the decision.

In *Grand River Enterprises Six Nations, Ltd. v. King*, another proceeding pending in federal court in New York, plaintiffs sought to enjoin the statutes enacted by New York and other states in connection with the MSA on the grounds that the statutes violate the Commerce Clause of the United States Constitution and federal antitrust laws. In September 2005, the United States Court of Appeals for the Second Circuit held that if all of the allegations of the complaint were assumed to be true, plaintiffs had stated a claim for relief and that the New York federal court had jurisdiction over the other defendant states. On remand, the trial court held that plaintiffs are unlikely to succeed on the merits. After discovery, in November 2009, the parties cross-moved for summary judgment. In March 2011, the United States District Court for the Southern District of New York granted defendants' motion for summary judgment.

Similar challenges to the MSA and MSA-related state statutes are pending in several other states. Liggett and the other cigarette manufacturers are not defendants in these cases. Litigation challenging the validity of the MSA, including claims that the MSA violates antitrust laws, has not been successful to date.

In October 2008, Vibo Corporation, Inc., d/b/a General Tobacco (Vibo) commenced litigation in the United States District Court for the Western District of Kentucky against each of the Settling States and certain Participating Manufacturers, including Liggett and Vector Tobacco. Vibo sought damages from Participating Manufacturers under antitrust laws. Vibo alleged, among other things, that the market share exemptions (i.e.,



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grandfathered shares) provided to certain SPMs under the MSA, including Liggett and Vector Tobacco, violate federal antitrust and constitutional law. In January 2009, the district court dismissed the complaint. In January 2010, the court entered final judgment in favor of the defendants. Vibo appealed to the United States Court of Appeals for the Sixth Circuit. A decision is pending.

*Other State Settlements.* The MSA replaces Liggett's prior settlements with all states and territories except for Florida, Mississippi, Texas and Minnesota. Each of these four states, prior to the effective date of the MSA, negotiated and executed settlement agreements with each of the other major tobacco companies, separate from those settlements reached previously with Liggett. Except as described below, Liggett's agreements with these states remain in full force and effect. These states' settlement agreements with Liggett contained most favored nation provisions which could reduce Liggett's payment obligations based on subsequent settlements or resolutions by those states with certain other tobacco companies. Beginning in 1999, Liggett determined that, based on each of these four states' settlements with United States Tobacco Company, Liggett's payment obligations to those states had been 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 the settlement agreement described above, Liggett agreed to pay \$100 a year, in any year cigarettes manufactured by Liggett are sold in that state. In 2003 and 2004, the Attorneys General for Florida, Mississippi and Texas advised Liggett that they believed that Liggett had failed to make certain required payments under the respective settlement agreements with these states. In December 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. The payments in years 12-21 will be subject to an inflation adjustment. These payments are in lieu of any other payments allegedly due to Florida under the original settlement agreement. The Company accrued approximately \$3,200 for this matter in 2010. There can be no assurance that Liggett will be able to resolve the matters with Texas and Mississippi or that Liggett will not be required to make additional payments which could adversely affect the Company's consolidated financial position, results of operations or cash flows.

*Cautionary Statement.* Management is not able to predict the outcome of the litigation pending or threatened against Liggett. Litigation is subject to many uncertainties. For example, the jury in the *Lukacs* case, an *Engle* progeny case tried in 2002, awarded \$24,835 in compensatory damages plus interest against Liggett and two other defendants and found Liggett 50% responsible for the damages. The verdict was affirmed on appeal and Liggett paid \$14,361 in June 2010. To date, Liggett has been found liable in five other *Engle* progeny cases, which are currently on appeal. As a result of the *Engle* decision, over 6,700 lawsuits are pending against the Company and Liggett and other cigarette manufacturers. Liggett has also had verdicts entered against it in other individual cases, which verdicts were affirmed on appeal. 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 and health case could encourage the commencement of additional similar litigation, or could lead to multiple adverse decisions in the *Engle* progeny cases. Management is unable to make a reasonable estimate with respect to 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 and as a result has not provided any amounts in its condensed consolidated financial statements for unfavorable outcomes. The complaints filed in these cases rarely detail alleged damages. Typically, the claims set forth in an individual's complaint against the tobacco industry seek money damages in an amount to be determined by a jury, plus punitive damages, costs and

legal fees.

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

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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 or cash flows could be materially adversely affected by an unfavorable outcome in any of the smoking-related litigation.

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

**Other Matters:**

In February 2004, Liggett Vector Brands and another cigarette manufacturer entered into a five year agreement with a subsidiary of the American Wholesale Marketers Association to support a program to permit certain tobacco distributors to secure, on reasonable terms, tax stamp bonds required by state and local governments for the distribution of cigarettes. This agreement has been extended through February 2014. Under the agreement, Liggett Vector Brands has agreed to pay a portion of losses, if any, incurred by the surety under the bond program, with a maximum loss exposure of \$500 for Liggett Vector Brands. To secure its potential obligations under the agreement, Liggett Vector Brands has delivered to the subsidiary of the association a \$100 letter of credit and agreed to fund up to an additional \$400. Liggett Vector Brands has incurred no losses to date under this agreement, and the Company believes the fair value of Liggett Vector Brands' obligation under the agreement was immaterial at March 31, 2011. In December 2009, a complaint was filed against Liggett in Alabama state court by the estate of a woman who died, in 2007, in a house fire allegedly caused by the ignition of contents of the house by a Liggett cigarette. The plaintiff sued under the Alabama Extended Manufacturers Liability Doctrine and for breach of warranty and negligence. The plaintiff sought both compensatory and punitive damages. In January 2010, Liggett removed the case to federal court. In February 2010, Liggett filed a motion to dismiss the case and plaintiff filed a motion to remand. In September 2010, the court granted plaintiff's motion to remand, but the order was stayed pending non-binding mediation of the dispute, which occurred in January 2011. The matter was settled for \$30.

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

**6. INCOME TAXES**

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

The Company's income tax expense consisted of the following:

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|   | Three Months<br>Ended<br>March 31,<br>2011 | Three Months<br>Ended<br>March 31,<br>2010 |
|---|--|--|
| Income before provision for income taxes                            | \$ 32,022                                  | \$ 18,860                                  |
| Income tax expense using estimated annual effective income tax rate | 12,649                                     | 7,422                                      |
| Reduction of valuation allowance                                    |  | (500)                                      |
| Income tax expense  | \$ 12,649                                  | \$ 6,922                                   |

The Company recorded a benefit of \$500 for the three months ended March 31, 2010 resulting from the reduction of a previously established valuation allowance of a deferred tax asset. The valuation allowance was reduced for the recognition of state tax net operating losses at Vector Tobacco Inc. after evaluating the impact of the negative and positive evidence that such asset would be realized.

**7. NEW VALLEY LLC**

The components of Investments in non-consolidated real estate businesses were as follows:

|  | March 31,<br>2011 | December 31,<br>2010 |
|--|-------------------|----------------------|
| Douglas Elliman Realty LLC                             | \$ 48,750         | \$ 46,421            |
| New Valley Oaktree Chelsea Eleven LLC                  | 11,065            | 10,958               |
| Fifty Third-Five Building LLC                          | 18,000            | 18,000               |
| Sesto Holdings S.r.l.                                  | 5,037             | 5,037                |
| Lofts 21 LLC   | 900               |                      |
| Investments in non-consolidated real estate businesses | \$ 83,752         | \$ 80,416            |

*Residential Brokerage Business.* New Valley recorded income of \$3,404 and \$4,571 for the three months ended March 31, 2011 and 2010, respectively, associated with Douglas Elliman Realty, LLC. New Valley received cash distributions from Douglas Elliman Realty, LLC of \$1,075 and \$1,962 for the three months ended March 31, 2011 and 2010, respectively. The summarized financial information of Douglas Elliman Realty, LLC is as follows:

|                                    | March 31,<br>2011 | December 31,<br>2010 |
|------------------------------------|-------------------|----------------------|
| Cash                               | \$ 44,855         | \$ 45,032            |
| Other current assets               | 6,296             | 5,989                |
| Property, plant and equipment, net | 14,789            | 15,556               |
| Trademarks                         | 21,663            | 21,663               |
| Goodwill                           | 38,435            | 38,424               |
| Other intangible assets, net       | 1,273             | 1,337                |
| Other non-current assets           | 3,073             | 3,416                |

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|                             |         |        |
|-----------------------------|---------|--------|
| Notes payable - current     | 676     | 1,067  |
| Other current liabilities   | 14,810  | 21,765 |
| Notes payable - long term   | 867     | 1,129  |
| Other long-term liabilities | 10,793  | 10,500 |
| Members' equity             | 103,238 | 96,956 |

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|                       | Three Months Ended March<br>31, |           |
|-----------------------|---------------------------------|-----------|
|                       | 2011                            | 2010      |
| Revenues              | \$ 78,044                       | \$ 76,661 |
| Costs and expenses    | 71,501                          | 67,175    |
| Depreciation expense  | 936                             | 900       |
| Amortization expense  | 63                              | 77        |
| Other income          | 977                             | 397       |
| Interest expense, net | 42                              | 278       |
| Income tax expense    | 199                             | 271       |
| Net income            | \$ 6,280                        | \$ 8,357  |

*Aberdeen Townhomes LLC.* In February 2011, Aberdeen sold one of its two remaining townhomes for \$11,635, net of closing costs, and recorded gain on sale of townhome of \$3,135.

*New Valley Oaktree Chelsea Eleven, LLC.* Chelsea sold six units during the quarter ended March 31, 2011. As of the financial statement issue date, sales of 40 of the 54 luxury residential units have closed.

As of March 31, 2011, Chelsea Eleven LLC had approximately \$39,328 of total assets and \$10,142 of total liabilities, excluding amounts owed to New Valley Oaktree Chelsea Eleven LLC (approximately \$114,418 at March 31, 2011).

As of March 31, 2011, the Company had received net distributions of \$1,393 from New Valley Oaktree Chelsea Eleven LLC. New Valley recorded equity income of \$1,500 for the three months ended March 31, 2011 related to New Valley Chelsea. The Company's maximum exposure to loss on our investment in New Valley Chelsea Eleven LLC is \$11,065 at March 31, 2011.

*Fifty Third-Five Building LLC.* In 2010, New Valley, through its NV 955 LLC subsidiary, contributed \$18,000 to a joint venture, Fifty Third-Five Building LLC ( JV ), of which it owns 50%. In 2010, the JV acquired a defaulted real estate loan, collateralized by real estate located in Manhattan, NY for approximately \$35,500. The previous lender had commenced proceedings seeking to foreclose its mortgage. Upon acquisition of the loan, the JV succeeded to the rights of the previous lender in the litigation. On April 27, 2011, the court granted the JV's motion for summary judgment, dismissing certain substantive defenses raised by the borrower and the other named parties, facilitating advancement of the foreclosure process.

*Lofts 21 LLC.* In February 2011, New Valley LLC invested \$900 for an approximate 12% interest in Lofts 21 LLC. Lofts 21 LLC acquired an existing property in Manhattan, NY, which is scheduled to be developed into condominiums. New Valley LLC will account for Lofts 21 LLC under the equity method of accounting. Lofts 21 LLC is a variable interest entity; however, New Valley LLC is not the primary beneficiary. New Valley LLC's maximum exposure to loss as a result of this investment is \$900.

*St. Regis Hotel, Washington, D.C.* As of March 31, 2011, the Company does not anticipate receiving any additional installments related to the sale of the tax credits related to its former interest in St. Regis Hotel.

**Investment in Escena:**

The components of the Company's investment in Escena are as follows:

|  | March 31,<br>2011 | December<br>31,<br>2010 |
|--|-------------------|-------------------------|
|--|-------------------|-------------------------|

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|                                    |           |           |
|------------------------------------|-----------|-----------|
| Land and land improvements         | \$ 11,112 | \$ 11,112 |
| Building and building improvements | 1,471     | 1,471     |
| Other                              | 1,177     | 1,144     |
|                                    | 13,760    | 13,727    |
| Less accumulated depreciation      | (452)     | (373)     |
|                                    | \$ 13,308 | \$ 13,354 |

The Company recorded operating income of approximately \$467 and \$282 for three months ended March 31, 2011 and 2010, respectively, from Escena.

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**8. INVESTMENTS AND FAIR VALUE MEASUREMENTS**

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

| Description  | Total             | Fair Value Measurements as of March 31, 2011    |  |                                     |
|--|-------------------|---|--|-------------------------------------|
|  |                   | Quoted Prices in                                |  |                                     |
|  |                   | Active  | Significant                                | Significant                         |
|  |                   | Markets for<br>Identical<br>Assets<br>(Level 1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) |
| Assets:  |                   |   |  |                                     |
| Money market funds   | \$ 236,776        | \$ 236,776                                      | \$   | \$                                  |
| Certificates of deposit                                    | 1,990             |   | 1,990                                      |                                     |
| Bonds  | 5,301             | 5,301   |  |                                     |
| Investment securities available for sale                   | 67,201            | 63,430  | 3,771                                      |                                     |
| <b>Total</b>   | <b>\$ 311,268</b> | <b>\$ 305,507</b>                               | <b>\$ 5,761</b>                            | <b>\$</b>                           |
| Liabilities:   |                   |   |  |                                     |
| Fair value of derivatives embedded within convertible debt | \$ 142,067        | \$  | \$   | \$ 142,067                          |

| Description  | Total             | Fair Value Measurements as of December 31, 2010 |  |                                     |
|--|-------------------|---|--|-------------------------------------|
|  |                   | Quoted Prices in                                |  |                                     |
|  |                   | Active  | Significant                                | Significant                         |
|  |                   | Markets for<br>Identical<br>Assets<br>(Level 1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) |
| Assets:  |                   |   |  |                                     |
| Money market funds   | \$ 267,333        | \$ 267,333                                      | \$   | \$                                  |
| Certificates of deposit                                    | 2,773             |   | 2,773                                      |                                     |
| Bonds  | 5,300             | 5,300   |  |                                     |
| Investment securities available for sale                   | 78,754            | 74,640  | 4,114                                      |                                     |
| <b>Total</b>   | <b>\$ 354,160</b> | <b>\$ 347,273</b>                               | <b>\$ 6,887</b>                            | <b>\$</b>                           |
| Liabilities:   |                   |   |  |                                     |
| Fair value of derivatives embedded within convertible debt | \$ 141,492        | \$  | \$   | \$ 141,492                          |

The fair value of investment securities available for sale included in Level 1 are based on quoted market prices from various stock exchanges. The Level 2 investment securities available for sale were not registered and do not have direct market quotes.

The fair value of derivatives embedded within convertible debt were derived using a valuation model and have been classified as Level 3. 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 changes in fair value of derivatives embedded within convertible debt are presented on the Condensed Consolidated Statements of Operations. The fair value of derivatives embedded within convertible debt was \$142,067 and \$155,729 as of March 31, 2011 and 2010, respectively. The losses of \$575 and \$2,714 from the embedded derivatives in the three months ended March 31, 2011 and 2010, respectively, were primarily the result of declining spreads between corporate convertible debt and risk free investments offset by interest payments during the period.

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 March 31, 2011 and 2010, respectively.

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**9. SEGMENT INFORMATION**

The Company's significant business segments for the three months ended March 31, 2011 and 2010 were Tobacco and Real Estate. The Tobacco segment consists of the manufacture and sale of cigarettes and the research related to reduced risk products. The Real Estate segment includes the Company's investments in consolidated and non-consolidated real estate businesses. The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

Financial information for the Company's operations before taxes for the three months ended March 31, 2011 and 2010 follows:

|  | Tobacco    | Real<br>Estate         | Corporate<br>and Other | Total      |
|--|------------|------------------------|------------------------|------------|
| Three months ended March 31, 2011                        |            |                        |                        |            |
| Revenues   | \$ 260,378 |                        |                        | \$ 260,378 |
| Operating income (loss)                                  | 36,425     | 157                    | (5,106)                | 31,476     |
| Equity income on non-consolidated real estate businesses |            | 4,904                  |                        | 4,904      |
| Identifiable assets                                      | 446,473    | 104,872 <sup>(1)</sup> | 373,216                | 924,561    |
| Depreciation and amortization                            | 1,998      | 80                     | 581                    | 2,659      |
| Capital expenditures                                     | 2,626      | 33                     | 2                      | 2,661      |
| Three months ended March 31, 2010                        |            |                        |                        |            |
| Revenues   | \$ 222,087 |                        |                        | \$ 222,087 |
| Operating income (loss)                                  | 34,932     | 282                    | (4,196)                | 31,018     |
| Equity income on non-consolidated real estate businesses |            | 4,571                  |                        | 4,571      |
| Identifiable assets                                      | 406,691    | 65,297 <sup>(1)</sup>  | 271,092                | 743,080    |
| Depreciation and amortization                            | 2,073      | 68                     | 579                    | 2,720      |
| Capital expenditures                                     | 3,445      | 321                    | 29                     | 3,795      |

<sup>(1)</sup> Includes investments accounted for under the equity method of accounting of \$90,863 and \$51,809 as of March 31, 2011 and 2010, respectively.

**10. CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

The accompanying condensed consolidating financial information has been prepared and presented pursuant to Securities and Exchange Commission Regulation S-X, Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. Each of the subsidiary guarantors are 100% owned, directly or indirectly, by the Company, and all guarantees are full and unconditional and joint and several. The Company's investments in its consolidated subsidiaries are presented under the equity method of accounting.

Certain revisions have been made to the presentation of income tax expense (benefit) in the Condensed Consolidating Statements of Operations for the quarter ended March 31, 2010 to conform to the 2011 presentation. The revisions increased parent income taxes from a \$9,928 income tax expense to a tax benefit of \$4,165 and decreased the consolidating adjustments to income tax benefit from \$14,093 to \$0. Consolidated net income and income tax expense for the three months ended March 31, 2010 have not changed. The Company does not believe these revisions are material to the condensed consolidating financial statements as of March 31, 2010 or to any prior years' consolidating financial statements.



**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING BALANCE SHEETS**

|   | Parent/<br>Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | March 31, 2011<br>Subsidiary<br>Consolidating<br>Adjustments | Consolidated<br>Vector<br>Group<br>Ltd. |
|---|-------------------|--------------------------|--------------------|--|---|
| <b>ASSETS:</b>  |                   |                          |                    |  |   |
| Current assets:   |                   |                          |                    |  |   |
| Cash and cash equivalents                                   | \$ 269,723        | \$ 5,789                 | \$ 904             | \$   | \$ 276,416                              |
| Investment securities available for sale                    | 67,201            |                          |                    |  | 67,201                                  |
| Accounts receivable trade                                   |                   | 16,875                   | 6                  |  | 16,881                                  |
| Intercompany receivables                                    | 120               |                          |                    | (120)  |   |
| Inventories   |                   | 115,156                  | 1                  |  | 115,157                                 |
| Deferred income taxes                                       | 29,875            | 3,489                    |                    |  | 33,364                                  |
| Income taxes receivable                                     | 64,081            |                          |                    | (64,081)   |   |
| Restricted assets   |                   | 2,428                    | 111                |  | 2,539                                   |
| Other current assets  | 312               | 2,998                    | 163                |  | 3,473                                   |
| <b>Total current assets</b>                                 | <b>431,312</b>    | <b>146,735</b>           | <b>1,185</b>       | <b>(64,201)</b>  | <b>515,031</b>                          |
| Property, plant and equipment, net                          | 592               | 54,691                   |                    |  | 55,283                                  |
| Investment in Escena, net                                   |                   |                          | 13,308             |  | 13,308                                  |
| Long-term investments accounted for at cost                 | 40,385            |                          | 898                |  | 41,283                                  |
| Long-term investments accounted for under the equity method | 12,148            |                          |                    |  | 12,148                                  |
| Investments in non- consolidated real estate businesses     |                   |                          | 83,752             |  | 83,752                                  |
| Investment in townhomes                                     |                   |                          | 7,812              |  | 7,812                                   |
| Investments in consolidated subsidiaries                    | 245,885           |                          |                    | (245,885)  |   |
| Restricted assets   | 1,890             | 5,855                    |                    |  | 7,745                                   |
| Deferred income taxes                                       | 23,451            | 103,368                  | 10,085             | (101,747)  | 35,157                                  |
| Intangible asset  |                   | 107,511                  |                    |  | 107,511                                 |
| Prepaid pension costs                                       |                   | 14,322                   |                    |  | 14,322                                  |
| Other assets  | 16,362            | 14,847                   |                    |  | 31,209                                  |
| <b>Total assets</b>   | <b>\$ 772,025</b> | <b>\$ 447,329</b>        | <b>\$ 117,040</b>  | <b>\$ (411,833)</b>  | <b>\$ 924,561</b>                       |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIENCY:</b>             |                   |                          |                    |  |   |
| Current liabilities:  |                   |                          |                    |  |   |
|   | \$ 11,000         | \$ 18,737                | \$ 127             | \$   | \$ 29,864                               |

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|   |                   |                   |                   |                     |                   |
|---|-------------------|-------------------|-------------------|---------------------|-------------------|
| Current portion of notes payable and long-term debt                       |                   |                   |                   |                     |                   |
| Fair value of derivatives embedded within convertible debt                | 157               |                   |                   |                     | 157               |
| Current portion of employee benefits                                      |                   | 1,014             |                   |                     | 1,014             |
| Accounts payable  | 435               | 5,230             | 707               |                     | 6,372             |
| Intercompany payables   |                   | 120               |                   | (120)               |                   |
| Accrued promotional expenses  |                   | 12,996            |                   |                     | 12,996            |
| Income taxes payable, net   |                   | 30,840            | 43,405            | (64,081)            | 10,164            |
| Accrued excise and payroll taxes payable, net                             |                   | 23,242            |                   |                     | 23,242            |
| Settlement accruals   |                   | 80,796            |                   |                     | 80,796            |
| Deferred income taxes   | 33,040            | 1,077             |                   |                     | 34,117            |
| Accrued interest  | 9,452             |                   |                   |                     | 9,452             |
| Other current liabilities   | 3,787             | 7,684             | 546               |                     | 12,017            |
| <b>Total current liabilities</b>  | <b>57,871</b>     | <b>181,736</b>    | <b>44,785</b>     | <b>(64,201)</b>     | <b>220,191</b>    |
| Notes payable, long-term debt and other obligations, less current portion | 486,957           | 14,470            | 324               |                     | 501,751           |
| Fair value of derivatives embedded within convertible debt                | 141,910           |                   |                   |                     | 141,910           |
| Non-current employee benefits   | 21,414            | 17,635            |                   |                     | 39,049            |
| Deferred income taxes   | 124,835           | 27,794            | 535               | (101,747)           | 51,417            |
| Other liabilities   | 393               | 30,426            | 779               |                     | 31,598            |
| <b>Total liabilities</b>  | <b>833,380</b>    | <b>272,061</b>    | <b>46,423</b>     | <b>(165,948)</b>    | <b>985,916</b>    |
| <b>Commitments and contingencies</b>                                      |                   |                   |                   |                     |                   |
| Stockholders' deficiency  | (61,355)          | 175,268           | 70,617            | (245,885)           | (61,355)          |
| <b>Total liabilities and stockholders' deficiency</b>                     | <b>\$ 772,025</b> | <b>\$ 447,329</b> | <b>\$ 117,040</b> | <b>\$ (411,833)</b> | <b>\$ 924,561</b> |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING BALANCE SHEETS**

|   | December 31, 2010 |                          |                    |                              | Consolidated            |
|---|-------------------|--------------------------|--------------------|------------------------------|-------------------------|
|   | Parent/<br>Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Consolidating<br>Adjustments | Vector<br>Group<br>Ltd. |
| <b>ASSETS:</b>  |                   |                          |                    |                              |                         |
| Current assets:   |                   |                          |                    |                              |                         |
| Cash and cash equivalents                                   | \$ 283,409        | \$ 16,214                | \$ 202             | \$                           | \$ 299,825              |
| Investment securities available for sale                    | 78,754            |                          |                    |                              | 78,754                  |
| Accounts receivable trade                                   |                   | 1,846                    | 3                  |                              | 1,849                   |
| Intercompany receivables                                    | 62                |                          |                    | (62)                         |                         |
| Inventories   |                   | 107,079                  |                    |                              | 107,079                 |
| Deferred income taxes                                       | 27,470            | 4,316                    |                    |                              | 31,786                  |
| Income taxes receivable                                     | 51,260            |                          |                    | (51,260)                     |                         |
| Restricted assets   |                   | 2,310                    | 351                |                              | 2,661                   |
| Other current assets  | 1,329             | 3,335                    | 145                |                              | 4,809                   |
| <b>Total current assets</b>                                 | <b>442,284</b>    | <b>135,100</b>           | <b>701</b>         | <b>(51,322)</b>              | <b>526,763</b>          |
| Property, plant and equipment, net                          | 609               | 54,803                   |                    |                              | 55,412                  |
| Investment in Escena, net                                   |                   |                          | 13,354             |                              | 13,354                  |
| Long-term investments accounted for at cost                 | 45,134            |                          | 899                |                              | 46,033                  |
| Long-term investments accounted for under the equity method | 10,954            |                          |                    |                              | 10,954                  |
| Investments in non- consolidated real estate businesses     |                   |                          | 80,416             |                              | 80,416                  |
| Investment in townhomes                                     |                   |                          | 16,275             |                              | 16,275                  |
| Investments in consolidated subsidiaries                    | 259,594           |                          |                    | (259,594)                    |                         |
| Restricted assets   | 2,673             | 6,021                    |                    |                              | 8,694                   |
| Deferred income taxes                                       | 22,742            | 106,321                  | 12,011             | (103,246)                    | 37,828                  |
| Intangible asset  |                   | 107,511                  |                    |                              | 107,511                 |
| Prepaid pension costs                                       |                   | 13,935                   |                    |                              | 13,935                  |
| Other assets  | 17,710            | 14,710                   |                    |                              | 32,420                  |
| <b>Total assets</b>   | <b>\$ 801,700</b> | <b>\$ 438,401</b>        | <b>\$ 123,656</b>  | <b>\$ (414,162)</b>          | <b>\$ 949,595</b>       |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIENCY:</b>             |                   |                          |                    |                              |                         |
| Current liabilities:  |                   |                          |                    |                              |                         |
| Current portion of notes payable and long-term debt         | \$ 11,000         | \$ 40,222                | \$ 123             | \$                           | \$ 51,345               |

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|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Fair value of derivatives embedded within convertible debt                | 480        |            |            |              | 480        |
| Current portion of employee benefits                                      |            | 1,014      |            |              | 1,014      |
| Accounts payable  | 1,098      | 6,405      | 1,524      |              | 9,027      |
| Intercompany payables   |            | 62         |            | (62)         |            |
| Accrued promotional expenses  |            | 14,327     |            |              | 14,327     |
| Income taxes payable, net   |            | 20,719     | 42,158     | (51,260)     | 11,617     |
| Accrued excise and payroll taxes payable, net                             |            | 18,523     |            |              | 18,523     |
| Settlement accruals   |            | 48,071     |            |              | 48,071     |
| Deferred income taxes   | 34,622     | 2,341      |            |              | 36,963     |
| Accrued interest  | 20,824     |            |            |              | 20,824     |
| Other current liabilities   | 6,530      | 7,670      | 481        |              | 14,681     |
| Total current liabilities   | 74,554     | 159,354    | 44,286     | (51,322)     | 226,872    |
| Notes payable, long-term debt and other obligations, less current portion | 484,675    | 21,020     | 357        |              | 506,052    |
| Fair value of derivatives embedded within convertible debt                | 141,012    |            |            |              | 141,012    |
| Non-current employee benefits   | 21,047     | 17,695     |            |              | 38,742     |
| Deferred income taxes   | 126,508    | 28,118     | 435        | (103,246)    | 51,815     |
| Other liabilities   | 138        | 30,520     | 678        |              | 31,336     |
| Total liabilities   | 847,934    | 256,707    | 45,756     | (154,568)    | 995,829    |
| Commitments and contingencies   |            |            |            |              |            |
| Stockholders deficiency   | (46,234)   | 181,694    | 77,900     | (259,594)    | (46,234)   |
| Total liabilities and stockholders deficiency                             | \$ 801,700 | \$ 438,401 | \$ 123,656 | \$ (414,162) | \$ 949,595 |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

|  | Three Months Ended March 31, 2011 |                          |                    |                              | Consolidated<br>Vector<br>Group<br>Ltd. |
|--|-----------------------------------|--------------------------|--------------------|------------------------------|---|
|  | Parent/<br>Issuer                 | Subsidiary<br>Guarantors | Non-<br>Guarantors | Consolidating<br>Adjustments |   |
| Revenues   | \$                                | \$ 260,378               | \$                 | \$                           | \$ 260,378                              |
| Expenses:  |                                   |                          |                    |                              |   |
| Cost of goods sold   |                                   | 205,177                  |                    |                              | 205,177                                 |
| Operating, selling, administrative<br>and general expenses               | 6,330                             | 17,552                   | (157)              |                              | 23,725                                  |
| Management fee expense   |                                   | 2,208                    |                    | (2,208)                      |   |
| Operating (loss) income  | (6,330)                           | 35,441                   | 157                | 2,208                        | 31,476                                  |
| Other income (expenses):   |                                   |                          |                    |                              |   |
| Interest expense   | (24,486)                          | (433)                    | (9)                |                              | (24,928)                                |
| Changes in fair value of derivatives<br>embedded within convertible debt | (575)                             |                          |                    |                              | (575)                                   |
| Equity income on non-consolidated<br>real estate businesses              |                                   |                          | 4,904              |                              | 4,904                                   |
| Gain on investment securities<br>available for sale                      | 13,035                            |                          |                    |                              | 13,035                                  |
| Gain on liquidation of long-term<br>investment                           | 4,136                             |                          |                    |                              | 4,136                                   |
| Gain on sale of townhome   |                                   |                          | 3,135              |                              | 3,135                                   |
| Equity income in consolidated<br>subsidiaries                            | 27,658                            |                          |                    | (27,658)                     |   |
| Management fee income  | 2,208                             |                          |                    | (2,208)                      |   |
| Other, net   | 829                               | 10                       |                    |                              | 839                                     |
| Income before provision for income<br>taxes                              | 16,475                            | 35,018                   | 8,187              | (27,658)                     | 32,022                                  |
| Income tax benefit (expense)   | 2,898                             | (12,272)                 | (3,275)            |                              | (12,649)                                |
| Net income   | \$ 19,373                         | \$ 22,746                | \$ 4,912           | \$ (27,658)                  | \$ 19,373                               |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

|  | Three Months Ended March 31, 2010 |                          |                    |                              | Consolidated            |
|--|-----------------------------------|--------------------------|--------------------|------------------------------|-------------------------|
|  | Parent/<br>Issuer                 | Subsidiary<br>Guarantors | Non-<br>Guarantors | Consolidating<br>Adjustments | Vector<br>Group<br>Ltd. |
| Revenues   | \$                                | \$ 222,087               | \$                 | \$                           | \$ 222,087              |
| Expenses:  |                                   |                          |                    |                              |                         |
| Cost of goods sold   |                                   | 169,911                  |                    |                              | 169,911                 |
| Operating, selling, administrative<br>and general expenses               | 5,218                             | 16,195                   | (255)              |                              | 21,158                  |
| Management fee expense   |                                   | 2,130                    |                    | (2,130)                      |                         |
| Operating (loss) income  | (5,218)                           | 33,851                   | 255                | 2,130                        | 31,018                  |
| Other income (expenses):   |                                   |                          |                    |                              |                         |
| Interest expense   | (18,575)                          | (219)                    | (11)               |                              | (18,805)                |
| Changes in fair value of derivatives<br>embedded within convertible debt | (2,714)                           |                          |                    |                              | (2,714)                 |
| Equity income on non-consolidated<br>real estate businesses              |                                   |                          | 4,571              |                              | 4,571                   |
| Gain on investment securities<br>available for sale                      | 4,664                             |                          |                    |                              | 4,664                   |
| Equity income in consolidated<br>subsidiaries                            | 27,368                            |                          |                    | (27,368)                     |                         |
| Management fee income  | 2,130                             |                          |                    | (2,130)                      |                         |
| Other, net   | 118                               | 8                        |                    |                              | 126                     |
| Income before provision for income<br>taxes                              | 7,773                             | 33,640                   | 4,815              | (27,368)                     | 18,860                  |
| Income tax benefit (expense)   | 4,165                             | (9,132)                  | (1,955)            |                              | (6,922)                 |
| Net income   | \$ 11,938                         | \$ 24,508                | \$ 2,860           | \$ (27,368)                  | \$ 11,938               |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

|   | Three Months Ended March 31, 2011 |                          |                    |                              | Consolidated<br>Vector<br>Group<br>Ltd. |
|---|-----------------------------------|--------------------------|--------------------|------------------------------|---|
|   | Parent/<br>Issuer                 | Subsidiary<br>Guarantors | Non-<br>Guarantors | Consolidating<br>Adjustments |   |
| Net cash (used in) provided by operating activities         | \$ (7,786)                        | \$ 49,780                | \$ 595             | \$ (42,035)                  | \$ 554                                  |
| Cash flows from investing activities:                       |                                   |                          |                    |                              |   |
| Sale or maturity of investment securities                   | 17,792                            |                          |                    |                              | 17,792                                  |
| Purchase of investment securities                           | (1,788)                           |                          |                    |                              | (1,788)                                 |
| Proceeds from sale or liquidation of long-term investments  | 8,886                             |                          |                    |                              | 8,886                                   |
| Investment in non-consolidated real estate businesses       |                                   |                          | (1,672)            |                              | (1,672)                                 |
| Distributions from non-consolidated real estate businesses  |                                   |                          | 2,165              |                              | 2,165                                   |
| Proceeds from sale of townhome, net                         |                                   |                          | 11,635             |                              | 11,635                                  |
| Increase in cash surrender value of life insurance policies | (286)                             | (119)                    |                    |                              | (405)                                   |
| Decrease in non-current restricted assets                   | 543                               | 48                       | 240                |                              | 831                                     |
| Issuance of notes receivable                                | (91)                              |                          |                    |                              | (91)                                    |
| Investments in subsidiaries                                 | (540)                             |                          |                    | 540                          |   |
| Capital expenditures  | (11)                              | (2,617)                  | (33)               |                              | (2,661)                                 |
| Net cash provided by (used in) investing activities         | 24,505                            | (2,688)                  | 12,335             | 540                          | 34,692                                  |
| Cash flows from financing activities:                       |                                   |                          |                    |                              |   |
| Proceeds from debt issuance                                 | 6                                 | 54                       | 373                |                              | 433                                     |
| Repayments of debt  |                                   | (1,038)                  | (406)              |                              | (1,444)                                 |
| Borrowings under revolver                                   |                                   | 216,843                  |                    |                              | 216,843                                 |
| Repayments on revolver                                      |                                   | (244,076)                |                    |                              | (244,076)                               |
| Capital contributions received                              |                                   | 500                      | 40                 | (540)                        |   |
| Intercompany dividends paid                                 |                                   | (29,800)                 | (12,235)           | 42,035                       |   |
| Dividends and distributions on common stock                 | (31,076)                          |                          |                    |                              | (31,076)                                |
| Tax benefit of options exercised                            | 665                               |                          |                    |                              | 665                                     |

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|  |            |          |          |        |            |
|--|------------|----------|----------|--------|------------|
| Net cash (used in) provided by financing activities  | (30,405)   | (57,517) | (12,228) | 41,495 | (58,655)   |
| Net (decrease) increase in cash and cash equivalents | (13,686)   | (10,425) | 702      |        | (23,409)   |
| Cash and cash equivalents, beginning of period       | 283,409    | 16,214   | 202      |        | 299,825    |
| Cash and cash equivalents, end of period             | \$ 269,723 | \$ 5,789 | \$ 904   | \$     | \$ 276,416 |

**VECTOR GROUP LTD.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Dollars in Thousands, Except Per Share Amounts)**  
**Unaudited**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

|  | Three Months Ended March 31, 2010 |                          |                    |                              | Consolidated<br>Vector<br>Group<br>Ltd. |
|--|-----------------------------------|--------------------------|--------------------|------------------------------|---|
|  | Parent/<br>Issuer                 | Subsidiary<br>Guarantors | Non-<br>Guarantors | Consolidating<br>Adjustments |   |
| Net cash provided by (used in)<br>operating activities         | \$ 18,368                         | \$ 48,836                | \$ 1,074           | \$ (55,115)                  | \$ 13,163                               |
| Cash flows from investing activities:                          |                                   |                          |                    |                              |   |
| Sale or maturity of investment<br>securities                   | 6,933                             |                          |                    |                              | 6,933                                   |
| Investment in non- consolidated real<br>estate businesses      |                                   |                          | (605)              |                              | (605)                                   |
| Distributions from non-consolidated<br>real estate businesses  |                                   |                          | 2,154              |                              | 2,154                                   |
| Increase in cash surrender value of<br>life insurance policies | (425)                             | (111)                    |                    |                              | (536)                                   |
| Decrease (increase) in non-current<br>restricted assets        | 19                                | (350)                    |                    |                              | (331)                                   |
| Proceeds from sale of fixed assets                             |                                   | 3                        |                    |                              | 3                                       |
| Investments in subsidiaries                                    | (1,731)                           |                          |                    | 1,731                        |   |
| Capital expenditures   | (29)                              | (3,445)                  | (321)              |                              | (3,795)                                 |
| Net cash provided by (used in)<br>investing activities         | 4,767                             | (3,903)                  | 1,228              | 1,731                        | 3,823                                   |
| Cash flows from financing activities:                          |                                   |                          |                    |                              |   |
| Proceeds from debt issuance                                    |                                   | 2,112                    |                    |                              | 2,112                                   |
| Repayments of debt   |                                   | (1,140)                  | (28)               |                              | (1,168)                                 |
| Borrowings under revolver                                      |                                   | 216,456                  |                    |                              | 216,456                                 |
| Repayments on revolver   |                                   | (210,997)                |                    |                              | (210,997)                               |
| Capital contributions received                                 |                                   | 1,450                    | 281                | (1,731)                      |   |
| Intercompany dividends paid                                    |                                   | (52,900)                 | (2,215)            | 55,115                       |   |
| Dividends and distributions on<br>common stock                 | (30,024)                          |                          |                    |                              | (30,024)                                |
| Proceeds from exercise of Vector<br>options and warrants       | 138                               |                          |                    |                              | 138                                     |
| Net cash (used in) provided by<br>financing activities         | (29,886)                          | (45,019)                 | (1,962)            | 53,384                       | (23,483)                                |
| Net (decrease) increase in cash and<br>cash equivalents        | (6,751)                           | (86)                     | 340                |                              | (6,497)                                 |

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|   |            |          |        |    |            |
|---|------------|----------|--------|----|------------|
| Cash and cash equivalents,<br>beginning of period | 204,133    | 5,004    | 317    |    | 209,454    |
| Cash and cash equivalents, end of<br>period       | \$ 197,382 | \$ 4,918 | \$ 657 | \$ | \$ 202,957 |

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

(Dollars in Thousands, Except Per Share Amounts)

### 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 additional operating companies and real estate properties. New Valley owns 50% of Douglas Elliman Realty, LLC, which operates the largest residential brokerage company in the New York metropolitan area.

All of our tobacco operation's unit sales volume in 2010 and for the three months of 2011 was 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 approximately 137 combinations of length, style and packaging. Liggett's current brand portfolio includes:

PYRAMID the industry's first deep discount product with a brand identity re-launched in the second quarter of 2009, and

GRAND PRIX re-launched as a national brand in 2005,

LIGGETT SELECT a leading brand in the deep discount category,

EVE a leading brand of 120 millimeter cigarettes in the branded discount category, and

USA and various Partner Brands and private label brands.

In 1999, Liggett introduced LIGGETT SELECT, one of the leading brands in the deep discount category. LIGGETT SELECT's unit volume was 10.1% for the three months ended March 31, 2011 and 13.0% of Liggett's unit volume for the year ended December 31, 2010. In September 2005, Liggett repositioned GRAND PRIX to distributors and retailers nationwide. GRAND PRIX's unit volume was 14.9% of Liggett's unit volume for the three months ended March 31, 2011 and 18.5% for the year ended December 31, 2010. 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 51.6% of Liggett's unit volume for the three months ended March 31, 2011 and 42.6% for the year ended December 31, 2010.

Under the Master Settlement Agreement reached in November 1998 with 46 states and various territories, the three largest cigarette manufacturers 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. market. Liggett's and Vector Tobacco's payments under the Master Settlement Agreement 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 is made up of the three largest manufacturers of cigarettes in the United States, Philip Morris USA Inc., Reynolds America Inc., and Lorillard Tobacco Company. The three largest 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 largest competitor in this segment is Commonwealth Brands, Inc. (a wholly owned subsidiary of Imperial Tobacco PLC).

#### **Recent Developments**

*Senior Secured Notes.* In December 2010, we sold an additional \$90,000 principal amount of our 11% Senior Secured Notes due 2015 (the "Senior Secured Notes") in private offerings to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. On April 12, 2011, we commenced an offer to exchange the Secured Notes issued in December 2010 for an equal amount of newly issued 11% Senior Secured Notes due 2015. The new Secured Notes have substantially the same terms as the original notes, except that the new Secured Notes have been registered under the Securities Act.

*New Valley Oaktree Chelsea Eleven, LLC.* Chelsea Eleven LLC sold six condominium units during the three months ended March 31, 2011. As of the financial statement issue date, 40 of the 54 units in the Chelsea Eleven LLC real estate development had been sold.

As of March 31, 2011, Chelsea Eleven LLC had approximately \$39,328 of total assets and \$10,142 of total liabilities, excluding amounts owed to New Valley Oaktree Chelsea Eleven LLC (approximately \$114,418 at March 31, 2011).

As of March 31, 2011, we had received net distributions of \$1,393 from New Valley Oaktree Chelsea Eleven LLC. We recorded equity income of \$1,500 for the three months ended March 31, 2011 related to New Valley Chelsea. Our maximum exposure to loss on our investment in New Valley Chelsea Eleven LLC is \$11,065 at March 31, 2011.

*Aberdeen Townhomes LLC.* In February 2011, Aberdeen sold one of its two remaining townhomes for \$11,635, net of closing costs, and recorded a gain on sale of townhome of \$3,135.

*Long-term Investments.* One of our long-term investments was liquidated in January 2011. We received proceeds of \$8,886 and recorded a gain of \$4,136 for the three months ended March 31, 2011. In addition, a long-term investment with a carrying value of \$35,000 as of March 31, 2011 was liquidated and we received approximately \$52,700 in April 2011. We anticipate receiving an additional \$2,800 in the second quarter of 2011.

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

The cigarette industry continues to be challenged on numerous fronts. New cases continue to be commenced against Liggett and other cigarette manufacturers. As of March 31, 2011, there were approximately 6,750 individual suits, six purported class actions and three healthcare cost recovery actions pending in the United States in which Liggett or us, or both, were named as a defendant. To date, adverse verdicts have been entered against Liggett in five *Engle* progeny

cases. As of March 31, 2011, 31 alleged *Engle* progeny cases, where Liggett is currently named as a defendant, were scheduled for trial in 2011 and several cases are scheduled for trial in 2012.

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

In February 2009, in *Ferlanti v. Liggett Group*, a Florida state court jury awarded compensatory damages and a judgment, in the amount of \$816 was entered by the court. That judgment was affirmed on appeal and was paid by Liggett in March 2011. In September 2010, the court awarded plaintiff's attorneys' fees of \$996. The parties appealed the attorneys' fee award and the appeal is pending. Liggett previously accrued \$2,000 for the *Ferlanti* case. In *Blich v. R.J. Reynolds*, an *Engle* progeny case, trial commenced on March 14, 2011 and on March 23, 2011, the jury returned a defense verdict. The time for plaintiff to notice an appeal has not yet run. In *Katz v. R.J. Reynolds*, another *Engle* progeny case, trial was set for April 2011, but was recently continued. There has been no recent activity in *Hausrath v. Philip Morris*, a case pending in New York state court, where two individuals are suing. The other three individual actions, in which Liggett is the only tobacco company defendant, are dormant.

*Engle Progeny Cases.* In 2000, a jury in *Engle v. R.J. Reynolds Tobacco Co.* rendered a \$145,000,000 punitive damages verdict in favor of a Florida Class against certain cigarette manufacturers, including Liggett. 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 one year from January 11, 2007 in which to file individual lawsuits. In addition, some individuals who filed suit prior to January 11, 2007, and who claim they meet the conditions in *Engle*, are attempting to avail themselves of the *Engle* ruling. Lawsuits by individuals requesting the benefit of the *Engle* ruling, whether filed before or after the January 11, 2007 deadline, are referred to as the *Engle* progeny cases. Liggett and the Company have been named in 6,717 *Engle* progeny cases in both federal (3,694 cases) and state (3,023 cases) courts in Florida. Other cigarette manufacturers have also been named as defendants in these cases, although as a case proceeds, one or more defendants may ultimately be dismissed from the action. These cases include approximately 8,960 plaintiffs, 671 of which represent state court consortium claims. The number of state court *Engle* progeny cases may increase as multi-plaintiff cases continue to be severed into individual cases. The total number of plaintiffs may also increase as a result of attempts by existing plaintiffs to add additional parties.

Through March 31, 2011, there were 25 plaintiffs' verdicts in *Engle* progeny cases, including five adverse verdicts against Liggett, and 13 defense verdicts.

#### **Critical Accounting Policies**

There are no material changes from the critical accounting policies set forth in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K, for the year ended December 31, 2010. Please refer to that section and the information below for disclosures regarding the critical accounting policies related to our business.

#### **Results of Operations**

The following discussion provides an assessment of our results of operations, capital resources and liquidity and should be read in conjunction with our condensed consolidated

financial statements and related notes included elsewhere in this report. The condensed consolidated financial statements include the accounts of VGR Holding, Liggett, Vector Tobacco, Liggett Vector Brands, New Valley and other less significant subsidiaries.

For purposes of this discussion and other consolidated financial reporting, our significant business segments for the three months ended March 31, 2011 and 2010 were Tobacco and Real Estate. The Tobacco segment consists of the manufacture and sale of cigarettes and the research related to reduced risk products. The Real Estate segment includes our investments in consolidated and non-consolidated real estate businesses.

|                          | Three Months Ended<br>March |                   |
|--------------------------|-----------------------------|-------------------|
|                          | 31,<br>2011                 | March 31,<br>2010 |
| Revenues:                |                             |                   |
| Tobacco                  | \$ 260,378                  | \$ 222,087        |
| Operating income (loss): |                             |                   |
| Tobacco                  | \$ 36,425                   | \$ 34,932         |
| Real estate              | 157                         | 282               |
| Corporate and other      | (5,106)                     | (4,196)           |
| Total operating income   | \$ 31,476                   | \$ 31,018         |

Three Months Ended March 31, 2011 Compared to Three Months ended March 31, 2010

*Revenues.* All of our revenues were from the Tobacco segment for the first quarter of 2011 and 2010. Liggett increased the list price of LIGGETT SELECT, EVE, and GRAND PRIX by \$0.60 per carton in January 2010, an additional \$0.65 per carton in May 2010, and an additional \$0.75 per carton in October 2010. Liggett increased the list price of PYRAMID by \$1.30 per carton in January 2011.

All of our sales for the first quarter of 2011 and 2010 were in the discount category. For the three months ended March 31, 2011, revenues were \$260,378 compared to \$222,087 for the three months ended March 31, 2010. Revenues increased by 17.2% (\$38,291) due to a favorable price variance of \$12,420 primarily related to increases in price of PYRAMID, a favorable sales mix of \$1,326, and a favorable sales volume of \$24,560 (approximately 327.4 million units).

*Tobacco Gross Profit.* Tobacco gross profit was \$55,201 for the three months ended March 31, 2011 compared to \$52,176 for the three months ended March 31, 2010. This represented an increase of \$3,025 (5.8%) from the 2010 period. This increase was due primarily to higher volumes. As a percentage of revenues (excluding federal excise taxes), Tobacco gross profit decreased to 41.6% in the 2011 period compared to gross profit of 47.1% in the 2010 period due to sales mix.

*Expenses.* Operating, selling, general and administrative expenses were \$23,725 for the three months ended March 31, 2011 compared to \$21,158 for the same period last year, an increase of \$2,567 (12.1%). Tobacco expenses were \$18,776 for the three months ended March 31, 2011 compared to \$17,244 for the same period in the prior year, an increase of \$1,532, which was primarily the result of higher sales force expenses due to an increase in sales force in 2011. Tobacco product liability legal expenses and other litigation costs were \$2,039 and \$1,648 for the

three months ended March 31, 2011 and 2010, respectively. Expenses at the corporate level increased from \$4,196 to \$5,106 due to the timing of expenses.

*Operating income.* For the three months ended March 31, 2011, Tobacco segment operating income increased from \$34,932 in 2010 to \$36,425 in 2011 primarily due to increased volume in 2011. The real estate segment operating income was \$157 for the three months ended March in 2011 compared to \$282 for the same period last year and related primarily to Escena's operations.

*Other income (expenses).* Other income was \$546 for the three months ended March 31, 2011 compared to expenses of \$12,158 for the same period last year. For the three months ended March 31, 2011, other income primarily consisted of a realized gain on investments held for sale of \$13,035, a realized gain on liquidation of long-term investment of \$4,136, a realized gain on sale of townhome of \$3,135 and equity income on non-consolidated real estate businesses of \$4,904. This income was offset by interest expense of \$24,928 and charges of \$575 for changes in fair value of derivatives embedded within convertible debt. For the three months ended March 31, 2010, other expenses primarily consisted of interest expense of \$18,805 and charges of \$2,714 for changes in fair value of derivatives embedded within convertible debt. These expenses were offset by a realized gain on investments held for sale of \$4,664 and equity income on non-consolidated real estate businesses of \$4,571.

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 losses of \$575 and \$2,714 from the embedded derivatives in the three months ended March 31, 2011 and 2010, respectively, were primarily the result of declining spreads between corporate convertible debt and risk free investments offset by interest payments during the period.

*Income before income taxes.* Income before income taxes for the three months ended March 31, 2011 was \$32,022 compared to \$18,860 for the three months ended March 31, 2010.

*Income tax provision.* The income tax provision was \$12,649 and \$6,922 for the three months ended March 31, 2011 and 2010, respectively. Our provision for income taxes in interim periods is based on an estimated annual effective income tax rate derived, in part, from estimated annual pre-tax results from ordinary operations in accordance with guidance on accounting for income taxes on interim periods. We recorded a benefit of approximately \$500 for the three months ended March 31, 2010 resulting from the reduction of a previously established valuation allowance of a deferred tax asset. The net deferred tax asset has been recognized for state tax net operating losses at Vector Tobacco Inc. after evaluating the impact of the negative and positive evidence that such asset would be realized.

### **Liquidity and Capital Resources**

Net cash and cash equivalents decreased \$23,409 and \$6,497 for the three months ended March 31, 2011 and 2010, respectively.

Net cash provided from operations was \$554 and \$13,163 for the three months ended March 31, 2011 and 2010, respectively. The change related to an increase in Liggett's accounts receivable and increased interest and income tax payments in 2011. The increase in accounts receivable was due to an extension of collection terms on PYRAMID sales by five days in 2011. These changes were offset by increased operating income and increases in the accrual for payments under the Master Settlement Agreement due to increased unit volume in 2011. Liggett makes payments under the Master Settlement Agreement in December and April.

Cash provided by investing activities was \$34,692 and \$3,823 for the three months ended March 31, 2009 and 2010, respectively. In the first three months of 2011, cash provided by investing activities was from the proceeds from the sale or maturity of investment securities of \$17,792, proceeds from the sale or liquidation of long-term investments of \$8,886, distributions from non-consolidated real estate businesses of \$2,165, proceeds from the sale of a townhome of \$11,635 and the decrease in non-current restricted assets of \$831 offset by cash used for the purchase of investment securities of \$1,788, purchase of real estate businesses of \$1,672, capital expenditures of \$2,661, an increase in cash surrender value of corporate- owned life insurance policies of \$405 and the issuance of notes receivable of \$91. In the first three months of 2010, cash provided by investing activities was from the proceeds from the sale or maturity of investment securities of \$6,933, distributions from non-consolidated real estate businesses of \$2,154 offset by an increase in non-current restricted assets of \$331, cash used for a purchase of real estate businesses of \$605, cash used for capital expenditures of \$3,795, and an increase in cash surrender value of corporate- owned life insurance policies of \$536.

Cash used in financing activities was \$58,655 and \$23,483 for the three months ended March 31, 2011 and 2010, respectively. In the first three months of 2011, cash was primarily used for distributions on common stock of \$31,076, net repayments of debt under the revolver of \$27,233 and repayment of debt of \$1,444 offset by proceeds from debt issuance of \$433 and tax benefit of options exercised of \$665. In the first three months of 2010, cash was primarily used for distributions on common stock of \$30,024, and repayments of debt of \$1,168 offset by proceeds from debt issuance of \$2,112, net borrowings of debt under the revolver of \$5,459 and proceeds from exercise of options of \$138.

*Liggett.* Liggett has a \$50,000 credit facility with Wachovia Bank, N.A. under which \$8,477 was outstanding at March 31, 2011. Availability as determined under the facility was approximately \$27,500 based on eligible collateral at March 31, 2011. The facility contains covenants that provide that Liggett's earnings before interest, taxes, depreciation and amortization, as defined under the facility, on a trailing twelve-month basis, shall not be less than \$100,000 if Liggett's excess availability, as defined, under the facility is less than \$20,000. The covenants also require that annual capital expenditures, as defined under the facility, shall not exceed \$10,000 (before a maximum carryover amount of \$2,500) during any fiscal year; except in 2010, where Liggett was permitted capital expenditures up to \$33,000, as amended, as of August 31, 2010. At March 31, 2011, management believed that Liggett was in compliance with all covenants under the credit facility; Liggett's EBITDA, as defined, were approximately \$115,300 for the twelve months ended March 31, 2011.

In June 2002, the jury in an individual case brought under the third phase of the *Engle* case awarded \$24,835 of compensatory damages against Liggett and two other defendants and found Liggett 50% responsible for the damages. Liggett paid its share of the damages award and plaintiff's claim for interest and attorneys' fees (\$14,361). To date, five other verdicts have been entered in *Engle* progeny cases against Liggett in the total amount of approximately \$6,097. Two of the verdicts have been affirmed on appeal. It is possible that additional cases could be decided unfavorably. Liggett may enter into discussions in an attempt to settle particular cases if it believes it is appropriate to do so. An unfavorable outcome of a pending smoking and health case could encourage the commencement of additional similar litigation. In recent years, there have been a number of adverse regulatory, political and other developments concerning cigarette smoking and the tobacco industry. These developments generally receive widespread media attention. Neither we nor Liggett are able to evaluate the effect of these developing matters on pending litigation or the possible commencement of additional litigation or regulation. See Note 5 to our condensed consolidated financial statements and *Legislation and Regulation* below for a description of legislation, regulation and litigation.

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.

In December 2010, we sold at 103% of face value an additional \$90,000 principal amount of the Senior Secured Notes in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. We received net proceeds from the 2010 offering of approximately \$90,850. Following the December 2010 offering, a total of \$415,000 principal amount of the Senior Secured Notes were outstanding.

The Senior Secured Notes pay interest on a semi-annual basis at a rate of 11% per year and mature on August 15, 2015. We may redeem some or all of the Senior Secured Notes at any time prior to August 15, 2011 at a make-whole redemption price. On or after August 15, 2011 we may redeem some or all of the Senior Secured Notes at a premium that will decrease over time, plus accrued and unpaid interest and liquidated damages, if any, to the redemption date. In the event of a change of control, as defined in the indenture governing the Senior Secured Notes, each holder of the Senior Secured Notes may require us to repurchase some or all of its Senior Secured Notes at a repurchase price equal to 101% of their aggregate principal amount plus accrued and unpaid interest and liquidated damages, if any to the date of purchase.

The Senior Secured Notes are fully and unconditionally guaranteed on a joint and several basis by all of our wholly-owned domestic subsidiaries that are engaged in the conduct of our cigarette businesses. In addition, some of the guarantees are collateralized by second priority or first priority security interests in certain collateral of some of the subsidiary guarantors pursuant to security and pledge agreements.

The indenture contains covenants that restrict the payment of dividends by us if our consolidated earnings before interest, taxes, depreciation and amortization, which is defined in the indenture as Consolidated EBITDA, for the most recently ended four full quarters is less than \$50,000. 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 and 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. The following table summarizes the requirements of these financial covenants and the results of the calculation, as defined by the indenture.

| <b>Covenant</b>                    | <b>Indenture<br/>Requirement</b> | <b>March 31,<br/>2011</b> | <b>December<br/>31,<br/>2010</b> |
|------------------------------------|----------------------------------|---------------------------|----------------------------------|
| Consolidated EBITDA, as defined    | \$ 50,000                        | \$ 198,423                | \$ 184,151                       |
| Leverage ratio, as defined         | <3.0 to 1                        | 0.5 to 1                  | 0.5 to 1                         |
| Secured leverage ratio, as defined | <1.5 to 1                        | 0.1 to 1                  | 0.1 to 1                         |

We and our subsidiaries have significant indebtedness and debt service obligations. At March 31, 2011, we and our subsidiaries had total outstanding indebtedness (including the embedded derivative liabilities related to our convertible notes) of approximately \$716,200. We must redeem \$11,000 of our 3.875% Variable Interest Senior Convertible Debentures by June 15, 2011, and we may be required to purchase \$99,000 of the debentures on June 15, 2012. Approximately

\$157,500 of our 6.75% convertible debt matures in 2014 and \$415,000 of our 11% senior secured notes matures in 2015. 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.

We believe that our cigarette operations are positive cash flow generating units and will continue to be able to sustain their operations without any significant liquidity concerns.

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 \$276,400, investment securities available for sale of approximately \$67,200, long-term investments with an estimated value of approximately \$78,600 and availability under Liggett's credit facility of approximately \$27,500 at March 31, 2011. 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.

#### **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 March 31, 2011, approximately \$14,600 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 March 31, 2011, 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 \$146.

In addition, as of March 31, 2011, approximately \$83,700 (\$267,530 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 \$5,600 with approximately \$339 resulting from the embedded derivative associated with our 6.75% Note due 2014, \$643 resulting from the embedded derivative associated with our 6.75% exchange notes due 2014, and the remaining \$4,618 resulting from the embedded derivative associated with our 3.875% variable interest senior convertible debentures due 2026. An increase in our quarterly dividend rate by \$0.10 per share would increase interest expense by approximately \$6,750 per year.

We have estimated the fair market value of the embedded derivatives based principally on the results of a valuation model. The estimated fair value of the derivatives embedded within the convertible debt is based principally on the present value of future dividend payments expected to be received by the convertible debt holders over the term of the debt. The discount rate applied to the future cash flows is estimated based on a spread in yield of our debt when compared to risk-free securities with the same duration; thus, a readily determinable fair market value of the embedded derivatives is not available. The valuation model assumes our future dividend payments 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 items, including current and future dividends and the volatility of Vector's stock price. The range of estimated fair market values of our embedded derivatives was between \$145,023 and \$139,220. We recorded the fair market value of our embedded derivatives at the midpoint of the inputs at \$142,067 as of March 31, 2011. 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 \$67,201 at March 31, 2011, which includes 13,891,205 shares of Ladenburg Thalmann Financial Services Inc. carried at \$15,975.

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 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 may 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 which state 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 President signed into law the Family Smoking Prevention and Tobacco Control Act (Public Law 111-31). The law grants the Food and Drug Administration (FDA) broad authority over the manufacture, sale, marketing and packaging of tobacco products, although FDA is prohibited from issuing regulations banning all cigarettes or all smokeless tobacco products, or requiring the reduction of nicotine yields of a tobacco product to zero. 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;

requires practically all tobacco product advertising to eliminate color and imagery and instead consist solely of black text on white background;

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;

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 physiologic 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.

The law also required establishment, within FDA's new Center for Tobacco Products, 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.

The TPSAC completed its review of the use of menthol in cigarettes and issued a report with recommendations to FDA in March 2011. The report states that removal of menthol cigarettes from the marketplace would benefit public health in the United States, but does not expressly

recommend that FDA ban menthol cigarettes. FDA is considering the report and recommendations of the TPSAC and will make a determination about what future regulatory action(s), if any, it believes are warranted. A decision by FDA to ban menthol in tobacco products could have a material adverse effect on us.

The law 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 2010 were \$10,083 and we estimate that they will be significantly higher in the future.

The law also imposes significant new restrictions on the advertising and promotion of tobacco products. For example, as required under the law, FDA has finalized certain portions of regulations previously adopted by FDA 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 these regulations, including the ban on color and graphics, 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. On January 4, 2010, a federal judge 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 judge, however, let stand numerous other advertising and promotion restrictions. In March 2010, both parties appealed this decision. We cannot predict the future course or outcome of this lawsuit. 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 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 is aware of concerns regarding the trade and brand name restrictions and is considering what changes, if any, would be appropriate to address those concerns. FDA also indicated that while the agency is considering those issues, it intends 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 subsequently stayed, at the request of the parties, while FDA is in the process of evaluating these concerns. We cannot predict the future course or outcome of FDA's deliberations or this litigation.

FDA law requires premarket review of new tobacco products. A new tobacco product is one that was not commercially marketed in the U.S. before 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 a report 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 report 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 submit the report before March 23, 2011, 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 reports to FDA for numerous products. It is possible that FDA could determine some, or all, of these products are not substantially equivalent to a preexisting tobacco product. Such a determination could prevent us from marketing these products in the United States and could have a material adverse effect on us.

In January 2011, FDA issued a guidance document along with a proposed rule to establish the process and criteria for requesting an exemption from substantial equivalence requirements. We cannot predict how FDA will interpret and apply these requirements, or whether FDA will deem our products to be substantially equivalent to already marketed tobacco products.

Separately, the law also requires FDA to issue future regulations regarding the promotion and marketing of tobacco products sold through non-face-to-face transactions. FDA has been acting to implement the law and will continue to implement various provisions over time. Liggett and Vector Tobacco have been monitoring FDA tobacco initiatives and have made various regulatory submissions to FDA in order to comply with new requirements.

It is likely that the new tobacco law could 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 substantially on the future requirements imposed by FDA under the new tobacco law. Costs, however, could be substantial and could have a material adverse effect 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. We are aware, for example, that FDA has already requested company-specific information from competitors. FDA has also initiated a program to award contracts to states to assist with compliance and enforcement activities. Failure to comply with the new tobacco 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 new tobacco law will impact Liggett and Vector Tobacco to a greater degree than other companies in the industry, thus affecting its competitive position.

Liggett and Vector Tobacco provide ingredient information annually, as required by law, to the states of Massachusetts, Texas and Minnesota. Several other states are considering ingredient disclosure legislation.

In October 2004, the Fair and Equitable Tobacco Reform Act of 2004 ( FETRA ) was signed into law. FETRA provides for the elimination of the federal tobacco quota and price support program through an industry funded buyout of tobacco growers and quota holders. Pursuant to the legislation, manufacturers of tobacco products have been assessed \$10,140,000 over a ten year period, commencing in 2005, to compensate tobacco growers and quota holders for the elimination of their quota rights. Cigarette manufacturers are currently responsible for 95% of the assessment (subject to adjustment in the future), which is allocated based on relative unit volume of domestic cigarette shipments. Liggett's and Vector Tobacco's assessment was \$31,161 for 2010. Management anticipates that the assessment will be higher for 2011. The relative cost of the legislation to the three largest cigarette manufacturers will likely be less than the cost to smaller manufacturers, including Liggett and Vector Tobacco, because one effect of the

legislation is that the three largest manufacturers are no longer obligated to make certain contractual payments, commonly known as Phase II payments, that they agreed in 1999 to make to tobacco-producing states. The ultimate impact of this legislation cannot be determined, but there is a risk that smaller manufacturers, such as Liggett and Vector Tobacco, will be disproportionately affected by the legislation, which could have a material adverse effect on us.

Cigarettes are subject to substantial and increasing federal, state and local excise taxes. On April 1, 2009, the federal cigarette excise tax increased from \$0.39 to \$1.01 per pack. State excise taxes vary considerably and, when combined with sales taxes, local taxes and the federal excise tax, may exceed \$4.00 per pack. Many states are considering, or have pending, legislation proposing further state 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.

Over the last several years all 50 states and the District of Columbia 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 standards compliant or FSC, and are sometimes commonly called self-extinguishing. All of the cigarettes that Liggett and Vector Tobacco manufacture are fire standards compliant. Compliance with such legislation could be burdensome and costly and could harm the business of Liggett and Vector Tobacco, particularly if there were to be varying standards from state to state.

In November 2008, the Federal Trade Commission (FTC) rescinded guidance it issued in 1966 that generally permitted statements concerning cigarette tar and nicotine yields if they were based on the Cambridge Filter Method, sometimes called the FTC method. In its rescission notice, the FTC also indicated that advertisers should no longer use terms suggesting the FTC's endorsement or approval of any specific test method, including terms such as per FTC Method or other phrases that state or imply FTC endorsement or approval of the Cambridge Filter Method or other machine-based methods for measuring cigarette tar or nicotine yields. Also in its rescission notice, the FTC indicated that cigarette descriptors such as light and ultra light have not been defined by the FTC, nor has the FTC provided any guidance or authorization for their use. The FTC indicated that to the extent descriptors are used in a manner that convey an overall impression that is false, misleading, or unsubstantiated, such use could be actionable. The FTC further indicated that companies must ensure that any continued use of descriptors does not convey an erroneous or unsubstantiated message that a particular cigarette presents a reduced risk of harm or is otherwise likely to mislead consumers. In response to the FTC's action, we have removed all reference to tar and nicotine testing from our point-of-sale advertising. In addition, the new tobacco law imposes a ban which took effect in June 2010 on the use of light, mild, low or similar descriptors on tobacco product labels and in labeling or advertising. To the extent descriptors are no longer used to market or promote our cigarettes, this may have a material adverse effect on us.

A wide variety of federal, state and local laws limit the advertising, sale and use of cigarettes, and these laws 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, or to predict what the impact of the new FDA tobacco law will be on these pending legislative efforts.

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,

new legislation,

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 and 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,

impact of current crises in capital and credit markets, including any continued worsening,

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 restructurings on our tobacco business and our ability to achieve any increases in profitability estimated to occur as a result of these restructurings,

impact of new legislation on our competitors payment obligations, results of operations and product costs, i.e. the impact of recent federal legislation eliminating



the federal tobacco quota system and 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 Agreement and other settlement agreements with the states.

Further information on risks and uncertainties specific to our business include the risk factors discussed above in Management's Discussion and Analysis of Financial Condition and Results Operations and under Item 1A, Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission.

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 3. 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 4. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, and, based on their evaluation, our principal executive officer and principal financial officer have concluded that these controls and procedures are effective.

There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II**  
**OTHER INFORMATION**

Item 1. Legal Proceedings

Reference is made to Note 5, incorporated herein by reference, to our condensed consolidated financial statements included elsewhere in this report which contains a general description of certain legal proceedings to which our company, or its subsidiaries are a party and certain related matters. Reference is also made to Exhibit 99.1 for additional information regarding the pending smoking-related legal proceedings to which Liggett or us is a party. A copy of Exhibit 99.1 will be furnished without charge upon written request to us at our principal executive offices, 100 S.E. Second St., 32<sup>nd</sup> Floor, Miami, Florida 33131, Attn. Investor Relations.

Item 1A. Risk Factors

Except as set forth below, there are no material changes from the risk factors set forth in Item 1A, Risk Factors, of our Annual Report on 10-K for the year ended December 31, 2010. Please refer to that section for disclosures regarding the risks and uncertainties related to our business. The risk factors in the Annual Report on Form 10-K entitled Litigation will continue to harm the tobacco industry, Individual tobacco-related cases have increased as a result of the Florida Supreme Court's ruling in Engle and Liggett may have additional payment obligations under the Master Settlement Agreement and its other settlement agreements with the states are revised to reflect the updated information concerning the number and status of cases and other matters discussed under Note 5 to our condensed consolidated financial statements and in Management's Discussion and Analysis of Financial Condition Recent Developments Tobacco Settlement Agreements, Recent Developments in Legislation, Regulation and Tobacco-Related Litigation, and Legislation and Regulation.

Item 6. Exhibits

- 10.1 Vector Group Ltd. Senior Executive Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated January 14, 2011).
- 10.2 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, 2010).
- 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

**SIGNATURE**

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  
Vice President, Treasurer and  
Chief Financial Officer

Date: May 5, 2011