SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For The Fiscal Year Ended December 31, 2008

VECTOR GROUP LTD.

(Exact name of registrant as specified in its charter)

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

100 S.E. Second Street, Miami, Florida	**33131**
(Address of principal executive offices)	*(Zip Code)*

(305) 579-8000
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value $.10 per share	New York Stock Exchange

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

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

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

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

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

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

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

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

The aggregate market value of the common stock held by non-affiliates of Vector Group Ltd. as of June 30, 2008 was approximately $640 million.

At February 27, 2009, Vector Group Ltd. had 66,014,070 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Part III (Items 10, 11, 12, 13 and 14) from the definitive Proxy Statement for the 2009 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission no later than 120 days after the end of the Registrant's fiscal year covered by this report.

VECTOR GROUP LTD.
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PART I

ITEM 1. *BUSINESS*

Overview

Vector Group Ltd., a Delaware corporation, is a holding company and is engaged principally in:

- the manufacture and sale of cigarettes in the United States through our subsidiary Liggett Group LLC,
- the development of reduced risk cigarette products through our subsidiary Vector Tobacco Inc., and
- the real estate business through our subsidiary, New Valley LLC, 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.

Financial information relating to our business segments can be found in Note 18 to our consolidated financial statements. For the purposes of this discussion and segment reporting in this report, references to the Liggett segment encompass the manufacture and sale of conventional cigarettes and includes the former operations of The Medallion Company, Inc., whose operations are held for legal purposes as part of Vector Tobacco. References to the Vector Tobacco segment include the development and marketing of the low nicotine and nicotine-free cigarette products as well as the development of reduced risk cigarette products and, for these purposes, exclude the operations of Medallion.

Strategy

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

Liggett

- Capitalize upon Liggett's cost advantage in the U.S. cigarette market due to the favorable treatment that it receives under the Master Settlement Agreement,
- Focus marketing and selling efforts on the discount segment, continue to build volume and margin in core discount brands (LIGGETT SELECT, GRAND PRIX and EVE) and utilize core brand equity to selectively build distribution,
- Continue product development to provide the best quality products relative to other discount products in the marketplace,
- Increase efficiency by developing and adopting an organizational structure to maximize profit potential,
- Selectively expand the portfolio of private and control label partner brands utilizing a pricing strategy that offers long-term list price stability for customers,
- Identify, develop and launch relevant new cigarette brands and other tobacco products to the market in the future, and
- Pursue strategic acquisitions of smaller tobacco manufacturers.

Vector Tobacco

- Take a measured approach to developing low nicotine and nicotine-free cigarettes, and
- Continue to conduct appropriate studies relating to the development of cigarettes that materially reduce risk to smokers.

New Valley

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

Liggett Group LLC

General. Liggett is the operating successor to Liggett & Myers Tobacco Company, which was founded in 1873. Liggett is currently the fifth-largest manufacturer of cigarettes in the United States in terms of unit sales. Liggett's manufacturing facilities are located in Mebane, North Carolina. At the present time, Liggett has no foreign operations.

Liggett manufactures and sells cigarettes in the United States. According to data from Management Science Associates, Inc., Liggett's domestic shipments of approximately 8.6 billion cigarettes during 2008 accounted for 2.5% of the total cigarettes shipped in the United States during such year. Liggett's market share did not change in 2008 and increased 0.1% in 2007 from 2006. Historically, Liggett produced premium cigarettes as well as discount cigarettes (which include among others, control label, private label, branded discount and generic cigarettes). Premium cigarettes are generally marketed under well-recognized brand names at higher retail prices to adult smokers with a strong preference for branded products, whereas discount cigarettes are marketed at lower retail prices to adult smokers who are more cost conscious. In recent years, the discounting of premium cigarettes has become far more significant in the marketplace. This has led to some brands that were traditionally considered premium brands to become more appropriately categorized as branded discount, following list price reductions. Liggett's EVE brand would fall into that category. All of Liggett's unit sales volume in 2008, 2007 and 2006 were in the discount segment, which Liggett's management believes has been the primary growth segment in the industry for more than a decade.

Liggett produces cigarettes in approximately 180 combinations of length, style and packaging. Liggett's current brand portfolio includes:

- LIGGETT SELECT — the third-largest brand in the deep discount category,
- GRAND PRIX — a growing brand in the deep discount segment,
- EVE — a leading brand of 120 millimeter cigarettes in the branded discount category,
- PYRAMID — the industry's first deep discount product with a brand identity, and
- USA and various Partner Brands and private label brands.

In 1980, Liggett was the first major domestic cigarette manufacturer to successfully introduce discount cigarettes as an alternative to premium cigarettes. In 1989, Liggett established a new price point within the discount market segment by introducing PYRAMID, a branded discount product which, at that time, sold for less than most other discount cigarettes. In 1999, Liggett introduced LIGGETT SELECT, one of the leading brands in the deep discount category. LIGGETT SELECT, which was the largest seller in Liggett's family of brands in 2007, comprised 32.9% in 2007 and 30.1% in 2008 of Liggett's unit volume. In September 2005, Liggett repositioned GRAND PRIX to distributors and retailers nationwide. GRAND PRIX is marketed as the "lowest price fighter" to specifically compete with brands which are priced at the lowest level of the deep discount segment. GRAND PRIX, which represented 30.3% of Liggett's unit volume in 2007, is now the largest seller in Liggett's family of brands with 32.6% of Liggett's unit volume in 2008. According to the data of Management Science Associates, Liggett held a share of approximately 9.2% of the overall discount market segment for 2008 compared to 9.3% for 2007 and 8.7% for 2006.

Liggett Vector Brands has an agreement with Circle K Stores, Inc., which operates more than 2,200 convenience stores in the United States under the Circle K and Mac's names, to supply MONTEGO, a deep discount brand, exclusively for the Circle K and Mac's stores. The MONTEGO brand was the first to be offered under Liggett Vector Brands' "Partner Brands" program which offers customers quality product with long-term price stability. Liggett Vector Brands also has an agreement with Sunoco Inc., which operates more than 800 Sunoco APlus branded convenience stores in the United States, to manufacture SILVER EAGLE. SILVER EAGLE, a deep discount brand, is exclusive to Sunoco and was the second brand to be offered under Liggett Vector Brands' "Partner Brands" program. In April 2006, Liggett Vector Brands commenced shipments of BRONSON cigarettes as part of a multi-year "Partner Brands" agreement with QuikTrip, a convenience store chain with more than 470 stores headquartered in Tulsa, Oklahoma.

In May 2008 Liggett introduced SNUS, a premium quality pouched tobacco product. SNUS is currently manufactured in Sweden and is available in three varieties.

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 likewise has no payment obligation unless its market share exceeds approximately 0.28% of the U.S. cigarette market. We believe that Liggett has gained a sustainable cost advantage over its competitors as a result of the settlement.

Liggett's and Vector Tobacco's payments under the Master Settlement Agreement are based on each respective company's incremental market share above the minimum threshold applicable to each respective company. Thus, if Liggett's total market share is 2.00%, the Master Settlement Agreement payment is based on 0.35%, which is the difference between 2.00% and Liggett's applicable grandfathered share of 1.65%. We anticipate that both exemptions will be fully utilized in the foreseeable future.

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

Business Strategy. Liggett's business strategy is to capitalize upon its cost advantage in the United States cigarette market due to the favorable treatment Liggett receives under its settlement agreements with the states and the Master Settlement Agreement. Liggett's long-term business strategy is to continue to focus its marketing and selling efforts on the discount segment of the market, to continue to build volume and margin in its core discount brands (LIGGETT SELECT, GRAND PRIX and EVE) and to utilize its core brand equity to selectively build distribution. Liggett intends to continue its product development to provide the best quality products relative to other discount products in the market place. Liggett will continue to seek to increase efficiency by developing and adapting its organizational structure to maximize profit potential. Liggett intends to expand the portfolio of its private and control label and "Partner Brands" utilizing a pricing strategy that offers long-term list price stability for customers. In addition, Liggett may bring niche-driven brands to the market in the future.

Sales, Marketing and Distribution. Liggett's products are distributed from a central distribution center in Mebane, North Carolina to 18 public warehouses located throughout the United States. These warehouses serve as local distribution centers for Liggett's customers. Liggett's products are transported from the central distribution center to the public warehouses by third-party trucking companies to meet pre-existing contractual obligations to its customers.

Liggett's customers are primarily tobacco and candy distributors, the military, warehouse club chains, and large grocery, drug and convenience store chains. Liggett offers its customers prompt payment discounts, traditional rebates and promotional incentives. Customers typically pay for purchased goods within two weeks following delivery from Liggett, and approximately 90% of customers pay more rapidly through electronic funds transfer arrangements. Liggett's largest single customer, Speedway SuperAmerica LLC, accounted for approximately 8.8%

of its revenues in 2008, 8.7% of its revenues in 2007, and 10.8% of its revenues in 2006. Sales to this customer were primarily in the private label discount segment. Liggett's contract with Speedway SuperAmerica is through December 31, 2012.

Liggett Vector Brands coordinates and executes the sales and marketing efforts, along with certain support functions, for all of our tobacco operations.

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

In view of the significance of cigarette brand awareness among consumers, management believes that the protection afforded by these trademarks is material to the conduct of its business. Liggett owns all of its domestic trademarks except for the JADE trademark, which is licensed on a long-term exclusive basis from a third-party for use in connection with cigarettes. These trademarks are pledged as collateral for certain of our senior secured debt.

Manufacturing. Liggett purchases and maintains leaf tobacco inventory to support its cigarette manufacturing requirements. Liggett believes that there is a sufficient supply of tobacco within the worldwide tobacco market to satisfy its current production requirements. Liggett stores its leaf tobacco inventory in warehouses in North Carolina and Virginia. There are several different types of tobacco, including flue-cured leaf, burley leaf, Maryland leaf, oriental leaf, cut stems and reconstituted sheet. Leaf components of American-style cigarettes are generally the flue-cured and burley tobaccos. While premium and discount brands use many of the same tobacco products, input ratios of tobacco products may vary between premium and discount products. Foreign flue-cured and burley tobaccos, some of which are used in the manufacture of Liggett's cigarettes, have historically been 30% to 35% less expensive than comparable domestic tobaccos. Liggett normally purchases all of its tobacco requirements from domestic and foreign leaf tobacco dealers, much of it under long-term purchase commitments. As of December 31, 2008, virtually all of Liggett's commitments were for the purchase of foreign tobacco.

Liggett's cigarette manufacturing facility was designed for the execution of short production runs in a cost-effective manner, which enable Liggett to manufacture and market a wide variety of cigarette brand styles. Liggett produces cigarettes in approximately 180 different brand styles as well as private labels for other companies, typically retail or wholesale distributors who supply supermarkets and convenience stores.

Liggett's facility currently produces approximately 8.6 billion cigarettes per year, but maintains the capacity to produce approximately 16.0 billion cigarettes per year. Vector Tobacco has contracted with Liggett to produce its cigarettes at Liggett's manufacturing facility in Mebane.

While Liggett pursues product development, its total expenditures for research and development on new products have not been financially material over the past three years.

Competition. 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 American Inc. and Lorillard Tobacco Company as well as the fourth largest, Commonwealth Brands, Inc. (which Imperial Tobacco PLC acquired in 2007). 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 lower quality, deep discount cigarettes. Although, historically, there have been substantial barriers to entry into the cigarette business, including extensive distribution organizations, large capital outlays for sophisticated production equipment, substantial inventory investment, costly promotional spending, regulated advertising and, for premium brands, strong brand loyalty, in recent years, a number of these smaller manufacturers have been able to overcome these competitive barriers due to excess production capacity in the industry and the cost advantage for certain manufacturers and importers resulting from the Master Settlement Agreement.

Many smaller manufacturers and importers that are not parties to the Master Settlement Agreement have only recently started to be impacted by the statutes enacted pursuant to the Master Settlement Agreement and to see a resultant decrease in volume after years of growth. Liggett's management believes, while these companies still have significant market share through competitive discounting in this segment, they are losing their cost advantage as their payment obligations under these statutes increase and are more effectively enforced by the states, through implementation of allocable share legislation.

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

According to Management Science Associates' data, the unit sales of Philip Morris, Reynolds American and Lorillard accounted in the aggregate for approximately 85.6% of the domestic cigarette market in 2008. Liggett's domestic shipments of approximately 8.6 billion cigarettes during 2008 accounted for 2.5% of the approximately 346 billion cigarettes shipped in the United States, compared to 9.0 billion cigarettes in 2007 (2.5%) and 8.9 billion cigarettes (2.4%) during 2006.

Industry-wide shipments of cigarettes in the United States have been generally declining for a number of years, with Management Science Associates' data indicating that domestic industry-wide shipments decreased by approximately 3.3% (approximately 11.5 billion units) in 2008. Liggett's management believes that industry-wide shipments of cigarettes in the United States will generally continue to decline as a result of numerous factors. These factors include health considerations, diminishing social acceptance of smoking, and a wide variety of federal, state and local laws limiting smoking in restaurants, bars and other public places, as well as increases in federal and state excise taxes and settlement-related expenses which have contributed to higher cigarette prices in recent years.

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

Philip Morris and Reynolds American dominate the domestic cigarette market with a combined market share of approximately 74.9% at December 31, 2008. This concentration of United States market share could make it more difficult for Liggett and Vector Tobacco to compete for shelf space in retail outlets and could impact price competition in the market, either of which could have a material adverse affect on their sales volume, operating income and cash flows.

The Medallion Company, Inc. We acquired Medallion, a discount cigarette manufacturer selling product in the deep discount category, primarily under the USA brand name, in April 2002. In connection with the acquisition of Medallion, Vector Tobacco, a participating manufacturer under the Master Settlement Agreement, acquired an exemption where it has no payment obligations under the Master Settlement Agreement unless its market share exceeds approximately 0.28% of total cigarettes sold in the United States (approximately 1.0 billion cigarettes in 2008). In connection with the acquisition of Medallion, we recorded an intangible asset of $107.5 million related to the exemption under the Master Settlement Agreement because we believe Vector Tobacco will continue to realize the benefit of the exemption for the foreseeable future. Because the Master Settlement Agreement states that payments will continue in perpetuity, the intangible asset is not amortized.

For purposes of this discussion and segment reporting in this report, references to the Liggett segment encompass the manufacture and sale of conventional cigarettes and include the former operations of Medallion (held for legal purposes as part of Vector Tobacco).

Philip Morris Brand Transaction. In November 1998, we and Liggett granted Philip Morris options to purchase interests in Trademarks LLC which holds three domestic cigarette brands, L&M, CHESTERFIELD and LARK, formerly held by Liggett's subsidiary, Eve Holdings Inc.

Under the terms of the Philip Morris agreements, Eve contributed the three brands to Trademarks, a newly-formed limited liability company, in exchange for 100% of two classes of Trademarks' interests, the Class A Voting Interest and the Class B Redeemable Nonvoting Interest. Philip Morris acquired two options to purchase the interests from Eve. In December 1998, Philip Morris paid Eve a total of $150 million for the options, $5 million for the option for the Class A interest and $145 million for the option for the Class B interest.

The Class A option entitled Philip Morris to purchase the Class A interest for $10.1 million. On March 19, 1999, Philip Morris exercised the Class A option, and the closing occurred on May 24, 1999.

On May 24, 1999, Trademarks borrowed $134.9 million from a lending institution. The loan was guaranteed by Eve and is collateralized by a pledge by Trademarks of the three brands and Trademarks' interest in the trademark license agreement (discussed below) and by a pledge by Eve of its Class B interest. In connection with the closing of the Class A option, Trademarks distributed the loan proceeds to Eve as the holder of the Class B interest. The cash exercise price of the Class B option and Trademarks' redemption price were reduced by the amount distributed to Eve. Upon Philip Morris' exercise of the Class B option or Trademarks' exercise of its redemption right, Philip Morris and Trademarks released Eve from its guaranty. The Class B interest was entitled to a guaranteed payment of $0.5 million each year with the Class A interest allocated all remaining income or loss of Trademarks.

Trademarks granted Philip Morris an exclusive license of the three brands for an 11-year term expiring May 24, 2010 at an annual royalty based on sales of cigarettes under the brands, subject to a minimum annual royalty payment of not less than the annual debt service obligation on the loan plus $1 million.

The Class B option became exercisable during the 90-day period beginning December 2, 2008 and was exercised by Philip Morris on February 19, 2009. This option entitled Philip Morris to purchase the Class B interest for $139.9 million, reduced by the amount previously distributed to Eve of $134.9 million. In connection with the exercise of the Class B option, Philip Morris paid to Eve approximately $5.1 million (including a pro-rata share of its guaranteed payment) and Eve was released from its guaranty.

Upon the closing of the exercise of the Class A option and the distribution of the loan proceeds on May 24, 1999, Philip Morris obtained control of Trademarks, and we recognized a pre-tax gain of $294.1 million in our consolidated financial statements and established a deferred tax liability of $103.1 million relating to the gain. As discussed in Note 10 to our consolidated financial statements, in July 2006, we entered into a settlement agreement with the Internal Revenue Service with respect to taxes allegedly owed on account of the Philip Morris brand transaction.

Vector Tobacco Inc.

Vector Tobacco, a wholly-owned subsidiary of VGR Holding, is engaged in the development and marketing of low nicotine and nicotine-free cigarette products and the development of reduced risk cigarette products.

QUEST. In January 2003, Vector Tobacco introduced QUEST, its brand of low nicotine and nicotine-free cigarette products. QUEST brand cigarettes are currently marketed to permit adult smokers, who wish to continue smoking, to gradually reduce their intake of nicotine. The products are not labeled or advertised for smoking cessation and Vector Tobacco makes no claims that QUEST is safer than other cigarette products.

Management believes that, based on testing at Vector Tobacco's research facility, the QUEST 3 product will contain trace levels of nicotine that have no discernible physiological impact on the smoker, and that, consistent with other products bearing "free" claims, QUEST 3 may be labeled as "nicotine-free" with an appropriate disclosure of the trace levels. The QUEST 3 product is similarly referred to in this report as "nicotine-free".

Expenditures by Vector Tobacco for research and development activities were $3.0 million in 2008, $4.2 million in 2007, and $6.7 million in 2006.

Manufacturing and Marketing. The QUEST brands are priced as premium cigarettes and are marketed by the sales representatives of Liggett Vector Brands, which coordinates and executes the sales and marketing efforts for all our tobacco operations. Liggett manufactures all of Vector Tobacco's cigarette brands under contract at its Mebane, North Carolina manufacturing facility.

Competition. Vector Tobacco's competitors generally have substantially greater resources than it, including financial, marketing and personnel resources. Other major tobacco companies have stated that they are working on reduced risk cigarette products and have made publicly available at this time only limited additional information concerning their activities. Philip Morris has announced that it is developing products that potentially reduce smokers' exposure to harmful compounds in cigarette smoke and have been pursuing patents for its technology. RJR Tobacco has disclosed that a primary focus for its research and development activity is the development of potentially reduced exposure products, which may ultimately be recognized as products that present reduced risks to health. RJR Tobacco has stated that it continues to sell in limited distribution throughout the country a brand of cigarettes that primarily heats rather than burns tobacco, which it claims reduces the toxicity of its smoke. There is a substantial likelihood that other companies will continue to introduce new products that are designed to compete directly with the low nicotine, nicotine-free and reduced risk products that Vector Tobacco currently markets or may develop.

Intellectual Property. Vector Tobacco currently has patents and pending patent applications that encompass the reduction or elimination of nicotine and carcinogens in tobacco and the use of this tobacco to prepare reduced carcinogen tobacco products and smoking cessation kits. Vector Tobacco currently has patents and pending patent applications that encompass the use of palladium and other compounds to reduce the presence of carcinogens and other toxins. We recently entered into an agreement to sell certain of the intellectual property for $325,000, which is expected to be received in 2009, in connection with the resolution of a patent infringement proceeding.

Research relating to the biological basis of tobacco-related disease is being conducted at Vector Tobacco, together with third party collaborators. This research is being directed by Dr. Anthony P. Albino, Vector Tobacco's Senior Vice President of Public Health Affairs. Vector Tobacco has pending patent applications in the United States directed to technology arising from this research and as this research progresses, it may generate additional intellectual property.

Risks. Vector Tobacco's new product initiatives are subject to substantial risks, uncertainties and contingencies which include, without limitation, the challenges inherent in new product development initiatives, the ability to raise capital and manage the growth of its business, potential disputes concerning Vector Tobacco's intellectual property, intellectual property of third parties, potential extensive government regulation or prohibition, uncertainty regarding pending legislation providing for FDA regulation of cigarettes, third party allegations that Vector Tobacco products are unlawful or bear deceptive or unsubstantiated product claims, potential delays in obtaining tobacco, other raw materials and any technology needed to produce Vector Tobacco's products, market acceptance of Vector Tobacco's products, competition from companies with greater resources and the dependence on key employees. See Item 1A. "Risk Factors".

Legislation, Regulation and Litigation

In the United States, tobacco products are subject to substantial and increasing legislation, regulation and taxation, which has a negative effect on revenue and profitability. See Item 7. "Management Discussion and Analysis of Financial Condition and Results of Operations — Legislation and Regulation".

The cigarette industry continues to be challenged on numerous fronts. The industry is facing increased pressure from anti-smoking groups and continued smoking and health litigation, including private class action litigation and health care cost recovery actions brought by governmental entities and other third parties, the effects of which, at this time, we are unable to evaluate. As of December 31, 2008, there were approximately 2,720 individual suits, seven purported class actions or actions where class certification has been sought and four governmental and other third-party payor health care recovery actions pending in the United States in which Liggett was a named defendant. See Item 3. "Legal Proceedings" and Note 12 to our consolidated financial statements, which contain a description of litigation.

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

Liggett's management believes that it is in compliance in all material respects with the laws regulating cigarette manufacturers.

The Master Settlement Agreement and Other State Settlement Agreements

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

In November 1998, Philip Morris, Brown & Williamson, R.J. Reynolds and Lorillard (the "Original Participating Manufacturers" or "OPMs") and Liggett (together with any other tobacco product manufacturer that becomes a signatory, the "Subsequent Participating Manufacturers" or "SPMs"), (the OPMs and SPMs are hereinafter referred to jointly as the "Participating Manufacturers") entered into the Master Settlement Agreement 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 those Settling States. The Master Settlement Agreement received final judicial approval in each Settling State.

In the Settling States, the Master Settlement Agreement 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 Master Settlement Agreement restricts tobacco product advertising and marketing within the Settling States and otherwise restricts the activities of Participating Manufacturers. Among other things, the Master Settlement Agreement 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 Master Settlement Agreement; 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 Master Settlement Agreement also requires Participating Manufacturers to affirm corporate principles to comply with the Master Settlement Agreement and to reduce underage usage of tobacco products and imposes restrictions on lobbying activities conducted on behalf of Participating Manufacturers.

Liggett has no payment obligations under the Master Settlement Agreement 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 Master Settlement Agreement, except to the extent its market share exceeds a market share exemption of approximately 0.28% of total cigarettes sold in the United States. According to data from Management Science Associates, Inc., domestic shipments by Liggett and Vector Tobacco accounted for approximately 2.4% of the total cigarettes shipped in the United States during 2006, 2.5% during 2007, and 2.5% during 2008. 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, would pay on each excess unit an amount equal (on a per-unit basis) to that due by the OPMs for that year. In April 2006, Liggett and Vector Tobacco paid a total of approximately $10.6 million for their 2005 Master Settlement Agreement obligations. In April 2007, Liggett and Vector Tobacco paid approximately $38.7 million for their 2006 Master Settlement Agreement obligation. In April 2008, Liggett and Vector Tobacco paid approximately $36.0 million for their 2007 Master Settlement Agreement obligation, having prepaid $34.5 million of such amount in December 2007. Liggett and Vector Tobacco have expensed approximately $49.8 million for their estimated Master Settlement Agreement obligations for 2008 as part of cost of goods sold. Liggett and Vector Tobacco paid approximately $34.0 million for their 2008 Master Settlement obligations during 2008 and anticipate paying another $9.8 million in April 2009, after withholding certain disputed amounts.

Under the payment provisions of the Master Settlement Agreement, the Participating Manufacturers are required to pay a base amount of $9.0 billion in 2009 and each year thereafter (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 Master Settlement Agreement are the several, and not joint, obligations of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

Liggett may have additional payment obligations under the Master Settlement Agreement and its other settlement agreements with the states. See Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operation — Recent Developments — Tobacco Settlement Agreements” and Note 12 to our consolidated financial statements.

New Valley LLC

New Valley LLC, a Delaware limited liability company, is engaged in the real estate business and is seeking to acquire additional real estate properties and operating companies. New Valley owns a 50% interest in Douglas Elliman Realty, LLC, which operates the largest residential brokerage company in the New York City metropolitan area. New Valley also holds, through its New Valley Realty Division, a 50% interest in the Sheraton Keauhou Bay Resort & Spa in Kailua-Kona, Hawaii as well as certain other significant real estate related investments.

In December 2005, we completed an exchange offer and subsequent short-form merger whereby we acquired the remaining 42.3% of the common shares of New Valley Corporation that we did not already own. As a result of these transactions, New Valley Corporation became our wholly-owned subsidiary and approximately 5.8 million shares of our common stock were issued to the New Valley Corporation shareholders in the transactions. The surviving corporation in the short-form merger was subsequently merged into a new Delaware limited liability company named New Valley LLC, which conducts the business of the former New Valley Corporation. Prior to these transactions, New Valley Corporation was registered under the Securities Exchange Act of 1934 and filed periodic reports and other information with the SEC.

Business Strategy

The business strategy of New Valley is to continue to operate its real estate business, to acquire additional real estate properties and to acquire operating companies through merger, purchase of assets, stock acquisition or other means, or to acquire control of operating companies through one of such means. New Valley may also seek from time to time to dispose of such businesses and properties when favorable market conditions exist. New Valley’s cash and investments are available for general corporate purposes, including for acquisition purposes.

Douglas Elliman Realty, LLC

During 2000 and 2001, New Valley acquired for approximately $1.7 million a 37.2% ownership interest in B&H Associates of NY, which conducts business as Prudential Douglas Elliman Real Estate, formerly known as Prudential Long Island Realty, a residential real estate brokerage company on Long Island, and a minority interest in an affiliated mortgage company, Preferred Empire Mortgage Company. In December 2002, New Valley and the other owners of Prudential Douglas Elliman Real Estate contributed their interests in Prudential Douglas Elliman Real Estate to Douglas Elliman Realty, LLC, formerly known as Montauk Battery Realty, LLC, a newly formed entity. New Valley acquired a 50% interest in Douglas Elliman Realty as a result of an additional investment of approximately $1.4 million by New Valley and the redemption by Prudential Douglas Elliman Real Estate of various ownership interests. As part of the transaction, Prudential Douglas Elliman Real Estate renewed its franchise agreement with The Prudential Real Estate Affiliates, Inc. for an additional ten-year term. In October 2004, upon receipt of required regulatory approvals, the former owners of Douglas Elliman Realty contributed to Douglas Elliman Realty their interests in the related mortgage company.

In March 2003, Douglas Elliman Realty purchased the New York City — based residential brokerage firm, Douglas Elliman, LLC, formerly known as Insignia Douglas Elliman, and an affiliated property management company, for $71.25 million. With that acquisition, the combination of Prudential Douglas Elliman Real Estate with Douglas Elliman created the largest residential brokerage company in the New York metropolitan area. Upon closing of the acquisition, Douglas Elliman entered into a ten-year franchise agreement with The Prudential Real Estate Affiliates, Inc. New Valley invested an additional $9.5 million in subordinated debt and equity of Douglas Elliman Realty to help fund the acquisition. The subordinated debt, which had a principal amount of $9.5 million, bears interest at 12% per annum and is due in March 2013. As part of the Douglas Elliman acquisition, Douglas Elliman Realty acquired Douglas Elliman's affiliate, Residential Management Group LLC, which conducts business as Douglas Elliman Property Management and is the New York metropolitan area's largest manager of rental, co-op and condominium housing.

We account for our interest in Douglas Elliman Realty under the equity method. We recorded income of $11.8 million in 2008, $20.3 million in 2007, and $12.7 million in 2006 associated with Douglas Elliman Realty. Equity income from Douglas Elliman Realty includes interest earned by New Valley on the subordinated debt, purchase accounting adjustments and management fees.

Douglas Elliman Realty has been negatively impacted by the current downturn in the residential real estate market. The residential real estate market is cyclical and is affected by changes in the general economic conditions that are beyond Douglas Elliman Realty's control. The U.S. residential real estate market, including the market in the New York metropolitan area where Douglas Elliman operates, is currently in a significant downturn due to various factors including downward pressure on housing prices, the impact of the recent contraction in the subprime and mortgage markets generally and an exceptionally large inventory of unsold homes at the same time that sales volumes are decreasing. The New York metropolitan area market is further impacted by the significant downturn in the financial services industry. The depth and length of the current downturn in the real estate industry has proved exceedingly difficult to predict. We cannot predict whether the downturn will worsen or when the market and related economic forces will return the U.S. residential real estate industry to a growth period.

Real Estate Brokerage Business. Douglas Elliman Realty is engaged in the real estate brokerage business through its subsidiaries Douglas Elliman and Prudential Douglas Elliman Real Estate. The two brokerage companies have 59 offices with approximately 3,800 real estate agents in the metropolitan New York area. The companies achieved combined sales of approximately $11.6 billion of real estate in 2008, approximately $13.9 billion of real estate in 2007, and approximately $11.7 billion of real estate in 2006. Douglas Elliman Realty was ranked as the fourth largest residential brokerage company in the United States in 2007 based on closed sales volume by the *Real Trends* broker survey. Douglas Elliman Realty had revenues of $352.7 million in 2008, $405.6 million in 2007, and $347.2 million in 2006.

Douglas Elliman was founded in 1911 and has grown to be one of Manhattan's leading residential brokers by specializing in the highest end of the sales and rental marketplaces. It has 14 New York City offices, with approximately 2,000 real estate agents, and had sales volume of approximately $8.1 billion of real estate in 2008, approximately $9.6 billion of real estate in 2007, and approximately $7.2 billion of real estate in 2006.

Prudential Douglas Elliman Real Estate is headquartered in Huntington, New York and is the largest residential brokerage company on Long Island with 45 offices and approximately 1,800 real estate agents. During 2008, Prudential Douglas Elliman Real Estate closed approximately 5,900 transactions, representing sales volume of approximately $3.5 billion of real estate. This compared to approximately 6,600 transactions closed in 2007, representing approximately $4.3 billion of real estate, and approximately 7,000 transactions closed in 2006, representing approximately $4.5 billion of real estate. Prudential Douglas Elliman Real Estate serves approximately 250 communities from Manhattan to Montauk.

Douglas Elliman and Prudential Douglas Elliman Real Estate both act as a broker or agent in residential real estate transactions. In performing these services, the companies have historically represented the seller, either as the listing broker, or as a co-broker in the sale. In acting as a broker for the seller, their services include assisting the seller in pricing the property and preparing it for sale, advertising the property, showing the property to prospective buyers, and assisting the seller in negotiating the terms of the sale and in closing the transaction. In exchange for these services, the seller pays to the companies a commission, which is generally a fixed percentage of the sales price. In a co-brokered arrangement, the listing broker typically splits its commission with the other co-broker involved in the transaction. The two companies also offer buyer brokerage services. When acting as a broker for the buyer, their services include assisting the buyer in locating properties that meet the buyer's personal and financial specifications, showing the buyer properties, and assisting the buyer in negotiating the terms of the purchase and closing the transaction. In exchange for these services a commission is paid to the companies which also is generally a fixed percentage of the purchase price and is usually, with the consent of the listing broker, deducted from, and payable out of, the commission payable to the listing broker. With the consent of a buyer and seller, subject to certain conditions, the companies may, in certain circumstances, act as a selling broker and as a buying broker in the same transaction. Their sales and marketing services are mostly provided by licensed real estate sales associates who have entered into independent contractor agreements with the companies. The companies recognize revenue and commission expenses upon the consummation of the real estate sale.

The two brokerage companies also offer relocation services to employers, which provide a variety of specialized services primarily concerned with facilitating the resettlement of transferred employees. These services include sales and marketing of transferees' existing homes for their corporate employer, assistance in finding new homes, moving services, educational and school placement counseling, customized videos, property marketing assistance, rental assistance, area tours, international relocation, group move services, marketing and management of foreclosed properties, career counseling, spouse/partner employment assistance, and financial services. Clients can select these programs and services on a fee basis according to their needs.

As part of the brokerage companies' franchise agreement with Prudential, its subsidiaries have an agreement with Prudential Relocation Services, Inc. to provide relocation services to the Prudential network. The companies anticipate that participation in Prudential network will continue to provide new relocation opportunities with firms on a national level.

Preferred Empire Mortgage Company is engaged in the residential mortgage brokerage business, which involves the origination of loans for one-to-four family residences. Preferred Empire primarily originates loans for purchases of properties located on Long Island and in New York City. Approximately one-half of these loans are for home sales transactions in which Prudential Douglas Elliman Real Estate acts as a broker. The term "origination" refers generally to the process of arranging mortgage financing for the purchase of property directly to the purchaser or for refinancing an existing mortgage. Preferred Empire's revenues are generated from loan origination fees, which are generally a percentage of the original principal amount of the loan and are commonly referred to as "points", and application and other fees paid by the borrowers. Preferred Empire recognizes mortgage origination revenues and costs when the mortgage loan is consummated.

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

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

In the two brokerage companies' traditional business of residential real estate sales and marketing, they compete primarily with multi-office independent real estate organizations and, to some extent with franchise real estate organizations, such as Century-21, ERA, RE/MAX and Coldwell Banker. The companies believe that their major competitors in 2009 will also increasingly include multi-office real estate organizations, such as GMAC Home Services, NRT Inc. (whose affiliates include the New York City-based Corcoran Group) and other privately owned companies. Residential brokerage firms compete for sales and marketing business primarily on the basis of services offered, reputation, personal contacts, and, recently to a greater degree, price.

Both companies' relocation businesses are fully integrated with their residential real estate sales and marketing business. Accordingly, their major competitors are many of the same real estate organizations previously noted. Competition in the relocation business is likewise based primarily on level of service, reputation, personal contact and, recently to a greater degree, price.

In its mortgage loan origination business, Preferred Empire competes with other mortgage originators, such as mortgage brokers, mortgage bankers, state and national banks, and thrift institutions. Because Preferred Empire does not fund, sell or service mortgage loans, many of Preferred Empire's competitors for mortgage services have substantially greater resources than Preferred Empire.

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

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

In Preferred Empire's mortgage business, mortgage loan origination activities are subject to the Equal Credit Opportunity Act, the Federal Truth-in-Lending Act, the Real Estate Settlement Procedures Act, and the regulations promulgated thereunder which prohibit discrimination and require the disclosure of certain information to borrowers concerning credit and settlement costs. Additionally, there are various state laws affecting Preferred Empire's mortgage operations, including licensing requirements and substantive limitations on the interest and fees that may be charged. States also have the right to conduct financial and regulatory audits of the loans under their jurisdiction. Preferred Empire is licensed as a mortgage broker in New York, and as a result, Preferred Empire is required to submit annual audited financial statements to the New York Commissioner of Banks and maintain a minimum net worth of $50,000. As of December 31, 2008, Preferred Empire was in compliance with these requirements. Preferred Empire is also licensed as a mortgage broker in Connecticut and New Jersey.

Neither Douglas Elliman nor Prudential Douglas Elliman Real Estate is aware of any material licensing or other government regulatory requirements governing its relocation business, except to the extent that such business also involves the rendering of real estate brokerage services, the licensing and regulation of which are described above.

Franchises and Trade Names. In December 2002, Prudential Douglas Elliman Real Estate renewed for an additional ten-year term its franchise agreement with The Prudential Real Estate Affiliates, Inc. and has an exclusive franchise, subject to various exceptions and to meeting annual revenue thresholds, in New York for the counties of Nassau and Suffolk on Long Island. In addition, in June 2004, Prudential Douglas Elliman Real Estate was granted an exclusive franchise, subject to various exceptions and to meeting annual revenue thresholds, with respect to the boroughs of Brooklyn and Queens. In March 2003, Douglas Elliman entered into a ten-year franchise agreement with The Prudential Real Estate Affiliates, Inc. and has an exclusive franchise, subject to various exceptions and to meeting annual revenue thresholds, for Manhattan.

The "Douglas Elliman" trade name is a registered trademark in the United States. The name has been synonymous with the most exacting standards of excellence in the real estate industry since Douglas Elliman's formation in 1911. Other trademarks used extensively in Douglas Elliman's business, which are owned by Douglas

Elliman Realty and registered in the United States, include “We are New York”, “Bringing People and Places Together”, “If You Clicked Here You’d Be Home Now” and “Picture Yourself in the Perfect Home”.

The “Prudential” name and the tagline “From Manhattan to Montauk” are used extensively in both the Prudential Douglas Elliman Real Estate and Douglas Elliman businesses. In addition, Prudential Douglas Elliman Real Estate continues to use the trade names of certain companies that it has acquired.

Residential Property Management Business. Douglas Elliman Realty is also engaged in the management of cooperatives, condominiums and apartments though its subsidiary, Residential Management Group, LLC, which conducts business as Douglas Elliman Property Management and is one of the leading managers of apartments, cooperatives and condominiums in the New York metropolitan area. Residential Management Group provides full service third-party fee management for approximately 250 properties, representing approximately 45,000 units in New York City, Nassau County, Northern New Jersey and Westchester County. Residential Management Group is seeking to continue to expand its property management business in the greater metropolitan New York area in 2009. Among the notable properties currently managed are the Dakota, Museum Tower, Worldwide Plaza, London Terrace and West Village Houses buildings in New York City. Residential Management Group employs approximately 250 people, of whom approximately 150 work at Residential Management Group’s headquarters and the remainder at remote offices in the New York metropolitan area.

New Valley Realty Division

Hawaiian Hotel. In July 2001, Koa Investors, LLC, an entity owned by New Valley, developer Brickman Associates and other investors, acquired the leasehold interests in the former Kona Surf Hotel in Kailua-Kona, Hawaii in a foreclosure proceeding. New Valley, which holds a 50% interest in Koa Investors, had invested $13.575 million in the project as of December 31, 2008. We accounted for our investment in Koa Investors under the equity method and recorded losses of $750,000 in 2007, and income of $867,000 in 2006 associated with the Kona Surf Hotel. The income in 2006 related to the receipt of tax credits from the State of Hawaii of $1.192 million offset by equity in the loss of Koa Investors of $325,000. Koa Investors’ losses in 2007 primarily represented losses from operations.

The hotel is located on a 20-acre tract, which is leased under two ground leases with Kamehameha Schools, the largest private land owner in Hawaii. In December 2002, Koa Investors and Kamehameha amended the leases to provide for significant rent abatements over the next ten years and extended the remaining term of the leases from 33 years to 65 years. In addition, Kamehameha granted Koa Investors various right of first offer opportunities to develop adjoining resort sites.

A subsidiary of Koa Investors has entered into an agreement with Sheraton Operating Corporation, a subsidiary of Starwood Hotels and Resorts Worldwide, Inc., for Sheraton to manage the hotel. Following a major renovation, the property reopened in the fourth quarter 2004 as the Sheraton Keauhou Bay Resort & Spa, a four star family resort with 521 rooms. The renovation of the property included comprehensive room enhancements, construction of a fresh water 13,000 square foot fantasy pool, lobby and entrance improvements, a new gym and spa, retail stores and new restaurants. A 10,000 square foot convention center, wedding chapel and other revenue producing amenities were also restored. In April 2004, a subsidiary of Koa Investors closed on a $57 million construction loan to fund the renovation.

In August 2005, a wholly-owned subsidiary of Koa Investors borrowed $82 million, which is non-recourse to New Valley, at an interest rate of LIBOR plus 2.45%. Koa Investors used the proceeds of the loan to repay its $57 million construction loan and distributed a portion of the proceeds to its members, including $5.5 million to New Valley. As a result of the refinancing, we suspended our recognition of equity losses in Koa Investors to the extent such losses exceed our basis plus any commitment to make additional investments, which totaled $600,000 at the refinancing. In August 2006, New Valley contributed $925,000 to Koa Investors in the form of $600,000 of the required contributions and $325,000 of discretionary contributions. Accordingly, we recognized in 2006 a $325,000 loss from New Valley’s equity investment in Koa Investors. Although New Valley was not obligated to fund any additional amounts to Koa Investors at December 31, 2007 and 2006, New Valley made a $750,000 capital contribution in February 2007.

New Valley and certain members in KOA Investors have chosen not to fund discretionary capital calls in 2008 and KOA Investors was not able to meet its financial obligations in the third quarter of 2008. KOA has been informed by its lender that it is in default on its $82 million loan, which is non-recourse to New Valley. We have carried our investment in KOA at $0 throughout 2008.

St. Regis Hotel, Washington, D.C. In June 2005, affiliates of New Valley and Brickman Associates formed 16th & K Holdings LLC (“Hotel LLC”), which acquired the St. Regis Hotel, a 193 room luxury hotel in Washington, D.C., for $47 million in August 2005. In connection with the purchase of the hotel, a subsidiary of Hotel LLC entered into agreements to borrow up to $50 million of senior and subordinated debt. In April 2006, Hotel LLC purchased for approximately $3 million a building adjacent to the hotel to house various administrative and sales functions. The St. Regis Hotel, which was temporarily closed on August 31, 2006 for an extensive renovation, reopened in January 2008. Hotel LLC capitalized all costs other than management fees related to the renovation of the property during the renovation phase. New Valley, which holds a 50% interest in Hotel LLC, had invested $12.125 million in the project at December 31, 2008. We account for our interest in Hotel LLC under the equity method.

In the event that Hotel LLC makes distributions of cash, New Valley is entitled to 50% of the cash distributions until it has recovered its invested capital and achieved an annual 11% internal rate of return (IRR), compounded quarterly. New Valley is then entitled to 35% of subsequent cash distributions until it has achieved an annual 22% IRR. New Valley is then entitled to 30% of subsequent cash distributions until it has achieved an annual 32% IRR. After New Valley has achieved an annual 35% IRR, New Valley is then entitled to 25% of subsequent cash distributions.

In September 2007, Hotel LLC entered into certain agreements to sell 90% of the St. Regis Hotel. In October 2007, Hotel LLC entered into an agreement to sell certain tax credits associated with the hotel. The sale closed in March 2008. In addition to retaining a 3% interest, net of incentives, in the St. Regis Hotel, New Valley received $16.406 million upon the sale of the hotel. New Valley anticipates receiving an additional $3.4 million in various installments between 2009 and 2012. New Valley recorded equity losses of $3.796 million, $2.344 million, and $2.147 million for the years ended December 31, 2008, 2007, and 2006, respectively. New Valley also recorded equity income of $16.363 million in connection with the gain from the sale of the St. Regis because the amount received from Hotel LLC exceeded our basis in the investment and we have no legal obligation to make additional investments to Hotel LLC.

Escena. In March 2008, a subsidiary of New Valley purchased a loan secured by a substantial portion of a 450-acre approved master planned community in Palm Springs, California known as “Escena.” The loan, which is currently in foreclosure, was purchased for its $20 million face value plus accrued interest and other costs of $1.445 million. The loan is being accounted for under the cost recovery method and the costs include the purchase price and additional capitalized costs of $259,000. The borrowers are Escena-PSC, LLC and Palm Springs Classic, LLC, a joint venture of Lennar Homes of California, Inc and Empire Land, LLC. In April, 2008, Empire Land filed a Chapter 11 bankruptcy petition which was converted to Chapter 7 in December 2008. Lennar Homes is an affiliate of Lennar Corporation. The loan collateral consists of 867 residential lots with site and public infrastructure, an 18-hole golf course, a substantially completed clubhouse, and a seven-acre site approved for a 450-room hotel.

In October 2007, the “as is” value of the land was appraised in excess of the outstanding value of the loan. In January 2009 we obtained an appraisal that valued the property at substantially less than the outstanding loan balance. The reduction in value was attributed to the overall real estate market conditions in California. Among other things, Lennar Corporation has a payment guarantee of up to 50% of the outstanding loan balance plus accrued interest as well as a guarantee to complete the development of the property. In order to calculate the fair market value of the investment, we utilized the most recent “as is” appraised value of the collateral and estimated the value of Lennar’s completion and payment guaranties, less estimated costs to enforce the guaranties and dispose of the property. Based on these estimates, we determined that the fair market value was less than the carrying amount of the mortgage receivable at December 31, 2008 by approximately $4 million. Accordingly, a reserve was established for the decline in value and a charge of $4 million was recorded in 2008. We carried the loan on our consolidated balance sheet at its net basis of $17.704 million as of December 31, 2008. Litigation is ongoing to enforce our rights under the loan documents. The parties are currently involved in settlement discussions.

Aberdeen Townhomes LLC. In June 2008, a subsidiary of New Valley purchased a preferred equity interest in Aberdeen Townhomes LLC for $10 million. Aberdeen acquired five town home residences located in Manhattan, New York, which it is in the process of rehabilitating and selling. In the event that Aberdeen makes distributions of cash, New Valley is entitled to a priority preferred return of 15% per annum until it has recovered its invested capital. New Valley is entitled to 25% of subsequent cash distributions of profits until it has achieved an annual 18% internal rate of return. New Valley is then entitled to 20% of subsequent cash distributions of profits until it has achieved an annual 23% IRR. After New Valley has achieved an annual 23% IRR, it is then entitled to 10% of any remaining cash distributions of profits.

Aberdeen is a variable interest entity; however, we are not the primary beneficiary. Our maximum exposure to loss as a result of our investment in Aberdeen is $10 million. This investment is being accounted for under the cost method.

In January 2009 we obtained an appraisal of the five town home residences and determined that the value of the properties, less estimated disposal costs, was approximately $3.5 million less than their carrying value and recorded an impairment charge for $3.5 million. The reduction in value was attributed to the overall real estate market conditions in New York City at December 31, 2008.

Mortgages on four of the five Aberdeen town homes with a balance of approximately $29.125 million matured on March 1, 2009 and have not been refinanced. The remaining mortgage with a balance of approximately $11.5 million matures on September 30, 2009. Additionally in February 2009, the managing member of Aberdeen Townhomes gave notice that it is resigning as managing member. A subsidiary of New Valley will become the new managing member.

New Valley Oaktree Chelsea Eleven, LLC. In September 2008, a subsidiary of New Valley purchased for $12 million a 40% interest in New Valley Oaktree Chelsea Eleven, LLC, which lent $29 million to Chelsea Eleven LLC and contributed $1 million for 29% of the capital of Chelsea Eleven LLC, which is developing a condominium project in Manhattan, New York. The development consists of 72 luxury residential units and one commercial unit. Approximately 75% of the units are pre-sold and approximately $35 million in deposits are held in escrow. The loan from New Valley Oaktree is subordinate to a $110 million construction loan and a $24 million mezzanine loan plus accrued interest. The loan from New Valley Oaktree to Chelsea Eleven bears interest at 60.25% per annum, compounded monthly. An interest reserve of $3.750 million was held by Chelsea Eleven LLC. This reserve was liquidated in five monthly payments and New Valley received $1.5 million in distributions from this interest reserve.

New Valley Chelsea is a variable interest entity; however, we are not the primary beneficiary. Our maximum exposure to loss as a result of our investment in Chelsea is $12 million. This investment is being accounted for under the equity method.

Former Broker-Dealer Operations

In May 1995, New Valley acquired Ladenburg Thalmann & Co. Inc. for $25.8 million, net of cash acquired. Ladenburg Thalmann & Co. is a full service broker-dealer, which has been a member of the New York Stock Exchange since 1879. In December 1999, New Valley sold 19.9% of Ladenburg Thalmann & Co. to Berliner Effektengesellschaft AG, a German public financial holding company. New Valley received $10.2 million in cash and Berliner shares valued in accordance with the purchase agreement.

In May 2001, GBI Capital Management Corp. acquired all of the outstanding common stock of Ladenburg Thalmann & Co., and the name of GBI was changed to Ladenburg Thalmann Financial Services Inc. ("LTS"). New Valley received 18,598,098 shares, $8.01 million in cash and $8.01 million principal amount of senior convertible notes due December 31, 2005. The notes issued to New Valley bore interest at 7.5% per annum and were convertible into shares of LTS common stock. Upon closing, New Valley also acquired an additional 3,945,060 shares of LTS common stock from the former Chairman of LTS for $1.00 per share. To provide the funds for the acquisition of the common stock of Ladenburg Thalmann & Co., LTS borrowed $10 million from Frost-Nevada, Limited Partnership and issued to Frost-Nevada $10 million principal amount of 8.5% senior convertible notes due December 31, 2005. Following completion of the transactions, New Valley owned 53.6% and 49.5% of the common stock of LTS, on a basic and fully diluted basis, respectively. LTS (AMEX: LTS) is registered under the Securities Act of 1934 and files periodic reports and other information with the SEC.

In December 2001, New Valley distributed its 22,543,158 shares of LTS common stock to holders of New Valley common shares through a special dividend. At the same time, we distributed the 12,694,929 shares of LTS common stock, that we received from New Valley, to the holders of our common stock as a special dividend. Our stockholders received 0.348 of a LTS share for each share of ours in 2001.

In 2002, LTS borrowed a total of $5 million from New Valley, due March 31, 2007, as extended. New Valley evaluated its ability to collect its notes receivable and related interest from LTS at September 30, 2002. These notes receivable included the $5 million of notes issued in 2002 and the $8.01 million convertible note issued to New Valley in May 2001. Management determined, based on the then current trends in the broker-dealer industry and LTS's operating results and liquidity needs, that a reserve for uncollectibility should be established against these notes and interest receivable. As a result, New Valley recorded a charge of $13.2 million in the third quarter of 2002.

In November 2004, New Valley entered into a debt conversion agreement with LTS and the other remaining holder of the convertible notes. New Valley and the other holder agreed to convert their notes, with an aggregate principal amount of $18 million, together with the accrued interest, into common stock of LTS. Pursuant to the debt conversion agreement, the conversion price of the note held by New Valley was reduced from the previous conversion price of approximately $2.08 to $0.50 per share, and New Valley and the other holder each agreed to purchase $5 million of LTS common stock at $0.45 per share.

The note conversion transaction was approved by the LTS shareholders in January 2005 and closed in March 2005. At the closing, New Valley's note, representing approximately $9.9 million of principal and accrued interest, was converted into 19,876,358 shares of LTS common stock and New Valley purchased 11,111,111 LTS shares.

In March 2005, New Valley distributed the 19,876,358 shares of LTS common stock it acquired from the conversion of the notes to holders of New Valley common shares through a special dividend. On the same date, we distributed the 10,947,448 shares of LTS common stock that we received from New Valley to the holders of our common stock as a special dividend. Our stockholders of record on March 18, 2005 received approximately 0.24 of a LTS share for each share of ours in 2005.

In February 2007, LTS entered into a Debt Exchange Agreement with New Valley, the holder of $5 million principal amount of its promissory notes due March 31, 2007. Pursuant to the Exchange Agreement, New Valley agreed to exchange the principal amount of its notes for LTS common stock at an exchange price of $1.80 per share, representing the average closing price of the LTS common stock for the 30 prior trading days ending on the date of the Exchange Agreement. The debt exchange was consummated on June 29, 2007 following approval by the LTS shareholders at its annual meeting of shareholders. At the closing, the $5 million principal amount of notes was exchanged for 2,777,778 shares of LTS's common stock and accrued interest on the notes of approximately $1.7 million was paid in cash. In connection with the debt exchange, we recorded a gain in 2007 of $8.1 million, which consisted of the fair value of the 2,777,778 shares of LTS common stock at June 29, 2007 (the transaction date) and interest received in connection with the exchange. As a result, New Valley's ownership of LTS's common stock increased to 13,888,889 shares or approximately 8.0% of the outstanding LTS shares as of December 31, 2008.

Four of our directors, Howard M. Lorber, Henry C. Beinstein, Robert J. Eide and Jeffrey S. Podell, also serve as directors of LTS. Mr. Lorber also serves as Vice Chairman of LTS. Richard J. Lampen, who along with Mr. Lorber is an executive officer of ours, also serves as a director of LTS and has served as the President and Chief Executive Officer of LTS since September 2006. In September 2006, we entered into an agreement with LTS where we agreed to make available the services of Mr. Lampen as well as other financial and accounting services. LTS paid us $500,000, $400,000, and $83,000 for 2008, 2007, and 2006, respectively, related to the agreement and pays us at a rate of $600,000 per year in 2009. These amounts are recorded as a reduction to our operating, selling, administrative and general expenses. For 2007 and 2008, LTS paid compensation of $600,000 and $150,000, respectively, to each of Mr. Lorber and Mr. Lampen in connection with their services. See Note 14 to our consolidated financial statements.

Other Investments

Castle Brands. In October 2008, we acquired for $4 million an approximate 11% interest in Castle Brands Inc. (AMEX:ROX), a publicly traded developer and importer of premium branded spirits. Mr. Lampen is serving as the interim President and Chief Executive Officer. In October 2008, we entered into an agreement with Castle where we agreed to make available the services of Mr. Lampen as well as other financial and accounting services. Castle paid us $22,011 for the year ended December 31, 2008 related to the agreement and pays us at a rate of $100,000 per year in 2009.

Long-Term Investments. As of December 31, 2008, long-term investments consisted primarily of investments in investment partnerships of approximately $51 million. New Valley has committed to make an additional investment in one of these investment partnerships of up to $112,000. In the future, we may invest in other investments including limited partnerships, real estate investments, equity securities, debt securities and certificates of deposit depending on risk factors and potential rates of return.

Employees

At December 31, 2008, we had approximately 430 employees, of which approximately 250 were employed at Liggett’s Mebane facility, approximately 12 were employed at Vector Tobacco’s research facility and approximately 150 were employed in sales and administrative functions at Liggett Vector Brands. Approximately 43% of our employees are hourly employees who are represented by unions. We have not experienced any significant work stoppages since 1977, and we believe that relations with our employees and their unions are satisfactory.

Available Information

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

ITEM 1A. *RISK FACTORS*

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

We have significant liquidity commitments

During 2009 and 2010, we have certain liquidity commitments that could require the use of our existing cash resources. Our corporate expenditures (exclusive of Liggett, Vector Research, Vector Tobacco and New Valley) and other potential liquidity requirements over the next 12 months include the following:

- cash interest expense of approximately $48.5 million,
- dividends on our outstanding common shares (currently at an annual rate of approximately $115 million),

- a payment of a retirement benefit under our Supplemental Retirement Plan in July 2009 to our former Executive Chairman of approximately $20.75 million,
- the mandatory redemption by November 15, 2009 of approximately $14 million of the outstanding principal amount of our 5% Variable Interest Senior Convertible Notes, and the possible redemption of an additional approximately $98 million principal amount of Notes as a result of an option by the holders to require us to repurchase some or all of the remaining principal amount of Notes on November 15, 2009, and
- other corporate expenses and taxes, including a tax payment of approximately $75.5 million in connection with the Philip Morris brands transaction.

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

We and our subsidiaries have a substantial amount of indebtedness, including indebtedness due in 2009.

We and our subsidiaries have significant indebtedness and debt service obligations. At December 31, 2008, we and our subsidiaries had total outstanding indebtedness (including the embedded derivative liabilities related to our convertible notes) of $385 million. We must redeem $14 million of our 5% Variable Interest Senior Convertible Notes by November 15, 2009. The holders of these Notes have the option on November 15, 2009 to require us to repurchase some or all of the remaining $97.9 million principal amount of the Notes. 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 are a holding company and depend on cash payments from our subsidiaries, which are subject to contractual and other restrictions, in order to service our debt and to pay dividends on our common stock.

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

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

Our 11% senior secured notes contain restrictive covenants that limit our operating flexibility.

Our 11% senior secured notes due 2015 contain covenants that, among other things, restrict our ability to take specific actions, even if we believe them to be in our best interest, including restrictions on our ability to:

- incur or guarantee additional indebtedness or issue preferred stock;
- pay dividends or distributions on, or redeem or repurchase, capital stock;

- create liens with respect to our assets;
- make investments, loans or advances;
- prepay subordinated indebtedness;
- enter into transactions with affiliates; and
- merge, consolidate, reorganize or sell our assets.

In addition, Liggett's revolving credit agreement requires us to meet specified financial ratios. These covenants may restrict our ability to expand or fully pursue our business strategies. Our ability to comply with these and other provisions of the indenture governing the senior secured notes and the Liggett revolving credit agreement may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments or other events beyond our control. The breach of any of these covenants, including those contain in the indenture governing the notes and the Liggett's credit agreement, could result in a default under our indebtedness, which could cause those and other obligations to become due and payable. If any of our indebtedness is accelerated, we may not be able to repay it.

The notes contain restrictive covenants, which, among other things, restrict our ability to pay certain dividends or make other restricted payments or enter into transactions with affiliates if our Consolidated EBITDA, as defined in the indenture, is less than $50 million for the four quarters prior to such transaction.

Liggett faces intense competition in the domestic tobacco industry.

Liggett is considerably smaller and has fewer resources than its major competitors and, as a result, has a more limited ability to respond to market developments. Management Science Associates data indicate that the three largest cigarette manufacturers controlled approximately 85.6% of the United States cigarette market during 2008. Philip Morris is the largest and most profitable manufacturer in the market, and its profits are derived principally from its sale of premium cigarettes. Philip Morris had approximately 62.5% of the premium segment and 49.0% of the total domestic market during 2008. During 2008, all of Liggett's sales were in the discount segment, and its share of the total domestic cigarette market was 2.5%. Philip Morris and RJR Tobacco (which is now part of Reynolds American), the two largest cigarette manufacturers, have historically, because of their dominant market share, been able to determine cigarette prices for the various pricing tiers within the industry. Market pressures have historically caused the other cigarette manufacturers to bring their prices into line with the levels established by these two major manufacturers.

Philip Morris and Reynolds American dominate the domestic cigarette market and had a combined market share of approximately 74.9% at December 31, 2008. This concentration of United States market share could make it more difficult for Liggett and Vector Tobacco to compete for shelf space in retail outlets and could impact price competition in the market, either of which could have a material adverse affect on their sales volume, operating income and cash flows, which in turn could negatively affect the value of our common stock.

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

Liggett depends more on sales in the discount cigarette segment of the market, relative to the full-price premium segment, than its major competitors. All of Liggett's unit volume in 2008 and 2007 was generated in the discount segment. The discount segment is highly competitive, with consumers having less brand loyalty and placing greater emphasis on price. While the three major manufacturers all compete with Liggett in the discount segment of the market, the strongest competition for market share has recently come from a group of smaller manufacturers and importers, most of which sell low quality, deep discount cigarettes. While Liggett's share of the discount market decreased to 9.2% in 2008 from 9.3% in 2007, after increasing from 8.7% in 2006, Management Science Associates data indicate that the discount market share of these other smaller manufacturers and importers was approximately 38.5% in 2008, 37.0% in 2007 and 36.3% in 2006. If pricing in the discount market continues to be impacted by these smaller manufacturers and importers, margins in Liggett's only current market segment could be negatively affected, which in turn could negatively affect the value of our common stock.

Liggett's market share is susceptible to decline.

In years prior to 2000, Liggett suffered a substantial decline in unit sales and associated market share. Liggett's unit sales and market share increased during each of 2000, 2001 and 2002, and its market share increased in 2003 while its unit sales declined. Liggett's market share, which did not change in 2008, increased compared to the prior years in 2007, 2006, 2005 and 2004. This earlier market share erosion resulted in part from Liggett's highly leveraged capital structure that existed until December 1998 and its limited ability to match other competitors' wholesale and retail trade programs, obtain retail shelf space for its products and advertise its brands. These declines also resulted from adverse developments in the tobacco industry, intense competition and changes in consumer preferences. According to Management Science Associates data, Liggett's overall domestic market share during 2008 was 2.5% compared to 2.5% during 2007 and 2.4% during 2006. Liggett's share of the discount segment during 2008 was 9.2% compared to 9.3% in 2007, up from 8.7% in 2006. If Liggett's market share declines, Liggett's sales volume, operating income and cash flows could be materially adversely affected, which in turn could negatively affect the value of our common stock.

Liggett has significant sales to a single customer.

During 2008, 8.8% of Liggett's total revenues and 8.8% of our consolidated revenues were generated by sales to Liggett's largest customer. Liggett's contract with this customer currently expires on December 31, 2012. If this customer discontinues its relationship with Liggett or experiences financial difficulties, Liggett's results of operations could be materially adversely affected.

Liggett's cigarettes are subject to substantial and increasing regulation and taxation, which has a negative effect on revenue and profitability.

Tobacco products are subject to substantial federal and state excise taxes in the United States. On February 4, 2009, President Obama signed an increase of $0.617 in the federal excise tax per pack of cigarettes, for a total of $1.01 per pack of cigarettes, and significant tax increases on other tobacco products, to fund expansion of the State Children's Health Insurance Program, referred to as the SCHIP. These tax increases are effective on April 1, 2009.

The increases in federal excise tax under the SCHIP are substantial, and, as a result, Liggett expects its volume will be adversely impacted beginning in the second quarter of 2009.

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

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

The proposed regulation of tobacco products by the Food and Drug Administration may adversely affect Liggett's sales and operating profit.

A bill that would grant the FDA, authority to regulate tobacco products was introduced in Congress in February 2007. On July 30, 2008, the U.S. House of Representatives passed the bill by a vote of 326-102. The U.S. Senate Health, Education, Labor and Pensions Committee approved the FDA regulation bill on August 1, 2007, but the Senate adjourned in 2008 without any further action on the bill. In 2009, it is likely that Congress will again take up the issue of FDA regulation of tobacco products.

It is anticipated that any proposed FDA regulation bill most likely would:

- Require larger and more severe health warnings on packs and cartons;
- Ban the use of descriptors on tobacco products, such as "low-tar" and "light";
- Require the disclosure of ingredients and additives to consumers;
- Require pre-market approval by the FDA for claims made with respect to reduced risk or reduced exposure products;

- Allow the FDA to require the reduction of nicotine and the reduction or elimination of any other compound in tobacco products;
- Prohibit the use of foreign grown tobacco that has been grown or processed with pesticides not approved under federal law for use in domestic tobacco farming and processing;
- Allow the FDA to place more severe restrictions on the advertising, marketing and sale of cigarettes;
- Permit inconsistent state regulation of labeling and advertising and eliminate the existing federal preemption of such regulation; and
- Grant the FDA the regulatory authority to impose broad additional restrictions.

It is possible that such additional regulation could result in a decrease in cigarette sales in the United States and an increase in costs which may have a material adverse effect on our results of operations, cash flows and financial condition.

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

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

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

Industry-wide shipments of cigarettes in the United States have been generally declining for a number of years, with published industry sources estimating that domestic industry-wide shipments decreased by approximately 3.3% in 2008. According to Management Science Associates data, domestic industry-wide shipments decreased by 5.0% in 2007 compared to 2006. We believe that industry-wide shipments of cigarettes in the United States will generally continue to decline as a result of numerous factors. These factors include health considerations, diminishing social acceptance of smoking, and a wide variety of federal, state and local laws limiting smoking in restaurants, bars and other public places, as well as increases in federal and state excise taxes and settlement-related expenses which have contributed to high cigarette price levels in recent years. If this decline in industry-wide shipments continues and Liggett is unable to capture market share from its competitors, or if the industry as a whole is unable to offset the decline in unit sales with price increases, Liggett’s sales volume, operating income and cash flows could be materially adversely affected, which in turn could negatively affect the value of our common stock.

Litigation will continue to harm the tobacco industry.

Liggett could be subjected to substantial liabilities and bonding requirements from litigation relating to cigarette products. Adverse litigation outcomes could have a negative impact on the Company’s ability to operate due to their impact on cash flows. We and our Liggett subsidiary, as well as the entire cigarette industry, continue to be challenged on numerous fronts. New cases continue to be commenced against Liggett and other cigarette manufacturers. As of December 31, 2008, there were approximately 2,720 individual suits, including 2,680 Engle progeny cases described below, seven purported class actions and four governmental and other third-party payor health care reimbursement actions pending in the United States in which Liggett and/or us were named defendants. It is likely that similar legal actions, proceedings and claims will continue to be filed against Liggett. Punitive damages, often in amounts ranging into the billions of dollars, are specifically pled in these cases, in addition to compensatory and other damages. It is possible that there could be adverse developments in pending cases including the certification of additional class actions. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation. In addition, an unfavorable outcome in any tobacco-related litigation could have a material adverse effect on our consolidated financial position, results of operations or cash flows. Liggett could face difficulties in obtaining a bond to stay execution of a judgment pending appeal.

A civil lawsuit was filed by the United States federal government seeking disgorgement of approximately $289 billion from various cigarette manufacturers, including Liggett. In August 2006, the trial court entered a Final Judgment and Remedial Order against each of the cigarette manufacturing defendants, except Liggett. The Final Judgment, among other things, ordered the following relief against the non-Liggett defendants: (i) defendants are enjoined from committing any act of racketeering concerning the manufacturing, marketing, promotion, health consequences or sale of cigarettes in the United States; (ii) defendants are enjoined from making any material false, misleading, or deceptive statement or representation concerning cigarettes that persuades people to purchase cigarettes; and, (iii) defendants are permanently enjoined from utilizing “lights”, “low tar”, “ultra lights”, “mild”, or “natural” descriptors, or conveying any other express or implied health messages in connection with the marketing or sale of cigarettes as of January 1, 2007.

No monetary damages were awarded other than the government’s costs. In October 2006, the United States Court of Appeals for the District of Columbia stayed the Final Judgment pending appeal. The defendants filed amended notices of appeal in March 2007. The government acknowledged in its appellate brief that it was not appealing the district court’s decision to award no remedy against Liggett. Therefore, although this case has been concluded as to Liggett, 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 imposes regulations which adversely affect the industry, Liggett’s sales volume, operating income and cash flows could be materially adversely affected, which in turn could negatively affect the value of our common stock.

In December 2008, the United States Supreme Court, in *Altria Group Inc. 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 may result in additional class action cases in all other states. Although Liggett is not a party in the Good case, an adverse ruling or commencement of additional “lights” related class actions could have a material adverse impact on us.

There are currently five individual tobacco-related actions pending where Liggett is the only tobacco company defendant. In April 2004, in one of these cases, a jury in a Florida state court action awarded compensatory damages of $540,000 against Liggett. In addition, plaintiff’s counsel was awarded legal fees of $752,000. Liggett appealed both the verdict and the legal fees award. In October 2007, the Fourth District Court of Appeals affirmed the compensatory award. The legal fee award was reversed and remanded to the trial court. We have accrued $2.3 million for this case at December 31, 2008. Trial commenced in February in another individual case where Liggett is the only defendant.

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.

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

In May 2003, a Florida intermediate appellate court overturned a $790 million punitive damages award against Liggett and decertified the *Engle* v. *R. J. Reynolds Tobacco Co*. smoking and health class action. In July 2006, the Florida Supreme Court affirmed in part and reversed in part the May 2003 intermediate appellate court decision. Among other things, the Florida Supreme Court affirmed the decision decertifying the class on a prospective basis and the order vacating the punitive damages award, but preserved several of the trial court’s Phase I findings (including that: (i) smoking causes lung cancer, among other diseases; (ii) nicotine in cigarettes is addictive; (iii) defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) the defendants concealed material information; (v) all defendants sold or supplied cigarettes that were defective; and (vi) all defendants were negligent) and allowed plaintiffs to proceed to trial on individual liability issues (using the above findings) and compensatory and punitive damage issues, provided they commence their individual lawsuits within one year of the date the court’s decision became final on January 11, 2007, the date of the court’s mandate. In

December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants.

In June 2002, the jury in a Florida state court action entitled *Lukacs v. R.J. Reynolds Tobacco Company*, awarded $37.5 million 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* class member suit following entry of final judgment by the *Engle* trial court. In November 2008, the court entered final judgment in the amount of $24,835 (for which Liggett is 50% responsible), plus interest from June 2002. The defendants appealed the final judgment. Plaintiff has filed a motion seeking an award of attorneys' fees from Liggett based on their prior proposal for settlement. Liggett may be required to bond the amount of the judgment against it to perfect its appeal.

Pursuant to the Florida Supreme Court's July 2006 ruling in *Engle*, former class members had one year from January 11, 2007 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 mandate, are referred to as the "*Engle* progeny cases". As of December 31, 2008, there were approximately 2,680 *Engle* progeny cases pending where either Liggett (or other cigarette manufacturers) or us, or both, were named as defendants. These cases include approximately 9,620 plaintiffs. Approximately 50 cases are currently scheduled for trial in 2009.

It is possible that additional cases could be decided unfavorably and that there could be further adverse developments in the *Engle* case. Liggett may enter into discussions in an attempt to settle particular cases if it believes it is appropriate to do so. We cannot predict the cash requirements related to any future settlements and judgments, including cash required to bond any appeals, and there is a risk that those requirements will not be able to be met.

Regulation and legislation may negatively impact sales of tobacco products and our financial condition.

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 on the federal and state level which seek to, among other things, eliminate smoking in public places, further restrict displays and advertising of cigarettes, require additional warnings, including graphic warnings, on cigarette packaging and advertising, ban vending machine sales and curtail affirmative defenses of tobacco companies in product liability litigation. The trend has had, and is more likely to continue to have, an adverse effect on us.

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

Liggett may be adversely affected by the 2004 legislation to eliminate the federal tobacco quota system.

In October 2004, federal legislation was enacted which eliminated the federal tobacco quota system and price support system through an industry funded buyout of tobacco growers and quota holders. Pursuant to the legislation, manufacturers of tobacco products will be assessed $10.14 billion over a ten-year period to compensate tobacco growers and quota holders for the elimination of their quota rights. Cigarette manufacturers will initially be responsible for 96.3% of the assessment (subject to adjustment in the future), which will be allocated based on relative unit volume of domestic cigarette shipments. Liggett's and Vector Tobacco's assessment was $22.6 million in 2006, $23.3 million in 2007 and $23.6 million in 2008. The relative cost of the legislation to each of 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 will no longer be obligated to make certain contractual payments, commonly known as Phase II payments, 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.

Excise tax increases adversely affect cigarette sales.

Cigarettes are subject to substantial and increasing federal, state and local excise taxes. In February 2009, Federal legislation to reauthorize the State Children's Health Insurance Program (SCHIP), which includes funding provisions that increase the federal cigarette excise tax from $0.39 to $1.01 per pack, was enacted, effective April 1, 2009. State excise taxes vary considerably and, when combined with sales taxes, local taxes and the federal excise tax, may exceed $4.00 per pack. In 2008, seven states and the District of Colombia enacted increases in excise taxes and various states and other jurisdictions 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.

Liggett may have additional payment obligations under the Master Settlement Agreement and its other settlement agreements with the states.

In October 2004, the independent auditor under the Master Settlement Agreement notified Liggett and all other participating manufacturers that their payment obligations under the Master Settlement Agreement, dating from the agreement's execution in late 1998, had been recalculated using "net" unit amounts, rather than "gross" unit amounts (which had been used since 1999 to calculate market share on the allocation of the base annual payment under the Master Settlement Agreement). The change in the method of calculation could, among other things, require additional payments by Liggett under the Master Settlement Agreement of approximately $17.4 million, plus interest, for the periods 2001 through 2007, require Liggett to pay an additional amount of approximately $3.3 million for 2008 and require additional amounts in future periods because the proposed change from "gross" to "net" would serve to lower Liggett's market share exemption under the Master Settlement Agreement. Liggett has objected to this retroactive change and has disputed the change in methodology. No amounts have been accrued in our consolidated financial statements for any potential liability relating to the "gross" versus "net" dispute.

In 2005, the independent auditor calculated that Liggett owed $28.7 million for its 2004 sales. In April 2005, Liggett paid $11.7 million and disputed the balance, as permitted by the Master Settlement Agreement. Liggett subsequently paid an additional $9.3 million of the disputed amount, although Liggett continues to dispute that this amount is owed. This $9.3 million relates to an adjustment to its 2003 payment obligation claimed by Liggett for the market share loss to non-participating manufacturers, which is known as the "NPM Adjustment." The remaining balance in dispute of $7.7 million, which was withheld from payment, is comprised of $5.3 million claimed for a 2004 NPM Adjustment and $2.4 million relating to the Independent Auditor's retroactive change from "gross" to "net" units in calculating Master Settlement Agreement payments, which Liggett contends is improper, as discussed above. From its April 2006 payment, Liggett withheld $1.6 million claimed for the 2005 NPM Adjustment and $2.6 million relating to the retroactive change from "gross" to "net" units. Liggett and Vector Tobacco withheld approximately $4.2 million from their April 2007 payments related to the 2006 NPM Adjustment and $3.0 million relating to the retroactive change from "gross" to "net" units. The following amounts have not been accrued in our consolidated financial statements as they relate to Liggett's claims for NPM Adjustments: $6.5 million for 2003, $3.8 million for 2004 and $0.8 million for 2005.

In 2004, the Attorneys General for each of Florida, Mississippi and Texas advised Liggett that they believed that Liggett had failed to make all required payments under the respective settlement agreements with these states for the period 1998 through 2003 and that additional payments may be due for 2004 and subsequent years. Liggett believes these allegations are without merit, based, among other things, on the language of the most favored nation provisions of the settlement agreements. In December 2004, Florida offered to settle all amounts allegedly owed by Liggett for the period through 2003 for the sum of $13.5 million. In November 2004, the State of Mississippi offered to settle all amounts allegedly owed by Liggett for the period through 2003 for the sum of $6.5 million. In 2005, Liggett was served with a 60 day notice to cure alleged defaults by each of Florida and Mississippi. No specific monetary demand has been made by Texas.

Except for $2.5 million accrued at December 31, 2008, in connection with the foregoing matters, no other amounts have been accrued in our consolidated financial statements for any additional amounts that may be payable by Liggett under the settlement agreements with Florida, Mississippi and Texas. There can be no assurance that Liggett will prevail in any of these matters and that Liggett will not be required to make additional material payments, which payments could materially adversely affect our consolidated financial position, results of operations or cash flows and the value of our common stock.

Vector Tobacco is subject to risks inherent in new product development initiatives.

We have made, and plan to continue to make, significant investments in Vector Tobacco's development projects in the tobacco industry. Vector Tobacco is in the business of developing and marketing the low nicotine and nicotine-free QUEST cigarette products and developing reduced risk cigarette products. These initiatives are subject to high levels of risk, uncertainties and contingencies, including the challenges inherent in new product development. There is a risk that continued investments in Vector Tobacco will harm our results of operations, liquidity or cash flow.

The substantial risks facing Vector Tobacco include:

Risks of market acceptance of new products. In November 2001, Vector Tobacco launched nationwide its reduced carcinogen OMNI cigarettes. During 2002, acceptance of OMNI in the marketplace was limited, with revenues of only approximately $5.1 million on sales of 70.7 million units. Vector Tobacco has not been actively marketing the OMNI product, and the product is not currently in distribution. Vector Tobacco was unable to achieve the anticipated breadth of distribution and sales of the OMNI product due, in part, to the lack of success of its advertising and marketing efforts in differentiating OMNI from other conventional cigarettes with consumers through the "reduced carcinogen" message. Over the next several years, our in-house research program, together with third-party collaborators, plans to conduct appropriate studies relating to the development of cigarettes that materially reduce risk to smokers and, based on these studies, we will evaluate whether, and how, to further market the OMNI brand. OMNI has not been a commercially successful product to date and is not currently being manufactured by Vector Tobacco.

Vector Tobacco introduced its low nicotine and nicotine-free QUEST cigarettes in an initial seven-state market in January 2003 and in Arizona in January 2004. During the second quarter of 2004, based on an analysis of the market data obtained since the introduction of the QUEST product, we determined to postpone indefinitely the national launch of QUEST to be commercially successful products. Adult smokers may decide not to purchase cigarettes made with low nicotine and nicotine-free tobaccos due to taste or other preferences or other product modifications.

Potential extensive government regulation. Vector Tobacco's business may become subject to extensive additional domestic and international government regulation. Various proposals have been made for federal, state and international legislation to regulate cigarette manufacturers generally, and reduced constituent cigarettes specifically. It is possible that laws and regulations may be adopted covering matters such as the manufacture, sale, distribution and labeling of tobacco products as well as any health claims associated with reduced risk and low nicotine and nicotine-free cigarette products. A system of regulation by agencies such as the FDA, the FTC and the USDA may be established. Recently, legislation was reintroduced in Congress providing for the regulation of cigarettes by the FDA. The outcome of any of the foregoing cannot be predicted, but any of the foregoing could have a material adverse effect on Vector Tobacco's business, operating results and prospects.

Competition from other cigarette manufacturers with greater resources. Vector Tobacco's competitors generally have substantially greater resources than Vector Tobacco, including financial, marketing and personnel resources. Other major tobacco companies have stated that they are working on reduced risk cigarette products and have made publicly available at this time only limited additional information concerning their activities. Philip Morris has announced it is developing products that potentially reduce smokers' exposure to harmful compounds in cigarette smoke. RJR Tobacco has disclosed that a primary focus for its research and development activity is the development of potentially reduced exposure products, which may ultimately be recognized as products that present reduced risks to health. RJR Tobacco has stated that it continues to sell in limited distribution throughout the country a brand of cigarettes that primarily heats rather than burns tobacco, which it claims reduces the toxicity of its smoke. There is a substantial likelihood that other major tobacco companies will continue to introduce new products that are designed to compete directly with the low nicotine, nicotine-free and reduced risk products that Vector Tobacco currently markets or may develop.

Intellectual property rights, including Vector Tobacco's patents involve complex legal and factual issues. Any conflicts resulting from third party patent applications and granted patents could significantly limit Vector Tobacco's ability to obtain meaningful patent protection or to commercialize its technology. If patents currently exist or are issued to other companies that contain claims which encompass Vector Tobacco's products or the processes used by Vector Tobacco to manufacture or develop its products, Vector Tobacco may be required to obtain licenses to use these patents or to develop or obtain alternative technology. Licensing agreements, if required, may not be available on acceptable terms or at all. If licenses are not obtained, Vector Tobacco could be delayed in, or prevented from, pursuing the further development of marketing of its new cigarette products. Any alternative technology, if feasible, could take several years to develop.

Litigation, which could result in substantial cost, also may be necessary to enforce any patents to which Vector Tobacco has rights, or to determine the scope, validity and unenforceability of other parties' proprietary rights which may affect Vector Tobacco's rights. Vector Tobacco also may have to participate in interference proceedings declared by the U.S. Patent and Trademark Office to determine the priority of an invention or in opposition proceedings in foreign countries or jurisdictions, which could result in substantial costs. The mere uncertainty resulting from the institution and continuation of any technology-related litigation or any interference or opposition proceedings could have a material adverse effect on Vector Tobacco's business, operating results and prospects.

Vector Tobacco may also rely on unpatented trade secrets and know-how to maintain its competitive position, which it seeks to protect, in part, by confidentiality agreements with employees, consultants, suppliers and others. There is a risk that these agreements will be breached or terminated, that Vector Tobacco will not have adequate remedies for any breach, or that its trade secrets will otherwise become known or be independently discovered by competitors.

Dependence on key scientific personnel. Vector Tobacco's business depends on the continued services of key scientific personnel for its continued development and growth. The loss of Dr. Anthony Albino, Vector Tobacco's Senior Vice President of Public Health Affairs, could have a serious negative impact upon Vector Tobacco's business, operating results and prospects.

Ability to raise capital and manage growth of business. If Vector Tobacco succeeds in introducing to market and increasing consumer acceptance for its new cigarette products, Vector Tobacco will be required to obtain significant amounts of additional capital and manage substantial volume from its customers. There is a risk that adequate amounts of additional capital will not be available to Vector Tobacco to fund the growth of its business. To accommodate growth and compete effectively, Vector Tobacco will also be required to attract, integrate, motivate and retain additional highly skilled sales, technical and other employees. Vector Tobacco will face competition for these people. Its ability to manage volume also will depend on its ability to scale up its tobacco processing, production and distribution operations. There is a risk that it will not succeed in scaling its processing, production and distribution operations and that its personnel, systems, procedures and controls will not be adequate to support its future operations.

Potential delays in obtaining tobacco and other raw materials needed to produce products. Vector Tobacco is dependent on third parties to produce tobacco and other raw materials that Vector Tobacco requires to manufacture its products. In addition, the growing of new tobacco and new seeds is subject to adverse weather conditions. The failure by such third parties to supply Vector Tobacco with tobacco or other raw materials on commercially reasonable terms, or at all, in the absence of readily available alternative sources, would have a serious negative impact on Vector Tobacco's business, operating results and prospects. There is also a risk that interruptions in the supply of these materials may occur in the future. Any interruption in their supply could have a serious negative impact on Vector Tobacco.

New Valley is subject to risks relating to the industries in which it operates.

Risks of real estate ventures. New Valley has three significant real estate-related investments, Douglas Elliman Realty, LLC (50% interest), New Valley Oaktree Chelsea Eleven LLC (40% interest) and Aberdeen Townhomes LLC (15% preferred return), where other partners hold significant interests. New Valley must seek approval from these other parties for important actions regarding these joint ventures. Since the other parties' interests may differ from those of New Valley, a deadlock could arise that might impair the ability of the ventures to function. Such a deadlock could significantly harm the ventures.

The real estate, capital and credit markets have worsened in recent years. Because the real estate, capital and credit markets have continued to worsen, we will continue to perform additional assessments to determine the impact of the markets, if any, on our consolidated financial statements. Thus, future impairment charges may occur.

Risks of litigation on mortgage receivable. New Valley purchased a loan secured by a substantial portion of a 450-acre approved master planned community in Palm Springs, California known as "Escena" and certain completion guarantees. The loan is currently in foreclosure and litigation is ongoing to enforce our rights under the loan documents. There is no guarantee we will prevail in the litigation.

New Valley may pursue a variety of real estate development projects. Development projects are subject to special risks including potential increase in costs, changes in market demand, inability to meet deadlines which may delay the timely completion of projects, reliance on contractors who may be unable to perform and the need to obtain various governmental and third party consents.

Risks relating to the residential brokerage business. Through New Valley's investment in Douglas Elliman Realty, LLC, we are subject to the risks and uncertainties endemic to the residential brokerage business. Both Douglas Elliman and Prudential Douglas Elliman Real Estate operate as franchisees of The Prudential Real Estate Affiliates, Inc. Prudential Douglas Elliman operates each of its offices under its franchiser's brand name, but generally does not own any of the brand names under which it operates. The franchiser has significant rights over the use of the franchised service marks and the conduct of the two brokerage companies' business. The franchise agreements require the companies to:

- coordinate with the franchiser on significant matters relating to their operations, including the opening and closing of offices;
- make substantial royalty payments to the franchiser and contribute significant amounts to national advertising funds maintained by the franchiser;
- indemnify the franchiser against losses arising out of the operations of their business under the franchise agreements; and
- maintain standards and comply with guidelines relating to their operations which are applicable to all franchisees of the franchiser's real estate franchise system.

The franchiser has the right to terminate Douglas Elliman's and Prudential Douglas Elliman Real Estate's franchises, upon the occurrence of certain events, including a bankruptcy or insolvency event, a change in control, a transfer of rights under the franchise agreement and a failure to promptly pay amounts due under the franchise agreements. A termination of Douglas Elliman's or Prudential Douglas Elliman Real Estate's franchise agreement could adversely affect our investment in Douglas Elliman Realty.

The franchise agreements grant Douglas Elliman and Prudential Douglas Elliman Real Estate exclusive franchises in New York for the counties of Nassau and Suffolk on Long Island and for Manhattan, Brooklyn and Queens, subject to various exceptions and to meeting specified annual revenue thresholds. If the two companies fail to achieve these levels of revenues for two consecutive years or otherwise materially breach the franchise agreements, the franchisor would have the right to terminate their exclusivity rights. A loss of these rights could have a material adverse on Douglas Elliman Realty.

Real estate ventures and mortgage receivable have been negatively impacted by the current downturn in the residential real estate market. The U.S. residential real estate market, including the New York metropolitan area where Douglas Elliman Realty operates, is cyclical and is affected by changes in the general economic conditions that are beyond Douglas Elliman Realty's control. The U.S. residential real estate market is currently in a significant downturn due to various factors including downward pressure on housing prices, credit constraints inhibiting new buyers and an exceptionally large inventory of unsold homes at the same time that sales volumes are decreasing. The depth and length of the current downturn in the real estate industry has proved exceedingly difficult to predict. We cannot predict whether the downturn will worsen or when the market and related economic forces will return the U.S. residential real estate industry to a growth period.

Any of the following could have a material adverse effect on our real estate ventures by causing a general decline in the number of home sales and/or prices, which in turn, could adversely affect its revenues and profitability:

- periods of economic slowdown or recession;
- rising interest rates;
- the general availability of mortgage financing, including:
  - the impact of the recent contraction in the subprime and mortgage markets generally; and
  - the effect of more stringent lending standards for home mortgages;
- adverse changes in economic and general business conditions in the New York metropolitan area;
- a decrease in the affordability of homes;
- declining demand for real estate;
- a negative perception of the market for residential real estate;
- commission pressure from brokers who discount their commissions;
- acts of God, such as hurricanes, earthquakes and other natural disasters, or acts or threats of war or terrorism; and/or
- an increase in the cost of homeowners insurance.

The three major real estate ventures' current operations are located in the New York metropolitan area. Local and regional economic and general business conditions in this market could differ materially from prevailing conditions in other parts of the country. Among other things, the New York metropolitan area residential real estate market has been impacted by the significant downturn in the financial services industry. A continued downturn in the residential real estate market or economic conditions in that region could have a material adverse effect on these investments.

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

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

We depend on our key personnel.

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

We are exposed to risks from legislation requiring companies to evaluate their internal control over financial reporting.

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to assess, and our independent registered certified public accounting firm to attest to, the effectiveness of our internal control structure and procedures for financial reporting. We completed an evaluation of the effectiveness of our internal control over financial reporting for the fiscal year ended December 31, 2008, and we have an ongoing program to perform the system and process evaluation and testing necessary to continue to comply with these requirements. We expect to continue to incur increased expense and to devote additional management resources to Section 404 compliance. In the event that our chief executive officer, chief financial officer or independent registered certified public accounting firm determines that our internal control over financial reporting is not effective as defined under Section 404, investor perceptions and our reputation may be adversely affected and the market price of our stock could decline.

The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell the shares of our common stock when you want or at prices you find attractive.

The trading price of our common stock has ranged between $10.82 and $19.45 per share over the past 52 weeks. We expect that the market price of our common stock will continue to fluctuate.

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

- actual or anticipated fluctuations in our operating results;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- the operating and stock performance of our competitors;
- announcements by us or our competitors of new products or services or significant contract, acquisitions, strategic partnerships, joint ventures or capital commitments;
- the initiation or outcome of litigation;
- changes in interest rates;
- general economic, market and political conditions;
- additions or departures of key personnel; and
- future sales of our equity or convertible securities.

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

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

We have many potentially dilutive securities outstanding.

At December 31, 2008, we had outstanding options granted to employees to purchase approximately 5,284,880 shares of our common stock, with a weighted-average exercise price of $11.59 per share, of which options for 5,169,120 shares were exercisable at December 31, 2008. We also have outstanding convertible notes and debentures maturing in November 2011 and June 2026, which are currently convertible into 12,932,556 shares of our common stock. The issuance of these shares will cause dilution which may adversely affect the market price of our common stock. The availability for sale of significant quantities of our common stock could adversely affect the prevailing market price of the stock.

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

None.

ITEM 2. ***PROPERTIES***

Our principal executive offices are located in Miami, Florida. We lease 13,849 square feet of office space from an unaffiliated company in an office building in Miami, which we share with various of our subsidiaries. The lease expires in November 2014.

We lease approximately 18,000 square feet of office space in New York, New York under leases that expire in 2013. Approximately 9,000 square feet of such space has been subleased to unaffiliated third parties for the balance of the term of the lease. New Valley's operating properties are discussed above under the description of New Valley's business.

Liggett's tobacco manufacturing facilities, and several of the distribution and storage facilities, are currently located in or near Mebane, North Carolina. Various of such facilities are owned and others are leased. As of December 31, 2008, the principal properties owned or leased by Liggett are as follows:

Type	Location	Owned or Leased	Approximate Total Square Footage
Storage Facilities	Danville, VA	Owned	578,000
Office and Manufacturing Complex	Mebane, NC	Owned	240,000
Warehouse	Mebane, NC	Owned	60,000
Warehouse	Mebane, NC	Leased	50,000
Warehouse	Mebane, NC	Leased	30,000
Warehouse	Mebane, NC	Leased	22,000

Liggett Vector Brands leases approximately 20,000 square feet of office space in Morrisville, North Carolina. The lease expires in January 2014.

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

ITEM 3. ***LEGAL PROCEEDINGS***

Liggett and other United States cigarette manufacturers have been named as defendants in numerous, direct, third-party and class actions predicated on the theory that they should be liable for damages from adverse health effects alleged to have been caused by cigarette smoking or by exposure to secondary smoke from cigarettes.

Reference is made to Note 12 to our consolidated financial statements, which contains a general description of certain legal proceedings to which the Company, Liggett, New Valley or their subsidiaries are a party and certain related matters. Reference is also made to Exhibit 99.1, Material Legal Proceedings, incorporated herein, for additional information regarding the pending tobacco-related legal proceedings to which we or Liggett are parties. 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 Street, Miami, Florida 33131, Attn: Investor Relations.

ITEM 4. ***SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS***

During the last quarter of 2008, no matter was submitted to stockholders for their vote or approval, through the solicitation of proxies or otherwise.

EXECUTIVE OFFICERS OF THE REGISTRANT

The table below, together with the accompanying text, presents certain information regarding all our current executive officers as of March 2, 2009. Each of the executive officers serves until the election and qualification of such individual's successor or until such individual's death, resignation or removal by the Board of Directors.

Name	Age	Position	Year Individual Became an Executive Officer
Howard M. Lorber	60	President and Chief Executive Officer	2001
Richard J. Lampen	55	Executive Vice President	1996
J. Bryant Kirkland III	43	Vice President, Chief Financial Officer and Treasurer	2006
Marc N. Bell	48	Vice President, General Counsel and Secretary	1998
Ronald J. Bernstein	55	President and Chief Executive Officer of Liggett	2000

Howard M. Lorber has been our President and Chief Executive Officer since January 2006. He served as our President and Chief Operating Officer from January 2001 to December 2005 and has served as a director of ours since January 2001. From November 1994 to December 2005, Mr. Lorber served as President and Chief Operating Officer of New Valley, where he also served as a director. Mr. Lorber was Chairman of the Board of Hallman & Lorber Assoc., Inc., consultants and actuaries of qualified pension and profit sharing plans, and various of its affiliates from 1975 to December 2004 and has been a consultant to these entities since January 2005; a stockholder and a registered representative of Aegis Capital Corp., a broker-dealer and a member firm of the National Association of Securities Dealers, since 1984; Chairman of the Board of Directors since 1987 and Chief Executive Officer from November 1993 to December 2006 of Nathan's Famous, Inc., a chain of fast food restaurants; a consultant to us and Liggett from January 1994 to January 2001; a director of United Capital Corp., a real estate investment and diversified manufacturing company, since May 1991; and Chairman of the Board of Ladenburg Thalmann Financial Services from May 2001 to July 2006 and Vice Chairman since July 2006. He is also a trustee of Long Island University.

Richard J. Lampen has served as our Executive Vice President since July 1996. From October 1995 to December 2005, Mr. Lampen served as the Executive Vice President and General Counsel of New Valley, where he also served as a director. Since September 2006, he has served as President and Chief Executive Officer of Ladenburg Thalmann Financial Services. Since November 1998, he has served as President and Chief Executive Officer of CDSI Holdings Inc., an affiliate of New Valley seeking acquisition or investment opportunities. Since October 2008, Mr. Lampen has served as interim President and Chief Executive Officer of Castle Brands Inc., a publicly traded developer and importer of premium branded spirits in which we held an approximate 11% equity interest at December 31, 2008. From May 1992 to September 1995, Mr. Lampen was a partner at Steel Hector & Davis, a law firm located in Miami, Florida. From January 1991 to April 1992, Mr. Lampen was a Managing Director at Salomon Brothers Inc, an investment bank, and was an employee at Salomon Brothers Inc from 1986 to April 1992. Mr. Lampen is a director of Castle, CDSI Holdings and Ladenburg Thalmann Financial Services. Mr. Lampen has served as a director of a number of other companies, including U.S. Can Corporation, The International Bank of Miami, N.A. and Spec's Music Inc., as well as a court-appointed independent director of Trump Plaza Funding, Inc.

J. Bryant Kirkland III has been our Vice President, Chief Financial Officer and Treasurer since April 2006. Mr. Kirkland has served as a Vice President of ours since January 2001 and served as New Valley's Vice President and Chief Financial Officer from January 1998 to December 2005. He has served since November 1994 in various financial capacities with us and New Valley. Mr. Kirkland has served as Vice President and Chief Financial Officer of CDSI Holdings Inc. since January 1998 and as a director of CDSI Holdings Inc. since November 1998.

Marc N. Bell has been our Vice President since January 1998, our General Counsel and Secretary since May 1994 and the Senior Vice President and General Counsel of Vector Tobacco since April 2002. From November 1994 to December 2005, Mr. Bell served as Associate General Counsel and Secretary of New Valley and from February 1998 to December 2005, as a Vice President of New Valley. Prior to May 1994, Mr. Bell was with the law firm of Zuckerman Spaeder LLP in Miami, Florida and from June 1991 to May 1993, with the law firm of Fischbein • Badillo • Wagner • Harding in New York, New York.

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

PART II

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

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

Year	High	Low	Cash Dividends
2008:			
Fourth Quarter	$ 17.62	$ 10.82	$ .40
Third Quarter	19.45	15.24	.38
Second Quarter	17.33	15.15	.38
First Quarter	19.28	15.81	.38
2007:			
Fourth Quarter	$ 21.90	$ 18.90	$ .38
Third Quarter	22.62	18.88	.36
Second Quarter	20.78	15.74	.36
First Quarter	17.35	15.40	.36

At February 17, 2009, there were approximately 2,088 holders of record of our common stock.

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

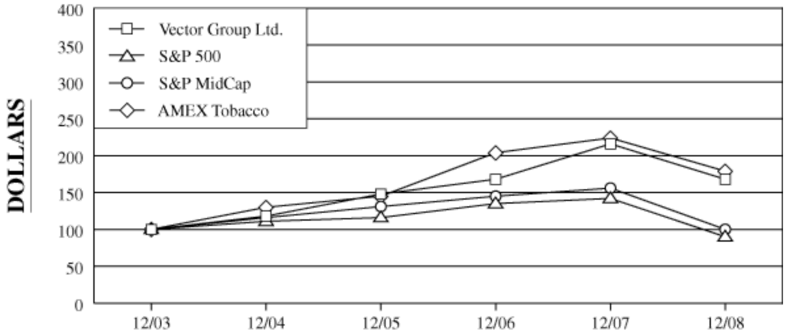
Liggett's revolving credit agreement currently permits Liggett to pay dividends to VGR Holding only if Liggett's borrowing availability exceeds $5 million for the 30 days prior to payment of the dividend, and so long as no event of default has occurred under the agreement, including Liggett's compliance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

Our 11% Senior Secured Notes due 2015 prohibit our payment of cash dividends or distributions on our common stock if at the time of such payment our Consolidated EBITDA (as defined) for the most recently completed four full fiscal quarters is less than $50 million.

We paid 5% stock dividends on September 29, 2006, September 28, 2007 and September 29, 2008 to the holders of our common stock. All information presented in this report is adjusted for the stock dividends.

Performance Graph

The following graph compares the total annual return of our Common Stock, the S&P 500 Index, the S&P MidCap 400 Index and the AMEX Tobacco Index for the five years ended December 31, 2008. The graph assumes that $100 was invested on December 31, 2003 in the Common Stock and each of the indices, and that all cash dividends and distributions were reinvested. Information for our Common Stock includes the value of the March 30, 2005 distribution to our stockholders of shares of Ladenburg Thalmann Financial Services common stock and assumes such stock was held by the stockholders until the end of each year.



	12/03	12/04	12/05	12/06	12/07	12/08
Vector Group Ltd.	100	118	148	168	216	168
S&P 500	100	111	116	135	142	90
S&P MidCap	100	116	131	145	156	100
AMEX Tobacco	100	130	145	204	224	179

Unregistered Sales of Equity Securities and Use of Proceeds

No securities of ours which were not registered under the Securities Act of 1933 have been issued or sold by us during the three months ended December 31, 2008.

Issuer Purchases of Equity Securities

No securities of ours were repurchased by us or our affiliated purchasers during the three months ended December 31, 2008.

ITEM 6. ***SELECTED FINANCIAL DATA***

	Year Ended December 31,				
	2008	2007	2006	2005	2004
	(dollars in thousands, except per share amounts)				
Statement of Operations Data:					
Revenues(1)	$ 565,186	$ 555,430	$ 506,252	$ 478,427	$ 498,860
Income from continuing operations	60,504	73,803	42,712	42,585	4,462
Income from discontinued operations	—	—	—	3,034	2,689
Extraordinary item	—	—	—	6,766	—
Net income	60,504	73,803	42,712	52,385	7,151
Per basic common share(2):					
Net income applicable to common shares	$ 0.90	$ 1.10	$ 0.66	$ 1.02	$ 0.14
Per diluted common share(2):					
Net income applicable to common shares	$ 0.80	$ 1.07	$ 0.65	$ 0.96	$ 0.14
Cash distributions declared per common share(2)	$ 1.54	$ 1.47	$ 1.40	$ 1.33	$ 1.27
Balance Sheet Data:					
Current assets	$ 355,283	$ 395,626	$ 303,156	$ 319,099	$ 242,124
Total assets	717,712	785,289	637,462	603,552	535,927
Current liabilities	296,159	109,337	168,786	128,100	119,835
Notes payable, embedded derivatives, long-term debt and other obligations, less current portion	287,545	378,760	198,777	277,613	279,800
Non-current employee benefits, deferred income taxes, minority interests and other long-term liabilities	100,403	196,340	174,922	168,773	225,509
Stockholders’ equity (deficit)	33,605	100,852	94,977	29,066	(89,217)

(1) Revenues include federal excise taxes of $168,170, $176,269, $174,339, $161,753 and $175,674, respectively.

(2) Per share computations include the impact of 5% stock dividends on September 29, 2008, September 28, 2007, September 29, 2006, September 29, 2005 and September 29, 2004.

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

(Dollars in Thousands, Except Per Share Amounts)

Overview

We are a holding company and are engaged principally in:

- the manufacture and sale of cigarettes in the United States through our subsidiary Liggett Group LLC,
- the development and marketing of reduced risk cigarette products through our subsidiary Vector Tobacco Inc., and
- the real estate business through our subsidiary, New Valley LLC, 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 Liggett's unit sales volume in 2006, 2007 and 2008 was in the discount segment, which Liggett's management believes has been the primary growth segment in the industry for over 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.

Liggett's cigarettes are produced in approximately 180 combinations of length, style and packaging. Liggett's current brand portfolio includes:

- LIGGETT SELECT — the third largest brand in the deep discount category,
- GRAND PRIX — a growing brand in the deep discount segment,
- EVE — a leading brand of 120 millimeter cigarettes in the branded discount category,
- PYRAMID — the industry's first deep discount product with a brand identity, 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, which was the largest seller in Liggett's family of brands in 2006 and 2007, comprised 37.5% in 2006, 32.9% in 2007 and 30.1% in 2008 of Liggett's unit volume. In September 2005, Liggett repositioned GRAND PRIX to distributors and retailers nationwide. GRAND PRIX is marketed as the "lowest price fighter" to specifically compete with brands which are priced at the lowest level of the deep discount segment. GRAND PRIX, which represented 30.3% of Liggett's volume in 2007, is now the largest seller in Liggett's family of brands with 32.6% of Liggett's unit volume in 2008.

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 Liggett has gained a sustainable cost advantage over its 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 as well as the fourth largest, Commonwealth Brands, Inc. (which Imperial Tobacco PLC acquired in 2007). 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 lower quality, deep discount cigarettes.

In January 2003, Vector Tobacco introduced QUEST, its brand of low nicotine and nicotine-free cigarette products. QUEST brand cigarettes are currently marketed solely to permit adult smokers, who wish to continue smoking, to gradually reduce their intake of nicotine. The products are not labeled or advertised for smoking cessation or as a safer form of smoking.

In November 2006, our Board of Directors determined to discontinue the genetics operation of our subsidiary, Vector Research Ltd., and, not to pursue, at that time, Food and Drug Administration approval of QUEST as a smoking cessation aid, due to the projected significant additional time and expense involved in seeking such approval. In connection with this decision, we eliminated 12 full-time positions effective December 31, 2006.

As a result of these actions, we realized cost savings in excess of $4,000 in each of 2008 and 2007. We recognized pre-tax restructuring and inventory impairment charges of approximately $2,664, primarily during the fourth quarter of 2006. The restructuring charges include approximately $484 relating to employee severance and benefit costs, $338 for contract termination and other associated costs, approximately $952 for asset impairment and $890 in inventory write-offs. Approximately $1,840 of these charges represented non-cash items.

Recent Developments

SNUS. In May 2008 Liggett introduced SNUS, a premium quality pouched tobacco product. SNUS is currently manufactured in Sweden and is available in three varieties.

Issuance of 11% Senior Secured Notes. In August 2007, we sold $165,000 principal amount of our 11% Senior Secured Notes due August 15, 2015 in a private offering to qualified institutional investors in accordance with Rule 144A under the Securities Act. We intend to use the net proceeds of the issuance for general corporate purposes which may include working capital requirements, the financing of capital expenditures, future acquisitions, the repayment or refinancing of outstanding indebtedness, payment of dividends and distributions and the repurchase of all or any part of our outstanding convertible notes.

LTS Debt Exchange Agreement. In February 2007, Ladenburg Thalmann Financial Services Inc. (“LTS”) entered into a Debt Exchange Agreement with New Valley, the holder of $5,000 principal amount of its promissory notes due March 31, 2007. Pursuant to the Exchange Agreement, New Valley agreed to exchange the principal amount of its notes for LTS common stock at an exchange price of $1.80 per share, representing the average closing price of the LTS common stock for the 30 prior trading days ending on the date of the Exchange Agreement.

The debt exchange was consummated on June 29, 2007 following approval by the LTS shareholders at its annual meeting of shareholders. At the closing, the $5,000 principal amount of notes was exchanged for 2,777,778 shares of LTS’s common stock and accrued interest on the notes of approximately $1,730 was paid in cash. In connection with the debt exchange, we recorded a gain in the second quarter of 2007 of $8,121, which consisted of the fair value of the 2,777,778 shares of LTS common stock at June 29, 2007 (the transaction date) and interest received in connection with the exchange.

As a result of the debt exchange, New Valley’s ownership of LTS’s common stock increased to 13,888,889 shares or approximately 8.1% of the then outstanding LTS shares.

NASA Settlement. In 1994, New Valley commenced an action against the United States government seeking damages for breach of a launch services agreement covering the launch of one of the Westar satellites owned by New Valley’s former Western Union satellite business. In March 2007, the parties entered into a Stipulation for Entry of Judgment to settle New Valley’s claims and, pursuant to the settlement, $20,000 was paid in May 2007. In the first quarter of 2007, we recognized a pre-tax gain of $19,590, which consisted of other non-operating income of $20,000 and $410 of selling, general and administrative expenses, in connection with the settlement.

Proposed and enacted excise tax increases. In February 2009, Federal legislation to reauthorize the State Children’s Health Insurance Program (SCHIP), which includes funding provisions that increase the federal cigarette excise tax from $0.39 to $1.01 per pack, was enacted, effective April 1, 2009. Seven states and the District of Columbia enacted increases to state excise taxes in 2008 and further increases in states’ excise taxes are expected in 2009.

Tobacco Settlement Agreements. In October 2004, the independent auditor under the Master Settlement Agreement notified Liggett and all other Participating Manufacturers that their payment obligations under the Master Settlement Agreement, dating from the agreement's execution in late 1998, had been recalculated using "net" unit amounts, rather than "gross" unit amounts (which had been used since 1999 to calculate market share and the allocation of the base amount of payments under the Master Settlement Agreement). The change in the method of calculation could, among other things, require additional Master Settlement Agreement payments by Liggett of approximately $17,541, plus interest, for 2001 through 2007, require an additional payment of approximately $3,300 for 2008 and require additional amounts in future periods because the proposed change from "gross" to "net" units would serve to lower Liggett's market share exemption under the Master Settlement Agreement. Liggett has objected to this retroactive change and has disputed the change in methodology. No amounts have been accrued or expensed in our consolidated financial statements for any potential liability relating to the "gross" versus "net" dispute because we do not believe an unfavorable outcome is probable.

In 2005, the independent auditor under the Master Settlement Agreement calculated that Liggett owed $28,668 for its 2004 sales. Liggett paid $11,678 and disputed the balance, as permitted by the Master Settlement Agreement. Liggett subsequently paid $9,304 of the disputed amount, although Liggett continues to dispute that this amount is owed. This $9,304 relates to an adjustment to its 2003 payment obligation claimed by Liggett for the market share loss to non-participating manufacturers, which is known as the "NPM Adjustment." At December 31, 2008, included in "Other assets" on our consolidated balance sheet was a receivable of $6,513 relating to such amount. The remaining balance in dispute of $7,686 is comprised of $5,318 claimed for a 2004 NPM Adjustment and $2,368 relating to the independent auditor's retroactive change from "gross" to "net" units in calculating Master Settlement Agreement payments, which Liggett contends is improper, as discussed above. From its April 2006 payment, Liggett and Vector Tobacco withheld approximately $1,600 claimed for the 2005 NPM Adjustment and $2,612 relating to the retroactive change from "gross" to "net" units. Liggett and Vector Tobacco withheld approximately $4,200 from their April 2007 payments related to the 2006 NPM Adjustment and approximately $3,000 relating to the retroactive change from "gross" to "net" units. From its April 2008 payment, Liggett withheld approximately $4,000 for the 2007 NPM Adjustment and approximately $3,300 related to the retroactive change from "gross" to "net" units. Vector Tobacco paid approximately $200 into the disputed payments account for the 2007 NPM Adjustment. Liggett and Vector Tobacco paid approximately $34.0 million for their 2008 Master Settlement obligations during 2008 and anticipate paying another $9.8 million in April 2009, after withholding certain disputed amounts.

The following amounts have not been expensed in our consolidated financial statements as they relate to Liggett's and Vector Tobacco's claim for an NPM Adjustment: $6,513 for 2003, $3,789 for 2004 and $800 for 2005.

In March 2006, an economic consulting firm selected pursuant to the Master Settlement Agreement rendered its final and non-appealable decision that the Master Settlement Agreement was a "significant factor contributing to" the loss of market share of Participating Manufacturers for 2003. The economic consulting firm subsequently rendered the same decision with respect to 2004 and 2005. As a result, the manufacturers are entitled to potential NPM Adjustments to their 2003, 2004 and 2005 Master Settlement Agreement payments. 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 state or territory.

Since April 2006, notwithstanding provisions in the Master Settlement Agreement requiring arbitration, litigation has been filed in 49 Settling States and territories 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 Master Settlement Agreement previously determined to be as much as $1,200,000 for all Participating Manufacturers. To date, all 48 courts that have decided the issue have ruled that the 2003 NPM Adjustment dispute is arbitrable and 44 of these decisions are final. There can be no assurance that Liggett or Vector Tobacco will receive any adjustment as a result of these proceedings.

Vector Tobacco does not make MSA payments on sales of its QUEST 3 product as Vector Tobacco believes that QUEST 3 does not fall within the definition of a cigarette under the MSA. There can be no assurance that Vector Tobacco's assessment is correct and that additional payments under the MSA for QUEST 3 will not be owed.

In 2003, in order to resolve any potential issues with Minnesota as to Liggett's ongoing economic settlement obligations, Liggett negotiated a $100 a year payment to Minnesota, to be paid any year cigarettes manufactured by Liggett are sold in that state. In 2004, the Attorneys General for each of Florida, Mississippi and Texas advised Liggett that they believed that Liggett has failed to make all required payments under the respective settlement agreements with these states for the period 1998 through 2003 and that additional payments may be due for 2004 and subsequent years. . In 2004, Florida and Mississippi proposed settlements to Liggett in the amount of $20,000 for the period 1998 through 2003. Further discussions among the parties have not resulted in any resolutions of the disputes. Liggett believes these allegations are without merit, based, among other things, on the language of the most favored nation provisions of the settlement agreements.

Except for $2,500 accrued as of December 31, 2008, in connection with the foregoing matters, no other amounts have been accrued in the accompanying consolidated financial statements for any additional amounts that may be payable by Liggett under the settlement agreements with Florida, Mississippi and Texas. There can be no assurance that Liggett will resolve these matters and that Liggett will not be required to make additional material payments, which payments could adversely affect our consolidated financial position, results of operations or cash flows.

Losses on Long-term Investments. We recorded a loss of $21,900 in 2008 due to the performance of three of our long-term investments in various investment funds in 2008. During 2008, one of our long-term investments was impaired due to a portion of its underlying assets being held in an account with the European subsidiary of Lehman Brothers Holdings Inc. while our other long-term investments were impaired as a result of the funds' performances in 2008. We record impairment charges when it is determined an other-than-temporary decline in fair value exists in any of our long-term investments. Thus, future impairment charges may occur. In April 2008, we elected to withdraw our investment in Jefferies Buckeye Fund, LLC ("Buckeye Fund"), a privately managed investment partnership, of which Jefferies Asset Management, LLC is the portfolio manager. We recorded a loss of $567 during the first quarter of 2008 associated with the Buckeye Fund's performance, which has been included as "Other expense" on our consolidated statement of operations. We received proceeds of $8,328 in May 2008 and received an additional $900 of proceeds in the first quarter of 2009, which has been included in "Other current assets" on our consolidated balance sheet.

Real Estate Activities. New Valley accounts for its 50% interests in Douglas Elliman Realty LLC, Koa Investors LLC and 16th & K Holdings LLC and its 40% interest in New Valley Oaktree Chelsea Eleven LLC on the equity method. Douglas Elliman Realty operates the largest residential brokerage company in the New York metropolitan area. Koa Investors LLC owns the Sheraton Keauhou Bay Resort & Spa in Kailua-Kona, Hawaii, which is a four star resort with 521 rooms. In 2008, KOA was informed by its lender that it is in default on its $82 million loan. In August 2005, 16th & K Holdings LLC acquired the St. Regis Hotel, a 193 room luxury hotel in Washington, D.C. New Valley Oaktree Chelsea Eleven lent $29 million and contributed $1 million in capital to Chelsea Eleven LLC, which is developing a condominium project in Manhattan, New York.

Sale of St. Regis Hotel. In March 2008, 16th and K Holdings LLC closed on the sale of 90% of the St. Regis Hotel. In addition to retaining a 3% interest, net of incentives, in the St. Regis Hotel, New Valley received $16,406 upon the sale of the hotel. New Valley anticipates receiving an additional $3,400 in various installments between 2009 and 2012. We recorded the $16,406 as an investing activity in the consolidated statement of cash flows for the year ended December 31, 2008. New Valley recorded equity losses of $3,796, $2,344, and $2,147 for the years ended December 31, 2008, 2007, and 2006, respectively, associated with 16th and K Holdings LLC. For the year ended December 31, 2008, New Valley also recorded equity income of $16,363 in connection with the distributions received in excess of the carrying amount of the investment in St. Regis and we have no legal obligation to make additional investments to the investment.

Escena. In March 2008, a subsidiary of New Valley purchased a loan secured by a substantial portion of a 450-acre approved master planned community in Palm Springs, California known as "Escena." The loan, which is currently in foreclosure, was purchased for its $20,000 face value plus accrued interest and other costs of $1,445. The loan is being accounted for under the cost recovery method and the costs include the purchase price and additional capitalized costs of $259. The borrowers are Escena-PSC, LLC and Palm Springs Classic, LLC, a joint venture of Lennar Homes of California, Inc and Empire Land, LLC. In April 2008, Empire Land filed a Chapter 11 bankruptcy petition, which was converted to Chapter 7 in December 2008. Lennar Homes is an affiliate of Lennar Corporation. The project consists of 867 residential lots with site and public infrastructure, an 18-hole golf course, a substantially completed clubhouse, and a seven-acre site approved for a 450-room hotel.

In October 2007, the "as is" value of the land was appraised in excess of the outstanding value of the loan. In January 2009, we obtained an appraisal that valued the property at substantially less than the outstanding loan balance. The reduction in value was attributed to the overall real estate market conditions in California. Among other things, Lennar Corporation has a payment guarantee of up to 50% of the outstanding loan balance plus accrued interest as well as a guarantee to complete the development of the property. In order to calculate the fair market value of the investment, we utilized the most recent "as is" appraised value of the collateral and estimated the value of Lennar's completion and payment guaranties, less estimated costs to enforce the guaranties and dispose of the property. Based on these estimates, we determined that the fair market value was less than the carrying amount of the mortgage receivable at December 31, 2008 by approximately $4,000. Accordingly, a reserve was established for the decline in value and a charge of $4,000 was recorded for the year ended December 31, 2008. We carried the loan on our consolidated balance sheet at its net basis of $17,704 as of December 31, 2008. Litigation is ongoing to enforce our rights under the loan documents. The parties are currently in settlement discussions.

Aberdeen Townhomes LLC. In June 2008, a subsidiary of New Valley purchased a preferred equity interest in Aberdeen Townhomes LLC for $10,000. Aberdeen acquired five town home residences located in Manhattan, New York, which it is in the process of rehabilitating and selling. In the event that Aberdeen makes distributions of cash, New Valley is entitled to a priority preferred return of 15% per annum until it has recovered its invested capital. New Valley is entitled to 25% of subsequent cash distributions of profits until it has achieved an annual 18% internal rate of return. New Valley is then entitled to 20% of subsequent cash distributions of profits until it has achieved an annual 23% IRR. After New Valley has achieved an annual 23% IRR, it is then entitled to 10% of any remaining cash distributions of profits.

Aberdeen is a variable interest entity; however, we are not the primary beneficiary. Our maximum exposure to loss as a result of our investment in Aberdeen is $10,000. This investment is being accounted for under the cost method.

In January 2009, we obtained an appraisal of the five town home residences and determined that the value of the properties, less estimated disposal costs, was approximately $3,500 less than their carrying value and recorded an impairment charge for $3,500. The reduction in value was attributed to the overall real estate market conditions in New York City at December 31, 2008. Four of the five notes related to the project with a balance of approximately $29,125 matured on March 1, 2009 and have not been refinanced. The remaining mortgage with a balance of approximately $11,500 matures on September 30, 2009. Additionally in February 2009, the managing member of Aberdeen Townhomes gave notice that it is resigning as managing member. A subsidiary of New Valley will become the new managing member.

New Valley Oaktree Chelsea Eleven, LLC. In September 2008, a subsidiary of New Valley purchased for $12,000 a 40% interest in New Valley Oaktree Chelsea Eleven, LLC, which lent $29,000 and contributed $1,000 in capital to Chelsea Eleven LLC, which is developing a condominium project in Manhattan, New York. The development consists of 72 luxury residential units and one commercial unit. Approximately 75% of the units are pre-sold and approximately $35,000 in deposits are held in escrow. The loan from New Valley Oaktree is subordinate to a $110,000 construction loan and a $24,000 mezzanine loan plus accrued interest. The loan from New Valley Oaktree to Chelsea Eleven bears interest at 60.25% per annum, compounded monthly, with $3,750 being held in an interest reserve, of which five payments of $300 were paid to New Valley on a monthly basis.

New Valley Chelsea is a variable interest entity; however, we are not the primary beneficiary. Our maximum exposure to loss as a result of our investment in Chelsea is $12,000. This investment is being accounted for under the equity method.

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 December 31, 2008, there were approximately 2,720 individual suits (excluding approximately 100 individual cases pending in West Virginia state court as part of a consolidated action; Liggett has been severed from the trial of the consolidated action), seven purported class actions and four governmental and other third-party payor health care reimbursement actions pending in the United States in which Liggett or us, or both, were named as a defendant.

Class action suits have been filed in a number of states against individual cigarette manufacturers, alleging, among other things, that the use of the terms "light" and "ultralight" constitutes unfair and deceptive trade practices. One such suit (*Schwab v. Philip Morris*), pending in federal court in New York since 2004, seeks to create a nationwide class of "light" cigarette smokers and includes Liggett as a defendant. The action asserts claims under the Racketeer Influenced and Corrupt Organizations Act (RICO). The proposed class is seeking as much as $200,000,000 in damages, which could be trebled under RICO. In November 2005, the court ruled that the plaintiffs would be permitted to calculate damages on an aggregate basis and use "fluid recovery" theories to allocate them among class members, if the class is certified,. Fluid recovery would permit potential damages to be paid out in ways other than merely giving cash directly to plaintiffs, such as establishing a pool of money that could be used for public purposes. In September 2006, the court granted plaintiffs' motion for class certification. In April 2008, the United States Court of Appeals for the Second Circuit decertified the class. The case was returned to the trial court for further proceedings. Liggett is a defendant in the *Schwab* case. We have accrued approximately $2.3 million for this case at December 31, 2008.

There are currently five individual tobacco-related actions pending where Liggett is the only tobacco company defendant. In April 2004, in one of these cases, a jury in a Florida state court action awarded compensatory damages of $540 against Liggett, plus interest. This award is final. In addition, plaintiff's counsel was awarded legal fees of $752. Liggett appealed the legal fees award. In March 2008, the Fourth District Court of Appeals reversed and remanded the legal fee award for further proceedings in the trial court. In February 2009, trial commenced in another of these cases.

In May 2003, Florida's Third District Court of Appeal reversed a $790,000 punitive damages award against Liggett and decertified the *Engle* smoking and health class action. In July 2006, the Florida Supreme Court affirmed in part and reversed in part the May 2003 intermediate appellate court decision. Among other things, the Florida Supreme Court affirmed the decision vacating the punitive damages award and held that the claim should be decertified prospectively, but preserved several of the Phase I findings (including that: (i) smoking causes lung cancer, among other diseases; (ii) nicotine in cigarettes is addictive; (iii) defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) the defendants concealed material information; (v) all defendants sold or supplied cigarettes that were defective; and (vi) all defendants were negligent) and allowed plaintiffs to proceed to trial on individual liability issues (using the above findings) and compensatory and punitive damage issues, provided they commence their individual lawsuits within one year of the date the court's decision became final on January 11, 2007, the date of the court's mandate. In December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants. Class counsel filed motions for attorneys' fees and costs, which motions are pending. There are approximately 2,680 *Engle* progeny cases, in state and federal courts in Florida, where either Liggett (and other cigarette manufacturers) or us, or both, were named as defendants. These cases include approximately 9,620 plaintiffs. In June 2002, the jury in *Lukacs v. R. J. Reynolds Tobacco Company*, an individual case brought under the third phase of the *Engle* case, awarded $37,500, plus interest, (subsequently reduced by the court to $24,835) of compensatory damages, jointly and severally, against Liggett and two other cigarette manufacturers and found Liggett 50% responsible for the damages. In November 2008, the court entered final judgment. The defendants have appealed. The plaintiffs are seeking an award of attorney's fees from Liggett. Liggett may be required to bond the amount of the judgment against it to perfect its appeal. It is possible that additional cases could be decided unfavorably and that there could be further adverse developments in the *Engle* case. Liggett may enter into discussions in an attempt to settle particular cases if it believes it is appropriate to do so. We cannot predict the cash requirements related to any future settlements and judgments, including cash required to bond any appeals, and there is a risk that those requirements will not be able to be met.

Critical Accounting Policies

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

Effective January 1, 2008, we adopted Statement of Financial Accounting Standards No. 157, "Fair Value Measurements," ("SFAS No. 157") for financial assets and financial liabilities. SFAS No. 157 does not require any new fair value measurements but provides a definition of fair value, establishes a framework for measuring fair value, and expands disclosure about fair value measurements. We will adopt SFAS No. 157 for nonfinancial assets and nonfinancial liabilities on January 1, 2009. The adoption of SFAS No. 157 on financial assets and financial liabilities did not have a material impact on our consolidated results of operations, financial position or cash flows. We are currently assessing the impact of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities on our consolidated results of operations, financial position or cash flows.

On January 1, 2007 we adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)". During the fourth quarter of 2006, we adopted Statement of Financial Accounting Standards ("SFAS") No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans". SFAS 123(R), "Share-Based Payment", and Emerging Issues Task Force ("EITF") Issue No. 05-8, "Income Tax Effects of Issuing Convertible Debt with a Beneficial Conversion Feature" were adopted on January 1, 2006. There were no other accounting policies adopted during 2008, 2007 and 2006 that had a material effect on our financial condition or results of operations. Refer to Note 1(y) of our consolidated financial statements for a discussion of recent accounting pronouncements that may impact our consolidated financial statements.

Revenue Recognition. Revenues from sales of cigarettes are recognized upon the shipment of finished goods when title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, the sale price is determinable and collectibility is reasonably assured. We provide an allowance for expected sales returns, net of any related inventory cost recoveries. In accordance with EITF Issue No. 06-3, "How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation)", our accounting policy is to include federal excise taxes in revenues and cost of goods sold. Such revenues and cost of sales totaled $168,170, $176,269 and $174,339 for the years ended December 31, 2008, 2007 and 2006, respectively. Since our primary line of business is tobacco, our financial position and our results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.

Marketing Costs. We record marketing costs as an expense in the period to which such costs relate. We do not defer the recognition of any amounts on our consolidated balance sheets with respect to marketing costs. We expense advertising costs as incurred, which is the period in which the related advertisement initially appears. We record consumer incentive and trade promotion costs as a reduction in revenue in the period in which these programs are offered, based on estimates of utilization and redemption rates that are developed from historical information.

Restructuring and Asset Impairment Charges. We have recorded charges related to employee severance and benefits, asset impairments, contract termination and other associated exit costs during 2003, 2004 and 2006. The calculation of severance pay requires management to identify employees to be terminated and the timing of their severance from employment. The calculation of benefits charges requires actuarial assumptions including determination of discount rates. The asset impairments were recorded in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", which requires management to estimate the fair value of assets to be disposed of. On January 1, 2003, we adopted SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". Charges related to restructuring activities initiated after this date were recorded when incurred. Prior to this date, charges were recorded at the date of an entity's commitment to an exit plan in accordance with EITF 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)". These restructuring charges are based on management's best estimate at the time of restructuring. The status of the restructuring activities is reviewed on a quarterly basis and any adjustments to the reserve, which could differ materially from previous estimates, are recorded as an adjustment to operating income.

Contingencies. We record Liggett's product liability legal expenses and other litigation costs as operating, selling, general and administrative expenses as those costs are incurred. As discussed in Note 12 to our consolidated financial statements and above under the heading "Recent Developments in Tobacco-Related Litigation", legal proceedings are pending or threatened in various jurisdictions against Liggett. A large number of individual product liability cases have been filed in state and federal courts in Florida as a result of the Florida Supreme Court's decision in the *Engle* case. We record a provision for loss in litigation in our consolidated financial statements when we believe an unfavorable outcome is probable and the amount of loss can be reasonably estimated. In all but one of our pending legal proceedings, 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 pending tobacco-related litigation or the costs of defending such cases, and, except for the previously mentioned case, we have not provided any amounts in our consolidated financial statements for unfavorable outcomes, if any. You should not infer from the absence of any such reserve in our consolidated financial statements that Liggett will not be subject to significant tobacco-related liabilities in the future. Litigation is subject to many uncertainties, and it is possible that our consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such tobacco-related litigation.

Settlement Agreements. As discussed in Note 12 to our consolidated financial statements, Liggett and Vector Tobacco are participants in the Master Settlement Agreement, the 1998 agreement to settle governmental healthcare cost recovery actions brought by various states. Liggett and Vector Tobacco have no payment obligations under the Master Settlement Agreement except to the extent their market shares exceed approximately 1.65% and 0.28%, respectively, of total cigarettes sold in the United States. Their obligations, and the related expense charges under the Master Settlement Agreement, are subject to adjustments based upon, among other things, the volume of cigarettes sold by Liggett and Vector Tobacco, their relative market shares and inflation. Since relative market shares are based on cigarette shipments, the best estimate of the allocation of charges under the Master Settlement Agreement is recorded in cost of goods sold as the products are shipped. Settlement expenses under the Master Settlement Agreement recorded in the accompanying consolidated statements of operations were $49,800 for 2008, $48,755 for 2007 and $32,635 for 2006. Adjustments to these estimates are recorded in the period that the change becomes probable and the amount can be reasonably estimated.

Derivatives; Beneficial Conversion Feature. We measure all derivatives, including certain derivatives embedded in other contracts, at fair value and recognize them in the consolidated balance sheet as an asset or a liability, depending on our rights and obligations under the applicable derivative contract. In 2004, 2005 and 2006, we issued variable interest senior convertible debt in a series of private placements where a portion of the total interest payable on the debt is computed by reference to the cash dividends paid on our common stock. This portion of the interest payment is considered an embedded derivative within the convertible debt, which we are required to separately value. As a result, we have bifurcated this embedded derivative and estimated the fair value of the embedded derivative liability. The resulting discount created by allocating a portion of the issuance proceeds to the embedded derivative is then amortized to interest expense over the term of the debt using the effective interest method.

At December 31, 2008 and 2007, the fair value of derivative liabilities was estimated at $77,245 and $101,582, respectively. Changes to the fair value of these embedded derivatives are reflected on our consolidated statements of operations as "Changes in fair value of derivatives embedded within convertible debt." The value of the embedded derivative is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt as well as projections of future cash and stock dividends over the term of the debt. We recognized a gain of $24,337 in 2008, a loss of $6,109 in 2007 and a gain of $112 in 2006 due to changes in the fair value of the embedded derivatives.

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

We recognized non-cash interest expense of $5,805, $3,768 and $3,470 for the years ended December 31, 2008, 2007 and 2006, respectively, due to the amortization of the debt discount attributable to the embedded derivatives and $2,963, $1,868 and $1,818 in 2008, 2007 and 2006, respectively, due to the amortization of the debt discount attributable to the beneficial conversion feature.

Inventories. Tobacco inventories are stated at lower of cost or market and are determined primarily by the last-in, first-out (LIFO) method at Liggett and the first-in, first-out (FIFO) method at Vector Tobacco. Although portions of leaf tobacco inventories may not be used or sold within one year because of time required for aging, they are included in current assets, which is common practice in the industry. We estimate an inventory reserve for excess quantities and obsolete items based on specific identification and historical write-offs, taking into account future demand and market conditions.

Stock-Based Compensation. Our stock-based compensation is accounted for under SFAS No. 123(R), “Share-Based Payment”, which uses a fair value-based method to recognize non-cash compensation expense for share-based transactions. Under the fair value recognition provisions of SFAS No. 123(R), we recognize stock-based compensation net of an estimated forfeiture rate and only recognize compensation cost for those shares expected to vest on a straight line basis over the requisite service period of the award. Upon adoption, there was no cumulative adjustment for the impact of the change in accounting principle because the assumed forfeiture rate did not differ significantly from prior periods. We recognized compensation expense of $186, $197 and $470 for the years ended December 2008, 2007 and 2006, respectively, as a result of adopting SFAS No. 123(R). As of December 31, 2008 and 2007, there was $255 and $441, respectively, of total unrecognized cost related to employee stock options. See Note 11 to our consolidated financial statements for a discussion of the adoption of this standard.

Employee Benefit Plans. The determination of our net pension and other postretirement benefit income or expense is dependent on our selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, the discount rate, expected long-term rate of return on plan assets and rates of increase in compensation and healthcare costs. We determine discount rates by using a quantitative analysis that considers the prevailing prices of investment grade bonds and the anticipated cash flow from our two qualified defined benefit plans and our postretirement medical and life insurance plans. These analyses construct a hypothetical bond portfolio whose cash flow from coupons and maturities match the annual projected cash flows from our pension and retiree health plans. As of December 31, 2008, our benefit obligations and service cost were computed assuming a discount rate of 6.75% and 6.25%, respectively. In determining our expected rate of return on plan assets we consider input from our external advisors and historical returns based on the expected long-term rate of return is the weighted average of the target asset allocation of each individual asset class. Our actual 10-year annual rate of return on our pension plan assets was 2.5%, 6.7% and 8.2% for the years ended December 31, 2008, 2007 and 2006, respectively, and our actual five-year annual rate of return on our pension plan assets was 1.2%, 11.3% and 7.6% for the years ended December 31, 2008, 2007 and 2006, respectively. In computing expense for the year ended December 31, 2009, we will use an assumption of a 7.5% annual rate of return on our pension plan assets. In accordance with accounting principles generally accepted in the United States of America, actual results that differ from our assumptions are accumulated and amortized over future periods and therefore, generally affect our recognized income or expense in such future periods. While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our future net pension and other postretirement benefit income or expense.

Net pension expense for defined benefit pension plans and other postretirement benefit expense aggregated approximately $3,445, $3,885 and $4,665 for 2008, 2007 and 2006, respectively, and we currently anticipate such expense will be approximately $6,250 for 2009. In contrast, our funding obligations under the pension plans are governed by the Employee Retirement Income Security Act (“ERISA”). To comply with ERISA’s minimum funding requirements, we do not currently anticipate that we will be required to make any funding to the tax qualified pension plans for the pension plan year beginning on January 1, 2009 and ending on December 31, 2009; however, we do anticipate making a $20,760 payment under our nonqualified Supplemental Retirement Plan in 2009. Any additional funding obligation that we may have for subsequent years is contingent on several factors and is not reasonably estimable at this time.

In September 2006, the FASB issued SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)”. SFAS No. 158 requires an employer to recognize the overfunded or underfunded status of their benefit plans as an asset or liability in its balance sheet and to recognize changes in that funded status in the year in which the changes occur as a component of other comprehensive income. The funded status is measured as the difference between the fair value of the plan’s assets and its benefit obligation. The prospective requirement to recognize the funded status of a benefit plan and to provide the required disclosures became effective for us on December 31, 2006. In addition, SFAS No. 158 requires an employer to measure benefit plan assets and obligations that determine the funded status of a plan as of the end of its fiscal year. Prior to the adoption of SFAS No. 158, we measured the funded status of our plans at September 30. The new measurement date requirements became effective for us on December 31, 2008.

Long-Term Investments and Impairments. At December 31, 2008, we had long-term investments of $51,118, which consisted primarily of investment partnerships investing in investment securities and real estate. The investments in these investment partnerships are illiquid and the ultimate realization of these investments is subject to the performance of the underlying partnership and its management by the general partners. The estimated fair value of the investment partnerships is provided by the partnerships based on the indicated market values of the underlying assets or investment portfolio. Gains are recognized when realized in our consolidated statement of operations. Losses are recognized as realized or upon the determination of the occurrence of an other-than-temporary decline in fair value. On a quarterly basis, we evaluate our investments to determine whether an impairment has occurred. If so, we also make a determination of whether 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 severity of the decline, the likelihood of recovery given the reason for the decrease in market value and our original expected holding period of the investment.

Income Taxes. The application of income tax law is inherently complex. Laws and regulations in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations change over time and, as a result, changes in our subjective assumptions and judgments may materially affect amounts recognized in our consolidated financial statements. See Note 10 to our consolidated financial statements for additional information regarding our adoption of FIN 48 on January 1, 2007 and our uncertain tax positions.

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

For purposes of this discussion and other consolidated financial reporting, our significant business segments for the three years ended December 31, 2008 were Liggett and Vector Tobacco. The Liggett segment consists of the manufacture and sale of conventional cigarettes and, for segment reporting purposes, includes the operations of The Medallion Company, Inc. (which operations are held for legal purposes as part of Vector Tobacco). The Vector Tobacco segment includes the development and marketing of the low nicotine and nicotine-free cigarette products as well as the development of reduced risk cigarette products and, for segment reporting purposes, excludes the operations of Medallion.

	Year Ended December 31, 2008	2007	2006
		(Dollars in thousands)	
Revenues:			
Liggett	$ 562,660	$ 551,687	$ 499,468
Vector Tobacco	2,527	3,743	6,784
Total revenues	$ 565,187	$ 555,430	$ 506,252
Operating income (loss):			
Liggett	$ 170,181	$ 159,347	$ 140,508(1)
Vector Tobacco	(8,331)	(9,896)	(13,971)(1)
Total tobacco	161,850	149,451	126,537
Corporate and other	(26,546)	(23,947)	(25,508)
Total operating income	$ 135,304	$ 125,504	$ 101,029(1)

(1) Includes a gain on sale of assets at Liggett of $2,217 in 2006 and a loss on sale of assets of $7 at Vector Tobacco, restructuring charges of $2,664 at Vector Tobacco and a reversal of restructuring charges of $116 at Liggett.

2008 Compared to 2007

Revenues. Total revenues were $565,187 for the year ended December 31, 2008 compared to $555,430 for the year ended December 31, 2007. This $9,757 (1.8%) increase in revenues was due to a $10,973 (2.0%) increase in revenues at Liggett offset by a decrease of $1,216 (32.5%) in revenues at Vector Tobacco.

Tobacco Revenues. In April 2007, Liggett increased the list price of Grand Prix by an additional $1.00 per carton. In September 2007, Liggett increased the list price of LIGGETT SELECT, EVE and Grand Prix by an additional $0.70 per carton. In April 2008, Liggett increased the list price of GRAND PRIX by an additional $0.40 per carton. In addition, in April 2008, Liggett decreased the early payment terms on its cigarettes from 2.75% to 2.25% of invoice amount. In August 2008, Liggett increased the list price of LIGGETT SELECT, EVE and GRAND PRIX by an additional $1.00 per carton. These price increases contributed to the increase in Liggett’s revenues.

All of Liggett’s sales for 2008 and 2007 were in the discount category. For the year ended December 31, 2008, net sales at Liggett totaled $562,660 compared to $551,687 for 2007. Revenues increased by 2.0% ($10,973) due to a favorable price variance of $36,959 and sales of SNUS totaling $451 offset by a decline in unit sales volume (approximately 399.4 million units) accounting for $24,478 in unfavorable volume variance and a $1,959 in unfavorable sales mix. Net revenues of the LIGGETT SELECT brand decreased $12,435 for the year ended December 31, 2008 compared to the same period in 2007, and its unit volume decreased 12.5% in the 2008 period compared to 2007. Net revenues of the GRAND PRIX brand increased $22,832 in 2008 compared to the prior year period and its unit volume increased by 2.7% in 2008 compared to 2007.

Revenues at Vector Tobacco were $2,527 for the year ended December 31, 2008 compared to $3,743 for the year ended December 31, 2007 due to decreased sales volume. Vector Tobacco’s revenues in both periods related primarily to sales of QUEST.

Tobacco Gross Profit. Tobacco gross profit was $229,887 for the year ended December 31, 2008 compared to $218,351 for the year ended December 31, 2007. This represented an increase of $11,536 (5.3%) when compared to the prior year, due primarily to increased prices and decreased promotional spending partially offset by higher manufacturing expenses. Liggett’s brands contributed 99.6% of the tobacco gross profit and Vector Tobacco’s brands contributed 0.4% for the year ended December 31, 2008. In 2007, Liggett’s brands contributed 99.5% to tobacco gross profit and Vector Tobacco’s brands contributed 0.5%.

Liggett's gross profit of $228,982 for the year ended December 31, 2008 increased $11,690 from gross profit of $217,292 for the year ended December 31, 2007. As a percent of revenues (excluding federal excise taxes), gross profit at Liggett increased to 58.0% in 2008 compared to 57.8% in 2007.

Vector Tobacco's gross profit was $905 for the year ended December 31, 2008 compared to gross profit of $1,059 for the same period in 2007. The increase was due primarily increased pricing.

Expenses. Operating, selling, general and administrative expenses were $94,583 for the year ended December 31, 2008 compared to $92,967 in 2007, an increase of $1,616, or 1.7%. Expenses at Liggett were $58,801 for the year ended December 31, 2008 compared to $57,996 in 2007, an increase of $805 or 1.4%. The increase in expense at Liggett in 2008 was due primarily to increased compensation accruals in 2008 offset by decreased product liability legal expenses and other litigation costs. Liggett's product liability legal expenses and other litigation costs were $8,800 in 2008 compared to $7,800 in 2007. Expenses at Vector Tobacco for the year ended December 31, 2008 were $9,236 compared to expenses of $11,024 for the year ended December 31, 2007 primarily due to reduced research related expenses. Expenses at corporate for the year ended December 31, 2008 were $26,546 compared to $23,947 in 2007 with the primary increase in expenses resulting primarily from the recovery of insurance coverage in 2007. In August 2007, New Valley received a favorable arbitral award in connection with a dispute with its insurer over reimbursement of legal fees paid in a previously resolved stockholders' derivative claim. New Valley and its insurer agreed to resolve this claim, and certain other claims, for the payment to New Valley of $2,788. This settlement resulted in the recognition of a gain in 2007 of approximately $2,400, net of legal fees, which was recorded as a reduction in corporate-level operating, selling, administrative and general expenses.

For the year ended December 31, 2008, Liggett's operating income increased to $170,181 compared to $159,347 in 2007 primarily due to increased gross profit discussed above. For the year ended December 31, 2008, Vector Tobacco's operating loss was $8,331 compared to $9,896 for the year ended December 31, 2007 due to reduced employee expense and decreased research costs partially offset by lower sales volume.

Other Income (Expenses). For the year ended December 31, 2008, other expenses were $40,732 compared to income of $1,099 for the year ended December 31, 2007. For the year ended December 31, 2008, other expenses consisted of interest expense of $62,335 and losses of $21,900 associated with the performance of three investment partnerships, a decline in value in the mortgage receivable of $4,000, $3,000 associated with the performance of our investments securities available for sale and $3,500 associated with our investment in Aberdeen, which was offset by equity income from non-consolidated real estate businesses of $24,399, changes in fair value of derivatives embedded within convertible debt of $24,337, and interest and dividend income of $5,864. For the year ended December 31, 2007, other income consisted of $20,000 for the NASA lawsuit settlement, equity income from non-consolidated real estate businesses of $16,243, gain from the exchange of the LTS notes of $8,121 and interest and dividend income of $9,897 and was offset by interest expense of $45,762, change in fair value of derivatives embedded within convertible debt of $6,109 and a loss on investments of $1,216.

The equity income of $24,399 for the 2008 period resulted from New Valley's investment in Douglas Elliman Realty which contributed $11,833 and $12,566 from 16th and K, which consisted of equity losses from the operations of the St. Regis Hotel of $3,796 and income of $16,362 in connection with the gain on the disposal of 16th and K's interest in 90% of the St. Regis Hotel in Washington, D.C. The equity income from non-consolidated real estate businesses of $16,243 for the year ended December 31, 2007 resulted from income of $20,290 related to New Valley's investment in Douglas Elliman Realty offset by losses of $953 in Ceebraid, $750 in Koa Investors, and $2,344 in 16th and K. As of December 31, 2007, New Valley has suspended its recognition of equity losses in Ceebraid and Koa Investors as such losses exceed its basis plus any commitment to make additional investments.

The value of the embedded derivative 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 gains from the embedded derivatives in the year ended December 31, 2008 were primarily the result of interest payments during the period and increasing spreads between corporate convertible debt. The loss from the embedded derivative for year ended December 31, 2007 was primarily the result of decreasing long-term interest rates as compared to December 31, 2006 offset by the payment of interest during the period, which reduced the fair value of derivatives embedded within convertible debt.

Income Before Income Taxes. Income before income taxes was $94,572 and $126,603 for the years ended December 31, 2008 and 2007, respectively.

Income Tax Provision. The income tax provision was $34,068 for the year ended December 31, 2008. This compared to a tax provision of $52,800 for the year ended December 31, 2007.

Our income tax rate for the year ended December 31, 2008 did not bear a customary relationship to statutory income tax rates as a result of the impact of nondeductible expenses and state income taxes offset by the impact of the domestic production activities deduction, a reduction of $3,102 associated with the reversal of unrecognized tax benefits as a result of the expiration of state income tax statutes. The 2007 period income tax benefit resulted primarily from a reduction of $3,227 associated with the reversal of unrecognized tax benefits as a result of the expiration of state income tax statutes and a $450 benefit from the settlement of a state tax assessment. The reduction of valuation allowances occurred when deferred tax assets were recognized from net operating losses which have previously been limited.

2007 Compared to 2006

Revenues. Total revenues were $555,430 for the year ended December 31, 2007 compared to $506,252 for the year ended December 31, 2006. This $49,178 (9.7%) increase in revenues was due to a $52,219 (10.5%) increase in revenues at Liggett offset by a decrease of $3,041 (44.8%) in revenues at Vector Tobacco.

Tobacco Revenues. In September 2006, Liggett generally reduced its promotional pricing on LIGGETT SELECT and EVE by $1.00 per carton and increased the list price of Grand Prix by $1.00 per carton. In April 2007, Liggett increased the list price of Grand Prix by an additional $1.00 per carton. In September 2007, Liggett increased the list price of LIGGETT SELECT, EVE and Grand Prix by an additional $0.70 per carton. These price increases contributed to the increase in Liggett's revenues.

All of Liggett's sales for 2007 and 2006 were in the discount category. For the year ended December 31, 2007, net sales at Liggett totaled $551,687 compared to $499,468 for 2006. Revenues increased by 10.5% ($52,219) due to a 1.8% increase in unit sales volume (approximately 161.5 million units) accounting for $9,127 in favorable volume variance and a $56,604 increase in favorable pricing and decreased promotional spending partially offset by $13,512 in unfavorable sales mix. Net revenues of the LIGGETT SELECT brand decreased $6,913 for the year ended December 31, 2007 compared to the same period in 2006, and its unit volume decreased 10.9% in the 2007 period compared to 2006. Net revenues of the GRAND PRIX brand increased $67,376 in 2007 compared to the prior year period and its unit volume increased by 53.1% in 2007 compared to 2006.

Revenues at Vector Tobacco were $3,743 for the year ended December 31, 2007 compared to $6,784 for the year ended December 31, 2006 due to decreased sales volume. Vector Tobacco's revenues in both periods related primarily to sales of QUEST.

Tobacco Gross Profit. Tobacco gross profit was $218,351 for the year ended December 31, 2007 compared to $191,089 for the year ended December 31, 2006. This represented an increase of $27,262 (14.3%) when compared to the prior year, due primarily to higher volume and decreased promotional spending partially offset by higher Master Settlement Agreement expense. Liggett's brands contributed 99.5% of the tobacco gross profit and Vector Tobacco's brands contributed 0.5% for the year ended December 31, 2007. In 2006, Liggett's brands contributed 99.8% to tobacco gross profit and Vector Tobacco's brands contributed 0.2%.

In recent years, industry shipment volume has declined at an annual rate of approximately 2.5%. Industry shipment volume is a major component of Liggett's expense under the Master Settlement Agreement because Liggett is exempt from payments under the Master Settlement Agreement unless its market share exceeds approximately 1.65% and Vector Tobacco's market share exceeds 0.28% of the U.S. cigarette market. In 2006, industry shipment volume remained flat compared to shipment volume for 2005 due to increased industry inventory levels, which we believe occurred because in anticipation of an increase in the Master Settlement Agreement rates in 2007. As a result, our expense under the Master Settlement Agreement decreased by approximately $2,000 in 2006 as compared to the normal annual decline in industry volume.

Liggett’s gross profit of $217,292 for the year ended December 31, 2007 increased $26,537 from gross profit of $190,755 for the year ended December 31, 2006. As a percent of revenues (excluding federal excise taxes), gross profit at Liggett decreased to 57.8% in 2007 compared to 58.4% in 2006. This decrease in Liggett’s gross profit percentage in the 2007 period was attributable to higher Master Settlement Agreement expenses in 2007 due to increased units exceeding Liggett’s market share exemption.

Vector Tobacco’s gross profit was $1,059 for the year ended December 31, 2007 compared to gross profit of $334 for the same period in 2006. The increase was due primarily to the absence of $1,099 of non-cash restructuring charges in 2007 offset by reduced sales volume.

Expenses. Operating, selling, general and administrative expenses were $92,967 for the year ended December 31, 2007 compared to $90,833 in 2006, an increase of $2,134, or 2.3%. Expenses at Liggett were $57,996 for the year ended December 31, 2007 compared to $52,580 in 2006, an increase of $5,416 or 10.3%. The increase in expense at Liggett in 2007 was due primarily to increased product liability legal expenses and other litigation costs and compensation accruals in 2007. Liggett’s product liability legal expenses and other litigation costs were $7,800 in 2007 compared to $4,465 in 2006. Expenses at Vector Tobacco for the year ended December 31, 2007 were $11,024 compared to expenses of $12,745 for the year ended December 31, 2006 primarily due to reduced employee and related expenses. Expenses at corporate for the year ended December 31, 2007 were $23,947 compared to $25,508 in 2006, with the primary reduction in expenses resulting primarily from the recovery of insurance coverage relating to settlement costs and expenses associated with previous stockholder litigation. In August 2007, New Valley received a favorable arbitral award in connection with a dispute with its insurer over reimbursement of legal fees paid in a previously resolved stockholders’ derivative claim. New Valley and its insurer agreed to resolve this claim, and certain other claims, for the payment to New Valley of $2,788. This settlement resulted in the recognition of a gain in 2007 of approximately $2,400, net of legal fees, which has been recorded as a reduction in operating, selling, administrative and general expenses.

For the year ended December 31, 2007, Liggett’s operating income increased to $159,347 compared to $140,508 in 2006 primarily due to increased gross profit discussed above. For the year ended December 31, 2007, Vector Tobacco’s operating loss was $9,896 compared to $13,971 for the year ended December 31, 2006 due to the absence of restructuring expenses in 2007, reduced employee expense and decreased research costs partially offset by lower sales volume.

Other Income (Expenses). For the year ended December 31, 2007, other income (expenses) was income of $1,099 compared to an expense of $32,549 for the year ended December 31, 2006. For the year ended December 31, 2007, other income consisted of $20,000 for the NASA lawsuit settlement, equity income from non-consolidated real estate businesses of $16,243, gain from the exchange of the LTS notes of $8,121 and interest and dividend income of $9,897 and was offset by interest expense of $45,762, change in fair value of derivatives embedded within convertible debt of $6,109 and a loss on investments of $1,216. The results for the 2006 period included expenses of $16,166 associated with the issuance in June 2006 of additional shares of our common stock in connection with the conversion of our 6.25% convertible notes and the redemption of the notes in August 2006, interest expense of $37,776 primarily offset by a gain of $112 on changes in fair value of embedded derivatives, equity income from non-consolidated real estate businesses of $9,086, gains from the sale of investments of $3,019 and interest and dividend income of $9,000.

The equity income from non-consolidated real estate businesses of $16,243 for the year ended December 31, 2007 resulted from income of $20,290 related to New Valley’s investment in Douglas Elliman Realty offset by losses of $953 in Ceebraid, $750 in Koa Investors, and $2,344 in 16th and K. As of December 31, 2007, New Valley has suspended its recognition of equity losses in Ceebraid and Koa Investors as such losses exceed its basis plus any commitment to make additional investments. The equity income of $9,086 for the 2006 period resulted primarily from income of $12,662 related to New Valley’s investment in Douglas Elliman Realty and income of $867 related to its investment in Koa Investors, which were offset by losses of $2,147 from 16th and K and $2,296 from Ceebraid.

The value of the embedded derivative 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 loss from the embedded derivative for year ended December 31, 2007 was primarily the result of decreasing long-term interest rates as compared to December 31, 2006 offset by the payment of interest during the period, which reduced the fair value of derivatives embedded within convertible debt. The gain from the embedded derivative in the year ended December 31, 2006 was primarily the result of interest payments and higher long-term interest rates in 2006 as compared to December 31, 2005. This was offset by declining long-term interest rates since the issuance of our 3.875% convertible debentures on July 12, 2006.

Income Before Income Taxes. Income before income taxes was $126,603 and $68,480 for the years ended December 31, 2007 and 2006, respectively.

Income Tax Provision. The income tax provision was $52,800 for the year ended December 31, 2007. This compared to a tax provision of $25,768 for the year ended December 31, 2006.

Our income tax rate for the year ended December 31, 2007 did not bear a customary relationship to statutory income tax rates as a result of the impact of nondeductible expenses and state income taxes offset by the impact of the domestic production activities deduction, a reduction of $3,227 associated with the reversal of unrecognized tax benefits as a result of the expiration of state income tax statutes and a $450 benefit from the settlement of a state tax assessment. The reduction of valuation allowances occurred when deferred tax assets were recognized from net operating losses which have previously been limited. The 2006 period income tax benefit resulted primarily from the reduction of a portion of our previously established reserve in our consolidated financial statements by $11,500 associated with the tax settlement with the Internal Revenue Service in July 2006.

Liquidity and Capital Resources

Net cash and cash equivalents decreased by $27,012 and $34,290 in 2008 and 2006, respectively, and increased by $91,348 in 2007. Net cash provided by operations was $91,265 in 2008, $109,198 in 2007 and $46,015 in 2006.

The decrease in cash provided by operations in 2008 compared to 2007 relates primarily to the receipt of $19,590 in connection with the NASA settlement in 2007.

The increase in cash provided by operating activities in 2007 compared to 2006 relates primarily to the receipt of the net proceeds of $19,590 from the lawsuit settlement with NASA, inventory decreases in the 2007 period related to increased finished goods inventory as of December 31, 2006 associated with the increase in the Master Settlement Agreement rate in 2007, decreases of accounts receivable in the 2007 period related to the timing of sales, the absence of compensation accrual payments at Liggett Vector Brands in the 2007 period and the absence of $41,400 of payments in 2007 associated with the IRS Settlement in 2006. The increase in cash provided by operating activities was offset by payments of $34,500 in connection with the Master Settlement Agreement in December 2007.

The decrease in net cash provided by operating activities in the 2006 period compared to the 2005 period primarily related to an increases in inventory in 2006, lower net income in 2006, increased payments of compensation accruals at Liggett Vector Brands and income taxes in 2006 offset by a non-cash charge related to the extinguishment of debt in 2006 and lower increases in accounts receivables in 2006.

Cash used in investing activities was $33,895, $51,943 and 44,665 in 2008, 2007, and 2006, respectively. In 2008, cash was used for the purchase of the mortgage receivable of $21,704, the investment in Aberdeen for $10,000 and Chelsea for $12,000, the purchase of investment securities of $6,411, capital expenditures of $6,309, purchase of preferred stock in other investments, including Castle Brands, of $4,250, an increase in the cash surrender value of corporate-owned life insurance policies of $938, an increase in restricted assets of $411 and the purchase of long-term investments of $51 offset by the distributions from non-consolidated real estate businesses of $19,393 and from the proceeds from the liquidation of long-term investments of $8,334, and the proceeds from the sale of fixed assets of $452. In 2007, cash was used for the net purchase of $40,091 of long-term investments, capital expenditures of $5,189, the purchase of investment securities of $6,571, investment in non-consolidated real estate businesses of $750, increase in the cash surrender value of corporate-owned life insurance policies of $838 and an increase in restricted assets of $492 offset by the return of capital contributions from non-consolidated real estate businesses of $1,000. In 2006, cash was used for capital expenditures of $9,558, the net purchases of long-term investments of $35,345, investments in non-consolidated real estate businesses of $9,850 and increases in restricted assets of $1,527 offset by the net sales of investment securities of $10,701, proceeds from the sale of assets of $1,486 and increases in the cash surrender value of life insurance policies of $898.

In August 2006, we invested $25,000 in Icahn Partners, LP, a privately managed investment partnership, of which Carl Icahn is the portfolio manager and the controlling person of the general partner and manager of the partnership. In September 2007, we invested an additional $25,000 in Icahn Partners, LP. Based on public filings, we believe affiliates of Mr. Icahn are the beneficial owners of approximately 19.4% of our common stock. On November 1, 2006, we invested $10,000 in Jefferies Buckeye Fund, LLC, a privately managed investment partnership, of which Jefferies Asset Management, LLC is the portfolio manager. Affiliates of Jefferies Asset Management, LLC owned approximately 5.3% of our common stock at December 31, 2007. We also invested an additional $15,000 in other investment partnerships in 2007. In April 2008, we elected to withdraw our investment in Jefferies Buckeye Fund, LLC. We recorded a loss of $567 during the first quarter of 2008 associated with the Buckeye Fund's performance, which has been included as "Other expense" on our consolidated statement of operations. We received proceeds of $8,328 in May 2008 and received an additional $900 of proceeds in the first quarter of 2009, which has been included in "Other current assets" on our consolidated balance sheet.

Cash used in financing activities was $84,382 and $35,640 in 2008 and 2006 compared to cash provided from financing activities of $34,093 in 2007. In 2008, cash was primarily used for distributions on common stock of $103,870, repayments on debt of $6,329 and deferred financing charges of $137, offset by the excess tax benefit of options exercised of $18,304, net borrowing under the revolver of $4,733, debt issuance of $2,831, and the proceeds from the exercise of options of $86. In 2007, cash was provided from the issuance of $165,000 of 11% Senior Secured Notes due 2105 discussed below, $8,000 of debt collateralized by Liggett's Mebane facility discussed below, $1,576 of other equipment financing at Liggett, $5,100 of proceeds from the exercise of options, $2,055 representing the tax benefit of options exercised offset by distributions on common stock of $99,249, the repayment of $35,000 of debt associated with the Medallion purchase and $6,200 of other equipment debt, deferred financing costs of $9,985 and net borrowings under the revolver of $2,796.

In 2006, cash was used for repayments of debt of $72,925, distributions on common stock of $90,138, and deferred financing charges of $5,280. Cash used was offset primarily by the proceeds of debt of $118,146, net borrowings under the Liggett credit facility of $11,986, and proceeds from the exercise of options of $2,571.

In August 2007, we sold $165,000 principal amount of our 11% Senior Secured Notes due August 15, 2015 in a private offering to qualified institutional investors in accordance with Rule 144A under the Securities Act. We intend to use the net proceeds of the issuance for general corporate purposes which may include working capital requirements, the financing of capital expenditures, future acquisitions, the repayment or refinancing of outstanding indebtedness, payment of dividends and distributions and the repurchase of all or any part of our outstanding convertible notes.

On April 2, 2007, the remaining $35,000 of notes issued in connection with our April 2002 acquisition of Medallion were retired upon maturity. Payment was made from our available working capital.

Liggett. Liggett has a $50,000 credit facility with Wachovia Bank, N.A. under which $19,515 was outstanding at December 31, 2008. Availability as determined under the facility was approximately $16,500 based on eligible collateral at December 31, 2008. The facility is collateralized by all inventories and receivables of Liggett and a mortgage on its manufacturing facility. The facility requires Liggett's compliance with certain financial and other covenants including a restriction on Liggett's ability to pay cash dividends unless Liggett's borrowing availability under the facility for the 30-day period prior to the payment of the dividend, and after giving effect to the dividend, is at least $5,000 and no event of default has occurred under the agreement, including Liggett's compliance with the covenants in the credit facility.

The term of the Wachovia facility expires on March 8, 2012, subject to automatic renewal for additional one year periods unless a notice of termination is given by Wachovia or Liggett at least 60 days prior to such date or the anniversary of such date. Prime rate loans under the facility bear interest at a rate equal to the prime rate of Wachovia with Eurodollar rate loans bearing interest at a rate of 2.0% above Wachovia's adjusted Eurodollar rate. 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, (before a maximum carryover amount of $2,500) shall not exceed $10,000 during any fiscal year. At December 31, 2008, management believed that Liggett was in compliance with all covenants under the credit facility; Liggett's EBITDA, as defined, were approximately $153,000 and $143,000 for the years ended December 31, 2008 and 2007, respectively.

In August 2007, Wachovia made an $8,000 term loan to 100 Maple LLC, a subsidiary of Liggett, within the commitment under the existing credit facility. The $8,000 term loan is collateralized by the existing collateral securing the credit facility, and is also collateralized by a lien on certain real property in Mebane, NC owned by 100 Maple LLC. The Mebane Property also secures the other obligations of Liggett under the credit facility. The $8,000 term loan did not increase the $50,000 borrowing amount of the credit facility, but did increase the outstanding amounts under the credit facility by the amount of the term loan and proportionately reduces the maximum borrowing availability under the facility.

In August 2007, Liggett and Wachovia amended the credit facility to permit the guaranty of the Senior Secured Notes by each of Liggett and Maple and the pledging of certain assets of Liggett and Maple on a subordinated basis to secure their guarantees. The credit facility was also amended to grant to Wachovia a blanket lien on all the assets of Liggett and Maple, excluding any equipment pledged to current or future purchase money or other financiers of such equipment and excluding any real property, other than the Mebane Property and other real property to the extent its value is in excess of $5,000. In connection with the amendment, Wachovia, Liggett, Maple and the collateral agent for the holders of our Senior Secured Notes entered into an intercreditor agreement, pursuant to which the liens of the collateral agent on the Liggett and Maple assets will be subordinated to the liens of Wachovia on the Liggett and Maple assets.

In October 2005, Liggett purchased equipment for $4,441 through a financing agreement, payable in 24 installments of $112 and then 24 installments of $90. Interest is calculated at 4.89%. Liggett was required to provide a security deposit equal to 25% of the funded amount ($1,110).

In December 2005, Liggett purchased equipment for $2,273 through a financing agreement, payable in 24 installments of $58 and then 24 installments of $46. Interest is calculated at 5.03%. Liggett was required to provide a security deposit equal to 25% of the funded amount ($568).

In August 2006, Liggett purchased equipment for $7,922 through a financing agreement, payable in 30 installments of $191 and then 30 installments of $103. Interest is calculated at 5.15%. Liggett was required to provide a security deposit equal to 20% of the funded amount ($1,584).

In May 2007, Liggett purchased equipment for $1,576 through a financing agreement, payable in 60 installments of $32. Interest is calculated at 7.99%.

In August 2008, Liggett purchased equipment for $2,745 through a financing agreement, payable in 60 installments of $53. Interest is calculated at 5.94%. Liggett was required to provide a security deposit equal to approximately 15% of the funded amount ($428).

Each of these equipment loans is collateralized by the purchased equipment.

Liggett and other United States cigarette manufacturers have been named as defendants in a number of direct, third-party and purported class actions predicated on the theory that they should be liable for damages alleged to have been caused by cigarette smoking or by exposure to secondary smoke from cigarettes. We believe, and have been so advised by counsel handling the respective cases, that Liggett has a number of valid defenses to claims asserted against it, however, litigation is subject to many uncertainties. In June 2002, the jury in an individual case brought under the third phase of the *Engle* case awarded $37,500 (subsequently reduced by the court to $24,835) of compensatory damages against Liggett and two other defendants and found Liggett 50% responsible for the damages. It is possible that additional cases could be decided unfavorably. There are approximately 2,680 *Engle* progeny cases, in state and federal courts in Florida, where either Liggett (and other cigarette manufacturers) or us, or both, were named as defendants. These cases include approximately 9,620 plaintiffs. Approximately 50 cases are currently scheduled for trial in 2009. Liggett may enter into discussions in an attempt to settle particular cases if it believes it is appropriate to do so. Management cannot predict the cash requirements related to any future settlements and judgments, including cash required to bond any appeals, and there is a risk that those requirements will not be able to be met. 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 12 to our consolidated financial statements and "Legislation and Regulation" below for a description of legislation, regulation and litigation.

Except in the case of one individual claim, 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.

V.T. Aviation. In February 2001, V.T. Aviation LLC, a subsidiary of Vector Research Ltd., purchased an airplane for $15,500 and borrowed $13,175 to fund the purchase. The loan, which is collateralized by the airplane and a letter of credit from us for $775, is guaranteed by Vector Research, VGR Holding and us. The loan is payable in 119 monthly installments of $125 including annual interest of 2.31% above the 30-day commercial paper rate, with a final payment of $2,261 in 2011, based on current interest rates.

VGR Aviation. In February 2002, V.T. Aviation purchased an airplane for $6,575 and borrowed $5,800 to fund the purchase. The loan is guaranteed by us. The loan is payable in 119 monthly installments of $40, including annual interest at 2.75% above the 30-day commercial paper rate, with a final payment of $2,909 in 2012 based on current interest rates. During the fourth quarter of 2003, this airplane was transferred to our direct subsidiary, VGR Aviation LLC, which has assumed the debt.

Vector Tobacco. The purchase price for our 2002 acquisition of The Medallion Company, Inc. included $60,000 in notes of Vector Tobacco. Of the notes, $25,000 were repaid in 2004. The remaining $35,000 of notes bore interest at 6.5% per year, payable semiannually, and were paid in full from our available working capital on April 2, 2007.

Vector. We believe that we will continue to meet our liquidity requirements through 2009. Our corporate expenditures (exclusive of Liggett, Vector Research, Vector Tobacco and New Valley) and other potential liquidity requirements over the next 12 months include:

- cash interest expense of approximately $48,500,
- dividends on our outstanding common shares (currently at an annual rate of approximately $115,000),
- a payment of a retirement benefit under our Supplemental Retirement Plan in July 2009 to our former Executive Chairman of approximately $20,750,
- the mandatory redemption by November 15, 2009 of approximately $14,000 of the outstanding principal amount of our 5% Variable Interest Senior Convertible Notes, and the possible redemption of an additional approximately $98,000 principal amount of Notes as a result of an option by the holders to require us to repurchase some or all of the remaining principal amount of Notes on November 15, 2009, and
- other corporate expenses and taxes, including a tax payment of approximately $75,500 in connection with the Philip Morris brands transaction.

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 $211,000, investment securities available for sale of approximately $28,500, long-term investments with an estimated value of approximately $55,000 and availability under Liggett's credit facility of approximately $16,500 at December 31, 2008. Management currently anticipates that these amounts, as well as expected cash flows from our operations, should be sufficient to meet our liquidity needs during 2009.

Based on the recent market value of our 5% Variable Interest Convertible Notes, we do not currently anticipate that the holders of these Notes will exercise their right to require redemption of the additional Notes on November 15, 2009. However, no assurance can be provided that we will not be required to redeem these Notes at that time.

In the event our existing cash and cash equivalents and cash flows from operations are not sufficient to meet our 2009 liquidity needs, we have the ability to take other actions to provide the liquidity needed in 2009. These actions may include, among other things, debt or equity financing, which in the current economic environment may not be available or may only be available at an increased cost; incenting the holders of our 5% Variable Interest Senior Convertible Notes, prior to November 15, 2009, when the holders have the option to require redemption of their Notes, to convert such Notes or to modify the optional redemption terms, through issuance of additional shares of our common stock or cash payments; modifying our dividend policy (which would also reduce the amount of cash interest due on our convertible debt); and selling some or all of our investment securities and long-term investments, the proceeds from which may be impacted by our ability to liquidate such investments. However, no assurances can be provided that all of the above measures can be achieved.

We currently anticipate funding our expenditures for current operations and required principal payments with available cash resources, proceeds from public and/or private debt and equity financing, the other actions described above, management fees and other payments from subsidiaries. New Valley 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 its ability to make such distributions.

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.

In August 2007, we sold $165,000 of our 11% Senior Secured Notes due 2015 in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. 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. At any time prior to August 15, 2010, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the Senior Secured Notes with the net proceeds of certain equity offerings at 111% of the aggregate principal amount thereof, 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.

Covenant	Indenture Requirement	December 31, 2008	December 31, 2007
Consolidated EBITDA, as defined	$ 50,000	$ 154,053	$ 137,820
Leverage ratio, as defined	<3.0 to 1	0.1 to 1	Negative
Secured leverage ratio, as defined	<1.5 to 1	Negative	Negative

In July 2006, we sold $110,000 of our 3.875% variable interest senior convertible debentures due 2026 in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933. The debentures pay interest on a quarterly basis at a rate of 3.875% per annum, with an additional amount of interest payable on each interest payment date. The additional amount is based on the amount of cash dividends paid by us on our common stock during the prior three-month period ending on the record date for such interest payment multiplied by the total number of shares of our common stock into which the debentures will be convertible on such record date (together, the "Debenture Total Interest"). Notwithstanding the foregoing, however, the interest payable on each interest payment date shall be the higher of (i) the Debenture Total Interest and (ii) 5.75% per annum. The debentures are convertible into our common stock, at the holder's option. The conversion price, which was $18.58 per share at December 31, 2008, is subject to adjustment for various events, including the issuance of stock dividends.

The debentures will mature on June 15, 2026. We must redeem 10% of the total aggregate principal amount of the debentures outstanding on June 15, 2011. In addition to such redemption amount, we will also redeem on June 15, 2011 and at the end of each interest accrual period thereafter an additional amount, if any, of the debentures necessary to prevent the debentures from being treated as an "Applicable High Yield Discount Obligation" under the Internal Revenue Code. The holders of the debentures will have the option on June 15, 2012, June 15, 2016 and June 15, 2021 to require us to repurchase some or all of their remaining debentures. The redemption price for such redemptions will equal 100% of the principal amount of the debentures plus accrued interest. If a fundamental change occurs, we will be required to offer to repurchase the debentures at 100% of their principal amount, plus accrued interest and, under certain circumstances, a "make-whole premium".

Between November 2004 and April 2005, we sold $111,864 principal amount of our 5% variable interest senior convertible notes due November 15, 2011 in a private offering to qualified institutional investors in accordance with Rule 144A under the Securities Act of 1933. The notes pay interest on a quarterly basis at a rate of 5% per year with an additional amount of interest payable on the notes on each interest payment date. This additional amount is based on the amount of cash dividends actually paid by us per share on our common stock during the prior three-month period ending on the record date for such interest payment multiplied by the number of shares of our common stock into which the notes are convertible on such record date (together, the "Notes Total Interest"). Notwithstanding the foregoing, however, during the period prior to November 15, 2006, the interest payable on each interest payment date is the higher of (i) the Notes Total Interest and (ii) $6^3/_4$% per year. The notes are convertible into our common stock, at the holder's option. The conversion price, which was of $15.96 at December 31, 2008, is subject to adjustment for various events, including the issuance of stock dividends.

The notes will mature on November 15, 2011. We must redeem 12.5% of the total aggregate principal amount of the notes outstanding on November 15, 2009. In addition to such redemption amount, we will also redeem on November 15, 2009 and on each interest accrual period thereafter an additional amount, if any, of the notes necessary to prevent the notes from being treated as an "Applicable High Yield Discount Obligation" under the Internal Revenue Code. The holders of the notes will have the option on November 15, 2009 to require us to repurchase some or all of their remaining notes. The redemption price for such redemptions will equal 100% of the principal amount of the notes plus accrued interest. If a fundamental change occurs, we will be required to offer to repurchase the notes at 100% of their principal amount, plus accrued interest and, under certain circumstances, a "make-whole premium".

On July 20, 2006, we entered into a settlement with the Internal Revenue Service with respect to the Philip Morris brand transaction where a subsidiary of Liggett contributed three of its premium cigarette brands to Trademarks LLC, a newly-formed limited liability company. In such transaction, Philip Morris acquired an option to purchase the remaining interest in Trademarks for a 90-day period commencing in December 2008, and we have an option to require Philip Morris to purchase the remaining interest for a 90-day period commencing in March 2010. We deferred for income tax purposes, a portion of the gain on the transaction until such time as the options were exercised. In connection with an examination of our 1998 and 1999 federal income tax returns, the Internal Revenue Service issued to us in September 2003 a notice of proposed adjustment. The notice asserted that, for tax reporting purposes, the entire gain should have been recognized in 1998 and in 1999 in the additional amounts of $150,000 and $129,900, respectively, rather than upon the exercise of the options during the 90-day periods commencing in December 2008 or in March 2010. As part of the settlement, we agreed that $87,000 of the gain on the transaction would be recognized by us as income for tax purposes in 1999 and that the balance of the remaining gain, net of previously capitalized expenses of $900, ($192,000) will be recognized by us as income in 2009 upon exercise of the options. We paid during the third and fourth quarters of 2006 approximately $41,400, including interest, with respect to the gain recognized in 1999. As a result of the settlement, we reduced, during the third quarter of 2006, the excess portion ($11,500) of a previously established reserve in our consolidated financial statements, which resulted in a decrease in such amount in reported income tax expense in our consolidated statements of operations.

We adopted FIN 48 as of January 1, 2007. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. FIN 48 requires that a liability created for unrecognized deferred tax benefits shall be presented as a liability and not combined with deferred tax liabilities or assets. We did not recognize any adjustment in the liability for unrecognized tax benefits, as a result of the adoption of FIN 48 that impacted our accumulated deficit at December 31, 2006. The total amount of unrecognized tax benefits was $11,685 at January 1, 2007 and decreased $1,080 during the year ended December 31, 2007. The total amount of tax benefits that, if recognized, would impact the effective tax rate was $11,685 and $10,605 at December 31, 2006 and December 31, 2007, respectively. The total amount of unrecognized tax benefits was $10,605 at January 1, 2008 and decreased $3,102 during the year ended December 31, 2008. The total amount of tax benefits that, if recognized, would impact the effective tax rate was $7,503 and $10,605 at December 31, 2008 and December 31, 2007, respectively.

We or our subsidiaries file U.S. federal income tax returns and returns with various state and local jurisdictions. With few exceptions, we are no longer subject to state and local income tax examinations by tax authorities for years ending before 2003. In July 2006, we entered into a settlement with the IRS for taxable years ending on and before December 31, 1999. The IRS has not audited our U.S. income tax returns for years ending after December 31, 1999. We anticipate net reductions to our total unrecognized tax benefits within the next 12 months may potentially be approximately $2,300.

We continue to classify all interest and penalties as income tax expense. As of the beginning of fiscal 2007, the liability for tax-related interest and penalties amounted to approximately $2,100. At December 31, 2008 and 2007, the liability for tax-related interest and penalties amounted to approximately $2,191 and $2,810, respectively.

Our consolidated balance sheets include deferred income tax assets and liabilities, which represent temporary differences in the application of accounting rules established by generally accepted accounting principles and income tax laws. As of December 31, 2008, our deferred income tax liabilities exceeded our deferred income tax assets by $92,850. The largest component of our deferred tax liabilities exists because of differences that resulted from the Philip Morris brand transaction discussed above.

Long-Term Financial Obligations and Other Commercial Commitments

Our significant long-term contractual obligations as of December 31, 2008 were as follows:

Contractual Obligations	2009	2010	2011	2012	2013	Thereafter	Total
Long-term debt(1)	$ 39,184	$ 4,395	$ 114,017(8)	$ 4,247	$ 5,516	$ 264,000(9)	$ 431,359
Operating leases(2)	4,069	2,718	2,654	2,587	999	—	13,027
Inventory purchase commitments(3)	8,658	—	—	—	—	—	8,658
Capital expenditure purchase commitments(4)	1,072	—	—	—	—	—	1,072
New Valley obligations under limited partnership agreements	112	—	—	—	—	—	112
Interest payments(5)	50,816	51,355	49,161	33,474	34,037	306,910	525,753
Total(6),(7)	$ 103,911	$ 58,468	$ 165,832	$ 40,308	$ 40,552	$ 570,910	$ 979,981

(1) Long-term debt is shown before discount and assumes that only the mandatory redemption amounts will be retired on our 5% Variable Interest Senior Convertible Notes due 2011 (12.5% and 87.5% of the principal balance in 2009 and 2011, respectively) and our 3.875% Variable Interest Senior Convertible Debentures due 2026 (10% and 90% of the principal balance in 2011 and 2026, respectively). For more information concerning our long-term debt, see “Liquidity and Capital Resources” above and Note 7 to our consolidated financial statements.

(2) Operating lease obligations represent estimated lease payments for facilities and equipment. The amounts presented do not include amounts scheduled to be received under non-cancelable operating subleases of $1,028 in 2009, $946 in 2010, $965 in 2011, $965 in 2012, $402 in 2013 and $0 thereafter. See Note 8 to our consolidated financial statements.

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

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

(5) Interest payments are based on current interest rates at December 31, 2008 and the assumption our current policy of a cash dividend of $0.40 per quarter and an annual 5% stock dividend will continue. In addition, interest payments have been computed assuming that only the mandatory amounts will be retired on our convertible debt as discussed in Note (1) above. For more information concerning our long-term debt, see “Liquidity and Capital Resources” above and Note 7 to our consolidated financial statements.

(6) Not included in the above table is approximately $92,850 of net deferred tax liabilities and $7,503 of unrecognized income tax benefits.

(7) Because their future cash outflows are uncertain, the above table excludes our pension and postretirement benefit plans, which includes a $20,760 payment under our Supplemental Retirement Plan in 2009, contractual guarantees, and net deferred tax liabilities of $92,850.

(8) We may be required to redeem up to approximately $97,881 of this amount in 2009 in accordance with the terms of our 5% Variable Interest Senior Convertible Notes due 2011.

(9) We may be required to redeem $99,000 of this amount in 2011 in accordance with the terms of our 3.875% Variable Interest Senior Convertible Debentures due 2026.

Payments under the Master Settlement Agreement, discussed in Note 12 to our consolidated financial statements, and the federal tobacco quota legislation, discussed in “Legislation and Regulation” below, are excluded from the table above, as the payments are subject to adjustment for several factors, including inflation, overall industry volume, our market share and the market share of non-participating manufacturers.

Off-Balance Sheet Arrangements

We have various agreements in which we may be obligated to indemnify the other party with respect to certain matters. Generally, these indemnification clauses are included in contracts arising in the normal course of business under which we customarily agree to hold the other party harmless against losses arising from a breach of representations related to such matters as title to assets sold and licensed or certain intellectual property rights. Payment by us under such indemnification clauses is generally conditioned on the other party making a claim that is subject to challenge by us and dispute resolution procedures specified in the particular contract. Further, our obligations under these arrangements may be limited in terms of time and/or amount, and in some instances, we may have recourse against third parties for certain payments made by us. It is not possible to predict the maximum potential amount of future payments under these indemnification agreements due to the conditional nature of our obligations and the unique facts of each particular agreement. Historically, payments made by us under these agreements have not been material. As of December 31, 2008, we were not aware of any indemnification agreements that would or are reasonably expected to have a current or future material adverse impact on our financial position, results of operations or cash flows.

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 tobacco distributors to secure, on reasonable terms, tax stamp bonds required by state and local governments for the distribution of cigarettes. Under the agreement, Liggett Vector Brands has agreed to pay a portion of losses, 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 we believe the fair value of Liggett Vector Brands' obligation under the agreement was immaterial at December 31, 2008.

At December 31, 2008, we had outstanding approximately $2,415 of letters of credit, collateralized by certificates of deposit. The letters of credit have been issued as security deposits for leases of office space, to secure the performance of our subsidiaries under various insurance programs and to provide collateral for various subsidiary borrowing and capital lease arrangements.

As of December 31, 2008, New Valley has committed to fund up to $200 to a non-consolidated real estate business and up to $112 to an investment partnership in which it is an investor. We have agreed, under certain circumstances, to guarantee up to $2,000 of debt of another non-consolidated real estate business. We believe the fair value of our guarantee was negligible as of December 31, 2008.

Market Risk

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

As of December 31, 2008, approximately $36,124 of our outstanding debt at face value had variable interest rates determined by various interest rate indices, which increases the risk of fluctuating interest rates. Our exposure to market risk includes interest rate fluctuations in connection with our variable rate borrowings, which could adversely affect our cash flows. As of December 31, 2008, 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 $361.

In addition, as of December 31, 2008, approximately $98,306 ($221,864 principal amount) of outstanding debt had a variable interest rate determined by the amount of the dividends on our common stock. Included in the difference between the stated value of the debt and carrying value are embedded derivatives, which were estimated at $77,245 at December 31, 2008.

Changes to the estimated fair value of these embedded derivatives are reflected quarterly 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 $2,654 with approximately $308 resulting from the embedded derivative associated with our 5% variable interest senior convertible notes due 2011 and the remaining $2,346 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 $4,950 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 $75,990 and $78,544. We recorded the fair market value of our embedded derivatives at the midpoint of the inputs at $77,244 as of December 31, 2008. 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 $28,518 at December 31, 2008, which includes 13,888,889 shares of Ladenburg Thalmann Financial Services Inc., which were carried at $10,000, and 5,057,110 shares of Opko Health, Inc., which were carried at $8,193. In March 2008, we acquired 2,800,000 shares of Opko in a private placement. These shares have not been registered for resale but are expected to be freely tradable within one year. In 2008, we acquired 2,259,796 shares of Cardo Medical, Inc. for $500. The shares were carried at $3,277 as of December 31, 2008. These shares have not been registered for resale but are expected to be freely tradable within one year. See Note 3 to our consolidated financial statements. Adverse market conditions could have a significant effect on the value of these investments.

New Valley also holds long-term investments in various investment partnerships. These investments are illiquid, and their ultimate realization is subject to the performance of the underlying entities. We recorded a loss of $21,900 in 2008 due to the performance of three of our long-term investments in various investment funds in 2008. During 2008, one of our long-term investments was impaired due to a portion of its underlying assets being held in an account with the European subsidiary of Lehman Brothers Holdings Inc. while our other long-term investments were impaired as a result of the funds’ performances in 2008.

New Accounting Pronouncements

In February 2007, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities.” SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided the entity also elects to apply the provisions of SFAS No. 157. We have not elected to use the fair value option.

In December 2007, the FASB issued SFAS No. 141(R), a revised version of SFAS No. 141, “Business Combinations.” The revision is intended to simplify existing guidance and converge rulemaking under

U.S. Generally Accepted Accounting Principles ("GAAP") with international accounting rules. This statement applies prospectively to business combinations where the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The new standard also converges financial reporting under U.S. GAAP with international accounting rules. We are currently assessing the impact, if any, of SFAS No. 141(R) on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133." SFAS No. 161 seeks qualitative disclosures about the objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts, and details of credit-risk-related contingent features in hedged positions. SFAS No. 161 also seeks enhanced disclosure around derivative instruments in financial statements, accounting under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and how hedges affect an entity's financial position, financial performance and cash flows. SFAS No. 161 is effective for us as of January 1, 2009 and we do not expect the adoption of SFAS No. 161 to have a material impact on our consolidated results of operations, financial position or cash flows.

On May 9, 2008, the FASB issued FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP No. APB 14-1"). We are currently assessing the impact of FSP No. APB 14-1 on our consolidated financial statements.

On June 16, 2008, the FASB issued FASB Staff Position No. EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities," which states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share under the two-class method. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. We are currently assessing the impact of FSP No. EITF 03-6-1 on our consolidated financial statements.

In October 2008, the FASB issued FSP SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active", which addresses the application of SFAS 157 for illiquid financial instruments. FSP SFAS 157-3 clarifies that approaches to determining fair value other than the market approach may be appropriate when the market for a financial asset is not active.

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.

Since 1966, federal law has required that cigarettes manufactured, packaged or imported for sale or distribution in the United States include specific health warnings on their packaging. Since 1972, Liggett and the other cigarette manufacturers have included the federally required warning statements in print advertising and on certain categories of point-of-sale display materials relating to cigarettes. The Federal Cigarette Labeling and Advertising Act ("FCLA Act") requires that packages of cigarettes distributed in the United States and cigarette advertisements in the United States bear one of the following four warning statements: "SURGEON GENERAL'S WARNING: Smoking Causes Lung Cancer, Heart Disease, Emphysema, And May Complicate Pregnancy"; "SURGEON GENERAL'S WARNING: Quitting Smoking Now Greatly Reduces Serious Risks to Your Health"; "SURGEON GENERAL'S WARNING: Smoking By Pregnant Women May Result in Fetal Injury, Premature Birth, And Low Birth Weight"; and "SURGEON GENERAL'S WARNING: Cigarette Smoke Contains Carbon Monoxide". The law also requires that each person who manufactures, packages or imports cigarettes annually provide to the Secretary of Health and Human Services a list of ingredients added to tobacco in the manufacture of cigarettes. Annual reports to the United States Congress are also required from the Secretary of Health and Human Services as to current information on the health consequences of smoking and from the Federal Trade Commission (“FTC”) on the effectiveness of cigarette labeling and current practices and methods of cigarette advertising and promotion. Both federal agencies are also required annually to make such recommendations as they deem appropriate with regard to further legislation. It is possible that proposed legislation providing for regulation of cigarettes by the Food and Drug Administration (“FDA”), if enacted, could significantly change the warning requirements currently mandated by the FCLA Act. In addition, since 1997, Liggett has included the warning “Smoking is Addictive” on its cigarette packages and point-of-sale materials.

In January 1993, the Environmental Protection Agency (“EPA”) released a report on the respiratory effect of secondary smoke which concludes that secondary smoke is a known human lung carcinogen in adults and in children, causes increased respiratory tract disease and middle ear disorders and increases the severity and frequency of asthma. In June 1993, the two largest of the major domestic cigarette manufacturers, together with other segments of the tobacco and distribution industries, commenced a lawsuit against the EPA seeking a determination that the EPA did not have the statutory authority to regulate secondary smoke, and that given the scientific evidence and the EPA’s failure to follow its own guidelines in making the determination, the EPA’s classification of secondary smoke was arbitrary and capricious. In July 1998, a federal district court vacated those sections of the report relating to lung cancer, finding that the EPA may have reached different conclusions had it complied with relevant statutory requirements. The federal government appealed the court’s ruling. In December 2002, the United States Court of Appeals for the Fourth Circuit rejected the industry challenge to the EPA report ruling that it was not subject to court review. Issuance of the report may encourage efforts to limit smoking in public areas.

In August 1996, the FDA published in the Federal Register a Final rule classifying tobacco as a “drug” or “medical device”, asserting jurisdiction over the manufacture and marketing of tobacco products and imposing restrictions on the sale, advertising and promotion of tobacco products. Litigation was commenced challenging the legal authority of the FDA to assert such jurisdiction, as well as challenging the constitutionality of the rule. In March 2000, the United States Supreme Court ruled that the FDA does not have the power to regulate tobacco. Liggett supported the FDA rule and began to phase in compliance with certain of the proposed FDA regulations. Since the Supreme Court decision, various proposals and recommendations have been made for additional federal and state legislation to regulate cigarette manufacturers. Congressional advocates of FDA regulation have introduced legislation that would give the FDA authority to regulate the manufacture, sale, distribution and labeling of tobacco products, thereby allowing the FDA to reinstate its prior regulations or adopt new or additional regulations. In October 2004, the Senate passed a bill, which did not become law, providing for FDA regulation of tobacco products. A substantially similar bill was reintroduced in Congress in February 2007. This legislation was approved in August 2007, by the Senate Committee on Health, Education, Labor and Pensions, but was not taken up by the full Senate prior to adjournment. Companion legislation was approved by the House Committee on Energy and Commerce in April 2008 and was passed by the full House of Representatives in July 2008. The House legislation includes a provision granting certain phase-in exemptions for small manufacturers, which would not be applicable to us. While we do not know whether FDA regulation over tobacco products will be approved by this Congress and signed into law, we expect such legislation will be introduced, and considered, in this Congress. FDA regulation of tobacco products could have a material adverse effect on us.

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, and the proposed legislation under consideration by Congress providing for FDA regulation also calls for, among other things, ingredient disclosure.

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 will be assessed $10,140,000 over a ten year period to compensate tobacco growers and quota holders for the elimination of their quota rights. Cigarette manufacturers will initially be responsible for 96.3% of the assessment (subject to adjustment in the future), which will be allocated based on relative unit volume of domestic cigarette shipments. Management currently estimates that Liggett’s and Vector Tobacco’s assessment will be approximately $23,500 for the fifth year of the program which began January 1, 2009. 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 will no longer be 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. In February 2009, Federal legislation to reauthorize the State Children's Health Insurance Program (SCHIP), which includes funding provisions that increase the federal cigarette excise tax from $0.39 to $1.01 per pack, was enacted, effective April 1, 2009. State excise taxes vary considerably and, when combined with sales taxes, local taxes and the federal excise tax, may exceed $4.00 per pack. In 2008, seven states and the District of Colombia enacted increases in excise taxes and various states and other jurisdictions 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 a majority of states have enacted virtually identical legislation requiring cigarettes to meet a laboratory test standard for reduced ignition propensity. Cigarettes that meet this standard are referred to as "fire standards compliant" or "FSC," and are sometimes commonly called "self-extinguishing." Effective January 1, 2009, substantially 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.

Federal or state regulators may object to Vector Tobacco's low nicotine and nicotine-free cigarette products and reduced risk cigarette products it may develop as unlawful or allege they bear deceptive or unsubstantiated product claims, and seek the removal of the products from the marketplace or significant changes to advertising. Allegations by federal or state regulators, public health organizations and other tobacco manufacturers that Vector Tobacco's products are unlawful, or that its public statements or advertising contain misleading or unsubstantiated health claims or product comparisons, may result in litigation or governmental proceedings. Various proposals have been made for federal, state and international legislation to regulate cigarette manufacturers generally, and reduced constituent cigarettes specifically. It is possible that laws and regulations may be adopted covering issues like the manufacture, sale, distribution, advertising and labeling of tobacco products as well as any express or implied health claims associated with reduced risk, low nicotine and nicotine-free cigarette products and the use of genetically modified tobacco. A system of regulation by agencies such as the FDA, the FTC or the United States Department of Agriculture may be established. The FTC has expressed interest in the regulation of tobacco products which bear reduced carcinogen claims. The ultimate outcome of any of the foregoing cannot be predicted, but any of the foregoing could have a material adverse effect on us.

In November 2008, the Federal Trade Commission 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. The impact of the rescission of the FTC guidance is currently being evaluated by us, but in response to the FTC's action, we have removed all reference to "tar" and nicotine testing from our point-of-sale 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 on the federal and state level which seek to, among other things, eliminate smoking in public places, further restrict displays and advertising of cigarettes, require additional warnings, including graphic warnings, on cigarette packaging and advertising, ban vending machine sales and curtail affirmative defenses of tobacco companies in product liability litigation. This trend has had, and is likely to continue to have, an adverse effect on us.

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 or phrases or their negatives.

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

- general economic and market conditions and any changes therein, due to acts of war and terrorism or otherwise,
- 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,
- impact of substantial increases in federal, state and local excise taxes,
- uncertainty related to litigation and potential additional payment obligations for us under the Master Settlement Agreement and other settlement agreements with the states, and
- risks inherent in our new product development initiatives.

Further information on risks and uncertainties specific to our business include the risk factors discussed above under Item 1A. "Risk Factors" and in "Management's Discussion and Analysis of Financial Condition and Results of Operations".

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

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

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

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

Our Consolidated Financial Statements and Notes thereto, together with the report thereon of PricewaterhouseCoopers LLP dated March 2, 2009, are set forth beginning on page F-1 of this report.

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

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

Conclusions Regarding the Effectiveness of Disclosure 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.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control — Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2008.

The effectiveness of our internal control over financial reporting as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered certified public accounting firm, as stated in their report, which is included herein.

Material Changes in Internal Control

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.

ITEM 9B. ***OTHER INFORMATION***

None.

PART III

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

This information is contained in our definitive Proxy Statement for our 2009 Annual Meeting of Stockholders, to be filed with the SEC not later than 120 days after the end of our fiscal year covered by this report pursuant to Regulation 14A under the Securities Exchange Act of 1934, and incorporated herein by reference.

ITEM 11. ***EXECUTIVE COMPENSATION***

This information is contained in the Proxy Statement and incorporated herein by reference.

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

This information is contained in the Proxy Statement and incorporated herein by reference.

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

This information is contained in the Proxy Statement and incorporated herein by reference.

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

This information is contained in the Proxy Statement and incorporated herein by reference.

PART IV

ITEM 15. ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES***

(a)(1) INDEX TO 2008 CONSOLIDATED FINANCIAL STATEMENTS:

Our consolidated financial statements and the notes thereto, together with the report thereon of PricewaterhouseCoopers LLP dated March 2, 2009, appear beginning on page F-1 of this report.

(a)(2) FINANCIAL STATEMENT SCHEDULES:

(a)(3) *EXHIBITS*

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

INDEX OF EXHIBITS

Exhibit No.	Description
* 3.1	Amended and Restated Certificate of Incorporation of Vector Group Ltd. (formerly known as Brooke Group Ltd.) (“Vector”) (incorporated by reference to Exhibit 3.1 in Vector’s Form 10-Q for the quarter ended September 30, 1999).
* 3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector (incorporated by reference to Exhibit 3.1 in Vector’s Form 8-K dated May 24, 2000).
* 3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector Group Ltd. (incorporated by reference to Exhibit 3.1 in Vector’s Form 10-Q for the quarter ended June 30, 2007).
* 3.4	Amended and restated By-Laws of Vector Group Ltd. (incorporated by reference to Exhibit 3.4 in Vector’s Form 8-K dated October 19, 2007).
* 4.1	Amended and Restated Loan and Security Agreement dated as of April 14, 2004, by and between Wachovia Bank, N.A., as lender, Liggett Group Inc., as borrower, 100 Maple LLC and Epic Holdings Inc. (the “Wachovia Loan Agreement”) (incorporated by reference to Exhibit 10.1 in Vector’s Form 8-K dated April 14, 2004).
* 4.2	Amendment, dated as of December 13, 2005, to the Wachovia Loan Agreement (incorporated by reference to Exhibit 4.1 in Vector’s Form 8-K dated December 13, 2005).
* 4.4	Amendment, dated as of January 31, 2007, to the Wachovia Loan Agreement (incorporated by reference to Exhibit 4.1 in Vector’s Form 8-K dated February 2, 2007).
* 4.5	Amendment, dated as of August 10, 2007, to the Wachovia Loan Agreement (incorporated by reference to Exhibit 4.6 in Vector’s Form 8-K dated August 16, 2007).
* 4.6	Amendment, dated as of August 16, 2007, to the Wachovia Loan Agreement (incorporated by reference to Exhibit 4.7 in Vector’s Form 8-K dated August 16, 2007).
* 4.7	Intercreditor Agreement, dated as of August 16, 2007, between Wachovia Bank, N.A., as ABL Lender, U.S. Bank National Association, as Collateral Agent, Liggett Group LLC, as Borrower, and 100 Maple LLC, as Loan Party (incorporated by reference to Exhibit 99.1 in Vector’s Form 8-K dated August 16, 2007).
* 4.8	Indenture, dated as of November 18, 2004, between Vector and Wells Fargo Bank, N.A., as Trustee, relating to the 5% Variable Interest Senior Convertible Notes due 2011, including the form of Note (incorporated by reference to Exhibit 10.1 in Vector’s Form 8-K dated November 18, 2004).
* 4.9	Indenture, dated as of April 13, 2005, by and between Vector and Wells Fargo Bank, N.A., relating to the 5% Variable Interest Senior Convertible Notes due 2011 including the form of Note (incorporated by reference to Exhibit 4.1 in Vector’s Form 8-K dated April 14, 2005).
* 4.10	Indenture, dated as of July 12, 2006, by and between Vector and Wells Fargo Bank, N.A., relating to the $3^7/_8$% Variable Interest Senior Convertible Debentures due 2026 (the “$3^7/_8$% Debentures”), including the form of the $3^7/_8$% Debenture (incorporated by reference to Exhibit 4.1 in Vector’s Form 8-K dated July 11, 2006).
* 4.11	Indenture, dated as of August 16, 2007, between Vector Group Ltd., the subsidiary guarantors named therein and U.S. Bank National Association, as Trustee, relating to the 11% Senior Secured Notes due 2015, including the form of Note (incorporated by reference to Exhibit 4.1 in Vector’s Form 8-K dated August 16, 2007).
* 4.12	First Supplemental Indenture dated as of July 15, 2008 to the Indenture dated August 16, 2007 between Vector Group Ltd., the subsidiary guarantors named therein and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 of Vector’s Form 8-K dated July 15, 2008).
* 4.13	Pledge Agreement, dated as of August 16, 2007, between VGR Holding LLC, as Grantor, and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 4.2 in Vector’s Form 8-K dated August 16, 2007).

Exhibit No.	Description
* 4.14	Security Agreement, dated as of August 16, 2007, between Vector Tobacco Inc., as Grantor, and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 4.3 in Vector's Form 8-K dated August 16, 2007).
* 4.15	Security Agreement, dated as of August 16, 2007, between Liggett Group LLC and 100 Maple LLC, as Grantors, and U.S. Bank National Association, as Collateral Agent (incorporated by reference to Exhibit 4.4 in Vector's Form 8-K dated August 16, 2007).
* 4.16	Registration Rights Agreement, dated as of August 16, 2007, between Vector Group Ltd., the subsidiary guarantors named therein and Jefferies & Company, Inc. (incorporated by reference to Exhibit 4.5 in Vector's Form 8-K dated August 16, 2007).
* 10.1	Corporate Services Agreement, dated as of June 29, 1990, between Vector and Liggett (incorporated by reference to Exhibit 10.10 in Liggett's Registration Statement on Form S-1, No. 33-47482).
* 10.2	Services Agreement, dated as of February 26, 1991, between Brooke Management Inc. ("BMI") and Liggett (the "Liggett Services Agreement") (incorporated by reference to Exhibit 10.5 in VGR Holding's Registration Statement on Form S-1, No. 33-93576).
* 10.3	First Amendment to Liggett Services Agreement, dated as of November 30, 1993, between Liggett and BMI (incorporated by reference to Exhibit 10.6 in VGR Holding's Registration Statement on Form S-1, No. 33-93576).
* 10.4	Second Amendment to Liggett Services Agreement, dated as of October 1, 1995, between BMI, Vector and Liggett (incorporated by reference to Exhibit 10(c) in Vector's Form 10-Q for the quarter ended September 30, 1995).
* 10.5	Third Amendment to Liggett Services Agreement, dated as of March 31, 2001, by and between Vector and Liggett (incorporated by reference to Exhibit 10.5 in Vector's Form 10-K for the year ended December 31, 2003).
* 10.6	Corporate Services Agreement, dated January 1, 1992, between VGR Holding and Liggett (incorporated by reference to Exhibit 10.13 in Liggett's Registration Statement on Form S-1, No. 33-47482).
* 10.7	Settlement Agreement, dated March 15, 1996, by and among the State of West Virginia, State of Florida, State of Mississippi, Commonwealth of Massachusetts, and State of Louisiana, Brooke Group Holding and Liggett (incorporated by reference to Exhibit 15 in the Schedule 13D filed by Vector on March 11, 1996, as amended, with respect to the common stock of RJR Nabisco Holdings Corp.).
* 10.8	Addendum to Initial States Settlement Agreement (incorporated by reference to Exhibit 10.43 in Vector's Form 10-Q for the quarter ended March 31, 1997).
* 10.9	Settlement Agreement, dated March 12, 1998, by and among the States listed in Appendix A thereto, Brooke Group Holding and Liggett (incorporated by reference to Exhibit 10.35 in Vector's Form 10-K for the year ended December 31, 1997).
* 10.10	Master Settlement Agreement made by the Settling States and Participating Manufacturers signatories thereto (incorporated by reference to Exhibit 10.1 in Philip Morris Companies Inc.'s Form 8-K dated November 25, 1998, Commission File No. 1-8940).
* 10.11	General Liggett Replacement Agreement, dated as of November 23, 1998, entered into by each of the Settling States under the Master Settlement Agreement, and Brooke Group Holding and Liggett (incorporated by reference to Exhibit 10.34 in Vector's Form 10-K for the year ended December 31, 1998).
* 10.12	Stipulation and Agreed Order regarding Stay of Execution Pending Review and Related Matters, dated May 7, 2001, entered into by Philip Morris Incorporated, Lorillard Tobacco Co., Liggett Group Inc. and Brooke Group Holding Inc. and the class counsel in Engel, et. al., v. R.J. Reynolds Tobacco Co., et. al. (incorporated by reference to Exhibit 99.2 in Philip Morris Companies Inc.'s Form 8-K dated May 7, 2001).
* 10.13	Amended and Restated Employment Agreement ("LeBow Employment Agreement), dated as of September 27, 2005, between Vector and Bennett S. LeBow (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated September 27, 2005).
* 10.14	Amendment dated January 27, 2006 to LeBow Employment Agreement (incorporated by reference to Exhibit 10.2 in Vector's Form 8-K dated January 27, 2006).

Exhibit No.	Description
* 10.15	Amended and Restated Employment Agreement dated as of January 27, 2006, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated January 27, 2006).
* 10.16	Employment Agreement, dated as of January 27, 2006, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.3 in Vector's Form 8-K dated January 27, 2006).
* 10.17	Amended and Restated Employment Agreement, dated as of January 27, 2006, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.4 in Vector's Form 8-K dated January 27, 2006).
* 10.18	Employment Agreement, dated as of November 11, 2005, between Liggett Group Inc. and Ronald J. Bernstein (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated November 11, 2005).
* 10.19	Employment Agreement, dated as of January 27, 2006, between Vector and J. Bryant Kirkland III (incorporated by reference to Exhibit 10.5 in Vector's Form 8-K dated January 27, 2006).
* 10.20	Vector Group Ltd. Amended and Restated 1999 Long-Term Incentive Plan (incorporated by reference to Appendix A in Vector's Proxy Statement dated April 21, 2004).
* 10.21	Stock Option Agreement, dated November 4, 1999, between Vector and Bennett S. LeBow (incorporated by reference to Exhibit 10.59 in Vector's Form 10-K for the year ended December 31, 1999).
* 10.22	Stock Option Agreement, dated November 4, 1999, between Vector and Richard J. Lampen (incorporated by reference to Exhibit 10.60 in Vector's Form 10-K for the year ended December 31, 1999).
* 10.23	Stock Option Agreement, dated November 4, 1999, between Vector and Marc N. Bell (incorporated by reference to Exhibit 10.61 in Vector's Form 10-K for the year ended December 31, 1999).
* 10.24	Stock Option Agreement, dated November 4, 1999, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.63 in Vector's Form 10-K for the year ended December 31, 1999).
* 10.25	Stock Option Agreement, dated January 22, 2001, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.2 in Vector's Form 10-Q for the quarter ended March 31, 2001).
* 10.26	Restricted Share Award Agreement, dated as of September 27, 2005, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.2 in Vector's Form 8-K dated September 27, 2005).
* 10.27	Restricted Share Award Agreement, dated as of November 11, 2005, between Vector and Ronald J. Bernstein (incorporated by reference to Exhibit 10.2 in Vector's Form 8-K dated November 11, 2005).
* 10.28	Option Letter Agreement, dated as of November 11, 2005 between Vector and Ronald J. Bernstein (incorporated by reference to Exhibit 10.3 in Vector's Form 8-K dated November 11, 2005)..
* 10.29	Restricted Share Award Agreement, dated as of November 16, 2005, between Vector and Howard M. Lorber (incorporated by reference to Exhibit 10.1 in Vector's Form 8-K dated November 16, 2005).
* 10.30	Vector Senior Executive Annual Bonus Plan (incorporated by reference to Exhibit 10.7 in Vector's Form 8-K dated January 27, 2006).
* 10.31	Vector Supplemental Retirement Plan (as amended and restated April 24, 2008) (incorporated by reference to Exhibit 10.1 in Vector's Form 10-Q for the quarter ended June 30, 2008).
* 10.32	Closing Agreement on Final Determination Covering Specific Matters between Vector and the Commissioner of Internal Revenue of the United States of America dated July 20, 2006 (incorporated by reference to Exhibit 10.3 in Vector's Form 10-Q for the quarter ended September 30, 2006).
* 10.33	Operating Agreement of Douglas Elliman Realty, LLC (formerly known as Montauk Battery Realty LLC) dated December 17, 2002 (incorporated by reference to Exhibit 10.1 in New Valley's Form 8-K dated December 13, 2002).
* 10.34	First Amendment to Operating Agreement of Douglas Elliman Realty, LLC (formerly known as Montauk Battery Realty LLC), dated as of March 14, 2003 (incorporated by reference to Exhibit 10.1 in New Valley's Form 10-Q for the quarter ended March 31, 2003).
* 10.35	Second Amendment to Operating Agreement of Douglas Elliman Realty, LLC, dated as of May 19, 2003 (incorporated by reference to Exhibit 10.1 in New Valley's Form 10-Q for the quarter ended June 30, 2003).

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Exhibit No.	Description
* 10.37	Note and Equity Purchase Agreement, dated as of March 14, 2003 (the "Note and Equity Purchase Agreement"), by and between Douglas Elliman Realty, LLC (formerly known as Montauk Battery Realty LLC), New Valley Real Estate Corporation and The Prudential Real Estate Financial Services of America, Inc., including form of 12% Subordinated Note due March 14, 2013 (incorporated by reference to Exhibit 10.2 in New Valley's Form 10-Q for the quarter ended March 31, 2003).
* 10.38	Amendment to the Note and Equity Purchase Agreement, dated as of April 14, 2003 (incorporated by reference to Exhibit 10.3 in New Valley's Form 10-Q for the quarter ended March 31, 2003).
* 10.39	Stipulation for Entry of Judgment dated March 14, 2007 between New Valley Corporation and the United States of America (incorporated by reference to Exhibit 10.2 in Vector's Form 10-Q for the quarter ended March 31, 2007).
21	Subsidiaries of Vector.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
31.1	Certification of Chief Executive Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Material Legal Proceedings.
99.2	Liggett Group LLC's Consolidated Financial Statements for the three years ended December 31, 2008.
99.3	Vector Tobacco Inc.'s Consolidated Financial Statements for the three years ended December 31, 2008.

* Incorporated by reference

Each management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 14(c) is listed in exhibit nos. 10.13 through 10.31.

SIGNATURES

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

VECTOR GROUP LTD.
(Registrant)

By: /s/ J. Bryant Kirkland III
J. Bryant Kirkland III
Vice President, Treasurer and Chief
Financial Officer

Date: March 2, 2009

POWER OF ATTORNEY

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 2, 2009.

Signature	Title
/s/ Howard M. Lorber Howard M. Lorber	President and Chief Executive Officer (Principal Executive Officer)
/s/ J. Bryant Kirkland III J. Bryant Kirkland III	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Henry C. Beinstein Henry C. Beinstein	Director
/s/ Ronald J. Bernstein Ronald J. Bernstein	Director
/s/ Robert J. Eide Robert J. Eide	Director
/s/ Bennett S. LeBow Bennett S. LeBow	Director
/s/ Jeffrey S. Podell Jeffrey S. Podell	Director
/s/ Jean E. Sharpe Jean E. Sharpe	Director

VECTOR GROUP LTD.
FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2008
ITEMS 8, 15(a)(1) AND (2)

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

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

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

Liggett Group LLC

The consolidated financial statements of Liggett Group LLC for the year ended December 31, 2008 are filed as Exhibit 99.2 to this report and are incorporated by reference.

Vector Tobacco Inc.

The consolidated financial statements of Vector Tobacco Inc. for the year ended December 31, 2008 are filed as Exhibit 99.3 to this report and are incorporated by reference.

Report of Independent Registered Certified Public Accounting Firm

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

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Vector Group Ltd. and its subsidiaries at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 1(n), Note 1(o) and Note 10 to the consolidated financial statements, the Company changed the manner in which it accounts for defined benefit and other post retirement plans in 2006 and 2008, the manner in which it accounts for share-based compensation in 2006 and the manner for which it accounts for uncertain tax positions in 2007.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Miami, Florida
March 2, 2009

VECTOR GROUP LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31, 2008	December 31, 2007
	(Dollars in thousands, except per share amounts)	
ASSETS:		
Current assets:		
Cash and cash equivalents	$ 211,105	$ 238,117
Investment securities available for sale	28,518	45,875
Accounts receivable — trade	9,506	3,113
Inventories	92,581	86,825
Deferred income taxes	3,642	18,336
Other current assets	9,931	3,360
Total current assets	355,283	395,626
Property, plant and equipment, net	50,691	54,432
Mortgage receivable, net	17,704	—
Long-term investments accounted for at cost	51,118	72,971
Long-term investments accounted under the equity method	—	10,495
Investments in non-consolidated real estate businesses	50,775	35,731
Restricted assets	6,555	8,766
Deferred income taxes	45,222	26,637
Intangible asset	107,511	107,511
Prepaid pension costs	2,901	42,084
Other assets	29,952	31,036
Total assets	$ 717,712	$ 785,289
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Current portion of notes payable and long-term debt	$ 97,498	$ 20,618
Current portion of employee benefits	21,840	1,298
Accounts payable	6,104	6,980
Accrued promotional expenses	10,131	9,210
Income taxes payable, net	11,803	2,363
Accrued excise and payroll taxes payable, net	7,004	5,327
Settlement accruals	20,668	10,041
Deferred income taxes	92,507	24,019
Accrued interest	9,612	9,475
Other current liabilities	18,992	20,006
Total current liabilities	296,159	109,337
Notes payable, long-term debt and other obligations, less current portion	210,301	277,178
Fair value of derivatives embedded within convertible debt	77,245	101,582
Non-current employee benefits	34,856	40,933
Deferred income taxes	48,807	141,904
Other liabilities	16,739	13,503
Total liabilities	684,107	684,437
Commitments and contingencies		
Stockholders' equity:		
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, 69,107,320 and 63,307,020 shares issued and 66,014,070 and 60,361,068 shares outstanding	6,601	6,036
Additional paid-in capital	65,103	89,494
Retained earnings (accumulated deficit)	—	—
Accumulated other comprehensive income (loss)	(25,242)	18,179
Less: 3,093,250 and 2,945,952 shares of common stock in treasury, at cost	(12,857)	(12,857)
Total stockholders' equity	33,605	100,852
Total liabilities and stockholders' equity	$ 717,712	$ 785,289

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

VECTOR GROUP LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2008	2007	2006
	(Dollars in thousands, except per share amounts)		
Revenues*	$ 565,186	$ 555,430	$ 506,252
Expenses:			
Cost of goods sold	335,299	337,079	315,163
Operating, selling, administrative and general expenses	94,583	92,967	90,833
Gain on sale of assets	—	—	(2,210)
Restructuring and impairment charges	—	(120)	1,437
Operating income	135,304	125,504	101,029
Other income (expenses):			
Interest and dividend income	5,864	9,897	9,000
Interest expense	(62,335)	(45,762)	(37,776)
Changes in fair value of derivatives embedded within convertible debt	24,337	(6,109)	112
Loss on extinguishment of debt	—	—	(16,166)
Gain on investments, net	—	—	3,019
Provision for loss on investments	(32,400)	(1,216)	—
Gain from conversion of LTS notes	—	8,121	—
Equity income from non-consolidated real estate businesses	24,399	16,243	9,086
Income from lawsuit settlement	—	20,000	—
Other, net	(597)	(75)	176
Income before provision for income taxes	94,572	126,603	68,480
Income tax expense	(34,068)	(52,800)	(25,768)
Net income	$ 60,504	$ 73,803	$ 42,712
Per basic common share:			
Net income applicable to common shares	$ 0.90	$ 1.10	$ 0.66
Per diluted common share:			
Net income applicable to common shares	$ 0.80	$ 1.07	$ 0.65
Cash distributions declared per share	$ 1.54	$ 1.47	$ 1.40

* Revenues and cost of goods sold include federal excise taxes of $168,170, $176,269 and $174,339 for the years ended December 31, 2008, 2007 and 2006, respectively.

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

VECTOR GROUP LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS’ EQUITY (DEFICIT)

	Common Stock		Additional Paid-In	Unearned		Other Comprehensive	Treasury	
	Shares	Amount	Capital	Compensation	Deficit	Income (Loss)	Stock	Total
				(Dollars in thousands)				
Balance, January 1, 2006	49,849,735	4,985	133,325	(11,681)	(70,633)	(10,610)	(16,320)	29,066
Net income	—	—	—	—	42,712	—	—	42,712
Pension related minimum liability adjustments, net of taxes	—	—	—	—		9,461	—	9,461
Forward contract adjustments, net of taxes	—	—	—	—	—	254	—	254
Unrealized gain on long-term investments accounted for under the equity method, net of taxes	—	—	—	—	—	173	—	173
Unrealized gain on investment securities, net of taxes	—	—	—	—	—	4,772	—	4,772
Total other comprehensive income	—	—	—	—	—	—	—	14,660
Total comprehensive income	—		—	—	—		—	57,372
Adoption of SFAS No. 158	—	—	—	—	—	(6,637)	—	(6,637)
Reclassifications in accordance with SFAS No. 123(R)	—	—	(11,681)	11,681	—	—	—	—
Distributions on common stock	—	—	(92,359)	—	—	—	—	(92,359)
Effect of stock dividend	2,708,295	271	—	—	(271)	—	—	—
Exercise of options, net of 41,566 shares delivered to pay exercise price	273,239	27	3,241	—	—	—	(697)	2,571
Amortization of deferred compensation	—	—	3,926	—	—	—	—	3,926
Note conversion	4,200,000	420	79,522	—	—	—	4,263	84,205
Beneficial conversion feature of convertible debt, net of taxes	—	—	16,833	—	—	—	—	16,833
Balance, December 31, 2006	57,031,269	5,703	132,807	—	(28,192)	(2,587)	(12,754)	94,977
Net income	—	—	—	—	73,803	—	—	73,803
Change in net loss and prior service cost, net of taxes	—	—	—	—	—	11,545	—	11,545
Forward contract adjustments, net of taxes	—	—	—	—	—	28	—	28
Unrealized gain on long-term investments accounted for under the equity method, net of taxes	—	—	—	—	—	226	—	226
Unrealized gain on investment securities, net of taxes	—	—	—	—	—	8,967	—	8,967
Total other comprehensive income	—	—	—	—	—	—	—	20,766
Total comprehensive income	—	—	—	—	—	—		94,569
Distributions and dividends on common stock	—	—	(54,054)	—	(45,324)	—		(99,378)
Effect of stock dividend	2,870,589	287	—	—	(287)	—	—	—
Restricted stock grants	40,000	4	(4)	—	—	—	—	—
Tax benefit of options exercised	—	—	2,055	—	—	—	—	2,055
Exercise of options, net of 7,627 shares delivered to pay exercise price	419,210	42	5,161	—	—	—	(103)	5,100
Amortization of deferred compensation	—	—	3,529	—	—	—	—	3,529
Balance, December 31, 2007	60,361,068	6,036	89,494	—	—	18,179	(12,857)	100,852
Net income	—	—	—	—	60,504	—	—	60,504
Change in net loss and prior service cost, net of taxes	—	—	—	—	—	(30,989)	—	(30,989)
Forward contract adjustments, net of taxes	—	—	—	—	—	35	—	35
Unrealized gain on long-term investments accounted for under the equity method, net of taxes	—	—	—	—	—	(399)	—	(399)
Unrealized gain on investment securities, net of taxes	—	—	—	—	—	(12,263)	—	(12,263)
Total other comprehensive income	—	—	—	—	—	—	—	(43,616)
Total comprehensive income	—	—	—	—	—	—		16,888
Adoption of SFAS No. 158 measurement date	—	—	—	—	(509)	195	—	(314)
Distributions and dividends on common stock	—	—	(46,081)	—	(59,681)	—		(105,762)
Effect of stock dividend	3,142,760	314	—	—	(314)	—	—	—
Tax benefit of options exercised	—	—	18,304	—	—	—	—	18,304
Exercise of options, net of 1,375,895 shares delivered to pay exercise price	2,510,242	251	(164)	—	—	—	—	87
Amortization of deferred compensation	—	—	3,550	—	—	—	—	3,550
Balance, December 31, 2008	66,014,070	$ 6,601	$ 65,103	$ —	$ —	$ (25,242)	$ (12,857)	$ 33,605

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

VECTOR GROUP LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2008	2007	2006
	(Dollars in thousands, except per share amounts)		
Cash flows from operating activities:			
Net income	$ 60,504	$ 73,803	$ 42,712
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	10,057	10,202	9,888
Non-cash stock-based expense	3,550	3,529	3,926
Non-cash portion of restructuring and impairment charges	53	(120)	1,437
Loss on extinguishment of debt	—	—	16,166
Gain on sale of investment securities available for sale	—	—	(3,019)
Gain on sale of assets	—	—	(2,210)
Deferred income taxes	432	44,656	(10,379)
Gain from conversion of LTS notes	—	(6,388)	—
Provision for loss on mortgage receivable	4,000	—	—
Provision for loss on non-consolidated real estate businesses	3,500	—	—
Provision for loss on long-term investments accounted for at cost	21,900	—	—
Loss on long-term investments accounted under the equity method	568	—	—
Provision for loss on marketable securities	3,000	1,216	—
Equity income in non-consolidated real estate businesses	(24,399)	(16,243)	(9,086)
Distributions from non-consolidated real estate businesses	8,462	8,878	7,311
Non-cash interest (income) expense	(11,907)	13,912	5,176
Changes in assets and liabilities:			
Receivables	(6,393)	12,367	(2,766)
Inventories	(5,756)	4,474	(20,904)
Change in book overdraft.	198	(179)	759
Accounts payable and accrued liabilities	11,850	(46,960)	(2,881)
Cash payments on restructuring liabilities	(154)	(884)	(1,284)
Other assets and liabilities, net	11,800	6,935	11,169
Net cash provided by operating activities	91,265	109,198	46,015

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

VECTOR GROUP LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2008	2007	2006
	(Dollars in thousands, except per share amounts)		
Cash flows from investing activities:			
Proceeds from sale of businesses and assets	452	917	1,486
Proceeds from sale or maturity of investment securities	—	—	30,407
Purchase of investment securities	(6,411)	(6,571)	(19,706)
Proceeds from sale or liquidation of long-term investments	8,334	71	326
Purchase of long-term investments	(51)	(40,091)	(35,345)
Purchase of mortgage receivable	(21,704)	—	—
Purchase of Castle Brands and other minority equity interests	(4,250)	—	—
Increase in restricted assets	(411)	(492)	(1,527)
Investments in non-consolidated real estate businesses	(22,000)	(750)	(9,850)
Distributions from non-consolidated real estate businesses	19,393	1,000	—
Capital expenditures	(6,309)	(5,189)	(9,558)
Increase in cash surrender value of life insurance policies	(938)	(838)	(898)
Net cash used in investing activities	(33,895)	(51,943)	(44,665)
Cash flows from financing activities:			
Proceeds from issuance of debt	2,831	174,576	118,146
Repayments of debt	(6,329)	(41,200)	(72,925)
Deferred financing charges	(137)	(9,985)	(5,280)
Borrowings under revolver	531,251	537,746	514,739
Repayments on revolver	(526,518)	(534,950)	(502,753)
Distributions on common stock	(103,870)	(99,249)	(90,138)
Proceeds from exercise of Vector options and warrants	86	5,100	2,571
Tax benefit of options exercised	18,304	2,055	—
Net cash (used in) provided by financing activities	(84,382)	34,093	(35,640)
Net (decrease) increase in cash and cash equivalents	(27,012)	91,348	(34,290)
Cash and cash equivalents, beginning of year	238,117	146,769	181,059
Cash and cash equivalents, end of year	$ 211,105	$ 238,117	$ 146,769

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

VECTOR GROUP LTD.

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation:

The consolidated financial statements of Vector Group Ltd. (the "Company" or "Vector") include the accounts of VGR Holding LLC ("VGR Holding"), Liggett Group LLC ("Liggett"), Vector Tobacco Inc. ("Vector Tobacco"), Liggett Vector Brands Inc. ("Liggett Vector Brands"), New Valley LLC ("New Valley") and other less significant subsidiaries. All significant intercompany balances and transactions have been eliminated.

Liggett is engaged in the manufacture and sale of cigarettes in the United States. Vector Tobacco is engaged in the development and marketing of low nicotine and nicotine-free cigarette products and the development of reduced risk cigarette products. New Valley is engaged in the real estate business and is seeking to acquire additional operating companies and real estate properties.

(b) Estimates and Assumptions:

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

(c) Cash and Cash Equivalents:

For purposes of the statements of cash flows, cash includes cash on hand, cash on deposit in banks and cash equivalents, comprised of short-term investments which have an original maturity of 90 days or less. Interest on short-term investments is recognized when earned. The Company places its cash and cash equivalents with large commercial banks. The Federal Deposit Insurance Corporation ("FDIC") and Securities Investor Protection Corporation ("SIPC") insure these balances, up to $250 and $500, respectively. Substantially all of the Company's cash balances at December 31, 2008 are uninsured.

(d) Financial Instruments:

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

The carrying amounts of short-term debt reported in the consolidated balance sheets approximate fair value. The fair value of long-term debt for the years ended December 31, 2008 and 2007 was estimated based on current market quotations.

As required by Statement of Financial Accounting Standards ("SFAS") No. 133, amended by SFAS No. 138, derivatives embedded within the Company's convertible debt are recognized on the Company's balance sheet and are stated at estimated fair value at each reporting period. Changes in the fair value of the embedded derivatives are reflected quarterly as "Changes in fair value of derivatives embedded within convertible debt." The estimated fair values for financial instruments presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair values.

(e) Investment Securities:

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

Gains are recognized when realized in the Company's consolidated statements of operations. Losses are recognized as realized or upon the determination of the occurrence of an other-than-temporary decline in fair value. The Company's policy is to review its securities on a periodic basis to evaluate whether any security has experienced an other-than-temporary decline in fair value. If it is determined that an other-than-temporary decline exists in one of the Company's marketable securities, it is the Company's policy to record an impairment charge with respect to such investment in the Company's consolidated statements of operations. The Company recorded a loss related to other-than-temporary declines in the fair value of its marketable equity securities of $3,018, $1,216 for the years ended December 31, 2008 and 2007, respectively.

(f) Significant Concentrations of Credit Risk:

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

Liggett's customers are primarily candy and tobacco distributors, the military and large grocery, drug and convenience store chains. One customer accounted for approximately 8.8%, 8.7% and 10.8% of Liggett's revenues in 2008, 2007, and 2006, respectively, and accounts receivable of approximately $3,169 and $26 at December 31, 2008 and 2007, respectively. Sales to this customer were primarily in the private label discount segment. Concentrations of credit risk with respect to trade receivables are generally limited due to the large number of customers, located primarily throughout the United States, comprising Liggett's customer base. Ongoing credit evaluations of customers' financial condition are performed and, generally, no collateral is required. Liggett maintains reserves for potential credit losses and such losses, in the aggregate, have generally not exceeded management's expectations.

(g) Accounts Receivable:

Accounts receivable-trade are recorded at their net realizable value.

The allowance for doubtful accounts and cash discounts was $255 and $120 at December 31, 2008 and 2007, respectively.

(h) Inventories:

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

The Company recorded a charge to operations for LIFO layer liquidations of $2,379 and $1,942 for the years ended December 31, 2008 and 2007, respectively, and an increase in income of $790 for LIFO layer increments for the year ended December 31, 2006.

(i) Restricted Assets:

Long-term restricted assets of $6,555 and $8,766 at December 31, 2008 and 2007, respectively, consist primarily of certificates of deposit which collateralize letters of credit and deposits on long-term debt. The certificates of deposit mature at various dates from February 2009 to June 2010.

(j) Property, Plant and Equipment:

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

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

(k) Investment in Non-Consolidated Real Estate Businesses:

In accounting for its investment in non-consolidated real estate businesses, the Company applies FASB Interpretation No. 46(R) (“FIN 46(R)”), “Consolidation of Variable Interest Entities”, which clarified the application of Accounting Research Bulletin No. 51 (“ARB No. 51”), “Consolidated Financial Statements”. FIN 46(R) requires the Company to identify its participation in Variable Interest Entities (“VIE”), which are defined as entities with a level of invested equity insufficient to fund future activities to operate on a stand-alone basis, or whose equity holders lack certain characteristics typical to holders of equity interests, such as voting rights. For entities identified as VIEs, FIN 46(R) sets forth a model to evaluate potential consolidation based on an assessment of which party, if any, bears a majority of the exposure to the expected losses, or stands to gain from a majority of the expected returns. FIN 46(R) also sets forth certain disclosures regarding interests in VIEs that are deemed significant, even if consolidation is not required.

New Valley accounts for its 50% interests in Douglas Elliman Realty LLC, Koa Investors LLC and 16th & K Holdings LLC, New Valley Oaktree Chelsea Eleven, LLC and, prior to the fourth quarter of 2007, accounted for its interest in Ceebraid Acquisition Corporation (“Ceebraid”) on the equity method because the entities neither meet the definition of a VIE nor is New Valley each respective entity’s primary beneficiary, as defined in FIN 46(R).

In addition, FIN 46(R) includes a scope exception for certain entities that are deemed to be “businesses” and meet certain other criteria. Entities that meet this scope exception are not subject to the accounting and disclosure rules of FIN 46(R), but are subject to the pre-existing consolidation rules under ARB No. 51, which are based on an analysis of voting rights. This scope exception applies to New Valley’s investment in Douglas Elliman Realty LLC and, as a result, under the applicable ARB No. 51 rules, the Company is not required to consolidate this business. Further, New Valley is deemed to exert significant influence over these entities.

(l) Intangible Assets:

The Company is required to conduct an annual review of intangible assets for potential impairment including the intangible asset of $107,511, which is not subject to amortization due to its indefinite useful life. This intangible asset relates to the exemption of The Medallion Company (“Medallion”), acquired in April 2002, under the Master Settlement Agreement, which states payments under the MSA continue in perpetuity. As a result, the Company believes it will realize the benefit of the exemption for the foreseeable future.

Other intangible assets, included in other assets, consisting of trademarks and patent rights, are amortized using the straight-line method over 10-12 years and had a net book value of $45 and $53 at December 31, 2008 and 2007, respectively.

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(m) <u>Impairment of Long-Lived Assets</u>:

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

As discussed in Note 2, the Company recorded a $954 asset impairment charge in 2006 related to the restructuring of Vector Research Ltd. This amount has been included as a component of “Restructuring and impairment charges” in the Company’s consolidated statement of operations for the year ended December 31, 2006.

(n) <u>Pension, Postretirement and Postemployment Benefits Plans</u>:

The cost of providing retiree pension benefits, health care and life insurance benefits is actuarially determined and accrued over the service period of the active employee group. On September 29, 2006, SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans” was issued. SFAS No. 158 requires, among other things, the recognition of the funded status of each defined benefit pension plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the balance sheet. The Company adopted SFAS No. 158 as of December 31, 2006 and, in accordance with SFAS No. 158, changed its measurement date for the funded status of the plans from September 30 to December 31 in 2008. (See Note 9.)

(o) <u>Stock Options</u>:

The Company accounted for employee stock compensation plans under SFAS No. 123 (revised 2004), “Share-Based Payment” (“SFAS No. 123R”), which requires companies to measure compensation cost for share-based payments at fair value. In June 2008, the Company’s former Executive Chairman delivered 1,375,895 shares of common stock in payment of the exercise price in connection with the exercise of an employee stock option for 3,878,317 shares. The Company subsequently cancelled the shares delivered.

(p) <u>Income Taxes</u>:

The Company adopted FIN 48, “Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)”, on January 1, 2007. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. FIN 48 requires that a liability created for unrecognized deferred tax benefits shall be presented as a liability and not combined with deferred tax liabilities or assets.

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

(q) <u>Distributions and Dividends on Common Stock</u>:

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

(r) Revenue Recognition:

Sales: Revenues from sales are recognized upon the shipment of finished goods when title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, the sale price is determinable and collectibility is reasonably assured. The Company provides an allowance for expected sales returns, net of any related inventory cost recoveries. Certain sales incentives, including buydowns, are classified as reductions of net sales in accordance with the FASB's Emerging Issues Task Force ("EITF") Issue No. 01-9, "Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)." In accordance with EITF Issue No. 06-3, "How Taxes Collected From Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation)", the Company's accounting policy is to include federal excise taxes in revenues and cost of goods sold. Such revenues and cost of goods sold totaled $168,170, $176,269 and $174,339 for the years ended December 31, 2008, 2007 and 2006, respectively. Since the Company's primary line of business is tobacco, the Company's financial position and its results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.

Shipping and Handling Fees and Costs: Shipping and handling fees related to sales transactions are neither billed to customers nor recorded as revenue. Shipping and handling costs, which were $4,509 in 2008, $4,717 in 2007 and $4,648 in 2006, are recorded as operating, selling, administrative and general expenses.

(s) Advertising and Research and Development:

Advertising costs, which are expensed as incurred and included within operating, selling, administration and general expenses, were $194, $175 and $172 for the years ended December 31, 2008, 2007 and 2006, respectively.

Research and development costs, primarily at Vector Tobacco, are expensed as incurred and included within operating, selling, administration and general expenses, and were $3,988, $4,220 and $7,750 for the years ended December 31, 2008, 2007 and 2006, respectively.

(t) Earnings Per Share:

Information concerning the Company's common stock has been adjusted to give effect to the 5% stock dividends paid to Company stockholders on September 29, 2008, September 28, 2007, and September 29, 2006, respectively. The dividends were recorded at par value of $314 in 2008, $287 in 2007, and $271 in 2006 since the Company did not have retained earnings in each of the aforementioned years. In connection with the 5% stock dividends, the Company increased the number of shares subject to outstanding stock options by 5% and reduced the exercise prices accordingly.

EITF Issue No. 03-6, "Participating Securities and the Two-Class Method under FASB Statement 128", which established standards regarding the computation of earnings per share ("EPS") by companies that have issued securities other than common stock that contractually entitle the holder to participate in dividends and earnings of the company. For purposes of calculating basic EPS, earnings available to common stockholders for the period are reduced by the contingent interest and the non-cash interest expense associated with the discounts created by the beneficial conversion features and embedded derivatives related to the Company's convertible debt issued in 2004, 2005 and 2006. The convertible debt issued by the Company in 2004, 2005 and 2006, which are participating securities due to the contingent interest feature, had no impact on EPS for the years ended December 31, 2008, 2007 and 2006, as the dividends on the common stock reduced earnings available to common stockholders so there were no unallocated earnings under EITF Issue No. 03-6.

As discussed in Note 11, the Company has stock option awards which provide for common stock dividend equivalents at the same rate as paid on the common stock with respect to the shares underlying the unexercised portion of the options. These outstanding options represent participating securities under EITF Issue No. 03-6. Effective with the adoption of SFAS No. 123(R) on January 1, 2006, the Company recognizes payments of the dividend equivalent rights ($4,865, net of taxes of $2,144, $6,475, net of taxes of $200, and $6,186, net of taxes of $227, for the years ended December 31, 2008, 2007 and 2006, respectively) on these options as reductions in additional paid-in capital on the Company's consolidated balance sheet. As a result, in its calculation of basic EPS for the years ended December 31, 2008, 2007 and 2006, respectively, the Company has adjusted its net income for the effect of these participating securities as follows:

	2008	2007	2006
Net income	$ 60,504	$ 73,803	$ 42,712
Income attributable to participating securities	(2,783)	(4,817)	(2,958)
Net income available to common stockholders	$ 57,721	$ 68,986	$ 39,754

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

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

Basic and diluted EPS were calculated using the following shares for the years ended December 31, 2008, 2007 and 2006:

	2008	2007	2006
Weighted-average shares for basic EPS	64,484,281	62,594,700	59,817,129
Plus incremental shares related to stock options and warrants	717,217	1,748,850	1,573,502
Plus incremental shares related to convertible debt	5,923,533	—	—
Weighted-average shares for diluted EPS	71,125,031	64,343,550	61,390,631

The following stock options, non-vested restricted stock and shares issuable upon the conversion of convertible debt were outstanding during the years ended December 31, 2008, 2007 and 2006 but were not included in the computation of diluted EPS because the exercise prices of the options and the per share expense associated with the restricted stock were greater than the average market price of the common shares during the respective periods, and the impact of common shares issuable under the convertible debt were anti-dilutive to EPS.

	Year Ended December 31, 2008	2007	2006
Number of stock options	514,735	174,650	548,905
Weighted-average exercise price	$ 19.22	$ 26.23	$ 19.11
Weighted-average shares of non- vested restricted stock	66,610	N/A	676,144
Weighted-average expense per share	$ 17.63	N/A	$ 16.99
Weighted-average number of shares issuable upon conversion of debt	7,009,023	12,932,556	13,559,513
Weighted-average conversion price	$ 15.96	$ 17.16	$ 17.21

Diluted EPS are calculated by dividing income by the weighted average common shares outstanding plus dilutive common stock equivalents. The Company's convertible debt was anti-dilutive in 2007 and 2006. As a result of the dilutive nature in 2008 of the Company's 3.875% convertible subordinated notes due 2026, the Company adjusted its net income for the effect of these convertible securities for purposes of calculating diluted EPS as follows:

	Year Ended December 31, 2008	2007	2006
Net income	$ 60,504	$ 73,803	$ 42,712
Income attributable to 3.875% variable interest senior convertible debentures due 2026	(962)	—	—
Income attributable to participating securities	(2,738)	(4,817)	(2,958)
Net income for diluted EPS	$ 56,804	$ 68,986	$ 39,754

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(u) 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 contracts and minimum pension liability adjustments. Total comprehensive income for the years ended December 31, 2008, 2007 and 2006 was as follows:

	Year Ended December 31, 2008	2007	2006
Net income	$ 60,504	$ 73,803	$ 42,712
Net unrealized gains on investment securities available for sale:			
Change in net unrealized (losses) gains, net of income taxes	(14,047)	8,248	6,556
Net unrealized losses reclassified into net income, net of income taxes	1,784	719	(1,784)
Net unrealized (losses) gains on investment securities available for sale, net of income taxes	(12,263)	8,967	4,772
Change in net unrealized (losses) gains, net of income taxes	(674)	226	173
Net unrealized losses (gains) reclassified into net income, net of income taxes	275	—	—
Net unrealized (losses) gains on long-term investments accounted for under the equity method	(399)	226	173
Net change in forward contracts	35	28	254
Net change in pension — related amounts, net of income taxes	(30,989)	11,545	9,461
Comprehensive income	$ 16,888	$ 94,569	$ 57,372

The components of accumulated other comprehensive (loss) income, net of taxes, were as follows as of December 31, 2008 and 2007:

	December 31, 2008	December 31, 2007
Net unrealized gains on investment securities available for sale, net of income taxes of $1,456 and $9,943, respectively	$ 2,104	$ 14,367
Net unrealized gains on long-term investments accounted for under the equity method, net of income taxes of $0 and $276, respectively	—	399
Forward contracts adjustment, net of income taxes of $195 and $219, respectively	(282)	(317)
Pension — related amounts, net of income taxes of $17,408 and $2,452, respectively	(27,064)	3,730
Accumulated other comprehensive (loss) income	$ (25,242)	$ 18,179

(v) 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 $75,990 and $78,544. The Company recorded the fair market value of its embedded derivatives at the midpoint of the inputs at $77,244 as of December 31, 2008. The estimated fair market value of the Company's embedded derivatives could change significantly based on future market conditions. (See Note 7.)

(w) Capital and Credit Market Crisis:

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

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

(x) Contingencies:

The Company records Liggett's product liability legal expenses and other litigation costs as operating, selling, general and administrative expenses as those costs are incurred. As discussed in Note 12, legal proceedings covering a wide range of matters are pending or threatened in various jurisdictions against Liggett.

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. 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 pending tobacco-related litigation or the costs of defending such cases, and, except in the case of one claim currently pending against the Company, the Company has not provided any amounts in its consolidated financial statements for unfavorable outcomes, if any. Litigation is subject to many uncertainties, and it is possible that the Company's consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such tobacco-related litigation.

(y) New Accounting Pronouncements:

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided the entity also elects to apply the provisions of SFAS No. 157. The Company has not elected to use the fair value option.

In December 2007, the FASB issued SFAS No. 141(R), a revised version of SFAS No. 141, "Business Combinations." The revision is intended to simplify existing guidance and converge rulemaking under U.S. Generally Accepted Accounting Principles ("GAAP") with international accounting rules. This statement applies prospectively to business combinations where the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The new standard also converges financial reporting under U.S. GAAP with international accounting rules. The Company is currently assessing the impact, if any, of SFAS No. 141(R) on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133." SFAS No. 161 seeks qualitative disclosures about the objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts, and details of credit-risk-related contingent features in hedged positions. SFAS No. 161 also seeks enhanced disclosure around derivative instruments in financial statements, accounting under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and how hedges affect an entity's financial position, financial performance and cash flows. SFAS No. 161 is effective for the Company as of January 1, 2009 and the Company does not expect the adoption of SFAS No. 161 to have a material impact on its consolidated results of operations, financial position or cash flows.

On May 9, 2008, the FASB issued FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP No. APB 14-1"). The Company is currently assessing the impact of FSP No. APB 14-1 on its consolidated financial statements.

On June 16, 2008, the FASB issued FASB Staff Position No. EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities," which states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share under the two-class method. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. The Company is currently assessing the impact of FSP No. EITF 03-6-1 on its consolidated financial statements.

In October 2008, the FASB issued FSP SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active", which addresses the application of SFAS 157 for illiquid financial instruments. FSP SFAS 157-3 clarifies that approaches to determining fair value other than the market approach may be appropriate when the market for a financial asset is not active.

2. RESTRUCTURINGS

Vector Research 2006 Restructuring. In November 2006, the Company's Board of Directors determined to discontinue the genetics operation of its subsidiary, Vector Research, and, not to pursue, FDA approval of QUEST as a smoking cessation aide, due to the projected significant additional time and expense involved in seeking such approval. In connection with this decision, Vector Research eliminated 12 full-time positions effective December 31, 2006.

The Company recognized pre-tax restructuring and inventory impairment charges of $2,664, during the fourth quarter of 2006. The restructuring charges include $484 relating to employee severance and benefit costs, $338 for contract termination and other associated costs, approximately $954 for asset impairment and $890 in inventory write-offs. Approximately $1,842 of these charges represent non-cash items.

The components of the combined pre-tax restructuring charges relating to the 2006 Vector Research Ltd. restructurings for the years ended December 31, 2008, 2007 and 2006, respectively, were as follows:

	Employee Severance and Benefits	Non-Cash Asset Impairment	Contract Termination/ Exit Costs	Total
Balance, January 1, 2006	$ —	$ —	$ —	$ —
Restructuring charges	484	1,842	338	2,664
Utilized	—	(1,842)	—	(1,842)
Balance, December 31, 2006	$ 484	$ —	$ 338	$ 822
Change in estimate	(71)	—	8	(63)
Utilized	(343)	—	(346)	(689)
Balance, December 31, 2007	$ 70	$ —	$ —	$ 70
Change in estimate	(14)	—	—	(14)
Utilized	(56)	—	—	(56)
Balance, December 31, 2008	$ —	$ —	$ —	$ —

Liggett Vector Brands Restructurings. During April 2004, Liggett Vector Brands adopted a restructuring plan in its continuing effort to adjust the cost structure of the Company's tobacco business and improve operating efficiency. As part of the plan, Liggett Vector Brands eliminated 83 positions and consolidated operations, subletting its New York office space and relocating several employees. As a result of these actions, the Company recognized pre-tax restructuring charges of $2,735 in 2004, including $798 relating to employee severance and benefit costs and $1,937 for contract termination and other associated costs. Approximately $503 of these charges represented non-cash items.

On October 6, 2004, the Company announced an additional plan to further restructure the operations of Liggett Vector Brands, its sales, marketing and distribution agent for its Liggett and Vector Tobacco subsidiaries. Liggett Vector Brands has realigned its sales force and adjusted its business model to more efficiently serve its chain and independent accounts nationwide. Liggett Vector Brands is seeking to expand the portfolio of private and control label partner brands by utilizing a pricing strategy that offers long-term list price stability for customers. In connection with the restructuring, the Company eliminated approximately 330 full-time positions and 135 part-time positions as of December 15, 2004.

The Company recognized pre-tax restructuring charges of $10,583 in 2004, with approximately $5,659 of the charges related to employee severance and benefit costs and approximately $4,924 to contract termination and other associated costs. Approximately $2,503 of these charges represented non-cash items. Additionally, the Company incurred other charges in 2004 for various compensation and related payments to employees which are related to the restructuring. These charges of $1,670 were included in selling, general and administrative expenses.

The components of the combined pre-tax restructuring charges relating to the 2004 Liggett Vector Brands restructurings for the years ended December 31, 2008, 2007 and 2006 are as follows:

	Employee Severance and Benefits	Non-Cash Asset Impairment	Contract Termination/ Exit Costs	Total
Balance, January 1, 2006	$ 713	$ —	$ 1,403	$ 2,116
Change in estimate	(103)	—	(25)	(128)
Utilized	(610)	—	(528)	(1,138)
Balance, December 31, 2006	$ —	$ —	$ 850	$ 850
Change in estimate	—	—	(57)	(57)
Utilized	—	—	(195)	(195)
Balance, December 31, 2007	$ —	$ —	$ 598	$ 598
Change in estimate	—	—	(39)	(39)
Utilized	—	—	(98)	(98)
Balance, December 31, 2008	$ —	$ —	$ 461	$ 461

3. INVESTMENT SECURITIES AVAILABLE FOR SALE

Investment securities classified as available for sale are carried at fair value, with net unrealized gains or losses included as a component of stockholders' equity, net of taxes and minority interests. For the year ended December 31, 2006, net realized gains were $3,019. The Company recorded a loss related to other-than-temporary declines in the fair value of its marketable equity securities of $3,018 and $1,216 for the years ended December 31, 2008 and 2007, respectively. (See Note 1.)

The components of investment securities available for sale at December 31, 2008 and 2007 were as follows:

	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
2008				
Marketable equity securities	$ 24,958	$ 5,024	$ (1,464)	$ 28,518
2007				
Marketable equity securities	$ 21,565	$ 24,374	$ (64)	$ 45,875

Investment securities available for sale as of December 31, 2008 and December 31, 2007 include New Valley's 13,888,889 shares, respectively, of Ladenburg Thalmann Financial Services Inc. ("LTS") common stock, which were carried at $10,000 and $29,444, respectively (see Note 17). Investment securities available for sale as of December 31, 2008 and 2007 also include 5,057,110 and 2,257,110 shares, respectively, of Opko Health Inc. ("Opko") common stock, which were carried at $8,193 and $6,433, respectively. In February 2008, the Company purchased an additional 2,800,000 shares of Opko in a private placement for $5,040. These shares have not been registered for resale but are expected to be freely tradable within one year. In 2008, the Company acquired 2,259,796 shares of Cardo Medical, Inc. for $500. The shares were carried at $3,277 as of December 31, 2008. These shares have not been registered for resale but are expected to be freely tradable within one year.

4. INVENTORIES

Inventories consist of:

	December 31, 2008	December 31, 2007
Leaf tobacco	$ 48,880	$ 41,502
Other raw materials	5,128	4,847
Work-in-process	314	710
Finished goods	46,202	45,331
Inventories at current cost	100,524	92,390
LIFO adjustments	(7,943)	(5,565)
	$ 92,581	$ 86,825

The Company has a leaf inventory management program whereby, among other things, it is committed to purchase certain quantities of leaf tobacco. The purchase commitments are for quantities not in excess of anticipated requirements and are at prices, including carrying costs, established at the commitment date. At December 31, 2008, Liggett had leaf tobacco purchase commitments of approximately $8,658. During 2007 the Company entered into a single source supply agreement for fire safe cigarette paper through 2012.

In connection with the Company's decision in November 2006 to discontinue the genetics operation of Vector Research Ltd. and not to pursue, at this time, FDA approval of QUEST as a smoking cessation aide, the Company recognized a non-cash charge of $890 to adjust the carrying value of the remaining excess QUEST leaf tobacco inventory in 2006. The charge was recorded in cost of goods sold for the year ended December 31, 2006.

The Company capitalizes the incremental prepaid cost of the Master Settlement Agreement in ending inventory.

LIFO inventories represent approximately 95% of total inventories at December 31, 2008 and 2007, respectively.

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of:

	December 31, 2008	December 31, 2007
Land and improvements	$ 1,418	$ 1,418
Buildings	13,575	13,575
Machinery and equipment	105,645	103,416
Leasehold improvements	2,269	2,209
Construction-in-progress	730	1,151
	123,637	121,769
Less accumulated depreciation	(72,946)	(67,337)
	$ 50,691	$ 54,432

Depreciation and amortization expense for the years ended December 31, 2008, 2007 and 2006 was $10,057, $10,202, and $9,888, respectively. Future machinery and equipment purchase commitments at Liggett were $1,072 and $3,657 at December 31, 2008 and 2007, respectively.

During 2006, Liggett Vector Brands recognized an impairment charge of $324 associated with its decision to dispose of an asset to an unrelated third party. The asset was sold in the fourth quarter of 2006.

In February 2001, Liggett sold a warehouse facility in a sale-leaseback arrangement which resulted in a deferred gain of $1,139, to be amortized over the 15-year lease term. The lease provided the owner an early termination option which was exercisable for $1,500. The owner exercised that option in April 2006, and Liggett vacated the premises effective December 31, 2006. During December 2006, Liggett recognized $2,476 of income related to recognition of the unamortized portion of the original deferred gain on sale and early termination option payments received by Liggett from the owner.

6. LONG-TERM INVESTMENTS

Long-term investments consist of investments in the following:

	December 31, 2008		December 31, 2007	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Investment partnerships accounted for at cost	$ 51,118	$ 54,997	$ 72,971	$ 89,007
Investments accounted for on the equity method	$ —	$ —	$ 10,495	$ 10,495

The principal business of these investment partnerships is investing in investment securities and real estate. The estimated fair value of the investment partnerships was provided by the partnerships based on the indicated market values of the underlying assets or investment portfolio. New Valley is an investor in real estate partnerships where it has committed to make additional investments of up to an aggregate of $112 at December 31, 2008. The investments in these investment partnerships are illiquid and the ultimate realization of these investments is subject to the performance of the underlying partnership and its management by the general partners.

In August 2006, the Company invested $25,000 in Icahn Partners, LP, a privately managed investment partnership, of which Carl Icahn is the portfolio manager and the controlling person of the general partner, and manager of the partnership. In September 2007, the Company invested an additional $25,000 in Icahn Partners, LP. Based on information available in public filings, the Company believes affiliates of Mr. Icahn are the beneficial owners of approximately 19.4% of Vector's common stock at December 31, 2008.

The Company's investments constituted less than 3% of the invested funds in each of the other partnerships at December 31, 2008 and 2007 and, in accordance with EITF Topic No. D-46, "Accounting for Limited Partnership Investments", the Company has accounted for such investments using the cost method of accounting.

On November 1, 2006, the Company invested $10,000 in Jefferies Buckeye Fund, LLC ("Buckeye Fund"), a privately managed investment partnership, of which Jefferies Asset Management, LLC is the portfolio manager. The Company believes affiliates of Jefferies Asset Management, LLC beneficially owned approximately 5.3% of Vector's common stock as of December 31, 2008. The Company's investment in the Buckeye Fund represented approximately 13.4% of the amounts invested in the Buckeye Fund at December 31, 2007. In accordance with EITF Issue No. 03-16, "Accounting for Investments in Limited Liability Companies", the Company accounted for its investment in Buckeye Fund using the equity method of accounting and carried its investment in the Buckeye Fund at $10,495 and $10,230 as of December 31, 2007 and 2006, respectively. The amounts include $675 ($399 net of income taxes) and $292 ($173 net of income taxes) of unrealized gains on investment securities at December 31, 2007 and 2006, respectively. The Company recorded a loss of $118 and $62 associated with the Buckeye Fund for the years ended December 31, 2007 and 2006, respectively.

In April 2008, the Company elected to withdraw its investment in the Buckeye Fund. The Company recorded a loss of $567 during the first quarter of 2008 associated with the Buckeye Fund's performance, which has been included as "Other expense" on the Company's consolidated statement of operations. The Company received proceeds of $8,328 in May 2008 and received an additional $900 of proceeds in the first quarter of 2009, which has been included in “Other current assets” on the Company’s consolidated balance sheet.

We recorded a loss of $21,900 in 2008 due to the performance of three of our long-term investments in various investment funds in 2008. During 2008, one of our long-term investments was impaired due to a portion of its underlying assets being held in an account with the European subsidiary of Lehman Brothers Holdings Inc. while our other long-term investments were impaired as a result of the funds’ performances in 2008. The Company determined that an other-than-temporary impairment had occurred during 2008 as a result of its quarterly evaluation of long-term investments. If it is determined that an other-than-temporary decline in fair value exists in long-term investments, the Company records an impairment charge with respect to such investment in its consolidated statements of operations.

The long-term investments are carried on the consolidated balance sheet at cost. The fair value determination disclosed above would be classified as Level 3 under the SFAS 157 hierarchy disclosed in Note 15 if such assets were recorded on the consolidated balance sheet at fair value. The fair values were determined based on unobservable inputs and were based on company assumptions, and information obtained from the partnerships based on the indicated market values of the underlying assets of the investment portfolio.

The changes in the fair value of these investments as of December 31, 2008 were as follows:

	Investment Partnerships Accounted for at Cost	Investment Partnerships Accounted for on the Equity Method
Balance as of January 1, 2008	$ 89,007	$ 10,495
Contributions (distributions)	47	(8,328)
Receivable classified as “Other currents assets”	—	(925)
Unrealized loss on long-term investments	(12,157)	(675)
Other than temporary impairment on long-term investments	(21,900)	—
Realized loss on long-term investments	—	(567)
Balance as of December 31, 2008	$ 54,997	$ —

Because the capital and credit market crisis has continued to worsen, the Company will continue to perform additional assessments to determine the impact, if any, on the Company’s consolidated financial statements. Thus, future impairment charges may occur.

In the future, the Company may invest in other investments, including limited partnerships, real estate investments, equity securities, debt securities, derivatives and certificates of deposit, depending on risk factors and potential rates of return.

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

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

	December 31, 2008	December 31, 2007
Vector:		
11% Senior Secured Notes due 2015	$ 165,000	$ 165,000
3.875% Variable Interest Senior Convertible Debentures due 2026, net of unamortized discount of $83,993 and $84,299*	26,007	25,701
5% Variable Interest Senior Convertible Notes due 2011, net of unamortized net discount of $39,565 and $48,027*	72,299	63,837
Liggett:		
Revolving credit facility	19,515	14,782
Term loan under credit facility	7,290	7,822
Equipment loans	8,307	9,660
V.T. Aviation:		
Note payable	5,266	6,470
VGR Aviation:		
Note payable	4,053	4,370
Other	62	154
Total notes payable, long-term debt and other obligations	307,799	297,796
Less:		
Current maturities	(97,498)	(20,618)
Amount due after one year	$ 210,301	$ 277,178

* The fair value of the derivatives embedded within the 3.875% Variable Interest Senior Convertible Debentures ($51,829 and $67,911 at December 31, 2008 and December 31, 2007, respectively) and the 5% Variable Interest Senior Convertible Notes ($25,416 at December 31, 2008 and $33,671 at December 31, 2007, respectively) is separately classified as a derivative liability in the consolidated balance sheets.

11% Senior Secured Notes due 2015 — Vector:

In August 2007, the Company sold $165,000 of its 11% Senior Secured Notes due 2015 (the “Senior Secured Notes”) in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. On May 28, 2008, the Company completed an offer to exchange the Senior Secured Notes 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.

The Senior Secured Notes pay interest on a semi-annual basis at a rate of 11% per year and mature on August 15, 2015. The Company 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 the Company 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. At any time prior to August 15, 2010, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of the Senior Secured Notes with the net proceeds of certain equity offerings at 111% of the aggregate principal amount thereof, 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 the Company 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 the wholly-owned domestic subsidiaries of the Company that are engaged in the conduct of the Company's 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, including their common stock, pursuant to security and pledge agreements.

The indenture contains covenants that restrict the payment of dividends by the Company if the Company's consolidated earnings before interest, taxes, depreciation and amortization ("Consolidated EBITDA"), as defined in the indenture, for the most recently ended four full quarters is less than $50,000. The indenture also restricts the incurrence of debt if the Company's Leverage Ratio and its Secured Leverage Ratio, as defined in the indenture, exceed 3.0 and 1.5, respectively. The Company's Leverage Ratio is defined in the indenture as the ratio of the Company's and the guaranteeing subsidiaries' total debt less the fair market value of the Company's cash, investments in marketable securities and long-term investments to Consolidated EBITDA, as defined in the indenture. The Company's Secured Leverage Ratio is defined in the indenture in the same manner as the Leverage Ratio, except that secured indebtedness is substituted for indebtedness.

The following table summarizes the requirements of these financial covenants and the results of the calculation, as defined by the indenture.

Covenant	Indenture Requirement	December 31, 2008	December 31, 2007
Consolidated EBITDA, as defined	$ 50,000	$ 154,053	$ 137,820
Leverage ratio, as defined	<3.0 to 1	0.1 to 1	Negative
Secured leverage ratio, as defined	<1.5 to 1	Negative	Negative

<u>Variable Interest Senior Convertible Debt — Vector</u>:

Vector has issued two series of variable interest senior convertible debt. Both series of debt pay interest on a quarterly basis at a stated rate plus an additional amount of interest on each payment date. The additional amount is based on the amount of cash dividends paid during the prior three-month period ending on the record date for such interest payment multiplied by the total number of shares of its common stock into which the debt will be convertible on such record date (the "Additional Interest").

3.875% Variable Interest Senior Convertible Debentures due 2026:

In July 2006, the Company sold $110,000 of its 3.875% variable interest senior convertible debentures due 2026 in a private offering to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933.

The debentures pay interest on a quarterly basis at a rate of 3.875% per annum plus Additional Interest (the "Debenture Total Interest"). Notwithstanding the foregoing, however, the interest payable on each interest payment date shall be the higher of (i) the Debenture Total Interest and (ii) 5.75% per annum. The debentures are convertible into the Company's common stock at the holder's option. The conversion price, which was $18.58 per share at December 31, 2008, is subject to adjustment for various events, including the issuance of stock dividends.

The debentures will mature on June 15, 2026. The Company must redeem 10% of the total aggregate principal amount of the debentures outstanding on June 15, 2011. In addition to such redemption amount, the Company will also redeem on June 15, 2011 and at the end of each interest accrual period thereafter an additional amount, if any, of the debentures necessary to prevent the debentures from being treated as an "Applicable High Yield Discount

Obligation" under the Internal Revenue Code. The holders of the debentures will have the option on June 15, 2012, June 15, 2016 and June 15, 2021 to require the Company to repurchase some or all of their remaining debentures. The redemption price for such redemptions will equal 100% of the principal amount of the debentures plus accrued interest. If a fundamental change (as defined in the Indenture) occurs, the Company will be required to offer to repurchase the debentures at 100% of their principal amount, plus accrued interest and, under certain circumstances, a "make-whole premium".

5% Variable Interest Senior Convertible Notes Due November 2011:

Between November 2004 and April 2005, the Company sold $111,864 of its 5% variable interest senior convertible notes due November 15, 2011 in a private offering to qualified institutional investors in accordance with Rule 144A under the Securities Act of 1933. The notes pay interest on a quarterly basis at a rate of 5% per annum plus Additional Interest (the "Notes Total Interest"). Notwithstanding the foregoing, however, during the period prior to November 15, 2006, the interest payable on each interest payment date is the higher of (i) the Notes Total Interest and (ii) 6.75% per year. The notes are convertible into the Company's common stock at the holder's option. The conversion price, which was $15.96 at December 31, 2008, is subject to adjustment for various events, including the issuance of stock dividends.

The notes will mature on November 15, 2011. The Company must redeem 12.5% of the total aggregate principal amount of the notes outstanding on November 15, 2009. In addition to such redemption amount, the Company will also redeem on November 15, 2009 and at the end of each interest accrual period thereafter an additional amount, if any, of the notes necessary to prevent the notes from being treated as an "Applicable High Yield Discount Obligation" under the Internal Revenue Code. The holders of the notes will have the option on November 15, 2009 to require the Company to repurchase some or all of their remaining notes. The redemption price for such redemptions will equal 100% of the principal amount of the notes plus accrued interest. If a fundamental change (as defined in the indenture) occurs, the Company will be required to offer to repurchase the notes at 100% of their principal amount, plus accrued interest and, under certain circumstances, a "make-whole premium".

Embedded Derivatives on the Variable Interest Senior Convertible Debt:

The portion of the Debenture Total Interest and the Notes Total Interest which is computed by reference to the cash dividends paid on the Company's common stock is considered an embedded derivative within the convertible debt, which the Company is required to separately value. Pursuant to SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities", the Company has bifurcated these embedded derivatives and estimated the fair value of the embedded derivative liability. The resulting discount created by allocating a portion of the issuance proceeds to the embedded derivative is then amortized to interest expense over the term of the debt using the effective interest method. Changes to the fair value of these embedded derivatives are reflected quarterly in the Company's consolidated statements of operations as "Changes in fair value of derivatives embedded within convertible debt." The value of the embedded derivative is contingent on changes in interest rates of debt instruments maturing over the duration of the convertible debt as well as projections of future cash and stock dividends over the term of the debt.

The estimated initial fair values of the embedded derivates associated with the 3.875% convertible debentures and the 5% convertible notes were $56,214 and $42,041, respectively, at the date of issuance.

A summary of non-cash interest expense associated with the amortization of the discount created by the embedded derivative liabilities for the years ended December 31, 2008, 2007 and 2006 is as follows:

	Year Ended December 31, 2008	2007	2006
3.875% convertible debentures	$ 360	$ (28)	$ 414
5% convertible notes	5,445	3,796	3,056
Interest expense associated with embedded derivatives	$ 5,805	$ 3,768	$ 3,470

A summary of non-cash changes in fair value of derivatives embedded within convertible debt is as follows:

	Year Ended December 31, 2008	2007	2006
3.875% convertible debentures	$ 16,082	$ (8,104)	$ (3,593)
5% convertible notes	8,255	1,995	3,705
Gain (loss) on changes in fair value of derivatives embedded within convertible debt	$ 24,337	$ (6,109)	$ 112

The following table reconciles the fair value of derivatives embedded within convertible debt at December 31, 2008.

	3.875% Convertible Debentures	5% Convertible Notes	Total
Balance at January 1, 2006	—	39,371	39,371
Issuance of 3.875% convertible debentures	56,214	—	56,214
Loss (gain) from changes in fair value of embedded derivatives	3,593	(3,705)	(112)
Balance at December 31, 2006	59,807	35,666	95,473
Loss (gain) from changes in fair value of embedded derivatives	8,104	(1,995)	6,109
Balance at December 31, 2007	67,911	33,671	101,582
Gain from changes in fair value of embedded derivatives	(16,082)	(8,255)	(24,337)
Balance at December 31, 2008	$ 51,829	$ 25,416	$ 77,245

Beneficial Conversion Feature on Variable Interest Senior Convertible Debt:

After giving effect to the recording of the embedded derivative liability as a discount to the convertible debt, the Company’s common stock had a fair value at the issuance date of the debt in excess of the conversion price resulting in a beneficial conversion feature. EITF Issue No. 98-5, “Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Convertible Ratios”, requires that the intrinsic value of the beneficial conversion feature be recorded to additional paid-in capital and as a discount on the debt. The discount is then amortized to interest expense over the term of the debt using the effective interest method.

The initial intrinsic value of the beneficial conversion feature associated with the 3.875% convertible debentures and the 5% convertible notes was $28,381 and $22,138, respectively, at the date of issuance. In accordance with EITF Issue No. 05-8, the beneficial conversion feature has been recorded, net of income taxes, as an increase to stockholders’ equity.

	Year Ended December 31,		
	2008	2007	2006
Amortization of beneficial conversion feature:			
3.875% convertible debentures	$ (54)	$ (215)	$ 125
5% convertible notes	3,017	2,083	1,693
Interest expense associated with beneficial conversion feature	$ 2,963	$ 1,868	$ 1,818

Unamortized Debt Discount:

The following table reconciles unamortized debt discount at December 31, 2008.

	3.875% Convertible Debentures	5% Convertible Notes	Total
Balance at January 1, 2006	$ —	$ 58,655	$ 58,655
Issuance of 3.875% convertible debentures-embedded derivative	56,214	—	56,214
Issuance of 3.875% convertible debentures-beneficial conversion feature	28,381	—	28,381
Amortization of embedded derivative	(414)	(3,056)	(3,470)
Amortization of beneficial conversion feature	(125)	(1,693)	(1,818)
Balance at December 31, 2006	84,056	53,906	137,962
Amortization of embedded derivative	28	(3,796)	(3,768)
Amortization of beneficial conversion feature	215	(2,083)	(1,868)
Balance at December 31, 2007	84,299	48,027	132,326
Amortization of embedded derivative	(360)	(5,445)	(5,805)
Amortization of beneficial conversion feature	54	(3,017)	(2,963)
Balance at December 31, 2008	$ 83,993	$ 39,565	$ 123,558

Revolving Credit Facility — Liggett:

Liggett has a $50,000 credit facility with Wachovia Bank, N.A. ("Wachovia") under which $19,515 was outstanding at December 31, 2008. Availability as determined under the facility was approximately $16,500 based on eligible collateral at December 31, 2008. The facility is collateralized by all inventories and receivables of Liggett and a mortgage on Liggett's manufacturing facility. The facility requires Liggett's compliance with certain financial and other covenants including a restriction on Liggett's ability to pay cash dividends unless Liggett's borrowing availability, as defined, under the facility for the 30-day period prior to the payment of the dividend, and after giving effect to the dividend, is at least $5,000 and no event of default has occurred under the agreement, including Liggett's compliance with the covenants in the credit facility.

The term of the Wachovia facility expires on March 8, 2012, subject to automatic renewal for additional one-year periods unless a notice of termination is given by Wachovia or Liggett at least 60 days prior to such date or the anniversary of such date. Prime rate loans under the facility bear interest at a rate equal to the prime rate of Wachovia with Eurodollar rate loans bearing interest at a rate of 2.0% above Wachovia's adjusted Eurodollar rate. 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 (before a maximum carryover amount of $2,500), shall not exceed $10,000 during any fiscal year.

In August 2007, Wachovia made an $8,000 term loan to 100 Maple LLC (“Maple”), a subsidiary of Liggett, within the commitment under the existing credit facility. The $8,000 term loan is collateralized by the existing collateral securing the credit facility, and is also collateralized by a lien on certain real property (the “Mebane Property”) owned by Maple. The Mebane Property also secures the other obligations of Liggett under the credit facility. The $8,000 term loan did not increase the $50,000 borrowing amount of the credit facility, but did increase the outstanding amounts under the credit facility by the amount of the term loan and proportionately reduces the maximum borrowing availability under the facility.

In August 2007, Liggett and Wachovia amended the credit facility to permit the guaranty of the Company’s Senior Secured Notes by each of Liggett and Maple and the pledging of certain assets of Liggett and Maple on a subordinated basis to secure their guarantees. The credit facility was amended to grant to Wachovia a blanket lien on all the assets of Liggett and Maple, excluding any equipment pledged to current or future purchase money or other financiers of such equipment and excluding any real property, other than the Mebane Property and other real property to the extent its value is in excess of $5,000. In connection with the amendment, Wachovia, Liggett, Maple and the collateral agent for the holders of the Senior Secured Notes entered into an intercreditor agreement, pursuant to which the liens of the collateral agent on the Liggett and Maple assets were subordinated to the liens of Wachovia on the Liggett and Maple assets.

***Equipment Loans — Liggett*:**

In October 2005, Liggett purchased equipment for $4,441 through a financing agreement, payable in 24 installments of $112 and then 24 installments of $90. Interest is calculated at 4.89%. Liggett was required to provide a security deposit equal to 25% of the funded amount ($1,110).

In December 2005, Liggett purchased equipment for $2,273 through a financing agreement, payable in 24 installments of $58 and then 24 installments of $46. Interest is calculated at 5.03%. Liggett was required to provide a security deposit equal to 25% of the funded amount ($568).

In August 2006, Liggett purchased equipment for $7,922 through a financing agreement, payable in 30 installments of $191 and then 30 installments of $103. Interest is calculated at 5.15%. Liggett was required to provide a security deposit equal to 20% of the funded amount ($1,584).

In May 2007, Liggett purchased equipment for $1,576 through a financing agreement, payable in 60 installments of $32. Interest is calculated at 7.99% per annum.

In August 2008, Liggett purchased equipment for $2,745 through a financing agreement, payable in 60 installments of $53. Interest is calculated at 5.94% per annum. Liggett was required to provide a security deposit equal to approximately 15% of the funded amount ($428).

Each of these equipment loans is collateralized by the purchased equipment.

***Note Payable — V.T. Aviation*:**

In February 2001, V.T. Aviation LLC, a subsidiary of Vector Research Ltd., purchased an airplane for $15,500 and borrowed $13,175 to fund the purchase. The loan, which is collateralized by the airplane and a letter of credit from the Company for $775, is guaranteed by Vector Research, VGR Holding and the Company. The loan is payable in 119 monthly installments of $125, including annual interest of 2.31% above the 30-day commercial paper rate, with a final payment of $2,261 based on current interest rates.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

***Note Payable — VGR Aviation*:**

In February 2002, V.T. Aviation purchased an airplane for $6,575 and borrowed $5,800 to fund the purchase. The loan is guaranteed by the Company. The loan is payable in 119 monthly installments of $40, including annual interest of 2.75% above the 30-day average commercial paper rate, with a final payment of $2,909 based on current interest rates. During the fourth quarter of 2003, this airplane was transferred to the Company's direct subsidiary, VGR Aviation LLC, which assumed the debt.

***Scheduled Maturities*:**

Scheduled maturities of long-term debt are as follows:

	Principal	Unamortized Discount	Net
Year Ending December 31:			
2009	137,063	39,565	97,498
2010	4,397	—	4,397
2011	115,136	83,993	31,143
2012	4,247	—	4,247
2013	5,514	—	5,514
Thereafter	165,000	—	165,000
Total	$ 431,357	$ 123,558	$ 307,799

The scheduled maturities of $137,063 (principal amount) in 2009 include $97,881 (principal amount), which may be required to be redeemed in 2009 in accordance with the terms of its 5% Variable Interest Senior Convertible Notes due 2011. The scheduled maturities of $196,142 (principal amount) in 2011 reflect $99,000 (principal amount), which may be required to be redeemed in 2011 in accordance with the terms of its 3.875% Variable Interest Senior Convertible Debentures due 2026.

The Company believes that it will continue to meet its liquidity requirements through 2009. The Company's corporate expenditures (exclusive of Liggett, Vector Research, Vector Tobacco and New Valley) and other potential liquidity requirements over the next 12 months include cash interest expense of approximately $48,500, dividends on its outstanding common shares (currently at an annual rate of approximately $115,000), a payment of a retirement benefit under its Supplemental Retirement Plan ("SERP") in July 2009 to its former Executive Chairman of approximately $20,750, the mandatory redemption by November 15, 2009 of approximately $14,000 of the outstanding principal amount of its 5% Variable Interest Senior Convertible Notes, and the possible redemption of an additional approximately $98,000 principal amount of Notes as a result of an option by the holders to require the Company to repurchase some or all of the remaining principal amount of Notes on November 15, 2009, and other corporate expenses and taxes, including a tax payment of approximately $75,500 in connection with the Philip Morris brands transaction.

In order to meet the above liquidity requirements as well as other anticipated liquidity needs in the normal course of business, the Company had cash and cash equivalents of approximately $211,000, investment securities available for sale of approximately $28,500, long-term investments with an estimated value of approximately $55,000 and availability under Liggett's credit facility of approximately $16,500 at December 31, 2008. Management currently anticipates that these amounts, as well as expected cash flows from its operations, should be sufficient to meet the Company's liquidity needs during 2009.

In the event the Company's existing cash and cash equivalents and cash flows from operations are not sufficient to meet its 2009 liquidity needs, the Company has the ability to take other actions to provide the liquidity needed in 2009. These actions may include, among other things, debt or equity financing, which in the current economic environment may not be available or may only be available at an increased cost; incenting the holders of its 5% Variable Interest Senior Convertible Notes, prior to November 15, 2009, when the holders have the option to require redemption of their Notes, to convert such Notes or to modify the optional redemption terms, through issuance of additional shares of its common stock or cash payments; modifying its dividend policy (which would also reduce the amount of cash interest due on the Company's convertible debt); and selling some or all of its investment securities and long-term investments, the proceeds from which may be impacted by the Company's ability to liquidate such investments. No assurances can be provided that the above measures can be achieved.

Weighted-Average Interest Rate on Current Maturities of Long-Term Debt:

The weighted-average interest rate on the Company's current maturities of long-term debt at December 31, 2008 was approximately 13.02%.

8. COMMITMENTS

Certain of the Company's subsidiaries lease facilities and equipment used in operations under both month-to-month and fixed-term agreements. The aggregate minimum rentals under operating leases with non-cancelable terms of one year or more as of December 31, 2008 are as follows:

	Lease Commitments	Sublease Rentals	Net
Year Ending December 31:			
2009	4,069	1,027	3,042
2010	2,718	946	1,772
2011	2,654	965	1,689
2012	2,587	965	1,622
2013	999	402	597
Thereafter	—	—	—
Total	$ 13,027	$ 4,305	$ 8,722

In 2001, the Company entered into an operating sublease for space in an office building in New York. The lease, as amended, expires in 2013. Minimum rental expense over the entire period is $10,584. A rent abatement received upon entering into the lease is recognized on a straight line basis over the life of the lease. The Company pays operating expense escalation ($40 in 2009) in monthly installments along with installments of the base rent.

The Company's rental expense for the years ended December 31, 2008, 2007 and 2006 was $3,825, $3,928 and $4,506, respectively. The Company incurred royalty expense under various agreements during the years ended December 31, 2008, 2007 and 2006 of $0, $114, and $1,275, respectively.

9. EMPLOYEE BENEFIT PLANS

Defined Benefit Plans and Postretirement Plans:

Defined Benefit Plans. The Company sponsors three defined benefit pension plans (two qualified and one non-qualified) covering virtually all individuals who were employed by Liggett on a full-time basis prior to 1994. Future accruals of benefits under these three defined benefit plans were frozen between 1993 and 1995. These benefit plans provide pension benefits for eligible employees based primarily on their compensation and length of service. Contributions are made to the two qualified pension plans in amounts necessary to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974. The plans' assets and benefit obligations were measured at September 30, 2007 and December 31, 2008.

The Company also sponsors a Supplemental Retirement Plan ("SERP") where the Company will pay supplemental retirement benefits to certain key employees, including executive officers of the Company. In January 2006, the Company amended and restated its SERP (the "Amended SERP"), effective January 1, 2005. The amendments to the plan were intended, among other things, to cause the plan to meet the applicable requirements of Section 409A of the Internal Revenue Code. The Amended SERP is intended to be unfunded for tax purposes, and payments under the Amended SERP will be made out of the general assets of the Company except that, under the terms of the Chairman's amended employment agreement, the Company has agreed during 2006, 2007 and 2008 to pay $125 per quarter into a separate trust for him that will be used to fund a portion of his benefits under the Amended SERP. Under the Amended SERP, the benefit payable to a participant at his normal retirement date is a lump sum amount which is the actuarial equivalent of a predetermined annual retirement benefit set by the Company's board of directors. Normal retirement date is defined as the January 1 following the attainment by the participant of the later of age 60 or the completion of eight years of employment following January 1, 2002 with the Company or a subsidiary, except that, under the terms of the Chairman's amended employment agreement, his normal retirement date was accelerated by one year to December 30, 2008. In connection with his retirement, he will be entitled to a payment of approximately $20,760 in July 2009, which will be partially funded by the approximate $1,550 held in the separate trust at December 31, 2008.

At December 31, 2008, the aggregate lump sum equivalents of the annual retirement benefits payable under the Amended SERP at normal retirement dates occurring during the following years is as follows: 2009 — $20,760; 2010 — $12,359; 2011 — $0; 2012 — $8,816; 2013 — $1,694 and 2014 to 2018 — $7,202. In the case of a participant who becomes disabled prior to his normal retirement date or whose service is terminated without cause, the participant's benefit consists of a pro-rata portion of the full projected retirement benefit to which he would have been entitled had he remained employed through his normal retirement date, as actuarially discounted back to the date of payment. A participant who dies while working for the Company or a subsidiary (and before becoming disabled or attaining his normal retirement date) will be paid an actuarially discounted equivalent of his projected retirement benefit; conversely, a participant who retires beyond his normal retirement date will receive an actuarially increased equivalent of his projected retirement benefit.

In April 2008, the SERP was amended to provide the Company's President and Chief Executive Officer with an additional benefit under the SERP equal to a $736 lifetime annuity beginning January 1, 2013. This additional benefit vests in full on January 1, 2013, subject to his remaining continuously employed by the Company through that date, subject to partial vesting for termination of employment under certain circumstances. In addition, in the event of a termination of his employment under the circumstances where he is entitled to severance payments under his employment agreement, he will be credited with an additional 36 months of service towards vesting under the SERP. As a result of the additional benefit granted to him, the President and Chief Executive Officer will be eligible to receive a total lump sum retirement benefit of $20,546 in 2013, an increase of $7,122 over the benefit he would have been entitled to receive under the SERP prior to the amendment, assuming a January 1, 2013 retirement date. The $7,122 increase will be recognized as an expense in the years ended December 31, 2010, 2011 and 2012.

Postretirement Medical and Life Plans. The Company provides certain postretirement medical and life insurance benefits to certain employees. Substantially all of the Company's manufacturing employees as of December 31, 2008 are eligible for postretirement medical benefits if they reach retirement age while working for Liggett or certain affiliates. Retirees are required to fund 100% of participant medical premiums and, pursuant to union contracts, Liggett reimburses approximately 450 hourly retirees, who retired prior to 1991, for Medicare Part B premiums. In addition, the Company provides life insurance benefits to approximately 225 active employees and 500 retirees who reach retirement age and are eligible to receive benefits under one of the Company's defined benefit pension plans. The Company's postretirement liabilities are comprised of Medicare Part B and life insurance premiums.

Computation of Defined Benefit and Postretirement Benefit Plan Liabilities. On September 29, 2006, SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" was issued.

SFAS No. 158 requires, among other things, the recognition of the funded status of each defined pension benefit plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the Company's consolidated balance sheet. Each overfunded plan is recognized as an asset and each underfunded plan is recognized as a liability. The initial impact of the standard due to unrecognized prior service costs or credit and net actuarial gains or losses as well as subsequent changes in the funded status is recognized as a component of accumulated comprehensive income (loss) in the Company's consolidated statement of stockholders' equity. Additional minimum pension liabilities ("AML") and related intangible assets are also derecognized upon the adoption of SFAS No. 158, which requires initial application for fiscal years ending after December 15, 2006. The following table summarizes the effect of the required changes in the AML as of December 31, 2006 prior to the adoption of SFAS No. 158 as well as the impact of the initial adoption of SFAS No. 158 at December 31, 2006.

	SFAS No. 158 Adjustment	Post AML and SFAS No. 158 Adjustments
Prepaid pension costs	$ (10,705)	$ 20,933
Intangible asset	(1,232)	—
Current liabilities	1,142	1,142
Pension liabilities	(349)	26,548
Postretirement liabilities	(1,450)	9,502
Accumulated other comprehensive loss	11,280	12,891

The following table summarizes amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost for the year ending December 31, 2009.

	Defined Benefit Pension Plans	Post-Retirement Plans	Total
Prior service cost	$ 801	$ —	$ 801
Actuarial loss (gain)	2,136	(163)	1,973

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The following table provides a reconciliation of benefit obligations, plan assets and the funded status of the pension plans and other postretirement benefits:

	Pension Benefits		Other Postretirement Benefits	
	2008	2007	2008	2007
Change in benefit obligation:				
Benefit obligation at January 1	$ (159,776)	$ (163,463)	$ (9,836)	$ (10,295)
Service cost	(3,789)	(3,896)	(14)	(18)
Interest cost	(9,525)	(9,122)	(591)	(591)
Gap period cash flow	3,192	—	194	—
Gap period service and interest cost	(3,328)	—	(151)	—
Benefits paid	12,583	12,990	642	770
Plan amendment	—	—	—	—
Time contractual termination benefits	—	(632)	—	—
Actuarial gain	4,325	4,347	1,013	298
Benefit obligation at December 31	$ (156,318)	$ (159,776)	$ (8,743)	$ (9,836)
Change in plan assets:				
Fair value of plan assets at January 1	$ 169,465	$ 157,499	$ —	$ —
Gap period cash flow	(3,278)	—	—	—
Actual return on plan assets	(42,810)	24,598	—	—
Contributions	472	358	643	770
Benefits paid	(12,583)	(12,990)	(643)	(770)
Fair value of plan assets at December 31	$ 111,266	$ 169,465	$ —	$ —
Funded status at December 31	$ (45,052)	$ 9,689	$ (8,743)	$ (9,836)
Amounts recognized in the consolidated balance sheets:				
Prepaid pension costs	$ 2,901	$ 42,084	$ —	$ —
Other accrued liabilities	(21,139)	(530)	(701)	(768)
Non-current employee benefit liabilities	(26,814)	(31,865)	(8,042)	(9,068)
Net amounts recognized	$ (45,052)	$ 9,689	$ (8,743)	$ (9,836)

	Pension Benefits			Other Postretirement Benefits		
	2008	2007	2006	2008	2007	2006
Actuarial assumptions:						
Discount rates — benefit obligation	6.75%	6.25%	5.85%	6.75%	6.25%	5.85%
Discount rates — service cost	6.25%	5.85%	5.68%	6.25%	5.85%	5.68%
Assumed rates of return on invested assets	7.50%	8.50%	8.50%	—	—	—
Salary increase assumptions	N/A	N/A	N/A	3.00%	3.00%	3.00%

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Pension Benefits			Other Postretirement Benefits		
	2008	2007	2006	2008	2007	2006
Service cost — benefits earned during the period	$ 4,139	$ 4,246	$ 4,897	$ 15	$ 18	$ 20
Interest cost on projected benefit obligation	9,525	9,122	9,012	591	591	598
Expected return on assets	(12,145)	(12,726)	(12,590)	—	—	—
Prior service cost	1,402	1,402	1,051	—	—	—
Time contractual termination benefits	—	632	—	—	—	—
Amortization of net loss (gain)	98	705	1,689	(180)	(105)	(12)
Net expense	$ 3,019	$ 3,381	$ 4,059	$ 426	$ 504	$ 606

As of December 31, 2008, current year accumulated other comprehensive income, before income taxes, consists of the following:

	Defined Benefit Pension Plans	Post-Retirement Plans	Total
Prior year accumulated other comprehensive income	$ 5,128	$ 1,054	$ 6,182
Amortization of prior service costs	1,402	—	1,402
Amortization of gain (loss)	99	(180)	(81)
Net (loss) gain arising during the year	(53,316)	1,013	(52,303)
Gap period adjustment	373	(45)	328
Current year accumulated other comprehensive income (loss)	$ (46,314)	$ 1,842	$ (44,472)

As of December 31, 2008, there was $46,314 of items not yet recognized as a component of net periodic pension benefit, which consisted of future pension expense of $801 associated with the amortization of prior service cost and future pension benefits of $45,513 associated with the amortization of net loss.

As of December 31, 2008, there was $1,842 of items not yet recognized as a component of net periodic postretirement benefit, which consisted of future benefits associated with the amortization of net gains.

As of December 31, 2007, current year accumulated other comprehensive income, before income taxes, consists of the following:

	Defined Benefit Pension Plans	Post-Retirement Plans	Total
Prior year accumulated other comprehensive income (loss)	$ (13,548)	$ 657	$ (12,891)
Amortization of prior service costs	1,402	—	1,402
Amortization of gain (loss)	705	(105)	600
Net gain arising during the year	16,569	502	17,071
Current year accumulated other comprehensive income	$ 5,128	$ 1,054	$ 6,182

As of December 31, 2007, there was $5,128 of items not yet recognized as a component of net periodic pension benefit, which consisted of future pension expense of $2,553 associated with the amortization of prior service cost and future pension benefits of $7,681 associated with the amortization of net gains.

As of December 31, 2007, there was $1,054 of items not yet recognized as a component of net periodic postretirement benefit, which consisted of future benefits associated with the amortization of net gains.

As of December 31, 2008, three of the Company's four defined benefit plans experienced accumulated benefit obligations in excess of plan assets, for which in the aggregate the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were $105,677, $105,677 and $57,723, respectively. As of December 31, 2007, two of the Company's four defined benefit plans experienced accumulated benefit obligations in excess of plan assets, for which in the aggregate the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were $32,485, $32,485 and $0, respectively.

Discount rates were determined by a quantitative analysis examining the prevailing prices of high quality bonds to determine an appropriate discount rate for measuring obligations under SFAS No. 87, "Employers' Accounting for Pensions" and SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." The aforementioned analysis analyzes the cash flow from each of the Company's four benefit plans as well as a separate analysis of the cash flows from the postretirement medical and life insurance plans sponsored by Liggett. The aforementioned analyses then construct a hypothetical bond portfolio whose cash flow from coupons and maturities match the year-by-year, projected benefit cash flow from the respective pension or retiree health plans. The Company uses the lower discount rate derived from the two independent analyses in the computation of the benefit obligation and service cost for each respective retirement liability. The Company uses the discount rate derived from the analysis in the computation of the benefit obligation and service cost for all the plans' respective retirement liability.

The Company considers input from its external advisors and historical returns in developing its expected rate of return on plan assets. The expected long-term rate of return is the weighted average of the target asset allocation of each individual asset class. The Company's actual 10-year annual rate of return on its pension plan assets was 2.5%, 6.7% and 8.2% for the years ended December 31, 2008, 2007 and 2006, respectively, and the Company's actual five-year annual rate of return on its pension plan assets was 1.2%, 11.3% and 7.6% for the years ended December 31, 2008, 2007 and 2006, respectively.

Gains and losses resulting from changes in actuarial assumptions and from differences between assumed and actual experience, including, among other items, changes in discount rates and changes in actual returns on plan assets as compared to assumed returns. These gains and losses are only amortized to the extent that they exceed 10% of the greater of Projected Benefit Obligation and the fair value of assets. For the year ended December 31, 2008, Liggett used a 7.95-year period for its Hourly Plan and a 4.56-year period for its Salaried Plan to amortize pension fund gains and losses on a straight line basis. Such amounts are reflected in the pension expense calculation beginning the year after the gains or losses occur. The amortization of deferred losses negatively impacts pension expense in the future.

Plan assets are invested employing multiple investment management firms. Managers within each asset class cover a range of investment styles and focus primarily on issue selection as a means to add value. Risk is controlled through a diversification among asset classes, managers, styles and securities. Risk is further controlled both at the manager and asset class level by assigning excess return and tracking error targets. Investment managers are monitored to evaluate performance against these benchmark indices and targets.

Allowable investment types include equity, investment grade fixed income, high yield fixed income, hedge funds and short term investments. The equity fund is comprised of common stocks and mutual funds of large, medium and small companies, which are predominantly U.S. based. The investment grade fixed income fund includes managed funds investing in fixed income securities issued or guaranteed by the U.S. government, or by its respective agencies, mortgage backed securities, including collateralized mortgage obligations, and corporate debt obligations. The high yield fixed income fund includes a fund which invests in non-investment grade corporate debt securities. The hedge funds invest in both equity, including common and preferred stock, and debt obligations, including convertible debentures, of private and public companies. The Company generally utilizes its short term investments, including interest-bearing cash, to pay benefits and to deploy in special situations.

The target asset allocation percentage in 2007 was 50% equity investments, 20% investment grade fixed income, 7% high yield fixed income, 15% alternative investments (including hedge funds and private equity funds) and 8% short-term investments, with a rebalancing range of approximately plus or minus 5% around the target asset allocations. In 2008, the Liggett Employee Benefits Committee temporarily suspended its target asset allocation percentages due to the volatility in the financial markets. Even though such allocation percentages were suspended, investment manager performance versus their respective benchmarks was still monitored on a regular basis.

Vector's defined benefit retirement plan allocations at December 31, 2008 and 2007, by asset category, were as follows:

	Plan Assets at December 31,	
	2008	2007
Asset category:		
Equity securities	44%	52%
Investment grade fixed income securities	26%	18%
High yield fixed income securities	5%	8%
Alternative investments	8%	13%
Short-term investments	17%	9%
Total	100%	100%

For 2008 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 0.0% and 6.6% between 2008 and 2017 and 4.5% after 2018. For 2007 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 0.9% and 4.5% between 2007 and 2016 and 5.0% after 2017.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A 1% change in assumed health care cost trend rates would have the following effects:

	1% Increase	1% Decrease
Effect on total of service and interest cost components	$ 12	$ (11)
Effect on benefit obligation	$ 176	$ (163)

To comply with ERISA's minimum funding requirements, the Company does not currently anticipate that it will be required to make any funding to the pension plans for the pension plan year beginning on January 1, 2009 and ending on December 31, 2009. Any additional funding obligation that the Company may have for subsequent years is contingent on several factors and is not reasonably estimable at this time.

Estimated future pension and postretirement medical benefits payments are as follows:

	Pension	Postretirement Medical
2009	$ 33,488	$ 701
2010	24,792	685
2011	12,137	679
2012	13,469	678
2013	11,401	689
2014 – 2018	58,286	3410

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***Profit Sharing and Other Plans*:**

The Company maintains 401(k) plans for substantially all U.S. employees which allow eligible employees to invest a percentage of their pre-tax compensation. The Company contributed to the 401(k) plans and expensed $1,095, $828, and $1,130 for the years ended December 31, 2008, 2007 and 2006, respectively.

10. INCOME TAXES

The Company files a consolidated U.S. income tax return that includes its more than 80%-owned U.S. subsidiaries. The amounts provided for income taxes are as follows:

	Year Ended December 31, 2008	2007	2006
Current:			
U.S. Federal	$ 25,747	$ 5,035	$ 27,982
State	7,889	3,109	8,165
	$ 33,636	$ 8,144	$ 36,147
Deferred:			
U.S. Federal	$ 5,170	$ 40,575	$ (10,591)
State	(4,738)	4,081	212
	432	44,656	(10,379)
Total	$ 34,068	$ 52,800	$ 25,768

The tax effect of temporary differences which give rise to a significant portion of deferred tax assets and liabilities are as follows:

	December 31, 2008		December 31, 2007	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
Excess of tax basis over book basis- non-consolidated entities	$ 3,938	$ —	$ 2,907	$ —
Deferral on Philip Morris brand transaction	—	75,466	—	75,466
Employee benefit accruals	18,803	—	16,543	15,234
Book/tax differences on fixed and Intangible assets	—	26,908	—	23,984
Impact of embedded derivatives on convertible debt	—	18,890	—	12,613
Impact of timing of settlement payments	—	7,854	—	16,293
Restricted U.S. tax loss carryforwards	—	—	873	—
U.S. tax credit carryforwards — Vector	—	—	15,991	—
Various U.S. state tax loss carryforwards	15,211	—	15,962	—
Other	26,123	12,196	9,532	22,333
Valuation allowance	(15,211)	—	(16,835)	—
	$ 48,864	$ 141,314	$ 44,973	$ 165,923

The Company provides a valuation allowance against deferred tax assets if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The valuation allowance of $15,211 and $16,835 at December 31, 2008 and 2007, respectively, consisted primarily of a reserve against various state and local net operating loss carryforwards, primarily resulting from Vector Tobacco's losses.

During 2007, the Company and its more than 80%-owned subsidiaries, which included New Valley, utilized its remaining U.S. net operating loss carryforwards. As of December 31, 2007, the Company and its more than 80%-owned subsidiaries, which included New Valley, had approximately $15,485 of alternative minimum tax credit carryforwards, which may be carried forward indefinitely under current U.S. tax law, and $506 of general business credit carryforwards, which expire in 2011.

Deferred federal income tax expense differs in 2008, 2007 and 2006 as a result of the utilization of net operating losses, and reclassifications between current and deferred tax liabilities resulting from the Company's settlement with the Internal Revenue Service in 2006. The deferred federal tax expense in 2008 related to the deferred income tax expenses associated with the utilization of net operating losses and the impact of a change in accounting method for deductibility of accrued settlement costs. The deferred federal tax expense in 2007 related to the deferred income tax expenses associated with the utilization of net operating losses and the impact of a change in accounting method for deductibility of accrued settlement costs. The deferred federal tax benefit in 2006 related to the reclassification between deferred and current income tax expense associated with the Company's settlement with the Internal Revenue Service and was offset by the utilization of net operating losses. The consolidated balance sheets of the Company include deferred income tax assets and liabilities, which represent temporary differences in the application of accounting rules established by generally accepted accounting principles and income tax laws.

As of December 31, 2008, the Company's deferred income tax liabilities exceeded its deferred income tax assets by $92,450. As of December 31, 2007, the Company's deferred income tax liabilities exceeded its deferred income tax assets by $120,950. The largest component of the Company's deferred tax liabilities exists because of differences that resulted from a 1998 and 1999 transaction with Philip Morris Incorporated where a subsidiary of Liggett contributed three of its premium cigarette brands to Trademarks LLC, a newly-formed limited liability company. Philip Morris exercised its option to purchase the remaining interest in Trademarks on February 19, 2009. (See Note 16.)

In connection with the transaction, the Company recognized in 1999 a pre-tax gain of $294,078 in its consolidated financial statements and established a deferred tax liability of $103,100 relating to the gain. As a result of the exercise of the option, the Company will be required to pay tax in the amount of the deferred tax liability, which will be offset by the benefit of any deferred tax assets available to the Company at that time. In connection with an examination of the Company's 1998 and 1999 federal income tax returns, the Internal Revenue Service issued to the Company in September 2003 a notice of proposed adjustment. The notice asserted that, for tax reporting purposes, the entire gain should have been recognized in 1998 and in 1999 in the additional amounts of $150,000 and $129,900, respectively, rather than upon the exercise of the options. In July 2006, the Company entered into a settlement with the Internal Revenue Service with respect to the Philip Morris brand transaction. As part of the settlement, the Company agreed that $87,000 of the gain on the transaction would be recognized by the Company as income for tax purposes in 1999 and that the balance of the remaining gain, net of previously capitalized expenses of $900, ($192,000) will be recognized by the Company as income in 2009, upon exercise of the option. As a result of the settlement, the Company reduced, during the third quarter of 2006, the excess portion ($11,500) of a previously established reserve in its consolidated financial statements, which resulted in a decrease in such amount in reported income tax expense in the consolidated statements of operations.

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Differences between the amounts provided for income taxes and amounts computed at the federal statutory tax rate are summarized as follows:

	Year Ended December 31,		
	2008	2007	2006
Income before income taxes	$ 94,572	$ 126,603	$ 68,480
Federal income tax expense at statutory rate	33,100	44,311	23,969
Increases (decreases) resulting from:			
State income taxes, net of federal income tax benefits	2,048	4,674	5,445
Non-deductible expenses	1,771	2,950	3,188
Impact of domestic production deduction	(1,608)	—	—
Non-deductible impact of conversion of debt	—	—	5,201
Equity and other adjustments	381	115	(293)
Impact of tax audit settlements	—	(468)	(11,500)
Change in other tax contingencies	—	2,114	1,984
Changes in valuation allowance, net of equity and tax audit adjustments	(1,624)	(896)	(2,226)
Income tax expense	$ 34,068	$ 52,800	$ 25,768

As of January 1, 2007, the Company adopted the provisions of FIN 48. The Company did not recognize any adjustment in the liability for unrecognized tax benefits as a result of the adoption of FIN 48 that impacted the January 1, 2007 accumulated deficit.

The following table summarizes the activity related to the unrecognized tax benefits:

Balance at January 1, 2007	$ 11,685
Additions based on tax positions related to current year	—
Additions based on tax positions related to prior years	2,242
Reductions based on tax positions related to prior years	(95)
Settlements	—
Expirations of the statute of limitations	(3,227)
Balance at December 31, 2007	10,605
Additions based on tax positions related to current year	—
Additions based on tax positions related to prior years	747
Reductions based on tax positions related to prior years	(317)
Settlements	—
Expirations of the statute of limitations	(3,532)
Balance at December 31, 2008	$ 7,503

In the event the unrecognized tax benefits of $7,503 and $10,605 at December 31, 2008 and 2007, respectively, were recognized, such recognition would impact the annual effective tax rates. During 2008, the accrual for potential penalties and interest related to these unrecognized tax benefits was reduced by $619, and in total, as of December 31, 2008, a liability for potential penalties and interest of $2,191 has been recorded. During 2007, the accrual for potential penalties and interest related to these unrecognized tax benefits was reduced by $881, and in total, as of December 31, 2007, a liability for potential penalties and interest of $2,810 has been recorded. The Company classifies all tax-related interest and penalties as income tax expense.

It is reasonably possible the Company may recognize up to approximately $2,300 of currently unrecognized tax benefits over the next 12 months, pertaining primarily to expiration of statutes of limitations of positions reported on U.S. and state and local income tax returns. The Company files U.S. and state and local income tax returns in jurisdictions with varying statutes of limitations.

In March 2005, New Valley paid $1,589, including interest of $885, under protest in connection with a state tax assessment. In October 2005, New Valley filed a brief to challenge the assessment. In March 2007, New Valley and the state taxing authority agreed that the state taxing authority would refund approximately $725, including $425 of interest, of the amount paid in March 2005 to New Valley. New Valley received the refund in May 2007. As a result, the Company's income tax provision was reduced by approximately $450, net of income taxes of approximately $275, for the year ended December 31, 2007.

11. STOCK COMPENSATION

The Company grants equity compensation under its Amended and Restated 1999 Long-Term Incentive Plan (the "1999 Plan"). As of December 31, 2008, there were approximately 5,175,000 shares available for issuance under the 1999 Plan.

Stock Options. The Company accounts for stock compensation using SFAS No. 123(R), which requires the Company to value unvested stock options granted prior to the adoption of SFAS No. 123(R) under the fair value method of accounting and expense this amount in the statement of operations over the stock options' remaining vesting period. Upon adoption, there was no cumulative adjustment for the impact of the change in accounting principles because the assumed forfeiture rate did not differ significantly from prior periods. The Company recognized compensation expense of $186 ($110 net of income taxes), $197 ($116 net of income taxes) and $470 ($279 net of income taxes) related to stock options in the years ended December 31, 2008, 2007 and 2006, respectively, as a result of adopting SFAS No. 123(R).

The terms of certain stock options awarded under the 1999 Plan in January 2001 and November 1999 provide for common stock dividend equivalents (at the same rate as paid on the common stock) with respect to the shares underlying the unexercised portion of the options. In accordance with SFAS No. 123(R), the Company recognizes payments of the dividend equivalent rights on these options as reductions in additional paid-in capital on the Company's consolidated balance sheet ($4,865, $6,475 and $6,186, net of taxes, for the years ended December 31, 2008, 2007 and 2006, respectively), which is included as "Distributions on common stock" in the Company's consolidated statement of changes in stockholders' equity.

The fair value of option grants is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including expected stock price characteristics which are significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models do not necessarily provide a reliable single measure of the fair value of stock-based compensation awards.

The assumptions used under the Black-Scholes option pricing model in computing fair value of options are based on the expected option life considering both the contractual term of the option and expected employee exercise behavior, the interest rate associated with U.S. Treasury issues with a remaining term equal to the expected

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option life and the expected volatility of the Company's common stock over the expected term of the option. The assumptions used for grants in the year ended December 31, 2006 were as follows:

	2006
Risk-free interest rate	4.9% – 5.0%
Expected volatility	38.17% – 40.52%
Dividend yield	9.96% – 10.03%
Expected holding period	6 – 6.75 years
Weighted average fair value	$ 2.14 – $2.50

A summary of employee stock option transactions follows:

	Number of Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value(1)
Outstanding on January 1, 2006	9,917,574	$ 9.10	3.6	$ 67,495
Granted	312,559	$ 15.20		
Exercised	(355,293)	$ 8.76		
Cancelled	(28,672)	$ 16.41		
Outstanding on December 31, 2006	9,846,168	$ 9.27	2.8	$ 69,246
Granted	—	—		
Exercised	(469,148)	$ 8.31		
Cancelled	(10,270)	$ 22.68		
Outstanding on December 31, 2007	9,366,750	$ 9.24	1.8	$ 95,238
Granted	—	—		
Exercised	(4,080,467)	$ 5.72		
Cancelled	(1,403)	$ 30.93		
Outstanding on December 31, 2008	5,284,880	$ 11.59	1.7	$ 13,708
Options exercisable at:				
December 31, 2006	9,468,852			
December 31, 2007	9,159,824			
December 31, 2008	5,169,119			

(1) The aggregate intrinsic value represents the amount by which the fair value of the underlying common stock ($13.62, $19.10 and $16.10 at December 31, 2008, 2007 and 2006, respectively) exceeds the option exercise price.

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Additional information relating to options outstanding at December 31, 2008 follows:

Range of Exercise Prices	Options Outstanding: Outstanding as of 12/31/2008	Options Outstanding: Weighted-Average Remaining Contractual Life (Years)	Options Outstanding: Weighted-Average Exercise Price	Options Exercisable: Exercisable as of 12/31/2008	Options Exercisable: Weighted-Average Exercise Price
$0.00 – 9.28	10,554	4.0	$ 8.98	10,554	$ 8.98
$9.29 – 12.37	3,507,143	0.9	$ 9.95	3,507,143	$ 9.95
$12.38 – 15.47	1,541,854	3.3	$ 13.49	1,452,138	$ 13.40
$15.48 – 18.56	52,090	6.9	$ 17.67	26,044	$ 17.67
$18.57 – 21.65	5,612	3.1	$ 19.69	5,612	$ 19.69
$21.66 – 24.74	33,971	2.5	$ 22.23	33,971	$ 22.23
$24.75 – 27.84	53,465	2.6	$ 26.29	53,465	$ 26.29
$27.84 – 30.93	80,191	2.7	$ 28.26	80,191	$ 28.26
	5,284,880	1.7	$ 11.59	5,169,118	$ 11.50

As of December 31, 2008, there was $255 of total unrecognized compensation cost related to unvested stock options. The cost is expected to be recognized over a weighted-average period of approximately one year at December 31, 2008.

As of December 31, 2007, there was $441 of total unrecognized compensation cost related to unvested stock options. The cost is expected to be recognized over a weighted-average period of approximately one year at December 31, 2007.

In accordance with SFAS No. 123(R), the Company reflects the tax savings resulting from tax deductions in excess of expense reflected in its financial statements as a component of "Cash Flows from Financing Activities."

Non-qualified options for 312,558 shares of common stock were issued during 2006. The exercise price of the options granted was $15.20 in 2006. The exercise prices of the options granted in 2006 were at the fair value on the dates of the grants, other than a grant of options for 289,406 shares in 2006 at $1.44 more than the fair value on the grant date. No options were granted in 2008 and 2007.

In accordance with SFAS No. 123(R), the Company has elected to use the long-form method under which each award grant is tracked on an employee-by-employee basis and grant-by-grant basis to determine if there is a tax benefit or tax deficiency for such award. The Company then compares the fair value expense to the tax deduction received for each grant and aggregates the benefits and deficiencies to establish its hypothetical APIC Pool.

The Company recognizes windfall tax benefits associated with the exercise of stock options directly to stockholders' equity only when realized. A windfall tax benefit occurs when the actual tax benefit realized by the Company upon an employee's disposition of a share-based award exceeds the deferred tax asset, if any, associated with the award that the Company had recorded.

The total intrinsic value of options exercised during the years ended December 31, 2008, 2007, and 2006 was $44,755, $3,841, and $2,333, respectively. Tax benefits related to option exercises of $18,304, $2,055, and $0 were recorded as increases to stockholders' equity for the years ended December 31, 2008, 2007 and 2006, respectively. In accordance with SFAS No. 123(R), tax benefits related to option exercises for the year ended December 31, 2006 were not deemed to be realized as net operating loss carryforwards were available to offset taxable income computed without giving effect to the deductions related to option exercises.

During 2008, 4,080,467 options, exercisable at prices ranging from $5.99 to $12.69 per share, were exercised for $87 in cash and the delivery to the Company of 1,375,895 shares of common stock with a fair market value of $24,395, or $17.73, per share on the date of exercise.

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During 2007, 469,148 options, exercisable at prices ranging from $7.25 to $14.45 per share, were exercised for $5,100 in cash and the delivery to the Company of 8,008 shares of common stock with a fair market value of $168, or $20.98, per share on the date of exercise.

During 2006, 355,293 options, exercisable at prices ranging from $7.24 to $14.00 per share, were exercised for $2,571 in cash and the delivery to the Company of 43,644 shares of common stock with a fair market value of $760, or $17.40, per share on the date of exercise.

Restricted Stock Awards. In 2005, the President of the Company was awarded a restricted stock grant of 669,768 shares of the Company's common stock, pursuant to the 1999 Plan. Pursuant to the restricted share agreements, one-fourth of the shares vested on September 15, 2006, with an additional one-fourth vesting on each of the three succeeding one-year anniversaries of the first vesting date through September 15, 2009. In the event his employment with the Company is terminated for any reason other than his death, his disability or a change of control (as defined in his restricted share agreements) of the Company, any remaining balance of the shares not previously vested will be forfeited by him. The Company recorded deferred compensation of $11,340 representing the fair market value of the total restricted shares on the dates of grant. The deferred compensation will be amortized over the vesting period as a charge to compensation expense. The Company recorded an expense of $2,843, $2,835, and $2,987 associated with the grants for the years ended December 31, 2008, 2007 and 2006, respectively.

In November 2005, the President of Liggett and Liggett Vector Brands was awarded a restricted stock grant of 57,881 shares of the Company's common stock pursuant to the 1999 Plan. Pursuant to his restricted share agreement, one-fourth of the shares vested on November 1, 2006, with an additional one-fourth vesting on each of the three succeeding one-year anniversaries of the first vesting date through November 1, 2009. In the event his employment with the Company is terminated for any reason other than his death, his disability or a change of control (as defined in his restricted share agreement) of the Company, any remaining balance of the shares not previously vested will be forfeited by him. The Company recorded deferred compensation of $1,018 representing the fair market value of the restricted shares on the date of grant. The Company recorded an expense of $254 associated with the grant for each of the years ended December 31, 2008, 2007 and 2006, respectively.

On June 1, 2004, the Company granted 12,763 restricted shares of the Company's common stock pursuant to the 1999 Plan to each of its four outside directors. The shares vested over a period of three years. The Company recognized $644 of expense over the vesting period, including $89 and $215 of expense for the years ended December 31, 2007 and 2006, respectively.

On June 4, 2007, the Company granted 11,025 restricted shares of the Company's common stock pursuant to the 1999 Plan to each of its four outside directors. The shares will vest over three years and the Company will recognize $792 of expense over the vesting period. The Company recognized $264 and $154 for the years ended December 31, 2008 and 2007, respectively, in connection with this restricted stock award.

As of December 31, 2008, there was $2,591 of total unrecognized compensation costs related to unvested restricted stock awards. The cost is expected to be recognized over a weighted-average period of approximately one year at December 31, 2008.

As of December 31, 2007, there was $5,952 of total unrecognized compensation costs related to unvested restricted stock awards. The cost is expected to be recognized over a weighted-average period of approximately one year at December 31, 2007.

The Company's accounting policy is to treat dividends paid on unvested restricted stock as a reduction to additional paid-in capital on the Company's consolidated balance sheet.

12. 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 purporting to be brought on behalf of a class of individual plaintiffs 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"); (iii) health care cost recovery actions brought by various foreign and domestic governmental entities ("Governmental Actions"); and (iv) health care cost recovery actions brought by third-party payors including insurance companies, union health and welfare trust funds, asbestos manufacturers and others ("Third-Party Payor 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 and the effects of the tobacco litigation settlements discussed below are not quantifiable at this time. For the years ended December 31, 2008, 2007 and 2006, Liggett incurred legal expenses and other litigation costs totaling approximately $8,800, $7,800 and $5,353, respectively.

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 discussed elsewhere in this note: (i) management has concluded that it is not probable that a loss has been incurred in any of the pending tobacco-related cases; (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 (iii) accordingly, management has not provided any amounts in the consolidated financial statements for unfavorable outcomes, if any.

Individual Actions

As of December 31, 2008, 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. In addition, there were approximately 2,680 *Engle* progeny cases (defined below) pending against Liggett and/or the Company, in state and federal courts in Florida, and 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 December 31, 2008 (excluding *Engle* progeny cases and the cases consolidated in West Virginia):

State	Number of Cases
Florida	12
New York	10
Louisiana	5
Maryland	2
Mississippi	2
West Virginia	2
District of Columbia	1
Missouri	1
Ohio	1

Liggett Only Cases. There are currently five cases pending where Liggett is the only tobacco company defendant. In April 2004, in *Davis v. Liggett Group*, a Florida state court jury awarded compensatory damages of $540 against Liggett, plus interest. In addition, the court awarded plaintiff's counsel legal fees of $752. Liggett appealed both the compensatory and the legal fee awards. In October 2007, the compensatory award was affirmed by the Fourth District Court of Appeal. In March 2008, the Fourth District Court of Appeal reversed and remanded the legal fee award for further proceedings in the trial court. The Company has accrued approximately $2,300 for the *Davis* case at December 31, 2008. *In Ferlanti v. Liggett Group*, an alleged *Engle* progeny case, trial commenced in February 2009. This case was originally filed by plaintiff in 2003 as an individual case. Trial commenced in 2008 and, after three days, the court declared a mistrial. Since that time, plaintiff amended her complaint to assert her status as a decertified *Engle* class member. The *Engle* progeny cases are discussed below. The other three individual actions, where Liggett is the only tobacco company defendant, are dormant.

The plaintiffs' allegations of liability in those 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 by defendants 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 the award against Liggett in *Davis* (described above), jury awards have also been returned against other cigarette manufacturers in recent years. The awards in these individual actions, often in excess of millions of dollars, are for both compensatory and punitive damages. There are several significant jury awards against other cigarette manufacturers which are currently on appeal.

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/or the Company have been named in approximately 2,680 *Engle* progeny cases in both state and federal courts in Florida. Other cigarette manufacturers have also been named as defendants in most of these cases. These cases include approximately 9,620 plaintiffs, although duplicate cases were filed in federal and state court on behalf of approximately 660 plaintiffs. The number of cases will likely increase as the courts may require multi-plaintiff cases 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. For further information on the *Engle* case, see "Class Actions — *Engle* Case," below.

Class Actions

As of December 31, 2008, there were seven actions pending for which either a class had been certified or plaintiffs were seeking class certification, where Liggett is a named defendant, including two alleged price fixing cases. Other cigarette manufacturers are also named in these actions. Many of these actions purport to constitute statewide class actions and were filed after May 1996 when the United States Court of Appeals for the Fifth Circuit, in *Castano v. American Tobacco Co., Inc.*, reversed a federal district court's certification of a purported nationwide class action on behalf of persons who were allegedly "addicted" to tobacco products.

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 preserved several of the trial court's Phase I findings, including that: (i) smoking causes lung cancer, among other diseases; (ii) nicotine in cigarettes is addictive; (iii) defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) defendants concealed material information; (v) all defendants sold or supplied cigarettes that were defective; and (vi) all 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 file their individual lawsuits within one year from January 11, 2007, the date of the court's mandate. In December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants. As a result of the decision, approximately 9,620 former *Engle* class members filed suit against the Company and/or Liggett as well as other cigarette manufacturers.

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. In October 2008, plaintiff withdrew her request for punitive damages. In November 2008, the court entered final judgment in the amount of $24,835 (for which Liggett is 50% responsible), plus interest from June 2002 which as of December 31, 2008, was in excess of $13,000. The defendants appealed the final judgment and may be required to post a bond. In addition, plaintiff filed a motion seeking an award of attorneys' fees from Liggett based on plaintiff's prior proposal for settlement. All proceedings relating to the motions for attorneys' fees are stayed pending a final resolution of appellate proceedings.

Other Class Actions. *Smith v. Philip Morris* (Kansas) and *Romero v. Philip Morris* (New Mexico) are actions in which plaintiffs allege that cigarette manufacturers conspired to fix cigarette prices in violation of antitrust laws. Class certification was granted in *Smith* in November 2001. Discovery is ongoing. Class certification was granted in *Romero* in April 2003 and was affirmed by the New Mexico Supreme Court in February 2005. In June 2006, the trial court granted defendants' motion for summary judgment. Plaintiffs appealed to the New Mexico Court of Appeals and, in November 2008, the appellate court upheld the decision as to Liggett, but reversed as to certain other defendants. In West Virginia, a jury verdict in a purported medical monitoring class action was entered in favor of all tobacco company defendants other than Liggett (Liggett was previously severed from the trial). There has been no further activity in this case.

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. One such suit, *Schwab v. Philip Morris*, pending in federal court in New York since 2004, sought to create a nationwide class of "light" cigarette smokers. In September 2006, the United States District Court for the Eastern District of New York certified the class. In April 2008, the United States Court of Appeals for the Second Circuit decertified the class. The case was returned to the trial court for further proceedings. There has been no further activity.

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 the appeal in *Scott v. American Tobacco Co.* (see description below).

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 request that defendants be required to disgorge all profits unjustly received through their sale of cigarettes to plaintiffs and the class, which in no event will be greater than $75 per class member, inclusive of punitive damages, interest and costs. In July 2006, the plaintiffs filed a motion for class certification. A class certification hearing occurred in September 2007 and the parties are awaiting a decision. Merits discovery is stayed pending a ruling by the court. A status conference is scheduled for October 2009.

In April 2001, in *Brown v. American Tobacco Co.*, 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 October 2006, the plaintiffs filed a petition for review with the California Supreme Court, which was granted in November 2006. Oral argument is scheduled for March 3, 2009.

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. The consolidation was affirmed on appeal by the West Virginia Supreme Court. In February 2008, the United States Supreme Court denied defendants' petition for writ of certiorari asking the Court to review the trial plan. It is estimated that Liggett could be a defendant in approximately 100 of the cases. In February 2008, the court granted defendants' motion to stay all proceedings pending review by the United States Supreme Court in *Altria Group Inc. v. Good*, where the Supreme Court was asked to determine whether certain state law claims are preempted by federal law. In December 2008, the Supreme Court, in *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 may result in additional class action cases in other states. Although Liggett is not a party in the *Good* case, an adverse ruling or commencement of additional "lights" related class actions could have a material adverse effect on the Company.

Class certification motions are pending in a number of other cases and a number of orders denying class certification are on appeal. In addition to the cases described above, numerous class actions remain certified against other cigarette manufacturers, including *Scott.* In that case, a Louisiana jury returned a $591,000 verdict (subsequently reduced by the court to $263,500 plus interest from June 2004) against other cigarette manufacturers to fund medical monitoring or smoking cessation programs for members of the class. The case is on appeal.

Governmental Actions

As of December 31, 2008, there were two Governmental Actions pending against Liggett, only one of which is active. The claims asserted in health care cost recovery actions vary. In these cases, the governmental entities 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. Other claims made by some but not all plaintiffs 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.

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 40 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. The claims for damages which accrued after November 16, 1993 are pending. Discovery is ongoing. In September 2008, the court heard argument on motions for summary judgment filed by the parties. A decision is pending. Trial is currently scheduled to commence in January 2010.

DOJ Case. 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. The action asserted claims under three federal statutes, the Medical Care Recovery Act ("MCRA"), the Medicare Secondary Payer provisions of the Social Security Act ("MSP") and RICO. In September 2000, the court dismissed the government's claims based on MCRA and MSP.

In August 2006, the trial court entered a Final Judgment and Remedial Order against each of the cigarette manufacturing defendants, except Liggett. The Final Judgment, among other things, enjoined the non-Liggett defendants from using "lights", "low tar", "ultra lights", "mild", or "natural" descriptors, or conveying any other express or implied health messages in connection with the marketing or sale of cigarettes, domestically and internationally. The Final Judgment was stayed pending appeal. Although this case has been concluded as to Liggett, it is unclear what impact, if any, the Final Judgment will have on the cigarette industry as a whole. The decision is currently on appeal by all parties other than Liggett. 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.

Third-Party Payor Actions

As of December 31, 2008, there were two Third-Party Payor Actions pending against Liggett and other cigarette manufacturers. Third-Party Payor Actions typically have been filed by insurance companies, union health and welfare trust funds, asbestos manufacturers and others. In Third-Party Payor Actions, plaintiffs seek damages for funding of corrective public education campaigns relating to issues of smoking and health; funding for clinical smoking cessation programs; disgorgement of profits from sales of cigarettes; restitution; treble damages; and attorneys' fees. Although no specific amounts are provided, it is possible that requested damages against cigarette manufacturers in these cases might be in the billions of dollars.

Several federal circuit courts of appeals and state appellate courts have ruled that Third-Party Payors do not have standing to bring lawsuits against cigarette manufacturers, relying primarily on grounds that plaintiffs' claims were too remote. The United States Supreme Court has refused to consider plaintiffs' appeals from the cases decided by five federal circuit courts of appeals.

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 before the Israel Supreme Court seeking appeal from a lower court's decision granting leave to plaintiff for foreign service of process.

In May 2008, in *National Committee to Preserve Social Security and Medicare v. Philip Morris USA*, a case pending in the United States District Court for the Eastern District of New York, plaintiffs commenced an action to recover twice the amount paid by Medicare for the health care services provided to Medicare beneficiaries to treat diseases allegedly attributable to smoking defendants' cigarettes from May 21, 2002 to the present, for which treatment defendants' allegedly were required to make payment under MSP. Defendants' Motion to Dismiss and plaintiffs' Motion for Partial Summary Judgment were filed in July 2008. A hearing on the motions was held in November 2008 and the parties are awaiting a decision.

Upcoming Trials

There are currently approximately 50 individual actions in Florida that may be set for trial in 2009. The Company and/or Liggett and, in all but one of these cases, other cigarette manufacturers are named as defendants. These cases are all *Engle* progeny cases. In the case where Liggett is the sole defendant, trial is scheduled for February 2009. In addition, a trial has been scheduled for April 2009 in a non-*Engle* individual action in Florida and for October 2009 in an individual action in Missouri, both, where Liggett and other cigarette manufacturers are named as defendants. Trial dates are subject to change.

MSA and Other State Settlement Agreements

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

In November 1998, Philip Morris, Brown & Williamson, R.J. Reynolds and Lorillard (the "Original Participating Manufacturers" or "OPMs") and Liggett (together with any other tobacco product manufacturer that becomes a signatory, the "Subsequent Participating Manufacturers" or "SPMs") (the OPMs and SPMs are hereinafter referred to jointly as the "Participating Manufacturers") entered into the 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.

Liggett has no payment obligations under the MSA except to the extent its market share exceeds a market share exemption of approximately 1.65% of total cigarettes sold in the United States. Vector Tobacco has no payment obligations under the MSA, except to the extent its market share exceeds a market share exemption of approximately 0.28% of total cigarettes sold in the United States. According to data from Management Science Associates, Inc., domestic shipments by Liggett and Vector Tobacco accounted for approximately 2.4%, 2.5% and 2.5% of the total cigarettes shipped in the United States in 2006, 2007 and 2008 respectively. 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. In April 2007, Liggett and Vector Tobacco paid $38,743 for their 2006 MSA obligations and in April 2008, paid $35,995 for their 2007 MSA obligations, having prepaid

$34,500 of that amount in December 2007. In December 2008, Liggett and Vector Tobacco prepaid $34,000 of their 2008 MSA obligations.

Under the payment provisions of the MSA, the Participating Manufacturers are required to pay a base annual amount of $9,000,000 in 2009 and each year thereafter (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligations of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

Certain MSA Disputes

In 2005, the independent auditor under the MSA calculated that Liggett owed $28,668 for its 2004 sales. In April 2005, Liggett paid $11,678 and disputed the balance, as permitted by the MSA. Liggett subsequently paid $9,304 of the disputed amount, although Liggett continues to dispute that this amount is owed. This $9,304 relates to an adjustment to its 2003 payment obligation claimed by Liggett for the market share loss to non-participating manufacturers, which is known as the “NPM Adjustment.” At December 31, 2008, included in “Other assets” on the Company’s consolidated balance sheet, was a noncurrent receivable of $6,513 relating to such amount. The remaining balance in dispute of $7,686 is comprised of $5,318 claimed for a 2004 NPM Adjustment and $2,368 relating to the independent auditor’s retroactive change from “gross” to “net” units in calculating MSA payments, which Liggett contends is improper, as discussed below. From their April 2006 payment, Liggett and Vector Tobacco withheld approximately $1,600 claimed for the 2005 NPM Adjustment and $2,949 relating to the retroactive change from “gross” to “net” units. Liggett and Vector Tobacco withheld approximately $4,200 from their April 2007 payments related to the 2006 NPM Adjustment and approximately $3,950 relating to the retroactive change from “gross” to “net” units. From its April 2008 payment, Liggett and Vector Tobacco withheld approximately $4,000 for the 2007 NPM Adjustment and approximately $3,696 relating to the retroactive change from “gross” to “net” units. Vector Tobacco paid approximately $200 into the disputed payments account for the 2007 NPM Adjustment.

The following amounts have not been expensed in the accompanying consolidated financial statements as they relate to Liggett’s and Vector Tobacco’s claim for an NPM adjustment: $6,513 for 2003, $3,789 for 2004 and $800 for 2005.

NPM Adjustment. In March 2006, an economic consulting firm selected pursuant to the MSA rendered its final and non-appealable decision that the MSA was a “significant factor contributing to” the loss of market share of Participating Manufacturers for 2003. The economic consulting firm subsequently rendered the same decision with respect to 2004 and 2005. As a result, the manufacturers are entitled to potential NPM Adjustments to their 2003, 2004 and 2005 MSA payments. 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 state or territory.

Since April 2006, notwithstanding provisions in the MSA requiring arbitration, litigation has been 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. To date, all 48 courts that have decided the issue have ruled that the 2003 NPM Adjustment dispute is arbitrable and 44 of those decisions are final. In response to a proposal from each of the OPMs and many of the SPMs, 45 of the Settling States have entered into an agreement providing for a nationwide arbitration of the dispute with respect to the NPM Adjustment for 2003. The agreement provides for selection of the arbitration panel beginning October 1, 2009 and that the parties and the arbitrators will thereafter establish the schedule and procedures for the arbitration. The agreement also provides for a partial liability reduction for the potential 2003 NPM adjustment of up to 20% for Settling States that entered into the agreement by January 30, 2009. It is anticipated that the arbitration will begin in 2010. 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, had been recalculated using "net" unit amounts, rather than "gross" unit amounts (which had been used since 1999). The change in the method of calculation could, among other things, require additional MSA payments by Liggett of approximately $25,300, including interest, for 2001 through 2008, and require additional amounts in future periods because the proposed change from "gross" to "net" units would serve to lower Liggett's market share exemption under the MSA.

Liggett has objected to this retroactive change and has disputed the change in methodology. Liggett contends that the retroactive change from using "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.

No amounts have been expensed or accrued in the accompanying consolidated financial statements for any potential liability relating to the "gross" versus "net" dispute.

QUEST 3. Vector Tobacco does not make MSA payments on sales of its QUEST 3 product as Vector Tobacco believes that QUEST 3 does not fall within the definition of a cigarette under the MSA. There can be no assurance that Vector Tobacco's assessment is correct and that additional payments under the MSA for QUEST 3 will not be owed.

Litigation Challenging the MSA. In litigation pending in federal court in New York, certain importers of cigarettes allege 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. On remand to the district court, in September 2004, the court denied plaintiffs' motion to preliminarily enjoin the MSA and certain related New York statutes, but the court issued a preliminary injunction against an amendment to the "allocable share" provision of the New York escrow statute. In November 2008, the district court granted New York's motion for summary judgment, dismissing all claims brought by the plaintiffs, and dissolving the preliminary injunction.

Additionally, in another proceeding pending in federal court in New York, plaintiffs seek 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. In October 2006, the United States Supreme Court denied the petition of the attorneys general for writ of certiorari. Similar challenges to the MSA and MSA-related state statutes are pending in Kentucky, Arkansas, Kansas, Louisiana, Tennessee and Oklahoma. Liggett and the other cigarette manufacturers are not defendants in these cases.

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. Vibo alleged, among other things, that the market share exemptions (i.e.:

grandfathered shares) provided to certain SPMs under the MSA, including Liggett and Vector Tobacco, violate federal antitrust and constitutional law. On December 8, 2008, the court dismissed the complaint. On December 11, 2008, Vibo filed a declaratory judgment action in state court in California seeking a determination that the Amended Adherence Agreement it executed in November 2007 is consistent with the MSA and that the MSA's "most favored nation" provisions are not triggered by the agreement. This matter is pending. Litigation challenging the validity of the MSA, including claims that the MSA violates antitrust laws, has not been successful to date.

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. Liggett's agreements with these states remain in full force and effect, and Liggett made various payments to these states during 1996, 1997 and 1998 under the agreements. 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, in order to resolve any potential issues with Minnesota as to Liggett's ongoing economic settlement obligations, Liggett negotiated a $100 a year payment to Minnesota, to be paid any year cigarettes manufactured by Liggett are sold in that state.

In 2004, the Attorneys General for Florida, Mississippi and Texas advised Liggett that they believed that Liggett had failed to make all required payments under the respective settlement agreements with these states for the period 1998 through 2003 and that additional payments may be due for 2004 and subsequent years. In 2004, Florida and Mississippi proposed settlements to Liggett in the total amount of approximately $20,000 for the period 1998 though 2003. Subsequent discussions did not result in a resolution of the issues. Liggett believes the states' allegations are without merit, based, among other things, on the language of the most favored nation provisions of the settlement agreements.

Except for $2,500 accrued at December 31, 2008, in connection with the foregoing matters, no other amounts have been accrued in the accompanying condensed consolidated financial statements for any additional amounts that may be payable by Liggett under the settlement agreements with Florida, Mississippi and Texas. There can be no assurance that Liggett will resolve these matters or that Liggett will not be required to make additional material payments, which payments could adversely affect the Company's consolidated financial position, results of operations or cash flows.

Management is not able to predict the outcome of the litigation pending or threatened against Liggett. Litigation is subject to many uncertainties. For example, in addition to $540 awarded in the *Davis* case, plus legal fees, in June 2002, the jury in the *Lukacs* case, an individual case brought under the third phase of the *Engle* case, awarded compensatory damages against Liggett and two other defendants and found Liggett 50% responsible for the damages. In November 2008, the court entered final judgment in favor of the plaintiff for $24,835, plus interest from June 11, 2002 which, as of December 31, 2008, exceeded $13,000. It is possible that additional cases could be decided unfavorably against Liggett. As a result of the *Engle* decision, approximately 9,620 former *Engle* class members commenced suit against Liggett and/or the Company and other cigarette manufacturers. Liggett may enter into discussions in an attempt to settle particular cases if it believes it is appropriate 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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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 and costs.

The tobacco industry is subject to a wide range of laws and regulations regarding the marketing, sale, taxation and use of tobacco products imposed by local, state and federal governments. There have been a number of restrictive regulatory actions, adverse legislative and political decisions and other unfavorable developments concerning cigarette smoking and the tobacco industry. These developments may negatively affect the perception of potential triers of fact with respect to the tobacco industry, possibly to the detriment of certain pending litigation, and may prompt the commencement of additional similar 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 was extended through 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 December 31, 2008.

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.

13. SUPPLEMENTAL CASH FLOW INFORMATION

	Year Ended December 31,		
	2008	2007	2006
I. Cash paid during the period for:			
Interest	$ 48,794	$ 30,491	$ 35,553
Income taxes	4,015	18,967	45,475
II. Non-cash investing and financing activities:			
Issuance of stock dividend	314	287	271
Conversion of debt	—	—	70,000

14. RELATED PARTY TRANSACTIONS

In connection with the Company's private offering of convertible notes in November 2004, in order to permit hedging transactions by the purchasers, the purchasers of the notes required a principal stockholder of the Company, who serves as the Chairman of the Company, to enter into an agreement granting the placement agent for the offering the right, in its sole discretion, to borrow up to 4,221,299 shares of common stock from this stockholder or an entity affiliated with him during a 30-month period through May 2007, subject to extension under various conditions, and that he agreed not to dispose of such shares during this period, subject to limited exceptions. In consideration for this stockholder agreeing to lend his shares in order to facilitate the Company's offering and accepting the resulting liquidity risk, the Company agreed to pay him or an affiliate designated by him an annual fee, payable on a quarterly basis in cash or, by mutual agreement of the Company and this stockholder, shares of Common Stock, equal to 1% of the aggregate market value of 4,020,285 shares of Common Stock. In addition, the Company agreed to hold this stockholder harmless on an after-tax basis against any increase, if any, in the income tax rate applicable to dividends paid on the shares as a result of the share loan agreement. For the years ended December 31, 2008, 2007, and 2006, the Company recognized expense of $41, $504, and $1,207 for amounts payable to an entity affiliated with this stockholder under this agreement. This stockholder had the right to assign to one of the Company's other principal stockholders, who serves as the Company's President, some or all of his obligation to lend the shares under such agreement. In May 2006, this stockholder assigned to the other stockholder the obligation to lend 619,996 shares of Common Stock under the agreement.

In connection with the April 2005 placement of additional convertible notes, the Company entered into a similar agreement through May 2007 with this other principal stockholder, who is the President of the Company, with respect to 364,651 shares of common stock. For the years ended December 31, 2008, 2007, and 2006, the Company recognized expense of $0, $62, and $115, respectively, for amounts payable to an entity affiliated with this stockholder under this agreement and for the assigned obligation to lend shares.

In September 2006, the Company entered into an agreement with Ladenburg Thalmann Financial Services Inc. ("LTS") pursuant to which the Company agreed to make available to LTS the services of the Company's Executive Vice President to serve as the President and Chief Executive Officer of LTS and to provide certain other financial and accounting services, including assistance with complying with Section 404 of the Sarbanes-Oxley Act of 2002. In consideration for such services, LTS had agreed to pay the Company an annual fee of $250 plus reimbursement of expenses and indemnify the Company. The agreement is terminable by either party upon 30 days' prior written notice. Various executive officers and directors of the Company and New Valley serve as members of the Board of Directors of LTS. In December 2007, LTS and Vector amended the agreement to increase the amount of fees payable thereunder as follows: (i) a special management fee payment of $150 for 2007 (resulting in a total payment of $400 for 2007), (ii) an increase in the annual fee from $250 to $400, effective January 1, 2008 and (iii) an increase in the annual fee from $400 to $600, effective July 1, 2008 (payment of $500 for 2008). These amounts are recorded as a reduction to the Company's operating, selling, administrative and general expenses. LTS paid compensation of $150 and $600 for 2008 and 2007, respectively, to each of the President of the Company, who serves as Vice Chairman of LTS, and to the Executive Vice President of the Company, who serves as President and CEO of LTS. (See Note 17.)

The Company's President, a firm he serves as a consultant to, and affiliates of that firm received ordinary and customary insurance commissions aggregating approximately $221, $241, and $273 in 2008, 2007 and 2006, respectively, on various insurance policies issued for the Company and its subsidiaries and equity investees.

In October 2008, the Company acquired for $4,000 an approximate 11% interest in Castle Brands Inc., a publicly traded developer and importer of premium branded spirits. The Company's Executive Vice President is serving as the interim President and Chief Executive Officer. In October 2008, the Company entered into an agreement with Castle where the Company agreed to make available the services of the Executive Vice President as well as other financial and accounting services. Castle paid the Company $22 for the year ended December 31, 2008 related to the agreement and has agreed to pay the Company an annual fee of $100 per year beginning January 1, 2009.

The Company is an investor in investment partnerships affiliated with certain stockholders of the Company. (See Note 6.)

15. INVESTMENTS AND FAIR VALUE MEASUREMENTS

On January 1, 2008, the Company adopted SFAS No. 157, “Fair Value Measurements”, for financial assets and financial liabilities. SFAS No. 157 does not require any new fair value measurements but rather introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities.

SFAS No. 157 discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement clarifies that fair value is an exit price, representing amounts that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

SFAS No. 157 utilizes a three-tier fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1 Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices that are observable for the assets or liability, either directory or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 Unobservable inputs in which there is little market data, which requires the reporting entity to develop their own assumptions

This hierarchy requires the use of observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company’s population of recurring financial assets and liabilities subject to fair value measurements and the necessary disclosures are as follows:

	Fair Value Measurements as of December 31, 2008			
Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money market funds	$ 192,348	$ 192,348	$ —	$ —
Investment securities available for sale	28,518	20,627	7,891	—
Total	$ 220,866	$ 212,975	$ 7,891	$ —
Liabilities:				
Fair value of derivatives embedded within convertible debt	$ 77,245	$ —	$ —	$ 77,245

The fair value of investment securities available for sale included in Level 1 are based on quoted market prices from various stock exchanges. The $7,891 of investment securities available for sale in Level 2 are not registered and therefore 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 as of December 31, 2008 are disclosed. (See Note 7.)

16. PHILIP MORRIS BRAND TRANSACTION

In November 1998, the Company and Liggett granted Philip Morris options to purchase interests in Trademarks LLC which holds three domestic cigarette brands, *L&M*, *Chesterfield* and *Lark*, formerly held by Liggett's subsidiary, Eve Holdings Inc.

Under the terms of the Philip Morris agreements, Eve contributed the three brands to Trademarks, a newly-formed limited liability company, in exchange for 100% of two classes of Trademarks' interests, the Class A Voting Interest and the Class B Redeemable Nonvoting Interest. Philip Morris acquired two options to purchase the interests from Eve. In December 1998, Philip Morris paid Eve a total of $150,000 for the options, $5,000 for the option for the Class A interest and $145,000 for the option for the Class B interest.

The Class A option entitled Philip Morris to purchase the Class A interest for $10,100. On March 19, 1999, Philip Morris exercised the Class A option, and the closing occurred on May 24, 1999.

On May 24, 1999, Trademarks borrowed $134,900 from a lending institution. The loan was guaranteed by Eve and is collateralized by a pledge by Trademarks of the three brands and Trademarks' interest in the trademark license agreement (discussed below) and by a pledge by Eve of its Class B interest. In connection with the closing of the Class A option, Trademarks distributed the loan proceeds to Eve as the holder of the Class B interest. The cash exercise price of the Class B option and Trademarks' redemption price were reduced by the amount distributed to Eve. Upon Philip Morris' exercise of the Class B option or Trademarks' exercise of its redemption right, Philip Morris and Trademarks released Eve from its guaranty. The Class B interest was entitled to a guaranteed payment of $500 each year with the Class A interest allocated all remaining income or loss of Trademarks.

Trademarks granted Philip Morris an exclusive license of the three brands for an 11-year term expiring May 24, 2010 at an annual royalty based on sales of cigarettes under the brands, subject to a minimum annual royalty payment of not less than the annual debt service obligation on the loan plus $1,000.

The Class B option became exercisable during the 90-day period beginning December 2, 2008 and was exercised by Philip Morris on February 19, 2009. This option entitled Philip Morris to purchase the Class B interest for $139,900, reduced by the amount previously distributed to Eve of $134,900. In connection with the exercise of the Class B option, Philip Morris paid to Eve $5,067 (including a pro-rata share of its guaranteed payment) and Eve was released from its guaranty.

See Note 10 regarding the settlement with the Internal Revenue Service relating to the Philip Morris brand transaction.

17. NEW VALLEY CORPORATION

Investments in non-consolidated real estate businesses. New Valley accounts for its 50% interests in Douglas Elliman Realty LLC, Koa Investors LLC, 16th & K Holdings LLC New Valley Oaktree Chelsea Eleven LLC and, prior to the fourth quarter of 2007, accounted for its approximate 20% interest in Ceebraid on the equity method. (See Note 1(k).) New Valley accounts for its investment in Aberdeen Townhomes LLC at cost. Douglas Elliman

Realty operates a residential real estate brokerage company in the New York metropolitan area. Koa Investors owns the Sheraton Keauhou Bay Resort & Spa in Kailua-Kona, Hawaii. 16th and K Holdings acquired the St. Regis Hotel, a 193 room luxury hotel in Washington, D.C. in August 2005, of which 90% was sold in March 2008.

The components of “Investments in non-consolidated real estate businesses” were as follows as of December 31, 2008 and 2007:

	December 31, 2008	December 31, 2007
Douglas Elliman Realty LLC	$ 33,175	$ 31,893
16th and K Holdings LLC	—	3,838
Koa Investors LLC	—	—
Aberdeen Townhomes LLC	6,500	—
New Valley Oaktree Chelsea Eleven LLC	11,100	—
Investments in non-consolidated real estate businesses	$ 50,775	$ 35,731

Residential Brokerage Business. New Valley recorded income of $11,833, $20,290, and $12,662 for the years ended December 31, 2008, 2007 and 2006, respectively, associated with Douglas Elliman Realty. Summarized financial information as of December 31, 2008 and 2007 and for the three years ended December 31, 2008 for Douglas Elliman Realty is presented below. New Valley’s equity income from Douglas Elliman Realty includes $1,465, $1,319, and $1,383, respectively, of interest income earned by New Valley on a subordinated loan to Douglas Elliman Realty, as well as increases to income resulting from amortization of negative goodwill which resulted from purchase accounting of $193, $316, and $427 and management fees of $800, $1,300 and $1,100 earned from Douglas Elliman for the years ended December 31, 2008, 2007, and 2006, respectively. New Valley received cash distributions from Douglas Elliman Realty LLC of $10,550, $8,878, and $6,119 for the years ended December 31, 2008, 2007 and 2006, respectively.

	December 31, 2008	December 31, 2007
Cash	$ 22,125	$ 26,916
Other current assets	7,496	9,462
Property, plant and equipment, net	15,868	18,394
Trademarks	21,663	21,663
Goodwill	38,325	38,294
Other intangible assets, net	1,311	1,928
Other non-current assets	904	850
Notes payable — current	1,413	581
Current portion of notes payable to member - Prudential Real Estate Financial Services of America, Inc.	4,729	4,373
Current portion of notes payable to member — New Valley	4,729	625
Other current liabilities	23,294	26,579
Notes payable — long term	1,805	2,402
Notes payable to member — Prudential Real Estate Financial Services of America, Inc.	2,030	15,115
Notes payable to member — New Valley	2,030	8,583
Other long-term liabilities	6,939	6,599
Members’ equity	60,723	52,650

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended December 31,		
	2008	2007	2006
Revenues	$ 352,681	$ 405,595	$ 347,244
Costs and expenses	324,645	359,334	315,347
Depreciation expense	5,507	6,047	5,138
Amortization expense	298	448	410
Interest expense, net	3,228	4,308	5,705
Income tax expense	253	748	1,140
Net income	$ 18,750	$ 34,710	$ 19,504

Douglas Elliman Realty has been negatively impacted by the current downturn in the residential real estate market. The residential real estate market is cyclical and is affected by changes in the general economic conditions that are beyond Douglas Elliman Realty's control. The U.S. residential real estate market, including the market in the New York metropolitan area where Douglas Elliman operates, is currently in a significant downturn due to various factors including downward pressure on housing prices, the impact of the recent contraction in the subprime and mortgage markets generally and an exceptionally large inventory of unsold homes at the same time that sales volumes are decreasing. The depth and length of the current downturn in the real estate industry has proved exceedingly difficult to predict. The Company cannot predict whether the downturn will worsen or when the market and related economic forces will return the U.S. residential real estate industry to a growth period.

All of Douglas Elliman Realty's current operations are located in the New York metropolitan area. Local and regional economic and general business conditions in this market could differ materially from prevailing conditions in other parts of the country. Among other things, the New York metropolitan residential real estate market has been impacted by the significant decline in the financial services industry. A continued downturn in the residential real estate market or economic conditions in that region could have a material adverse effect on Douglas Elliman Realty.

Hawaiian Hotel. New Valley incurred a loss of $750 for the year ended December 31, 2007, and income of $867 for the year ended December 31, 2006, associated with Koa Investors.

The income in the 2006 period related to the receipt of tax credits of $1,192 from the State of Hawaii offset by equity in the loss of Koa Investors of $325. New Valley received cash distributions from Koa Investors of $0, $0, and $1,192 (in the form of a tax credit) for the years ended December 31, 2008, 2007 and 2006, respectively.

In August 2005, a wholly-owned subsidiary of Koa Investors borrowed $82,000, which is nonrecourse to New Valley, at an interest rate of LIBOR plus 2.45%. Koa Investors used the proceeds of the loan to repay its $57,000 construction loan and distributed a portion of the proceeds to its members, including $5,500 to New Valley. As a result of the refinancing, New Valley suspended its recognition of equity losses in Koa Investors to the extent such losses exceed its basis plus any commitment to make additional investments, which totaled $600 at the refinancing. In August 2006, New Valley contributed $925 to Koa in the form of $600 of the required contributions and $325 of discretionary contributions. Although New Valley was not obligated to fund any additional amounts to Koa Investors at December 31, 2006, New Valley made a $750 capital contribution in February 2007.

New Valley and certain members in KOA Investors have chosen not to fund discretionary capital calls in 2008 and KOA Investors was not able to meet its financial obligations in the third quarter of 2008. KOA has been informed by its lender that it is in default on its $82,000 loan. The Company has carried its investment in KOA at $0 throughout 2008.

St. Regis Hotel, Washington, D.C. In June 2005, affiliates of New Valley and Brickman Associates formed 16th & K Holdings LLC ("Hotel LLC"), which acquired the St. Regis Hotel in Washington, D.C. for $47,000 in August 2005. The Company, which holds a 50% interest in Hotel LLC, had invested $12,125 in the project at December 31, 2007. In connection with the purchase of the hotel, a subsidiary of Hotel LLC entered into agreements to borrow up to $50,000 of senior and subordinated debt. In April 2006, Hotel LLC purchased for approximately $3,000 a building adjacent to the hotel to house various administrative and sales functions.

New Valley accounts for its interest in Hotel LLC under the equity method and recorded losses of $3,796, $2,344, and $2,147 for the years ended December 31, 2008, 2007 and 2006, respectively. The St. Regis Hotel, which was temporarily closed on August 31, 2006 for an extensive renovation, reopened in January 2008. Hotel LLC capitalized all costs other than management fees related to the renovation of the property during the renovation phase. New Valley received cash distributions from Hotel LLC of $1,000 for the year ended December 31, 2007.

In the event that Hotel LLC makes distributions of cash, New Valley is entitled to 50% of the cash distributions until it has recovered its invested capital and achieved an annual 11% IRR, compounded quarterly. New Valley is then entitled to 35% of subsequent cash distributions until it has achieved an annual 22% IRR. New Valley is then entitled to 30% of subsequent cash distributions until it has achieved an annual 32% IRR. After New Valley has achieved an annual 35% IRR, it is then entitled to 25% of subsequent cash distributions.

In September 2007, Hotel LLC entered into an agreement to sell 90% of the St. Regis Hotel. In October 2007, Hotel LLC entered into an agreement to sell certain tax credits associated with the hotel. The sale closed in March 2008. In addition to retaining a 3% interest, net of incentives, in the St. Regis Hotel, New Valley received $16,406 in 2008 associated with the sale of the hotel. The Company anticipates receiving an additional $3,400 in various installments between 2009 and 2012. The Company recorded the $16,406 as an investing activity in the consolidated statement of cash flows. New Valley also recorded equity income of $16,363 in connection with the gain from the sale of the St. Regis because the amount received from 16th and K Holdings exceeded the Company's basis in the investment and the Company has no legal obligation to make 785,289 additional investments to 16th and K Holdings.

Aberdeen Townhomes LLC. In June 2008, a subsidiary of New Valley purchased a preferred equity interest in Aberdeen Townhomes LLC ("Aberdeen") for $10,000. Aberdeen acquired five town home residences located in Manhattan, New York, which it is in the process of rehabilitating and selling. In the event that Aberdeen makes distributions of cash, New Valley is entitled to a priority preferred return of 15% per annum until it has recovered its invested capital. New Valley is entitled to 25% of subsequent cash distributions of profits until it has achieved an annual 18% internal rate of return ("IRR"). New Valley is then entitled to 20% of subsequent cash distributions of profits until it has achieved an annual 23% IRR. After New Valley has achieved an annual 23% IRR, it is then entitled to 10% of any remaining cash distributions of profits.

Aberdeen is a variable interest entity; however, the Company is not the primary beneficiary. The Company's maximum exposure to loss as a result of its investment in Aberdeen is $10,000. This investment is being accounted for under the cost method.

In January 2009 the Company obtained an appraisal of the five town home residences and determined that the value of the properties, less estimated disposal costs, was approximately $3,500 less than their carrying value and recorded an impairment charge for $3,500. The reduction in value was attributed to the overall real estate market conditions in New York City at December 31, 2008.

Mortgages on four of the five Aberdeen town homes with a balance of approximately $29,125 matured on March 1, 2009 and have not been refinanced. The remaining mortgage with a balance of approximately $11,500 matures on September 30, 2009. Additionally in February 2009, the managing member of Aberdeen Townhomes gave notice that it is resigning as managing member. A subsidiary of New Valley will become the new managing member.

New Valley Oaktree Chelsea Eleven, LLC. In September 2008, a subsidiary of New Valley purchased for $12,000 a 40% interest in New Valley Oaktree Chelsea Eleven, LLC ("New Valley Oaktree"). New Valley Oaktree lent $29,000 and contributed $1,000 for 29% of the capital in Chelsea Eleven LLC ("Chelsea"), which is developing a condominium project in Manhattan, New York. The development consists of 72 luxury residential units and one commercial unit. Approximately 75% of the units are pre-sold and approximately $35,000 in deposits are held in escrow. The loan from New Valley Oaktree loan is subordinate to a $110,000 construction loan and a $24,000 mezzanine loan plus accrued interest. The loan from New Valley Oaktree to Chelsea bears interest at 60.25% per annum, compounded monthly, with $3,750 being held in an interest reserve, of which five payments of $300 were paid to New Valley on a monthly basis.

New Valley Chelsea is a variable interest entity; however, the Company is not the primary beneficiary. The Company's maximum exposure to loss as a result of its investment in Chelsea is $12,000. This investment is being accounted for under the equity method. New Valley Chelsea operates as an investment vehicle for the Chelsea real estate development project. As of December 31, 2008, Chelsea had approximately $206,778 of total assets and $185,665 of total liabilities. No income has been recorded as all amounts have been capitalized in the construction project.

Mortgage receivable. In March 2008, a subsidiary of New Valley purchased a loan secured by a substantial portion of a 450-acre approved master planned community in Palm Springs, California known as "Escena." The loan, which is currently in foreclosure, was purchased for its $20,000 face value plus accrued interest and other costs of $1,445. The loan is being accounted for under the cost recovery method and the cost includes the purchase price and additional capitalized acquisition costs of $259. The borrowers are Escena-PSC, LLC and Palm Springs Classic, LLC, a joint venture of Lennar Homes of California, Inc. and Empire Land, LLC. Empire Land recently filed a Chapter 11 bankruptcy petition. Lennar Homes is an affiliate of Lennar Corporation. The loan collateral consists of 867 residential lots with site and public infrastructure, an 18-hole golf course, a substantially completed clubhouse, and a seven-acre site approved for a 450-room hotel.

In October 2007, the "as is" value of the land was appraised in excess of the outstanding value of the loan. The Company obtained an updated appraisal that valued the property at substantially less than the outstanding loan balance. The reduction in value was attributed to the overall real estate market conditions in California. Among other things, Lennar Corporation has a payment guaranty of up to 50% of the outstanding loan balance plus accrued interest as well as a guaranty to complete the development of the property. In order to calculate the fair market value of the investment, the Company utilized the most recent "as is" appraised value of the collateral, December 31, 2008, and estimated the value of Lennar Corporation's completion and payment guaranties, less estimated costs to enforce the guaranties and dispose of the property. The Company applied a discount rate of 25% and a default rate of approximately 5.4% to the guarantor's debt in valuing the guaranties. The Company believes that both rates approximated market conditions at December 31, 2008. Based on these estimates, the Company determined that the fair market value was less than the carrying amount of the mortgage receivable at December 31, 2008 by approximately $4,000. This determination was made because real estate values in Palm Springs declined significantly in 2008. Accordingly, a reserve was established for the decline in value and a charge of $4,000 was recorded for the year ended December 31, 2008 as a component of "Provision for loss on investments" in the Company's consolidated statement of operations. The Company carried the loan on its consolidated balance sheet at its net basis of $17,704 as of December 31, 2008. Litigation is ongoing to enforce the Company's rights under the loan documents. The parties are currently involved in settlement discussions.

Real Estate Market Conditions. Because the real estate, capital and credit markets have continued to worsen, the Company will continue to perform additional assessments to determine the impact of the markets, if any, on the Company's consolidated financial statements. Thus, future impairment charges may occur.

Ladenburg Thalmann Financial Services. In February 2007, LTS entered into a Debt Exchange Agreement (the "Exchange Agreement") with New Valley, the holder of $5,000 principal amount of its promissory notes due March 31, 2007. Pursuant to the Exchange Agreement, New Valley agreed to exchange the principal amount of its notes for LTS common stock at an exchange price of $1.80 per share, representing the average closing price of the LTS common stock for the 30 prior trading days ending on the date of the Exchange Agreement.

The debt exchange was consummated on June 29, 2007 following approval by the LTS shareholders of the transaction at its annual meeting of shareholders. At the closing, the $5,000 principal amount of notes was exchanged for 2,777,778 shares of LTS's common stock, and accrued interest on the notes of approximately $1,730 was paid in cash. As a result of the debt exchange, New Valley's ownership of LTS common stock increased to 13,888,889 shares or approximately 8.6% of the outstanding LTS shares.

New Valley provided a full reserve against the LTS notes in 2002 and carried the notes on its consolidated balance sheet at $0 prior to the exchange. In connection with the debt exchange, the Company recorded a gain of $8,121, which consisted of the fair value of the 2,777,778 shares of LTS common stock at June 29, 2007 (the transaction date) and interest received in connection with the exchange, in the second quarter of 2007.

NASA Settlement. In 1994, New Valley commenced an action against the United States government seeking damages for breach of a launch services agreement covering the launch of one of the Westar satellites owned by New Valley's former Western Union satellite business. In March 2007, the parties entered into a Stipulation for Entry of Judgment to settle New Valley's claims and, pursuant to the settlement, $20,000 was paid in May 2007. In the first quarter of 2007, the Company recognized a pre-tax gain of $19,590, which consisted of other non-operating income of $20,000 and $410 of selling, general and administrative expenses, in connection with the settlement.

18. SEGMENT INFORMATION

The Company's significant business segments for each of the three years ended December 31, 2008 were Liggett and Vector Tobacco. The Liggett segment consists of the manufacture and sale of conventional cigarettes and, for segment reporting purposes, includes the operations of Medallion, which are held for legal purposes as part of Vector Tobacco). The Vector Tobacco segment includes the development and marketing of the low nicotine and nicotine-free cigarette products as well as the development of reduced risk cigarette products and, for segment reporting purposes, excludes the operations of Medallion. 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 continuing operations before taxes and minority interests for the years ended December 31, 2008, 2007 and 2006 follows:

	Liggett	Vector Tobacco	Real Estate	Corporate and Other	Total
2008					
Revenues	$ 562,660	$ 2,526	$ —	$ —	$ 565,186
Operating income (loss)	170,181	(8,331)	—	(26,546)	135,304
Equity income from non-consolidated real estate businesses	—	—	23,899	—	23,899
Identifiable assets	277,532	13,730	70,979	355,471	717,712
Depreciation and amortization	7,601	118	—	2,338	10,057
Capital expenditures	6,220	89	—	—	6,309
2007					
Revenues	$ 551,687	$ 3,743	$ —	$ —	$ 555,430
Operating income (loss)	159,347	(9,896)	—	(23,947)	125,504
Equity income from non-consolidated real estate businesses	—	—	16,243	—	16,243
Identifiable assets	314,242	2,459	35,731	432,857	785,289
Depreciation and amortization	7,723	134	—	2,345	10,202
Capital expenditures	4,997	192	—	—	5,189

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	Liggett	Vector Tobacco	Real Estate	Corporate and Other	Total
2006					
Revenues	$ 499,468	$ 6,784	$ —	$ —	$ 506,252
Operating income (loss)	140,508(1)	(13,971)(1)	—	(25,508)	101,029(1)
Equity income from non-consolidated real estate businesses	—	—	9,086	—	9,086
Identifiable assets	316,165	3,122	28,416	289,759	637,462
Depreciation and amortization	7,344	317	—	2,227	9,888
Capital expenditures	9,439	100	—	19	9,558

(1) Includes a gain on sale of assets at Liggett of $2,217 and a loss on sale of assets of $7 at Vector Tobacco, restructuring and inventory impairment charges of $2,664 at Vector Tobacco and a reversal of restructuring charges of $116 at Liggett.

19. QUARTERLY FINANCIAL RESULTS (UNAUDITED)

Unaudited quarterly data for the years ended December 31, 2008 and 2007 are as follows:

	December 31, 2008(1)	September 30, 2008(2)	June 30, 2008	March 31, 2008(3)
Revenues	$ 144,420	$ 145,601	$ 142,960	$ 132,205
Operating income	35,383	37,535	34,345	28,041
Net income applicable to common shares	$ 12,245	$ 14,827	$ 19,125	$ 14,307
Per basic common share(4):				
Net income applicable to common shares	$ 0.18	$ 0.22	$ 0.29	$ 0.22
Per diluted common share(4):				
Net income applicable to common shares	$ 0.09	$ 0.21	$ 0.23	$ 0.21

(1) Fourth quarter 2008 net income applicable to common shares includes pre-tax impairment charges of $24,400 on long-term investments, $3,000 on investments held for sale and $3,500 on investments in non-consolidated real estate businesses.

(2) Third quarter 2008 net income applicable to common shares includes pre-tax impairment charges on a mortgage receivable of $4,000 and long-term investments of $3,000.

(3) First quarter 2008 net income applicable to common shares includes $12,000 of pre-tax income from the Company's investment in the St. Regis hotel, which was sold in March 2008.

(4) Per share computations include the impact of a 5% stock dividend paid on September 29, 2008. Quarterly basic and diluted net income per common share were computed independently for each quarter and do not necessarily total to the year to date basic and diluted net income per common share.

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	December 31, 2007	September 30, 2007	June 30, 2007(1)	March 31, 2007(2)
Revenues	$ 145,134	$ 136,053	$ 140,351	$ 133,892
Operating income	36,894	33,707	29,183	25,720
Net income applicable to common shares	$ 14,231	$ 15,064	$ 21,381	$ 23,127
Per basic common share(3):				
Net income applicable to common shares	$ 0.21	$ 0.22	$ 0.32	$ 0.35
Per diluted common share(3):				
Net income applicable to common shares	$ 0.21	$ 0.22	$ 0.31	$ 0.34

(1) Second quarter 2007 net income applicable to common shares included an $8,121 pre-tax gain from the exchange of LTS notes.

(2) First quarter of 2007 net income applicable to common shares included a $19,590 pre-tax gain from lawsuit settlement.

(3) Per share computations include the impact of a 5% stock dividends paid on September 29, 2008 and September 28, 2007. Quarterly basic and diluted net income per common share were computed independently for each quarter and do not necessarily total to the year to date basic and diluted net income per common share.

20. 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.

The 11% Senior Secured Notes due 2015, issued on August 16, 2007 by Vector, are fully and unconditionally guaranteed on a joint and several basis by all of the 100%-owned domestic subsidiaries of the Company that are engaged in the conduct of its cigarette businesses. (See Note 7.) The notes are not guaranteed by any of the Company’s subsidiaries engaged in the real estate businesses conducted through its subsidiary New Valley LLC. Presented herein are Condensed Consolidating Balance Sheets as of December 31, 2008 and 2007 and the related Condensed Consolidating Statements of Operations and Cash Flows for the years ended December 31, 2008, 2007 and 2006 of Vector Group Ltd. (Parent/issuer), the guarantor subsidiaries (Subsidiary Guarantors) and the subsidiaries that are not guarantors (Subsidiary Non-Guarantors). The Company does not believe that the separate financial statements and related footnote disclosures concerning the Guarantors would provide any additional information that would be material to investors making an investment decision.

The indenture contains covenants that restrict the payment of dividends by the Company if the Company’s consolidated earnings before interest, taxes, depreciation and amortization (“Consolidated EBITDA”), as defined in the indenture, for the most recently ended four full quarters is less than $50,000. The indenture also restricts the incurrence of debt if the Company’s Leverage Ratio and its Secured Leverage Ratio, as defined in the indenture, exceed 3.0 and 1.5, respectively. The Company’s Leverage Ratio is defined in the indenture as the ratio of the Company’s and the guaranteeing subsidiaries’ total debt less the fair market value of the Company’s cash, investments in marketable securities and long-term investments to Consolidated EBITDA, as defined in the indenture. The Company’s Secured Leverage Ratio is defined in the indenture in the same manner as the Leverage Ratio, except that secured indebtedness is substituted for indebtedness.

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS

	December 31, 2008				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
ASSETS:					
Current assets:					
Cash and cash equivalents	$ 200,066	$ 11,039	$ —	$ —	$ 211,105
Investment securities available for sale	28,440	—	78	—	28,518
Accounts receivable — trade	—	9,506	—	—	9,506
Intercompany receivables	1,938	—	—	(1,938)	—
Inventories	—	92,581	—	—	92,581
Deferred income taxes	3,304	338	—	—	3,642
Income taxes receivable	25,125	—	—	(25,125)	—
Other current assets	3,962	5,969	—	—	9,931
Total current assets	263,835	119,433	78	(27,063)	355,283
Property, plant and equipment, net	735	49,956	—	—	50,691
Mortgage receivable	—	—	17,704	—	17,704
Long-term investments accounted for at cost	50,332	—	786	—	51,118
Long-term investments accounted under the equity method	—	—	—	—	—
Investments in non- consolidated real estate businesses	—	—	50,775	—	50,775
Investments in consolidated subsidiaries	164,917	—	—	(164,917)	—
Restricted assets	3,845	2,710	—	—	6,555
Deferred income taxes	37,177	870	7,175	—	45,222
Intangible asset	—	107,511	—	—	107,511
Prepaid pension costs	—	2,901	—	—	2,901
Other assets	16,295	13,657	—	—	29,952
Total assets	$ 536,136	$ 297,038	$ 76,518	$ (191,980)	$ 717,712

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	December 31, 2008				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
LIABILITIES AND STOCKHOLDERS' EQUITY:					
Current liabilities:					
Current portion of notes payable and long-term debt	$ 72,299	$ 25,199	$ —	$ —	$ 97,498
Current portion of employee Benefits	28,420	—	—	—	28,420
Accounts payable	2,168	3,936	—	—	6,104
Intercompany payables	—	3	—	(3)	—
Accrued promotional expenses	—	10,131	—	—	10,131
Income taxes payable, net	—	10,754	26,174	(25,125)	11,803
Accrued excise and payroll taxes payable, net	—	7,004	—	—	7,004
Settlement accruals	—	20,668	—	—	20,668
Deferred income taxes	81,961	10,546	—	—	92,507
Accrued interest	9,612	—	—	—	9,612
Other current liabilities	—	20,017	910	(1,935)	18,992
Total current liabilities	194,460	108,258	27,084	(27,063)	302,739
Notes payable, long-term debt and other obligations, less current portion	191,007	19,294	—	—	210,301
Fair value of derivatives embedded within convertible debt	77,245	—	—	—	77,245
Non-current employee benefits	10,808	17,468	—	—	28,276
Deferred income taxes	28,573	20,125	109	—	48,807
Other liabilities	438	15,219	1,082	—	16,739
Total liabilities	502,531	180,876	28,275	(27,575)	684,107
Commitments and contingencies	—	—	—	—	—
Stockholders' equity	33,605	116,674	48,243	(164,917)	33,605
Total liabilities and stockholders' equity	$ 536,136	$ 297,038	$ 77,118	$ (192,580)	$ 717,712

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS

	December 31, 2007				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non- Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
ASSETS:					
Current assets:					
Cash and cash equivalents	$ 228,901	$ 9,216	$ —	$ —	$ 238,117
Investment securities available for sale	45,841	—	34	—	45,875
Accounts receivable — trade	—	3,113	—	—	3,113
Intercompany receivables	19	—	—	(19)	—
Inventories	—	86,825	—	—	86,825
Deferred income taxes	18,003	333	—	—	18,336
Income taxes receivable	27,364	—	—	(27,364)	—
Other current assets	103	3,257	—	—	3,360
Total current assets	320,231	102,744	34	(27,383)	395,626
Property, plant and equipment, net	867	53,565	—	—	54,432
Long-term investments accounted for at cost	72,233	—	738	—	72,971
Long-term investments accounted under the equity method	10,495	—	—	—	10,495
Investments in non- consolidated real estate businesses	—	—	35,731	—	35,731
Investments in consolidated subsidiaries	190,354	—	—	(190,354)	—
Restricted assets	3,859	4,907	—	—	8,766
Deferred income taxes	21,288	883	4,466	—	26,637
Intangible asset	—	107,511	—	—	107,511
Prepaid pension costs	—	42,084	—	—	42,084
Other assets	18,066	12,970	—	—	31,036
Total assets	$ 637,393	$ 324,664	$ 40,969	$ (217,737)	$ 785,289

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	December 31, 2007				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
LIABILITIES AND STOCKHOLDERS' EQUITY:					
Current liabilities:					
Current portion of notes payable and long-term debt	$ —	$ 20,618	$ —	$ —	$ 20,618
Accounts payable	2,194	4,786	—	—	6,980
Intercompany payables	—	19	—	(19)	—
Accrued promotional expenses	—	9,210	—	—	9,210
Income taxes payable, net	—	13,245	16,482	(27,364)	2,363
Accrued excise and payroll taxes payable, net	—	5,327	—	—	5,327
Settlement accruals	—	10,041	—	—	10,041
Deferred income taxes	20,218	3,801	—	—	24,019
Accrued interest	9,475	—	—	—	9,475
Other current liabilities	6,486	14,118	700	—	21,304
Total current liabilities	38,373	81,165	17,182	(27,383)	109,337
Notes payable, long-term debt and other obligations, less current portion	254,538	22,640	—	—	277,178
Fair value of derivatives embedded within convertible debt	101,582	—	—	—	101,582
Non-current employee benefits	25,983	14,950	—	—	40,933
Deferred income taxes	115,571	26,223	110	—	141,904
Other liabilities	494	10,571	2,438	—	13,503
Total liabilities	536,541	155,549	19,730	(27,383)	684,437
Commitments and contingencies	—	—	—	—	—
Stockholders' equity	100,852	169,115	21,239	(190,354)	100,852
Total liabilities and stockholders' equity	$ 637,393	$ 324,664	$ 40,969	$ (217,737)	$ 785,289

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Year Ended December 31, 2008				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$ —	$ 565,186	$ —	$ —	$ 565,186
Expenses:					
Cost of goods sold	—	335,299	—	—	335,299
Operating, selling, administrative and general expenses	29,577	65,135	(129)	—	94,583
Management fee expense	—	7,940	—	(7,940)	—
Operating income (loss)	(29,577)	156,812	129	7,940	135,304
Other income (expenses):					
Interest and dividend income	4,911	953	—	—	5,864
Interest expense	(60,172)	(2,163)	—	—	(62,335)
Changes in fair value of derivatives embedded within convertible debt	24,337	—	—	—	24,337
Provision for loss on investments	(24,900)	—	(7,500)	—	(32,400)
Equity income from non-consolidated real estate businesses	—	—	24,399	—	24,399
Equity income in consolidated subsidiaries	108,539	—	—	(108,539)	—
Management fee income	7,940	—	—	(7,940)	—
Other, net	(593)	—	(4)	—	(597)
Income before provision for income taxes	30,485	155,602	17,024	(108,539)	94,572
Income tax benefit (expense)	30,019	(57,056)	(7,031)	—	(34,068)
Net income	$ 60,504	$ 98,546	$ 9,993	$ (108,539)	$ 60,504

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Year Ended December 31, 2007				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$ —	$ 555,430	$ —	$ —	$ 555,430
Expenses:					
Cost of goods sold	—	337,079	—	—	337,079
Operating, selling, administrative and general expenses	25,974	65,835	1,158	—	92,967
Management fee expense	—	7,669	—	(7,669)	—
Restructuring and impairment charges	—	(120)	—	—	(120)
Operating income (loss)	(25,974)	144,967	(1,158)	7,669	125,504
Other income (expenses):					
Interest and dividend income	13,618	1,406	—	(5,127)	9,897
Interest expense	(43,217)	(7,672)	—	5,127	(45,762)
Changes in fair value of derivatives embedded within convertible debt	(6,109)	—	—	—	(6,109)
Provision for loss on investments, net	—	—	(1,216)	—	(1,216)
Gain from conversion of LTS notes	—	—	8,121	—	8,121
Equity income from non-consolidated real estate businesses	—	—	16,243	—	16,243
Income from lawsuit settlement	—	—	20,000	—	20,000
Equity income in consolidated subsidiaries	111,400	—	—	(111,400)	—
Management fee income	7,669	—	—	(7,669)	—
Other, net	(107)	—	32	—	(75)
Income before provision for income taxes	57,280	138,701	42,022	(111,400)	126,603
Income tax benefit (expense)	16,523	(52,604)	(16,719)	—	(52,800)
Net income	$ 73,803	$ 86,097	$ 25,303	$ (111,400)	$ 73,803

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended December 31, 2006				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Revenues	$ —	$ 506,252	$ —	$ —	$ 506,252
Expenses:					
Cost of goods sold	—	315,163	—	—	315,163
Operating, selling, administrative and general expenses	27,901	62,064	868	—	90,833
Management fee expense	—	7,338	—	(7,338)	—
Gain on sale of assets	—	(2,210)	—	—	(2,210)
Restructuring and impairment charges	—	1,437	—	—	1,437
Operating income (loss)	(27,901)	122,460	(868)	7,338	101,029
Other income (expenses):					
Interest and dividend income	18,132	965	—	(10,097)	9,000
Interest expense	(33,206)	(14,667)	—	10,097	(37,776)
Changes in fair value of derivatives embedded within convertible debt	112	—	—	—	112
Loss on extinguishment of Debt	(16,166)	—	—	—	(16,166)
Gain on investments, Net	2,869	—	150	—	3,019
Equity income from non-consolidated real estate businesses	—	—	9,086	—	9,086
Equity income in consolidated subsidiaries	74,278	—	—	(74,278)	—
Management fee income	7,338	—	—	(7,338)	—
Other, net	131	—	45	—	176
Income (loss) before provision for income taxes	25,587	108,758	8,413	(74,278)	68,480
Income tax benefit (expense)	17,125	(39,452)	(3,441)	—	(25,768)
Net income	$ 42,712	$ 69,306	$ 4,972	$ (74,278)	$ 42,712

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2008				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by operating activities	$ 82,821	$ 125,279	$ 7,415	$ (124,250)	$ 91,265
Cash flows from investing activities:					
Proceeds from sale of businesses and assets	—	452	—	—	452
Purchase of investment securities	(6,411)	—	—	—	(6,411)
Proceeds from sale or liquidation of long-term investments	8,334	—	—	—	8,334
Purchase of long-term investments	—	—	(51)	—	(51)
Purchase of mortgage receivable	—	—	(21,704)	—	(21,704)
Purchase of Castle Brands equity	(4,250)	—	—	—	(4,250)
Investment in non-consolidated real estate businesses	—	—	(22,000)	—	(22,000)
Distributions from non-consolidated real estate businesses	—	—	19,393	—	19,393
Increase in cash surrender value of life insurance policies	(500)	(438)	—	—	(938)
Decrease in non-current restricted assets	(1,465)	1,054	—	—	(411)
Investments in subsidiaries	(21,747)	—	—	21,747	—
Capital expenditures	—	(6,309)	—	—	(6,309)
Net cash used in investing activities	(26,039)	(5,241)	(24,362)	21,747	(33,895)
Cash flows from financing activities:					
Proceeds from debt	—	2,831	—	—	2,831
Repayments of debt	—	(6,329)	—	—	(6,329)
Deferred financing charges	(137)	—	—	—	(137)
Borrowings under revolver	—	531,251	—	—	531,251
Repayments on revolver	—	(526,518)	—	—	(526,518)
Capital contributions received	—	4,800	16,947	(21,747)	—
Intercompany dividends paid	—	(124,250)	—	124,250	—
Dividends and distributions on common stock	(103,870)	—	—	—	(103,870)
Proceeds from exercise of Vector options and warrants	86	—	—	—	86
Excess tax benefit of options exercised	18,304	—	—	—	18,304
Net cash (used in) provided by financing activities	(85,617)	(118,215)	16,947	102,503	(84,382)
Net decrease in cash and cash equivalents	(28,835)	1,823	—	—	(27,012)
Cash and cash equivalents, beginning of period	228,901	9,216	—	—	238,117
Cash and cash equivalents, end of period	$ 200,066	$ 11,039	$ —	$ —	$ 211,105

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2007				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by (used in) operating activities	$ 115,616	$ 80,376	$ 30,549	$ (117,343)	$ 109,198
Cash flows from investing activities:					
Proceeds from sale of businesses and assets	—	917	—	—	917
Purchase of investment securities	(6,571)	—	—	—	(6,571)
Proceeds from sale or liquidation of long-term investments	—	—	71	—	71
Purchase of long-term investments	(40,000)	—	(91)	—	(40,091)
(Increase) decrease in restricted assets	(521)	29	—	—	(492)
Investments in non-consolidated real estate businesses	—	—	(750)	—	(750)
Investments in subsidiaries	(39,150)	—	—	39,150	—
Distributions from non-consolidated real estate businesses	—	—	1,000	—	1,000
Receipt of repayment of notes receivable	4,000	—	—	(4,000)	—
Capital expenditures	—	(5,189)	—	—	(5,189)
Increase in cash surrender value of life insurance policies	(460)	(378)	—	—	(838)
Net cash (used in) provided by investing activities	(82,702)	(4,621)	230	35,150	(51,943)
Cash flows from financing activities:					
Proceeds from issuance of debt	165,000	9,576	—	—	174,576
Repayments of debt	—	(45,200)	—	4,000	(41,200)
Deferred financing charges	(9,863)	(122)	—	—	(9,985)
Borrowings under revolver	—	537,746	—	—	537,746
Repayments on revolver	—	(534,950)	—	—	(534,950)
Capital contributions received	—	39,150	—	(39,150)	—
Intercompany dividends paid	—	(86,536)	(30,807)	117,343	—
Dividends and distributions on common stock	(99,249)	—	—	—	(99,249)
Proceeds from exercise of Vector options and warrants	5,100	—	—	—	5,100
Tax benefit of options exercised	2,055	—	—	—	2,055
Net cash provided by (used in) financing activities	63,043	(80,336)	(30,807)	82,193	34,093
Net increase (decrease) in cash and cash equivalents	95,957	(4,581)	(28)	—	91,348
Cash and cash equivalents, beginning of year	132,944	13,797	28	—	146,769
Cash and cash equivalents, end of year	$ 228,901	$ 9,216	$ —	$ —	$ 238,117

VECTOR GROUP LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2006				
	Parent/ Issuer	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Vector Group Ltd.
Net cash provided by (used in) operating activities	$ 137,372	$ 76,515	$ 6,415	$ (174,287)	$ 46,015
Cash flows from investing activities:					
Proceeds from sale of businesses and assets	—	1,486	—	—	1,486
Proceeds from sale or maturity of investment securities	29,725	—	682	—	30,407
Purchase of investment securities	(19,706)	—	—	—	(19,706)
Proceeds from sale or liquidation of long-term investments	—	—	326	—	326
Purchase of long-term investments	(35,000)	—	(345)	—	(35,345)
(Increase) decrease in restricted assets	94	(1,621)	—	—	(1,527)
Investments in non-consolidated real estate businesses	—	—	(9,850)	—	(9,850)
Receipt of repayment of notes receivable	5,825	—	—	(5,825)	—
Investments in subsidiaries	(7,435)	—	—	7,435	—
Capital expenditures	(19)	(9,539)	—	—	(9,558)
Increase in cash surrender value of life insurance policies	(520)	(378)	—	—	(898)
Net cash (used in) provided by investing activities	(27,036)	(10,052)	(9,187)	1,610	(44,665)
Cash flows from financing activities:					
Proceeds from issuance of debt	110,000	8,146	—	—	118,146
Repayments of debt	(63,143)	(15,607)	—	5,825	(72,925)
Deferred financing charges	(5,180)	(100)	—	—	(5,280)
Borrowings under revolver	—	514,739	—	—	514,739
Repayments on revolver	—	(502,753)	—	—	(502,753)
Distributions on common stock	(90,138)	(79,533)	(94,754)	174,287	(90,138)
Capital contributions received	—	4,662	2,773	(7,435)	—
Proceeds from exercise of options and warrants	2,571	—	—	—	2,571
Net cash provided by (used in) financing activities	(45,890)	(70,446)	(91,981)	172,677	(35,640)
Net (decrease) increase in cash and cash equivalents	64,446	(3,983)	(94,753)	—	(34,290)
Cash and cash equivalents, beginning of year	68,498	17,780	94,781	—	181,059
Cash and cash equivalents, end of year	$ 132,944	$ 13,797	$ 28	$ —	$ 146,769

VECTOR GROUP LTD.
SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
(Dollars in Thousands)

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions	Balance at End of Period
Year Ended December 31, 2008				
Allowances for:				
Doubtful accounts	$ 51	$ —	$ —	$ 51
Cash discounts	69	14,797	14,662	204
Deferred tax valuation allowance	16,835	—	896	15,939
Sales returns	3,700	2,364	2,064	4,000
Total	$ 20,655	$ 17,161	$ 17,622	$ 20,194
Year Ended December 31, 2007				
Allowances for:				
Doubtful accounts	$ 55	$ —	$ 4	$ 51
Cash discounts	556	18,470	18,957	69
Deferred tax valuation allowance	17,731	—	896	16,835
Sales returns	3,651	1,806	1,757	3,700
Total	$ 21,993	$ 20,276	$ 21,614	$ 20,655
Year Ended December 31, 2006				
Allowances for:				
Doubtful accounts	$ 105	$ —	$ 50	$ 55
Cash discounts	369	22,093	21,906	556
Deferred tax valuation allowance	19,957	—	2,226	17,731
Sales returns	5,194	398	1,941	3,651
Total	$ 25,625	$ 22,491	$ 26,123	$ 21,993

SUBSIDIARIES OF THE COMPANY

The following is a list of our active subsidiaries as of December 31, 2008, including the jurisdiction of incorporation of each and the names under which such subsidiaries conduct business. In the case of each subsidiary which is indented, its immediate parent owns beneficially all of the voting securities.

VGR Holding LLC	Delaware
Liggett Group LLC	Delaware
Vector Tobacco Inc.	Virginia
Liggett Vector Brands Inc.	Delaware
New Valley LLC	Delaware

Not included above are other subsidiaries which, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary, as such term is defined by Rule 1-02(w) of Regulation S-X.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-59210, 333-71596, 333-118113 and 333-130406) and on Form S-3 (Nos. 333-46055, 33-38869, 333-45377, 333-56873, 333-62156, 333-69294, 333-82212, 333-121502, 333-121504, 333-125077, 333-135816, 333-135962 and 333-137093) of Vector Group Ltd. of our report dated March 2, 2009 relating to the financial statements and financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K**.**

/s/ PricewaterhouseCoopers LLP

Miami, Florida
March 2, 2009

EXHIBIT 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-59210, 333-71596, 333-118113 and 333-130406) and on Form S-3 (Nos. 333-46055, 33-38869, 333-45377, 333-56873, 333-62156, 333-69294, 333-82212, 333-121502, 333-121504, 333-125077, 333-135816, 333-135962 and 333-137093) of Vector Group Ltd. of our report dated March 2, 2009 relating to the financial statements and financial statement schedule of Liggett Group LLC, which appears in this Form 10-K of Vector Group Ltd**.**

/s/ PricewaterhouseCoopers LLP

Raleigh, North Carolina
March 2, 2009

EXHIBIT 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-59210, 333-71596, 333-118113 and 333-130406) and on Form S-3 (Nos. 333-46055, 33-38869, 333-45377, 333-56873, 333-62156, 333-69294, 333-82212, 333-121502, 333-121504, 333-125077, 333-135816, 333-135962 and 333-137093) of Vector Group Ltd. of our report dated March 2, 2009 relating to the financial statements and financial statement schedule of Vector Tobacco Inc., which appears in this Form 10-K of Vector Group Ltd.

/s/ PricewaterhouseCoopers LLP

Raleigh, North Carolina
March 2, 2009

EXHIBIT 31.1

RULE 13a-14(a) CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Howard M. Lorber, certify that:

1. I have reviewed this annual report on Form 10-K of Vector Group Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

/s/ Howard M. Lorber

Howard M. Lorber
President and Chief Executive Officer

EXHIBIT 31.2

RULE 13a-14(a) CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, J. Bryant Kirkland III, certify that:

1. I have reviewed this annual report on Form 10-K of Vector Group Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(c) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(d) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2009

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

EXHIBIT 32.1

SECTION 1350 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

In connection with the Annual Report of Vector Group Ltd. (the "Company") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Howard M. Lorber, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 2, 2009

/s/ Howard M. Lorber
Howard M. Lorber
President and Chief Executive Officer

EXHIBIT 32.2

SECTION 1350 CERTIFICATION OF CHIEF FINANCIAL OFFICER

In connection with the Annual Report of Vector Group Ltd. (the "Company") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. Bryant Kirkland III, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 2, 2009

/s/ J. Bryant Kirkland III

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

I. INDIVIDUAL SMOKER CASES

District of Columbia

Sims, et al. v. Philip Morris, Inc., et al., Case No. 1:01-CV-01107-GK, USDC, District of Columbia (case filed 5/23/01). Three individuals suing. In February 2003, the court denied plaintiffs' motion for class certification. Plaintiffs subsequently filed motions seeking reconsideration and reversal of the order denying class certification, which motions were denied by the court in December 2006. No appeals were taken and there has been no further activity in this case.

Florida

a) Engle Progeny Cases.

Pursuant to the Florida Supreme Court's July 2006 ruling in *Engle v. Liggett Group Inc.*, which decertified the *Engle* class on a prospective basis, former class members had one year from January 11, 2007 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 mandate, are referred to as the *Engle* progeny cases. Certain of these cases were previously listed in this Exhibit 99.1, but are now generally referred to in this paragraph. As of December 31, 2008, Liggett and/or the Company were named in approximately 2,680 *Engle* progeny cases in both state and federal courts in Florida. These cases include approximately 9,620 plaintiffs. Duplicate cases were filed in federal and state court on behalf of approximately 660 of these plaintiffs. The total number of cases will likely increase as the court may require multi-plaintiff cases to be severed into individual cases. The total number of plaintiffs may increase as a result of attempts by existing plaintiffs to add additional parties. At present, trials have been scheduled or are likely to be scheduled for 50 *Engle* progeny cases during 2009. For more information on the *Engle* case, see Note 12. Contingencies. Certain *Engle* progeny cases are described below:

Ferlanti v. Liggett Group Inc., et al., Case No. 03-21697, Circuit Court of the 17th Judicial Circuit, Florida, Broward County (case filed 12/11/03). One individual suing as Personal Representative of the estate and survivors of a deceased smoker. Liggett is the sole defendant in this action. Trial commenced on February 19, 2008 and the court declared a mistrial on February 22, 2008. Since that time, plaintiff amended her action to assert her status as a decertified *Engle* class member so that the case may proceed as an individual *Engle* progeny action. Trial of this matter will likely commence in February 2009.

Lukacs v. R. J. Reynolds Tobacco Company, et al., Case No. 01-38-22 CA23, Circuit Court of the 11th Judicial Circuit, Florida, Miami-Dade County (case filed 12/15/01). One individual suing as Personal Representative of the estate and survivors of a deceased smoker, as a decertified *Engle* class member. In June 2002, the jury awarded $37,500,000 in compensatory damages, jointly and severally, which was subsequently reduced by the court. The jury found Liggett 50% responsible. In August 2008, the court entered judgment in the amount of $24,835,000, plus interest from June 2002. In October 2008, plaintiff withdrew her claim for punitive damages. In November 2008, the court entered final judgment. The defendants appealed the decision to the Third District Court of Appeal. For more information on the *Lukacs* case, see Note 12. Contingencies.

b) Other Individual Cases.

Bryant v. Philip Morris Incorporated, et al., 50-2008-CA-25429 (AJ), Circuit Court of the 15th Judicial Circuit, Florida, Palm Beach County (case filed 8/25/08). One individual suing as personal representative of the estate and survivors of a deceased smoker.

Cowart v. Liggett Group Inc., Case No. 98-01483CA, Circuit Court of the 4th Judicial Circuit, Florida, Duval County (case filed 3/16/98). One individual suing. Liggett is the only tobacco company defendant. The case is dormant.

Davis, et al. v. Liggett Group Inc., et al., Case No. 02-48914, Circuit Court of the 17th Judicial Circuit, Florida, Broward County (case filed 10/4/02). Liggett is the only defendant in this action. In April 2004, a jury awarded compensatory damages of $540,000 against Liggett, plus interest. In addition, plaintiff's counsel was awarded legal fees of $752,000. In October 2007, the compensatory award was affirmed by the Fourth District Court of Appeal, but the court certified certain issues to the Florida Supreme Court, which initially accepted jurisdiction. In December 2008, after oral argument, the Florida Supreme Court discharged jurisdiction and therefore, the compensatory damage award is final. In March 2008, the Fourth District Court of Appeal reversed and remanded the legal fee award for further proceedings in the trial court. The Company has accrued approximately $2,300,000 for this case at December 31, 2008.

Diamond v. R.J. Reynolds Tobacco Co., et al., Case No. 08-24533 (19), Circuit Court of the 17thJudicial Circuit, Florida, Broward County (case filed 5/30/08). One individual suing.

Grose v. R.J. Reynolds Tobacco Co., et al., Case No. 08-38276 (19), Circuit Court of the 17th Judicial Circuit, Florida, Broward County (case filed 8/15/08). One individual suing as personal representative of the estate and survivors of a deceased smoker.

Hikin, et al. v. Philip Morris Incorporated, et al., Case No. 08-57479(19), Circuit Court of the 17th Judicial Circuit, Florida, Broward County (case filed 11/21/08). Two individuals suing.

Laschke, et al. v. R.J. Reynolds, et al., Case No. 96-8131-CI-008, Circuit Court of the 6th Judicial Circuit, Florida, Pinellas County (case filed 12/20/96). Two individuals suing. The dismissal of the case was reversed on appeal, and the case was remanded to the trial court. Motions to dismiss were filed by the defendants and are pending.

Levine v. R.J. Reynolds Tobacco Company, et al., Case No. CL 95-98769 (AH), Circuit Court of the 15th Judicial Circuit, Florida, Palm Beach County (case filed 7/24/96). One individual suing. Plaintiff asserted claims for negligence and strict liability against each defendant and a claim for punitive damages against R.J. Reynolds. Although, plaintiff's Liggett brand history is limited, a motion for summary judgment was denied by the court. The matter is set for trial in April 2009.

Meckler, et al. v. Liggett Group Inc., Case No. 97-03949-CA, Circuit Court of the 4th Judicial Circuit, Florida, Duval County (case filed 7/10/97). One individual suing. Liggett is the only tobacco company defendant. The case is dormant.

Rawls, et al. v. Liggett Group Inc., Case No. 97-01354 CA, Circuit Court of the 4th Judicial Circuit, Florida, Duval County (case filed 3/6/97). One individual suing. Liggett is the only tobacco company defendant. The case is dormant.

Spivak v. Philip Morris Incorporated, et al., Case No. 08-19309 (AH), Circuit Court of the 15th Judicial Circuit, Florida, Palm Beach County (case filed 6/26/08). One individual suing as personal representative of the estate and survivors of a deceased smoker.

Spry, et al. v. Liggett Group LLC, et al., Case No. 06-31216 CICI, Circuit Court of the 7th Judicial Circuit, Florida, Volusia County (case filed 7/27/06). Two individuals suing. Discovery is pending.

Louisiana

Dimm, et al. v. R.J. Reynolds, et al., Case No. 53919, Circuit Court of the 18th Judicial District Court, Louisiana, Iberville Parish (case filed 7/25/00). Seven individuals suing.

Hunter, et al. v. R. J. Reynolds Tobacco Company, et al., Case No. 2002/18748m, Circuit Court of the Civil District Court, Louisiana, Parish of Orleans (case filed 12/4/02). Two individuals suing.

Newsom, et al. v. R.J. Reynolds, et al., Case No. 105838, Circuit Court of the 16th Judicial District Court, Louisiana, St. Mary Parish (case filed 5/17/00). Five individuals suing.

Oser v. The American Tobacco Co., et al., Case No. 97-9293, Circuit Court of the Civil District Court, Louisiana, Parish of Orleans (case filed 5/27/97). One individual suing.

Reese, et al. v. R. J. Reynolds Tobacco Company, et al., Case No. 2003-12761, Circuit Court of the 22nd Judicial District Court, Louisiana, St. Tammany Parish (case filed 6/10/03). Five individuals suing.

Maryland

Jones, et ux. v. Liggett Group LLC, et al., Case No. 24-X-08-000036, Circuit Court for Baltimore City, (case filed 1/18/09). Plaintiff is suing certain cigarette and asbestos manufacturers for injuries allegedly caused by exposure to cigarette smoke and asbestos. Defendants' time to respond to the complaint is March 9, 2009.

Mueller, Jr. et ux. v. Liggett Group LLC, et al., Case No. 24-X-06-000259, Circuit Court for Baltimore City, (case filed 10/10/08). One individual, Ada Mueller as personal representative of and surviving spouse of Louis Mueller, is suing certain cigarette and asbestos manufacturers for decedent's injuries allegedly caused by exposure to cigarette smoke and asbestos. On January 9, 2009, Liggett filed an Answer and adopted a motion to dismiss filed by certain cigarette manufacturing defendants.

Mississippi

Cochran v. R.J. Reynolds Tobacco Company, et al., Case No. 2002-0366(3), Circuit Court, Mississippi, George County (case filed 12/31/02). One individual suing. In August 2008, defendants filed a motion to dismiss for failure to prosecute. On October 20, 2008, that motion was denied, without prejudice, with instructions for the parties to confer on a case management order.

Granger v. B.A.T. Industries, P.L.C., et al., Civil Action No. 3:08- CV -216-HTW-LRA, United States District Court, Southern District of Mississippi, Jackson Division (case filed 3/5/08). One individual suing. The case was originally filed in the Circuit Court of Copiah County, Mississippi and was removed to Federal Court in April 2008. In May 2008, plaintiff filed a motion to remand the case to state court. The court has stayed the action pending its decision on that motion for remand.

Missouri

Nuzum v. Brown & Williamson Tobacco Corporation, et al., Case No. 03-CV-237237, Circuit Court, Missouri, Jackson County (case filed 5/21/03). Discovery is ongoing. Two individuals suing. Trial has been scheduled for October 19, 2009.

New York

Brantley v. The American Tobacco Company, et al., Case No. 114317/01, Supreme Court of New York, New York County (case filed 7/23/01). One individual suing.

Debobes v. The American Tobacco Company, et al., Case No. 29544/92, Supreme Court of New York, Nassau County (case filed 10/17/97). One individual suing.

Gouveia, et al. v. Fortune Brands, Inc., et al., Case No. 210671/04, Supreme Court of New York, Rensselaer County (case filed 9/16/1997). Two individuals suing. A Note of Issue was served on February 12, 2008. Summary Judgment motions had been filed in May 2008, but the court ordered that the parties revise and brief these motions after the outcome of a Court of Appeals case, *Rose v. Brown & Williamson Tobacco Corp*. The *Rose* case has now been decided, and defendants are to serve revised summary judgment motions by March 23, 2009.

Hausrath, et al. v. Philip Morris Inc., et al., Case No. I2001-09526, Supreme Court of New York, Erie County (case filed 01/24/02). Two individuals suing.

James v. The American Tobacco Company, et al., Case No. 103034/02, Supreme Court of New York, New York County (case filed 4/4/97). One individual suing.

Shea, et al. v. The American Tobacco Company, et al., Case No. 008938/03, Supreme Court of New York, Nassau County (case filed 10/17/97). Two individuals suing.

Standish v. The American Tobacco Company, et al., Case No. 18418-97, Supreme Court of New York, Bronx County (case filed 7/28/97). One individual suing.

Tomasino, et al. v. The American Tobacco Company, et al., Case No. 027182/97, Supreme Court of New York, Nassau County (case filed 9/23/97). Two individuals suing.

Tormey, et al. v. The American Tobacco Company, et al., Case No. 2005-0506, Supreme Court of New York, Onondaga County (case filed 1/25/05). Two individuals suing.

Yedwabnick, et al. v. The American Tobacco Company, et al., Case No. 20525/97, Supreme Court of New York, Queens County (case filed 9/19/97). One individual suing. A Note of Issue requesting a trial date is scheduled to be filed on March 27, 2009.

Ohio

Croft, et al. v. Akron Gasket & Packing, et al., Case No. CV04541681, Court of Common Pleas, Ohio, Cuyahoga County (case filed 8/25/05). Two individuals suing.

West Virginia

Brewer, et al. v. The American Tobacco Company, et al., Case No. 01-C-82, Circuit Court, West Virginia, Ohio County (case filed 3/20/01). Two individuals suing.

Little v. The American Tobacco Company, et al., Case No. 01-C-235, Circuit Court, West Virginia, Ohio County (case filed 6/4/01). One individual suing.

II. CLASS ACTION CASES

a) Smoking Related

Brown, et al. v. American Tobacco Co., Inc., et al., Case No. 711400, Superior Court of California, County of San Diego (case filed 10/1/97). In April 2001, under the California Unfair Competition Laws and the Consumer Legal Remedies Act, the court granted in part the plaintiffs' motion for certification of a class composed of residents of California who smoked at least one of the defendants' cigarettes from June 10, 1993 through April 23, 2001, and who were exposed to the defendants' marketing and advertising activities in California. The action was brought against the major U.S. cigarette manufacturers, including Liggett, seeking to recover restitution, disgorgement of profits and other equitable relief under California Business and Professions Code. Certification was granted as to the plaintiffs' claims that the defendants violated § 17200 of the California Business and Professions Code pertaining to unfair competition. The court, however, refused to certify the class under the California Legal Remedies Act or the plaintiffs' common law claims. Following the November 2004 passage of a proposition in California that changed the law regarding cases of this nature, the defendants moved to decertify the class. In March 2005, the court granted the defendants' motion. In May 2005, the plaintiffs appealed. In September 2006, the California Court of Appeal affirmed the order decertifying the class. In October 2006, the plaintiffs filed a petition for review with the California Supreme Court. The petition for review was granted in November 2006. Oral argument is scheduled for March 3, 2009.

Cleary, et al. v. Philip Morris, Inc., et al., Case No. 2000 L004952, Circuit Court of the State of Illinois, Cook County (case filed 6/3/98). The action was brought on behalf of persons who have allegedly been injured by (1) the defendants' purported conspiracy pursuant to which defendants allegedly concealed material facts regarding the addictive nature of nicotine; (2) the defendants' alleged acts of targeting their advertising and marketing to minors; and (3) the defendants' claimed breach of the public's right to defendants' compliance with laws prohibiting the distribution of cigarettes to minors. The plaintiffs request that the defendants be required to disgorge all profits unjustly received through their sale of cigarettes to plaintiffs, which in no event will be greater than $75,000 each, inclusive of punitive damages, interest and costs. In April 2005, the plaintiffs filed a second amended complaint. In February 2006, a hearing on the defendants' motion to dismiss occurred. The court dismissed count V (public nuisance) and count VI (unjust enrichment) and, although the plaintiffs' motion for reconsideration was granted in part and denied in part, the court did not revive the plaintiffs' public nuisance and unjust enrichment claims. In July 2006, the plaintiffs filed a motion for class certification and a class certification hearing was conducted in September 2007. The parties are awaiting a decision.

Merits discovery was stayed pending a ruling by the court on class certification; class certification discovery is ongoing. A status conference is scheduled for October 20, 2009.

In Re: Tobacco Litigation (Personal Injury Cases), Case No. 00-C-5000, Circuit Court, West Virginia, Ohio County (case filed 1/18/00). Although not technically a class action, the court consolidated approximately 750 individual smoker actions that were pending prior to 2001 for trial on some common related issues. Liggett was severed from trial of the consolidated action. A conference was held on February 10, 2009 to set a scheduling order and trial date. For more information on this case, see Note 12. Contingencies.

Parsons, et al. v. Liggett Group Inc., et al., Case No. 98-C-388, Circuit Court, State of West Virginia, Kanawha County (case filed 4/9/98). This personal injury class action is brought on behalf of plaintiff's decedent and all West Virginia residents having claims for personal injury arising from exposure to both cigarette smoke and asbestos fibers. The case is stayed as a result of bankruptcy petitions filed by three defendants.

Schwab, et al. v. Philip Morris USA, Inc., et al., Case No. 1:04-CV-01945-JBW-SMG, USDC, Eastern District of New York (case filed 5/11/04). This class action sought economic damages on behalf of plaintiffs and all others similarly situated under the RICO act challenging the practices of defendants in connection with the marketing, advertising, promotion, distribution and sale of "light" cigarettes. In September 2006, the court certified a nationwide class of "light" smokers. The defendants appealed the certification and, in April 2008, the United States Court of Appeals for the Second Circuit decertified the class. The case has been remanded to the district court. To date, no further proceedings have been held. The time for defendants to respond to the Second Amended Complaint is April 6, 2009.

Young, et al. v. The American Tobacco Company, et al., Case No. 2:97-CV-03851, Civil District Court, State of Louisiana, Orleans Parish (case filed 11/12/97). This purported personal injury class action is brought on behalf of plaintiff and all similarly situated residents in Louisiana who, though not themselves cigarette smokers, 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 the appeal in *Scott v. American Tobacco Co., Inc.* For more information on the *Scott* case, see Note 12. Contingencies.

b) Price Fixing

Smith, et al. v. Philip Morris Companies, Inc., et al., Case No. 00-CV-26, District Court, Kansas, Seward County (case filed 2/7/00). In this class action, plaintiffs allege that defendants conspired to fix, raise, stabilize, or maintain prices for cigarettes in the State of Kansas. The court granted class certification in November 2001and discovery is proceeding. No trial date has been set.

III. GOVERNMENTAL ACTIONS

City of St. Louis, et al. v. American Tobacco Company, Inc., et al., Case No. CV-982-09652, Circuit Court, State of Missouri, City of St. Louis (case filed 12/4/98). City of St. Louis and approximately 40 hospitals (approximately 50 hospitals originally sued, but nine have dismissed their claims with prejudice) seek to recover past and future costs expended to provide healthcare to Medicaid, medically indigent, and non-paying patients suffering from tobacco-related illnesses. In June 2005, the court granted defendants' motion for summary judgment as to claims for damages which accrued prior to November 16, 1993. The claims for damages which accrued after November 16, 1993 are pending. Discovery is ongoing. Trial is presently scheduled to commence on January 11, 2010, but, on February 10, 2009, the Court heard argument regarding the resetting of the trial date to sometime later in 2010.

Crow Creek Sioux Tribe v. American Tobacco Company, et al., Case No. CV 97-09-082, Tribal Court of the Crow Creek Sioux Tribe, State of South Dakota (case filed 9/26/97). The plaintiffs seek to recover actual and punitive damages, restitution, funding of a clinical cessation program, funding of a corrective public education program and disgorgement of unjust profits from sales to minors. The plaintiffs claim that the defendants are liable under the following theories: unlawful marketing and targeting of minors, contributing to the delinquency of minors, unfair and deceptive acts or practices, unreasonable restraint of trade and unfair methods of competition, negligence, negligence per se, conspiracy and restitution of unjust enrichment. The case is dormant.

IV. THIRD-PARTY PAYOR ACTIONS

General Health Services (Kupat Holim Clalit) v. Philip Morris, Inc., et al., Case No. 1571/98, District Court, Israel, Jerusalem (case filed 9/28/98). General Health Services seeks monetary damages and declaratory and injunctive relief on behalf of itself and all of its members against the major United States tobacco manufacturers. Motions filed by the defendants are pending before the Israel Supreme Court, seeking appeal from a lower court's decision granting leave to plaintiff for foreign service of process. For more information on the *General Health Services* case, see Note 12. Contingencies.

National Committee to Preserve Social Security and Medicare, et al. v. Philip Morris USA, Inc., et al., 1:08-CV-02021-RJD-JO, USDC, Eastern District of New York (case filed 5/20/08). Plaintiffs filed this action pursuant to the Medicare as Secondary Payer ("MSP") statute to recover for Medicare expenditures made from May 21, 2002 to the present. Defendants' Motion to Dismiss and Plaintiffs' Motion for Partial Summary Judgment were filed in July 2008 and have been fully briefed. A hearing on the motions was held on November 20, 2008 and the parties are awaiting a decision.

Exhibit 99.2

Liggett Group LLC and Subsidiaries
Consolidated Financial Statements
As of December 31, 2008 and 2007
and for each of the three years
ended December 31, 2008, 2007 and 2006

Liggett Group LLC and Subsidiaries
Index
December 31, 2008 and 2007

Report of Independent Registered Public Accounting Firm

To the Managers and the
Member of Liggett Group LLC:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Liggett Group LLC and its subsidiaries (the "Company"), a wholly-owned subsidiary of Vector Group, Ltd., at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for defined benefit and other post retirement plans in 2006 and 2008 and the manner for which it accounts for uncertain tax positions in 2007.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Raleigh, North Carolina
March 2, 2009

Liggett Group LLC and Subsidiaries
Consolidated Balance Sheets
December 31, 2008 and 2007

(in thousands of dollars)	2008	2007
Assets		
Current assets		
Cash and cash equivalents	$ 977	$ 641
Accounts receivable		
Trade, less allowances of $240 and $107, respectively	9,070	2,726
Related parties	12,233	7,548
Other	674	284
Inventories	87,771	82,427
Restricted assets	2,652	—
Deferred taxes	746	333
Other current assets	1,162	1,786
Total current assets	115,285	95,745
Property, plant and equipment, net	42,642	43,976
Prepaid pension costs	2,901	42,084
Restricted assets	2,580	4,765
Due from related parties	1,335	1,093
Deferred taxes	870	883
Other assets	12,824	12,361
Total assets	$ 178,437	$ 200,907

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

Liggett Group LLC and Subsidiaries
Consolidated Balance Sheets
December 31, 2008 and 2007

(in thousands of dollars, except share amounts)	**2008**	**2007**
Liabilities and Member's Investment		
Current liabilities		
Current portion of long-term debt	$ 3,944	$ 4,419
Revolving credit facility	19,515	14,782
Current portion of pension plans and post-retirement	1,050	1,100
Accounts payable — trade	3,610	4,497
Accrued promotional expenses	9,542	8,562
Income taxes payable	11,838	12,096
Other accrued taxes, principally excise taxes	6,990	5,315
Estimated allowance for sales returns	3,000	2,600
Settlement accruals	18,577	9,781
Deferred taxes	10,892	3,739
Other current liabilities	3,108	2,781
Total current liabilities	92,066	69,672
Long-term debt, less current portion	11,653	13,064
Non-current employee benefits	23,178	14,336
Deferred income taxes	884	11,321
Other long-term liabilities	12,829	8,160
Total liabilities	140,610	116,553
Commitments and contingencies (Note 11)		
Member's Investment		
Contributed capital	67,088	69,453
Accumulated other comprehensive (loss) income	(29,261)	3,528
Retained earnings	—	11,373
Total member's investment	37,827	84,354
	$ 178,437	$ 200,907

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

Liggett Group LLC and Subsidiaries
Consolidated Statements of Operations
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)	2008	2007	2006
Revenues *	$ 529,091	$ 515,979	$ 472,764
Expenses			
Cost of goods sold	326,682	325,276	302,746
Operating, selling, administrative and general expenses	51,147	50,555	44,632
Management fees paid to Vector Group Ltd.	7,439	7,169	6,912
Net gain on sale of assets	(335)	(443)	(2,217)
Restructuring and impairment charges	(35)	(78)	208
Operating income	144,193	133,500	120,483
Other income (expenses)			
Interest income	848	1,334	964
Interest expense	(1,595)	(1,075)	(1,411)
Income before income taxes	143,446	133,759	120,036
Income tax provision	(55,074)	(49,749)	(36,597)
Net income	$ 88,372	$ 84,010	$ 83,439

* Revenues and cost of goods sold include excise taxes of $145,958, $152,588, and $147,992 for the years ended December 31, 2008, 2007, and 2006, respectively.

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

Liggett Group LLC and Subsidiaries
Consolidated Statement of Member's Investment
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars, except share data)	Contributed Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings/ (Deficit)	Total
Balance at January 1, 2006	$ 69,453	$ (11,621)	$ —	$ 57,832
Net income	—	—	83,439	83,439
Change in accumulated minimum pension liability, net of taxes	—	9,828	—	9,828
Change in fair value of forward contracts, net of taxes	—	254	—	254
Total comprehensive income	—	—	—	93,521
Adoption of SFAS No. 158	—	(5,831)	—	(5,831)
Distributions	—	—	(79,533)	(79,533)
Balance at December 31, 2006	69,453	(7,370)	3,906	65,989
Net income	—	—	84,010	84,010
Pension related minimum liability adjustments, net of taxes	—	10,877	—	10,877
Change in fair value of forward contracts, net of taxes	—	21	—	21
Total comprehensive income	—	—	—	94,908
Other	—	—	(10)	(10)
Distributions	—	—	(76,533)	(76,533)
Balance at December 31, 2007	69,453	3,528	11,373	84,354
Net income	—	—	88,372	88,372
Change in pension related amounts, net of taxes	—	(32,813)	—	(32,813)
Change in fair value of forward contracts, net of taxes	—	35	—	35
Total comprehensive income	—	—	—	55,594
Adoption of SFAS No. 158 measurement date	—	(11)	740	729
Distributions	(2,365)	—	(100,485)	(102,850)
Balance at December 31, 2008	$ 67,088	$ (29,261)	$ —	$ 37,827

The membership interests are pledged as collateral for Liggett Group LLC's guarantee of Parent Company's debt. See Note 1.

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

Liggett Group LLC and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)	2008	2007	2006
Cash flows from operating activities			
Net income	$ 88,372	$ 84,010	$ 83,439
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	6,766	7,129	6,838
Deferred income taxes	(3,684)	4,027	853
Gain on sale of assets	(335)	(443)	(2,217)
Restructuring charges, changes in estimates	(35)	(78)	208
Cash payments on restructuring liabilities	(88)	(148)	(1,028)
Changes in assets and liabilities			
Trade accounts receivable	(6,344)	12,015	(3,080)
Related party receivable	(4,927)	4,670	1,568
Other receivables	(390)	541	(399)
Inventories	(5,344)	311	(20,306)
Income taxes payable	(258)	5,850	(9,225)
Other assets	(1,145)	(1,040)	47
Accounts payable, trade	(1,085)	(105)	1,202
Accrued expenses	12,301	(38,160)	17,119
Employee benefits	15,893	(9,950)	(5,803)
Other long-term liabilities	4,669	4,238	3,076
Change in book overdraft	198	(179)	759
Net cash provided by operating activities	104,564	72,688	73,051
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment	404	926	2,496
Decrease (increase) in restricted assets	1,054	47	(1,585)
Increase in cash surrender value of life insurance policies	(230)	(251)	(218)
Capital expenditures	(5,453)	(3,878)	(8,818)
Net cash used in investing activities	(4,225)	(3,156)	(8,125)

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

Liggett Group LLC and Subsidiaries
Consolidated Statements of Cash Flows (continued)
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)	2008	2007	2006
Cash flows from financing activities			
Repayments of debt	(4,631)	(4,752)	(8,573)
Proceeds from the issuance of debt	2,745	9,576	7,922
Deferred finance charges	—	(79)	(100)
Borrowings under revolving credit facility	531,251	537,791	514,739
Repayments under revolving credit facility	(526,518)	(534,995)	(502,753)
Distributions	(102,850)	(76,533)	(79,533)
Net cash used in financing activities	(100,003)	(68,992)	(68,298)
Net increase (decrease) in cash and cash equivalents	336	540	(3,372)
Cash and cash equivalents			
Beginning of year	641	101	3,473
End of year	$ 977	$ 641	$ 101
Supplemental disclosures of cash flow information			
Cash payments during the period for			
Interest	$ 1,595	$ 999	$ 1,330
Income taxes	$ 39	$ 457	$ 1,158
Tax sharing payments to Parent	$ 39,100	$ 47,190	$ 46,275

Supplemental schedule of non-cash investing and financing activities

- Liggett recorded other comprehensive loss of ($32,813) (net of tax) in 2008 and of $10,877 (net of tax) and $9,828 (net of tax) in other comprehensive income during 2007 and 2006, respectively, in relation to certain of its pension plans (Note 6). In 2008, 2007 and 2006, Liggett recorded $35 (net of taxes), $21 (net of taxes) and $254 (net of taxes), respectively, in comprehensive income in relation to the change in fair value of forward contracts.

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

(in thousands of dollars)

1. Basis of Presentation

Liggett Group LLC ("Liggett" or the "Company") is a wholly-owned subsidiary of VGR Holding LLC ("VGR"), all of whose membership interests are owned by Vector Group Ltd. ("Vector"). Liggett is engaged primarily in the manufacture and sale of discount cigarettes, principally in the United States. Certain management and administrative functions are performed by affiliates (Notes 12 and 13).

Management believes the assumptions underlying the consolidated financial statements are reasonable. However, the consolidated financial statements included herein may not necessarily reflect the Company's results of operations, financial position and cash flows in the future or what its results of operations, financial position and cash flows would have been had the Company been a stand-alone company during the periods presented. All significant intercompany accounts and transactions have been eliminated in consolidation.

Liggett Vector Brands Inc. ("Liggett Vector Brands"), a company related through common ownership, coordinates and executes the sales, marketing, administration and manufacturing efforts along with certain support functions for all of Vector's tobacco operations. In conjunction with the duties performed at Liggett Vector Brands, a portion of sales, marketing, manufacturing, distribution, and administrative expenses have been allocated to Liggett.

Vector and VGR are holding companies and as a result do not have any operating activities that generate revenues or cash flows. Accordingly, Vector relies on distributions from VGR and its other subsidiaries and investments and VGR relies on distributions from its other subsidiaries, including Liggett, in order to fund its operations and meet its obligations. Vector has certain debt outstanding which will require interest and principal payments over the terms of such debt. Interest and principal to service the debt is expected to be funded by Vector's cash and cash equivalents, investments, the operations of Vector's subsidiaries, including Liggett, and proceeds, if any, from Vector's future financings. During 2008, 2007 and 2006, Liggett made distributions of $102,850, $76,533 and $79,533, respectively, to VGR.

11% Senior Secured Notes due 2015

In August 2007, Vector sold $165,000 of its 11% Senior Secured Notes due 2015 (the "Senior Secured Notes") in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. On May 28, 2008, Vector completed an offer to exchange the Senior Secured Notes 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.

The Senior Secured Notes are fully and unconditionally guaranteed on a joint and several basis by all of the wholly-owned domestic subsidiaries of Vector that are engaged in the conduct of Vector's cigarette businesses, including Liggett. Liggett's consolidated balance sheet, statement of operations and statement of member's investment as of December 31, 2008 do not reflect any amounts related to these Notes as the debt is not acquisition related.

The Senior Secured Notes are due with a lump sum payment of $165,000 in 2015. Annual interest charges are estimated to be approximately $18,000 throughout the term of the debt. It is anticipated that the majority of these payments will be funded by Liggett's operations.

(in thousands of dollars)

Additional Parent Company Notes

As of December 31, 2008, Vector has debt with a principal amount of approximately $221,864 in addition to the Senior Secured Notes of $165,000 previously discussed. This $221,864 is not reflected in Liggett's consolidated financial statements as these obligations are not collateralized by the Liggett assets nor has Liggett guaranteed these obligations. It is anticipated that the majority of the payments on this $221,864 will be funded by Liggett's operations.

In addition to the $165,000 and $221,864, the Company may have to fund certain deferred tax liabilities (Note 7).

General Corporate Expenses

General corporate expense allocations represent costs related to corporate functions such as executive oversight, risk management, information technology, accounting, legal, investor relations, human resources, tax, other services and employee benefits and incentives Vector provides to the Company. The allocations are based on a reasonable estimation of Vector's overhead expenses based on the relative specific identification and the relative percentage of the Company's revenues and headcount to Vector's total cost. All of these allocations are reflected in management fees paid to Vector in the Company's consolidated statements of operations of $7,439, $7,169 and $6,912 in 2008, 2007 and 2006, respectively.

The Company and Vector considered these general corporate expense allocations to be a reasonable reflection of the utilization of services provided. The allocations may not, however, reflect the expense the Company would have incurred as a stand-alone company. Actual costs which may have been incurred if the Company had been a stand-alone company in 2006, 2007 and 2008 would depend on a number of factors, including how the Company chose to organize itself, what if any functions were outsourced or performed by Company employees and strategic decisions made in areas such as information technology systems and infrastructure. However, the Company currently does not believe the difference between the cost allocations from Vector and the costs the Company would have incurred on a stand-alone basis would have a material impact on the Company's statements of operations, balance sheets or statements of cash flows for 2006, 2007, and 2008.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Liggett and its wholly-owned subsidiaries, Eve Holdings Inc., 100 Maple LLC and Liggett & Myers Holdings Inc.

Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at December 31, 2008 and 2007 and the reported amounts of revenues and expenses during the three years ended December 31, 2008, 2007 and 2006 respectively. Significant estimates subject to material changes in the near term include restructuring and impairment charges, deferred tax assets, allowance for doubtful accounts, promotional accruals, sales returns and allowances, settlement accruals, actuarial assumptions of pension plans, Master Settlement Agreement ("MSA") liabilities, inventory valuation accounts and litigation and defense costs. Actual results could differ from those estimates.

Cash and Cash Equivalents

The carrying value of cash and cash equivalents, restricted assets and short-term loans approximate their fair value. Management considers cash and cash equivalents to include cash on hand, amounts on deposit in banks, and highly liquid investments with maturity dates when purchased of three months or less. Bank deposits are held in several financial institutions. Those financial institutions are each insured by the Federal Deposit Insurance Corporation ("FDIC") for deposits in each bank account up to $250 and $100 at December 31, 2008 and 2007, respectively. The carrying amount of bank deposits, including amounts classified as cash and cash equivalents, were approximately $977 and $641 at December 31, 2008 and 2007, respectively. Bank deposits of approximately $350 and $230 at December 31, 2008 and 2007, respectively, are insured by the FDIC. The remaining net balance of approximately $627 at December 31, 2008, was uninsured and uncollateralized.

Accounts Receivable

Accounts receivable-trade is recorded at their net realizable value. The allowance for doubtful accounts and cash discounts was $240 and $107 at December 31, 2008 and 2007, respectively.

Inventories

Inventories are valued at the lower of cost or market with cost determined using the last-in, first-out method. Although portions of leaf tobacco inventories may not be used or sold within one year because of the time required for aging, they are included in current assets, which is common practice in the cigarette industry. It is not practicable to determine the amount that will not be used or sold within one year.

Restricted Assets

Restricted assets of $2,652 at December 31, 2008 were classified as current assets. This balance consisted of cash collateral for bonds posted in connection with the appeal filed in an individual smoker case in 2005 and deposits associated with financed equipment. Long-term restricted assets of $2,580 at December 31, 2008 consisted of deposits associated with financed equipment and the long-term portion of an office lease letter of credit in 2006. Restricted assets of $4,765 at December 31, 2007 consisted of deposits associated with financed equipment, a bond collateralized by cash posted in connection with the appeal filed in an individual smoker case in 2005 and the long-term portion of an office lease letter of credit in 2006.

Property, Plant and Equipment

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

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

Under SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the Company is required to review long-lived assets for impairment whenever events or changes in

(in thousands of dollars)

circumstances indicate that the carrying amount of an asset may not be recoverable. Accordingly, when indicators of impairment are present, the Company evaluates the carrying value of property, plant and equipment against their related future undiscounted cash flows. If the carrying value is greater than such cash flows, then impairment is deemed to exist. The amount of any impairment is determined by comparing the long-lived asset's carrying value against its fair value, which is determined using discounted future cash flows.

Other Assets

Included in other current assets are point-of-sale materials of $635 and $216 as of December 31, 2008 and 2007, respectively. The remaining balances of $527 and $1,570 at December 31, 2008 and 2007, respectively, relate to prepaid expenses and deposits.

Other non-current assets include spare parts for property, plant and equipment of $4,685 and $4,391, net of reserves of $1,060 and $1,175, as of December 31, 2008 and 2007, respectively.

Deferred financing charges of $152 and $201 as of December 31, 2008 and 2007, respectively, relate to the Company's debt agreement with Wachovia Bank, N.A. and have been recorded as other assets. The Company recognized amortization expense of $48 in 2008, $49 in 2007, and $137 in 2006 related to deferred finance charges.

The remaining balances of $7,987 and $7,769 at December 31, 2008 and 2007, respectively, relate primarily to other receivables, pre-paids, and deposits on financed equipment.

Revenue Recognition

Revenues from sales are recognized upon the shipment of finished goods when title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, the sale price is determinable and collectibility is reasonably assured. The Company provides an allowance for expected sales returns, net of any related inventory cost recoveries. Certain sales incentives, including buydowns, are classified as reductions of net sales in accordance with the FASB's Emerging Issues Task Force ("EITF") Issue No. 01-9, "Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)." In accordance with EITF Issue No. 06-3, "How Sales Taxes Should be Presented in the Income Statement (Gross versus Net)", the Company's accounting policy is to include federal excise taxes in revenues and cost of goods sold. Such revenues and cost of goods sold totaled $145,958, $152,588 and $147,992 for the years ended December 31, 2008, 2007 and 2006, respectively. Since the Company's primary line of business is tobacco, the Company's financial position and its results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.

Shipping and Handling Fees and Costs

Shipping and handling fees related to sales transactions are not billed to customers nor recorded as sales revenue. Shipping and handling costs, which were $3,914, $4,083 and $3,962 for 2008, 2007 and 2006, respectively, are recorded in selling, general and administrative expenses.

Advertising Costs

Advertising and related agency costs are expensed as incurred and were $1,173, $1,186 and $896 for the years ended December 31, 2008, 2007 and 2006, respectively. These costs are recorded as selling, general and administrative expenses.

(in thousands of dollars)

Research and Development Costs

Research and development costs are expensed as incurred, and were $1,028, $952 and $1,011 for the years ended December 31, 2008, 2007 and 2006, respectively.

Stock-Based Compensation

The Company through an affiliate, accounts for employee stock compensation under SFAS No. 123 (revised 2004), “Share-Based Payment” (“SFAS No. 123R”). SFAS No. 123R requires companies to measure compensation cost for share-based payments at fair value.

Employee Benefits

The Company sponsors a postretirement benefit plan and records an actuarially determined liability and charges operations for the estimated cost of postretirement benefits for current employees and retirees.

The cost of providing retiree pension benefits, health care and life insurance benefits is actuarially determined and accrued over the service period of the active employee group. On September 29, 2006, SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans” was issued. SFAS No. 158 requires, among other things, the recognition of the funded status of each defined benefit pension plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the balance sheet. The Company adopted SFAS No. 158 as of December 31, 2006 and, in accordance with SFAS No. 158, changed its measurement date for the funded status of the plans from September 30 to December 31, 2008. (See Note 6.)

Reclassifications

Certain amounts in 2007 have been reclassified to conform to the 2008 presentation as $1,100 has been reclassified from “Other current liabilities” to “Current portion of pension and post-retirement benefits” on the Consolidated Balance Sheet. Also, the current related party receivable balance was increased from $2,884 to $7,548 at December 31, 2007 with the corresponding reduction in the non-current due from related parties balance.

Income Taxes

The Company adopted FIN 48, “Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)”, on January 1, 2007. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. FIN 48 requires that a liability created for unrecognized deferred tax benefits shall be presented as a liability and not combined with deferred tax liabilities or assets.

Deferred taxes reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for tax purposes as well as tax credit carryforwards and loss carryforwards. These deferred taxes are measured by applying currently enacted tax rates. A valuation allowance reduces deferred tax assets when it is deemed more likely than not that future taxable income will be insufficient to realize some portion or all of the deferred tax assets.

Liggett’s U.S. income tax provision and related deferred income tax amounts are determined as if the Company filed tax returns on a standalone basis. The Company’s entities currently join in the filing of a consolidated U.S. tax return with Vector and its other U.S. subsidiaries.

(in thousands of dollars)

Legal Costs

The Company records product liability legal expenses and other litigation costs as selling, general and administrative expenses as those costs are incurred. As discussed in Note 11, legal proceedings covering a wide range of matters are pending or threatened in various jurisdictions against Liggett.

The Company records provisions in its consolidated financial statements for pending litigation when it is determined that an unfavorable outcome is probable and the amount of loss can be reasonably estimated. 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 pending smoking-related litigation or the costs of defending such cases, and, except in the case of one claim currently pending against the Company, no amounts have been provided in the Company's consolidated financial statements for unfavorable outcomes, if any. Litigation is subject to many uncertainties, and it is possible that the Company's consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such smoking-related litigation.

Distributions and Dividends on Common Stock

The Company records distributions on its common stock as dividends in its consolidated statement of member's investment to the extent of retained earnings. Any amounts exceeding retained earnings are recorded as a reduction to additional paid-in-capital.

Comprehensive Income

Other comprehensive income is a component of member's investment and relates to pension related adjustments and the change in the estimated fair value of forward contracts.

The components of accumulated other comprehensive income (loss), net of taxes, were as follows at December 31:

	2008	2007
Forward contracts adjustment, net of taxes of $189 and $215, respectively	$ (289)	$ (324)
Pension-related amounts, net of taxes of $17,939 and $2,389, respectively	(28,972)	3,852
Accumulated other comprehensive income (loss)	$ (29,261)	$ 3,528

This forward contract relates to a prior contract no longer open at December 31, 2008 and 2007, respectively. It is being amortized over the life of the fixed asset originally associated with the contract.

Fair Value of Financial Instruments

The carrying amount of borrowings outstanding under the variable rate revolving credit facility and other long-term debt is a reasonable estimate of fair value, based upon estimated current borrowing rates for loans with similar terms and maturities. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange.

(in thousands of dollars)

The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair values.

	December 31, 2008		December 31, 2007	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	$ 977	$ 977	$ 641	$ 641
Restricted assets	5,232	5,232	4,765	4,765
Financial liabilities				
Notes payable and long-term debt	35,112	35,553	32,265	31,956

(in thousands of dollars)

New Accounting Pronouncements

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided the entity also elects to apply the provisions of SFAS No. 157. The Company has not elected to use the fair value option.

In December 2007, the FASB issued SFAS No. 141(R), a revised version of SFAS No. 141, "Business Combinations." The revision is intended to simplify existing guidance and converge rulemaking under U.S. Generally Accepted Accounting Principles ("GAAP") with international accounting rules. This statement applies prospectively to business combinations where the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The new standard also converges financial reporting under U.S. GAAP with international accounting rules. The Company will adopt SFAS No. 141(R) on its consolidated financial statements for acquisitions, if any, occurring after December 31, 2008.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133." SFAS No. 161 seeks qualitative disclosures about the objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts, and details of credit-risk-related contingent features in hedged positions. SFAS No. 161 also seeks enhanced disclosure around derivative instruments in financial statements, accounting under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and how hedges affect an entity's financial position, financial performance and cash flows. SFAS No. 161 is effective for the Company as of January 1, 2009 and the Company does not expect the adoption of SFAS No. 161 to have a material impact on its consolidated results of operations, financial position or cash flows.

(in thousands of dollars)

3. Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of trade receivables.

Liggett's customers are primarily candy and tobacco distributors, the military and large grocery, drug and convenience store chains. Excluding related parties, one customer accounted for approximately 10.0%, 9.9% and 12.4% of Liggett's revenues in 2008, 2007 and 2006, respectively, and accounts receivable of approximately $3,169 and $26 at December 31, 2008 and 2007, respectively. Sales to this customer were primarily in the private label discount segment. Concentrations of credit risk with respect to trade receivables are generally limited due to the large number of customers, located primarily throughout the United States, comprising Liggett's customer base. Ongoing credit evaluations of customers' financial condition are performed and, generally, no collateral is required. Liggett maintains reserves for potential credit losses and such losses, in the aggregate, have generally not exceeded management's expectations.

4. Inventories

Inventories consist of the following at December 31:

	2008	2007
Leaf tobacco	$ 48,252	$ 41,380
Other raw materials	5,128	4,847
Work-in-process	311	649
Finished goods	42,023	41,115
Inventories at current cost	95,714	87,991
LIFO adjustment	(7,943)	(5,564)
	$ 87,771	$ 82,427

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 date of the commitment. Liggett had leaf tobacco purchase commitments of approximately $8,658 at December 31, 2008. During 2007, the Company entered into a single source supply agreement for fire safe cigarette paper through 2012.

In 2008 and 2007, the income statement effect of LIFO layer creation was $2,379 and $1,942, respectively, due primarily to increasing tobacco costs and in 2006 the income statement effect of LIFO layer liquidation was $790.

The Company classifies the prepaid cost of the MSA in ending inventory. The prepaid cost of MSA was $13,893 and $13,798 at December 31, 2008 and 2007, respectively.

(in thousands of dollars)

5. Property, Plant and Equipment

Property, plant and equipment consists of the following at December 31:

	2008	2007
Land and land improvements	$ 1,418	$ 1,418
Buildings	13,747	13,747
Construction-in-progress	731	1,151
Machinery and equipment	77,876	74,812
Property, plant and equipment	93,772	91,128
Less accumulated depreciation	(51,130)	(47,152)
Property, plant and equipment, net	$ 42,642	$ 43,976

Depreciation expense for the years ended December 31, 2008, 2007, and 2006 was $6,718, $7,080, and $6,665, respectively. Future machinery and equipment purchase commitments were $1,072 at December 31, 2008.

In February 2001, Liggett sold a warehouse facility in a sale-leaseback arrangement which resulted in a deferred gain of $1,139, to be amortized over the 15-year lease back term. The lease provided the owner an early termination option which was exercisable for $1,500. The owner exercised that option in April 2006, and Liggett vacated the premises effective December 31, 2006. Effective December 31, 2006, Liggett recognized $2,217 of income related to recognition of the unamortized portion of the original deferred gain on sale and early termination option payments received by Liggett from the owner.

During 2006, Liggett Vector Brands (Note 13), an affiliate of Liggett, recognized an impairment charge of $324 associated with its decision to dispose of an asset to an unrelated third party. The impairment charge was expensed within the restructuring and impairment line on the income statement during 2006. The asset was sold in the fourth quarter of 2006.

6. Employee Benefits Plans

Defined Benefit Plans

Liggett sponsors three defined benefit pension plans (two qualified and one non-qualified) covering virtually all individuals who were employed by Liggett on a full-time basis prior to 1994. Future accruals of benefits under these three defined benefit plans were frozen between 1993 and 1995. These benefit plans provide pension benefits for eligible employees based primarily on their compensation and length of service. Contributions are made to the pension plans in amounts necessary to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974. The plans' assets and benefit obligations were measured at September 30, 2007 and December 31, 2008.

Postretirement Medical and Life Plans

The Company provides certain postretirement medical and life insurance benefits to certain employees. Substantially all manufacturing employees as of December 31, 2008 are eligible for

(in thousands of dollars)

postretirement medical benefits if they reach retirement age while working for Liggett or certain affiliates. Retirees are required to fund 100% of participant medical premiums and, pursuant to union contracts, Liggett reimburses approximately 450 hourly retirees, who retired prior to 1991, for Medicare Part B premiums. In addition, an affiliate provides life insurance benefits to approximately 225 active employees and 500 retirees who reach retirement age and are eligible to receive benefits under one of the Company's defined benefit pension plans. The Company's postretirement liabilities are comprised of Medicare Part B and life insurance premiums

Computation of Defined Benefit and Postretirement Benefit Plan Liabilities

On September 29, 2006, SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" was issued. SFAS No. 158 requires, among other things, the recognition of the funded status of each defined pension benefit plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the Company's consolidated balance sheet. Each overfunded plan is recognized as an asset and each underfunded plan is recognized as a liability. The initial impact of the standard due to unrecognized prior service costs or credit and net actuarial gains or losses as well as subsequent changes in the funded status is recognized as a component of accumulated comprehensive income (loss) in the Company's consolidated statement of member's investment. Additional minimum pension liabilities ("AML") and related intangible assets are also derecognized upon the adoption of SFAS No. 158, which requires initial application for fiscal years ending after December 15, 2006.

The following table summarizes amounts in accumulated other comprehensive (income) loss that are expected to be recognized as components of net periodic benefit cost (credit) for the year ended December 31, 2009.

	Defined Benefit Pension Plan	Post - Retirement Plans	Total
Actuarial loss (gain)	$2,136	$(163)	$1,973

The following provides a reconciliation of benefit obligations, plan assets and the funded status of the pension plans and other postretirement benefits:

(in thousands of dollars)	Pension Benefits 2008	Pension Benefits 2007	Other Postretirement Benefits 2008	Other Postretirement Benefits 2007
Change in benefit obligation				
Benefit obligation at January 1	$ (133,179)	$ (141,415)	$ (9,836)	$ (10,295)
Adjustments due to adoption of FAS 158 measurement date provisions:				
Service and interest cost during gap period	(2,080)	N/A	(151)	N/A
Gap period cash flow	3,191	N/A	194	N/A
Service cost	(458)	(439)	(14)	(18)
Interest cost	(7,862)	(7,832)	(591)	(591)
Benefits paid	12,583	12,990	642	770
Time contractual termination benefits	—	(632)	—	—
Actuarial gain	3,955	4,149	1,013	298
Benefit obligation at December 31	$ (123,850)	$ (133,179)	$ (8,743)	$ (9,836)
Change in plan assets				
Fair value of plan assets at January 1	$ 169,465	$ 157,499	$ —	$ —
Adjustments due to adoption of FAS 158 measurement date provisions:				
Gap period cash flow	(3,278)	—	—	—
Actual return on plan assets	(42,810)	24,597	—	—
Contributions	472	359	643	770
Benefits paid	(12,583)	(12,990)	(643)	(770)
Fair value of plan assets at December 31	$ 111,266	$ 169,465	$ —	$ —
Funded status at December 31	$ (12,584)	$ 36,286	$ (8,743)	$ (9,836)
Amounts recognized in the balance sheet:				
Prepaid pension cost	$ 2,901	$ 42,084	$ —	$ —
Other accrued expenses	(379)	(530)	(701)	(768)
Non-current employee benefit liabilities	(15,106)	(5,268)	(8,042)	(9,068)
Net amounts recognized	$ (12,584)	$ 36,286	$ (8,743)	$ (9,836)

	Pension Benefits 2008	Pension Benefits 2007	Pension Benefits 2006	Other Postretirement Benefits 2008	Other Postretirement Benefits 2007	Other Postretirement Benefits 2006
Actuarial assumptions						
Discount rates — benefit obligation	6.75%	6.25%	5.85%	6.75%	6.25%	5.85%
Discount rates — service cost	6.25%	5.85%	5.68%	6.25%	5.85%	5.68%
Assumed rates of return on invested assets	7.50%	8.50%	8.50%	—	—	—
Salary increase assumptions	N/A	N/A	N/A	3.00%	3.00%	3.00%

	Pension Benefits 2008	Pension Benefits 2007	Pension Benefits 2006	Other Postretirement Benefits 2008	Other Postretirement Benefits 2007	Other Postretirement Benefits 2006
Service cost — benefits earned during the period	$ 808	$ 789 *	$ 768	$ 15	$ 18	$ 20
Interest cost on projected benefit obligation	7,862	7,832	8,043	591	591	598
Expected return on assets	(12,145)	(12,726)	(12,590)	—	—	—
Time contractual termination benefits	—	632	—	—	—	—
Amortization of net loss (gain)	101	743	1,486	(180)	(105)	(12)
Net (income) expense	$ (3,374)	$ (2,730)	$ (2,293)	$ 426	$ 504	$ 606

* $350 of this service cost amount represents the expected administrative expenses of the salaried and hourly pension plans.

(in thousands of dollars)

As of December 31, 2008, current year accumulated other comprehensive income (loss), before income taxes, consist of the following:

	Defined Benefit Pension Plans	Post-Retirement Benefits	Total
Prior year accumulated other comprehensive income (loss)	$ 5,187	$ 1,054	$ 6,241
Amortization of gain (loss)	126	(224)	(98)
Net gain (loss) arising during the year	(53,687)	1,013	(52,674)
Current year accumulated other comprehensive income (loss)	$ (48,374)	$ 1,843	$ (46,531)

As of December 31, 2008, there was $48,374 of items not yet recognized as a component of net periodic pension cost, which consisted of future pension costs associated with the amortization of net losses.

As of December 31, 2008, there was $1,843 of items not yet recognized as a component of net periodic postretirement benefit, which consisted of future benefits associated with the amortization of net gains.

As of December 31, 2008, three of the Company's four defined benefit plans experienced accumulated benefit obligations in excess of plan assets, for which the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were $105,677, $105,677 and $57,723, respectively. As of December 31, 2007, two of the Company's four defined benefit plans experienced accumulated benefit obligations in excess of plan assets, for which the projected benefit obligation, accumulated benefit obligation and fair value of plan assets were $32,485, $32,485 and $0, respectively.

Discount rates were determined by a quantitative analysis examining the prevailing prices of high quality bonds to determine an appropriate discount rate for measuring obligations under SFAS No. 87, "Employers' Accounting for Pensions" and SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." The aforementioned analysis analyzes the cash flow from each of the Company's two qualified defined benefit plans as well as a separate analysis of the cash flows from the postretirement medical and life insurance plans sponsored by the Company. The aforementioned analyses then construct a hypothetical bond portfolio whose cash flow from coupons and maturities match the year-by-year, projected benefit cash flow from the respective pension or retiree health plans. The Company uses the lower discount rate derived from the two independent analyses in the computation of the benefit obligation and service cost for each respective retirement liability.

The Company considers input from its external advisors and historical returns in developing its expected rate of return on plan assets. The expected long-term rate of return is the weighted average of the target asset allocation of each individual asset class. The Company's actual 10-year annual rate of return on its pension plan assets was 2.5%, 6.7% and 8.2% for the years ended

(in thousands of dollars)

December 31, 2008, 2007 and 2006, respectively, and the Company's actual five-year annual rate of return on its pension plan assets was 1.2%, 11.3% and 7.6% for the years ended December 31, 2008, 2007 and 2006, respectively.

Gains and losses result from changes in actuarial assumptions and from differences between assumed and actual experience, including, among other items, changes in discount rates and changes in actual returns on plan assets as compared to assumed returns. These gains and losses are only amortized to the extent that they exceed 10% of the greater of Projected Benefit Obligation and the fair value of assets. For the year ended December 31, 2008, Liggett used a 7.95-year period for its Hourly Plan and a 4.56-year period for its Salaried Plan to amortize pension fund gains and losses on a straight line basis. Such amounts are reflected in the pension expense calculation beginning the year after the gains or losses occur. The amortization of deferred losses negatively impacts pension expense in the future.

Plan assets are invested employing multiple investment management firms. Managers within each asset class cover a range of investment styles and focus primarily on issue selection as a means to add value. Risk is controlled through a diversification among asset classes, managers, styles and securities. Risk is further controlled both at the manager and asset class level by assigning excess return and tracking error targets. Investment managers are monitored to evaluate performance against these benchmark indices and targets.

Allowable investment types include equity, investment grade fixed income, high yield fixed income, hedge funds and short term investments. The equity fund is comprised of common stocks and mutual funds of large, medium and small companies, which are predominantly U.S. based. The investment grade fixed income fund includes managed funds investing in fixed income securities issued or guaranteed by the U.S. government, or by its respective agencies, mortgage backed securities, including collateralized mortgage obligations, and corporate debt obligations. The high yield fixed income fund includes a fund which invests in non-investment grade corporate debt securities. The hedge funds invest in both equity, including common and preferred stock, and debt obligations, including convertible debentures, of private and public companies. The Company generally utilizes its short term investments, including interest-bearing cash, to pay benefits and to deploy in special situations.

The target asset allocation percentage in 2007 was 50% equity investments, 20% investment grade fixed income, 7% high yield fixed income, 15% alternative investments (including hedge funds and private equity funds) and 8% short-term investments, with a rebalancing range of approximately plus or minus 5% around the target asset allocations. In 2008, the Liggett Employee Benefits Committee temporarily suspended its target asset allocation percentages due to the volatility in the financial markets. Even though such allocation percentages were suspended, investment manager performance versus their respective benchmarks was still monitored on a regular basis.

Liggett's defined benefit retirement plan allocations at December 31, 2008 and 2007, by asset category, were as follows:

(in thousands of dollars)	Plan Assets at December 31, 2008	2007
Asset category		
Equity securities	44%	52%
Investment grade fixed income securities	26%	18%
High yield fixed income securities	5%	8%
Alternative investments	8%	13%
Short-term investments	17%	9%
	100%	100%

For 2008 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 0.0% and 6.6% between 2008 and 2017 and 4.5% after 2018. For 2008 measurement purposes, annual increases in Medicare Part B trends were assumed to equal rates between 0.9% and 4.5% between 2007 and 2016 and 5.0% after 2017.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A 1% change in assumed health care cost trend rates would have the following effects:

	1% Increase	1% Decrease
Effect on total of service and interest cost components	$ 12	$ (11)
Effect on benefit obligation	$176	$(163)

To comply with ERISA's minimum funding requirements, the Company does not currently anticipate that it will be required to make any funding to the pension plans for the pension plan year beginning on January 1, 2009 and ending on December 31, 2009. Any additional funding obligation that the Company may have for subsequent years is contingent on several factors and is not reasonably estimable at this time.

Estimated future pension and postretirement medical benefits payments are as follows:

	Pension	Postretirement Medical
2009	$12,727	$ 701
2010	13,993	685
2011	12,137	679
2012	13,469	678
2013	11,401	689
2014 - 2018	55,692	3,410

Profit Sharing Plans

Liggett Vector Brands maintains 401(k) plans for substantially all employees which allow eligible employees to invest a percentage of their pre-tax compensation and allocated to Liggett contribution expenses of $957, $731 and $975 for the years ended December 31, 2008, 2007 and 2006, respectively.

(in thousands of dollars)

7. Income Taxes

Liggett's operations are included in the consolidated federal income tax return of its indirect parent, Vector. Pursuant to a tax allocation agreement amended in 1999, the amounts provided for as currently payable for federal income taxes are based on the Company's pre-tax income for financial reporting purposes. Accordingly, federal deferred income taxes which would normally be reflected in the accompanying consolidated financial statements are presented by Vector. The Company expenses and pays Vector their portion of the consolidated income tax expense in accordance with the tax allocation agreement.

The amounts provided for income taxes are as follows:

	2008	2007	2006
Current			
Federal	$ 46,583	$ 43,486	$ 27,977
State	10,263	2,990	7,767
Deferred			
Federal	—	—	—
State	(1,772)	3,273	853
Total tax provision	$ 55,074	$ 49,749	$ 36,597

Historically, Liggett has paid Vector on a quarterly basis for its tax liabilities. While these payments have been made to the parent they may not have been formally remitted to the Internal Revenue Service and may still represent a liability at the Vector level. The largest Vector deferred tax liability at December 31, 2008 consists of approximately $75,000 related to the Philip Morris brand transaction which originated in 1998 and 1999. Liggett may be required to fund future tax obligations that exist at the Vector level.

Temporary differences which give rise to a significant portion of deferred tax assets and liabilities are as follows:

	2008 Deferred Tax		2007 Deferred Tax	
	Asset	Liability	Asset	Liability
Sales and product allowances	$ 206	$ —	$ 193	$ —
Inventories	93	1,370	91	1,369
Property, plant and equipment	—	1,289	—	1,282
Employee benefit plan accruals	1,282	—	893	1,686

	2008 Deferred Tax		2007 Deferred Tax	
(in thousands of dollars)	Asset	Liability	Asset	Liability
Tobacco litigation settlements	—	764	—	2,370
Forward contracts	35	—	39	—
Deferral on Philip Morris Brands Transaction	—	8,353	—	8,353
Total deferred tax	$ 1,616	$ 11,776	$ 1,216	$ 15,060

Differences between the amounts provided for income taxes and amounts computed at the federal statutory tax rates are summarized as follows:

	2008	2007	2006
Income before income taxes	$ 143,446	$ 133,759	$ 120,036
Federal income tax at statutory rate	50,206	46,817	42,013
State income taxes, net of federal tax benefit	5,519	6,303	5,604
Impact of IRS audit settlement and other	(651)	(3,371)	(11,020)
Income tax expense	$ 55,074	$ 49,749	$ 36,597

As a result of a settlement with the Internal Revenue Service, Liggett reduced, during 2006, the excess portion ($11,500) of a previously established reserve in its consolidated financial statements, which resulted in a decrease in such amount in reported income tax expense in the consolidated statement of operations. This transaction related to where Liggett contributed three of its premium cigarette brands to Trademarks LLC, a newly-formed limited liability company. In such transaction, Philip Morris acquired an option to purchase the remaining interest in Trademarks for a 90-day period commencing in December 2008, and Vector has an option to require Philip Morris to purchase the remaining interest for a 90-day period commencing in March 2010. Philip Morris exercised its option to purchase the remaining interest in Trademarks on February 19, 2009. Vector anticipates it will pay approximately $75,500 in taxes on this transaction in 2009.

As of January 1, 2007, the Company adopted the provisions of FIN 48, “Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)”. The Company did not recognize any adjustment in the liability for unrecognized tax benefits as a result of the adoption of FIN 48 that impacted the January 1, 2007 accumulated deficit.

(in thousands of dollars)

The following table summarizes the activity related to the unrecognized tax benefits:

Balance at January 1, 2007	$ 6,805
Additions based on tax positions related to current year	—
Additions based on tax positions related to prior years	720
Reductions based on tax positions related to prior years	(95)
Settlements	—
Expirations of the statute of limitations	(3,227)
Balance at December 31, 2007	4,203
Additions based on tax positions related to current year	—
Additions based on tax positions related to prior years	186
Reductions based on tax positions related to prior years	—
Settlements	—
Expirations of the statute of limitations	(1,686)
Balance at December 31, 2008	$ 2,703

In the event the unrecognized tax benefits of $2,703 at December 31, 2008 were recognized, such recognition would impact the annual effective tax rate. During 2008, the accrual for potential penalties and interest related to these unrecognized tax benefits was reduced by $1,500, and in total, as of December 31, 2008, a liability for potential penalties and interest of $929 has been recorded. The Company classifies all tax-related interest and penalties as income tax expense.

It is reasonably possible the Company may recognize up to approximately $2,000 of currently unrecognized tax benefits over the next 12 months, pertaining primarily to expiration of statutes of limitations of positions reported on U.S. and state and local income tax returns. The Company files U.S. and state and local income tax returns in jurisdictions with varying statutes of limitations.

8. Long-Term Debt

Long-term debt consists of the following:

	2008	2007
Borrowings outstanding under revolving credit facility	$ 19,515	$ 14,782
Term loan outstanding under revolving credit facility	7,290	7,823
Equipment loans	8,307	9,660
	35,112	32,265
Less current portion	(23,459)	(19,201)
Amount due after one year	$ 11,653	$ 13,064

(in thousands of dollars)

The following table sets forth the future principal payment obligations:

Year Ending December 31,	
2009	$23,459
2010	2,597
2011	2,257
2012	6,437
2013	362
	$35,112

Revolving Credit Facility

The Company has a $50,000 credit facility with Wachovia Bank, N.A. ("Wachovia") under which $19,515 was outstanding at December 31, 2008. Availability as determined under the facility was $16,460 based on eligible collateral at December 31, 2008. The facility is collateralized by all inventories and receivables of the Company and a mortgage on the Company's manufacturing facility. The facility requires the Company's compliance with certain financial and other covenants including a restriction on the Company's ability to pay cash dividends unless the Company's borrowing availability, as defined, under the facility for the 30-day period prior to the payment of the dividend, and after giving effect to the dividend, is at least $5,000 and no event of default has occurred under the agreement, including the Company's compliance with the covenants in the credit facility.

The term of the Wachovia facility expires on March 8, 2012, subject to automatic renewal for additional one-year periods unless a notice of termination is given by Wachovia or the Company at least 60 days prior to such date or the anniversary of such date. Prime rate loans under the facility bear interest at a rate equal to the prime rate of Wachovia with Eurodollar rate loans bearing interest at a rate of 2.0% above Wachovia's adjusted Eurodollar rate. The facility contains covenants that provide that the Company'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 the Company'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 (before a maximum carryover amount of $2,500), shall not exceed $10,000 during any fiscal year.

In August 2007, Wachovia made an $8,000 term loan to 100 Maple LLC ("Maple"), a subsidiary of the Company, within the commitment under the existing credit facility. The $8,000 term loan is collateralized by the existing collateral securing the credit facility, and is also collateralized by a lien on certain real property (the "Mebane Property") owned by Maple. The Mebane Property also secures the other obligations of the Company under the credit facility. The $8,000 term loan did not increase the $50,000 borrowing amount of the credit facility, but did increase the outstanding amounts under the credit facility by the amount of the term loan and proportionately reduces the maximum borrowing availability under the facility.

In August 2007, Liggett and Wachovia amended the credit facility to permit the guaranty of the Senior Secured Notes described in Note 1 by each of Liggett and Maple and the pledging of certain assets of Liggett and Maple on a subordinated basis to secure their guarantees. The credit facility was amended to grant to Wachovia a blanket lien on all the assets of Liggett and Maple, excluding any equipment pledged to current or future purchase money or other financiers of such equipment and excluding any real property, other than the Mebane Property and other real property to the extent its value is in excess of $5,000. In connection with the amendment, Wachovia, Liggett,

(in thousands of dollars)

Maple and the collateral agent for the holders of Vector's Senior Secured Notes entered into an inter-creditor agreement, pursuant to which the liens of the collateral agent on the Liggett and Maple assets will be subordinated to the liens of Wachovia on the Liggett and Maple assets.

Equipment Loans

In October 2005, Liggett purchased equipment for $4,441 through a financing agreement payable in 24 installments of $112 and then 24 installments of $90. Interest is calculated at 4.89%. Liggett was required to provide a security deposit equal to 25% of the funded amount or $1,110.

In December 2005, Liggett purchased equipment for $2,273 through a financing agreement payable in 24 installments of $58 and then 24 installments of $46. Interest is calculated at 5.05%. Liggett was required to provide a security deposit equal to 25% of the funded amount or $568.

In August 2006, Liggett purchased equipment for $7,922 through a financing agreement payable in 30 installments of $191 and then 30 installments of $103. Interest is calculated at 5.15%. Liggett was required to provide a security deposit equal to 20% of the funded amount or $1,584.

In May 2007, Liggett purchased equipment for $1,576 through a financing agreement, payable in 60 installments of $32. Interest is calculated at 7.99% per annum.

In August 2008, Liggett purchased equipment for $2,745 through a financing agreement, payable in 60 installments of $53. Interest is calculated at 5.94% per annum. Liggett was required to provide a security deposit equal to approximately 15% of the funded amount or $428.

At December 31, 2008 and 2007, the Company had approximately $8,307 and $9,660 outstanding under these equipment loans.

All equipment loans are collateralized by the equipment they finance.

See Note 1 for fair value of debt at December 31, 2008.

9. Operating Leases

At December 31, 2008, the Company has operating leases for building space, vehicles and computer equipment. The future minimum lease payments are as follows:

	Lease Commitments
Year Ending December 31	
2009	262
2010	148
2011	82
2012	14
	$ 506

(in thousands of dollars)

In addition to the above scheduled future minimum lease payments, Liggett expects to receive approximately $2,700 in allocated lease expense over the next five years and thereafter from Liggett Vector Brands, a wholly-owned subsidiary of VGR.

Rental expense for the years ended December 31, 2008, 2007, and 2006 amounted to approximately $1,969, $1,865, and $1,940, respectively.

10. Stock Compensation

The Company's parent, Vector, offers stock option plans. As of December 31, 2008, there were approximately 5,175,000 shares available for issuance under Vector's Amended and Restated 1999 Long-Term Incentive Plan (the "1999 Plan"). All employees of Vector's subsidiaries are eligible to receive grants under such plans. Although Liggett has no employees it received an allocation from Liggett Vector Brands of $387, $395, and $547 for the years ended December 31, 2008, 2007, and 2006, respectively. These amounts are expense allocations only and do not represent a rollforward of option balances. These amounts have been recorded in selling, general and administrative cost in the Company's consolidated statement of operations. As of December 31, 2008 Liggett Vector Brands has employees with 718,949 options outstanding.

The fair value of option grants is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including expected stock price characteristics which are significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models do not necessarily provide a reliable single measure of the fair value of stock-based compensation awards.

The assumptions used under the Black-Scholes option pricing model in computing fair value of options are based on the expected option life considering both the contractual term of the option and expected employee exercise behavior, the interest rate associated with U.S. Treasury issues with a remaining term equal to the expected option life and the expected volatility of Vector's common stock over the expected term of the option. There were no option grants during 2008 or 2007. The assumptions used by Vector for the year ended December 31, 2006 were as follows:

	2006
Risk-free interest rate	4.9% - 5.0%
Expected volatility	38.17% - 40.52%
Dividend yield	9.96% - 10.03%
Expected holding period	6 - 6.75 years
Weighted average fair value	$2.14 - $2.50

In November 2005, the President of Liggett and Liggett Vector Brands was awarded a restricted stock grant of 57,881 shares of Vector's common stock pursuant to the 1999 Plan. Pursuant to his restricted share agreement, one-fourth of the shares vested on November 1, 2006, with an additional one-fourth vesting on each of the three succeeding one-year anniversaries of the first

(in thousands of dollars)

vesting date through November 1, 2009. In the event his employment with Vector is terminated for any reason other than his death, his disability or a change of control (as defined in his restricted share agreement) of Vector, any remaining balance of the shares not previously vested will be forfeited by him. Vector recorded deferred compensation of $1,018 representing the fair market value of the restricted shares on the date of grant. Liggett recorded an expense of $229 associated with the grant for each of the years ended December 31, 2008, 2007 and 2006, respectively, for Liggett’s portion of this expense. These amounts have been recorded in selling, general and administrative cost in the Company’s consolidated statement of operations.

11. Commitments and 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 purporting to be brought on behalf of a class of individual plaintiffs 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”); (iii) health care cost recovery actions brought by various foreign and domestic governmental entities (“Governmental Actions”); and (iv) health care cost recovery actions brought by third-party payors including insurance companies, union health and welfare trust funds, asbestos manufacturers and others (“Third-Party Payor 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 and the effects of the tobacco litigation settlements discussed below are not quantifiable at this time. For the years ended December 31, 2008, 2007 and 2006, Liggett incurred legal expenses and other litigation costs totaling approximately $8,800, $7,800 and $4,465, respectively.

Liggett records 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 discussed elsewhere in this note: (i) management has concluded that it is not probable that a loss has been incurred in any of the pending tobacco-related cases; (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 (iii) accordingly, management has not provided any amounts in the consolidated financial statements for unfavorable outcomes, if any.

Individual Actions

As of December 31, 2008, there were 36 individual cases pending against Liggett 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. In addition, there were approximately 2,680 *Engle* progeny cases (defined below) pending against Liggett in state and federal courts in Florida, and 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 December 31, 2008 (excluding *Engle* progeny cases and the cases consolidated in West Virginia):

(in thousands of dollars)

State	Number of Cases
Florida	12
New York	10
Louisiana	5
Maryland	2
Mississippi	2
West Virginia	2
District of Columbia	1
Missouri	1
Ohio	1

There are currently five cases pending where Liggett is the only tobacco company defendant. In April 2004, in *Davis v. Liggett Group,* a Florida state court jury awarded compensatory damages of $540 against Liggett, plus interest. In addition, the court awarded plaintiff's counsel legal fees of $752. Liggett appealed both the compensatory and the legal fee awards. In October 2007, the compensatory award was affirmed by the Fourth District Court of Appeal. In March 2008, the Fourth District Court of Appeal reversed and remanded the legal fee award for further proceedings in the trial court. The Company accrued approximately $2,300 for the *Davis* case at December 31, 2008. *In Ferlanti v. Liggett Group*, an alleged *Engle* progeny case, the trial commenced in February 2009. This case was originally filed by plaintiff in 2003 as an individual case. Trial originally commenced in 2008 and, after three days, the court declared a mistrial. Since that time, plaintiff amended her complaint to assert her status as a decertified *Engle* class member. The *Engle* progeny cases are discussed below. The other three individual actions, where Liggett is the only tobacco company defendant, are dormant.

The plaintiffs' allegations of liability in those 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 by defendants 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,

(in thousands of dollars)

equitable defenses such as "unclean hands" and lack of benefit, failure to state a claim and federal preemption.

In addition to the award against Liggett in *Davis* (described above), jury awards have also been returned against other cigarette manufacturers in recent years. The awards in these individual actions, often in excess of millions of dollars, are for both compensatory and punitive damages. There are several significant jury awards against other cigarette manufacturers which are currently on appeal.

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 has been named in approximately 2,680 *Engle* progeny cases in both state and federal courts in Florida. Other cigarette manufacturers have also been named as defendants in most of these cases. These cases include approximately 9,620 plaintiffs, although duplicate cases were filed in federal and state court on behalf of approximately 660 plaintiffs. The number of cases will likely increase as the courts may require multi-plaintiff cases 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. For further information on the *Engle* case, see "Class Actions — *Engle* Case," below.

Class Actions

As of December 31, 2008, there were seven actions pending for which either a class had been certified or plaintiffs were seeking class certification, where Liggett is a named defendant, including two alleged price fixing cases. Other cigarette manufacturers are also named in these actions. Many of these actions purport to constitute statewide class actions and were filed after May 1996 when the United States Court of Appeals for the Fifth Circuit, in *Castano v. American Tobacco Co.*, *Inc.*, reversed a federal district court's certification of a purported nationwide class action on behalf of persons who were allegedly "addicted" to tobacco products.

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 preserved several of the trial court's Phase I findings, including that: (i) smoking causes lung cancer, among other diseases; (ii) nicotine in cigarettes is addictive; (iii) defendants placed cigarettes on the market that were defective and unreasonably dangerous; (iv) defendants concealed material information; (v) all defendants sold or supplied cigarettes that were defective; and (vi) all 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 file their individual lawsuits within one year from January 11, 2007, the date of the court's mandate. In December 2006, the Florida Supreme Court added the finding that defendants sold or supplied cigarettes that, at the time of sale or supply, did not conform to the representations made by defendants. As a result of the decision, approximately 9,620 former *Engle* class members filed suit against Liggett as well as other cigarette manufacturers.

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. In October 2008, plaintiff withdrew her request for punitive damages. In November 2008, the court entered final judgment in the amount of $24,835 (for which Liggett is 50% responsible), plus interest from June 2002 which as of December 31, 2008, was in excess of $13,000. The defendants appealed the final judgment and may be required to post a bond. In addition, plaintiff filed a motion seeking an award of attorneys' fees from Liggett based on plaintiff's prior proposal for settlement. All proceedings relating to the motions for attorneys' fees are stayed pending a final resolution of appellate proceedings.

Other Class Actions. Smith v. Philip Morris (Kansas) and *Romero v. Philip Morris* (New Mexico) are actions in which plaintiffs allege that cigarette manufacturers conspired to fix cigarette prices in violation of antitrust laws. Class certification was granted in Smith in November 2001. Discovery is ongoing. Class certification was granted in Romero in April 2003 and was affirmed by the New Mexico Supreme Court in February 2005. In June 2006, the trial court granted defendants' motion for summary judgment. Plaintiffs appealed to the New Mexico Court of Appeals and, in November 2008, the appellate court upheld the decision as to Liggett, but reversed as to certain other defendants. In West Virginia, a jury verdict in a purported medical monitoring class action was entered in favor of all tobacco company defendants other than Liggett (Liggett was previously severed from the trial). There has been no further activity in this case.

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. One such suit, *Schwab v. Philip Morris,* pending in federal court in New York since 2004, sought to create a nationwide class of "light" cigarette smokers. In September 2006, the United States District Court for the Eastern District of New York certified the class. In April 2008, the United States Court of Appeals for the Second Circuit decertified the class. The case was returned to the trial court for further proceedings. There has been no further activity.

(in thousands of dollars)

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 the appeal in *Scott v. American Tobacco Co.* (see description below).

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 request that defendants be required to disgorge all profits unjustly received through their sale of cigarettes to plaintiffs and the class, which in no event will be greater than $75 per class member, inclusive of punitive damages, interest and costs. In July 2006, the plaintiffs filed a motion for class certification. A class certification hearing occurred in September 2007 and the parties are awaiting a decision. Merits discovery is stayed pending a ruling by the court. A status conference is scheduled for October 2009.

In April 2001, in *Brown v. American Tobacco Co.,* 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 October 2006, the plaintiffs filed a petition for review with the California Supreme Court, which was granted in November 2006. Oral argument is scheduled for March 3, 2009.

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. The consolidation was affirmed on appeal by the West Virginia Supreme Court. In February 2008, the United States Supreme Court denied defendants' petition for writ of certiorari asking the Court to review the trial plan. It is estimated that Liggett could be a defendant in approximately 100 of the cases. In February 2008, the court granted defendants' motion to stay all proceedings pending review by the United States Supreme Court in *Altria Group Inc. v. Good*, where the Supreme Court was asked to determine whether certain state law claims are preempted by federal law. In December 2008, the Supreme Court, in *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 may result in additional class action cases in other states. Although Liggett is not a party in the *Good* case, an adverse ruling or commencement of additional "lights" related class actions could have a material adverse effect on the Company.

Class certification motions are pending in a number of other cases and a number of orders denying class certification are on appeal. In addition to the cases described above, numerous class actions remain certified against other cigarette manufacturers, including *Scott.* In that case, a Louisiana jury returned a $591,000 verdict (subsequently reduced by the court to $263,500 plus interest from June

2004) against other cigarette manufacturers to fund medical monitoring or smoking cessation programs for members of the class. The case is on appeal.

Governmental Actions

As of December 31, 2008, there were two Governmental Actions pending against Liggett, only one of which is active. The claims asserted in health care cost recovery actions vary. In these cases, the governmental entities 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. Other claims made by some but not all plaintiffs 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.

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 40 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. The claims for damages which accrued after November 16, 1993 are pending. Discovery is ongoing. In September 2008, the court heard argument on motions for summary judgment filed by the parties. A decision is pending. Trial is currently scheduled to commence in January 2010.

DOJ Case. 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. The action asserted claims under three federal statutes, the Medical Care Recovery Act (“MCRA”), the Medicare Secondary Payer provisions of the Social Security Act (“MSP”) and RICO. In September 2000, the court dismissed the government’s claims based on MCRA and MSP.

In August 2006, the trial court entered a Final Judgment and Remedial Order against each of the cigarette manufacturing defendants, except Liggett. The Final Judgment, among other things, enjoined the non-Liggett defendants from using “lights”, “low tar”, “ultra lights”, “mild”, or “natural” descriptors, or conveying any other express or implied health messages in connection with the marketing or sale of cigarettes, domestically and internationally. The Final Judgment was stayed pending appeal. Although this case has been concluded as to Liggett, it is unclear what impact, if any, the Final Judgment will have on the cigarette industry as a whole. The decision is currently on appeal by all parties other than Liggett. 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 thousands of dollars)

Third-Party Payor Actions

As of December 31, 2008, there were two Third-Party Payor Actions pending against Liggett and other cigarette manufacturers. Third-Party Payor Actions typically have been filed by insurance companies, union health and welfare trust funds, asbestos manufacturers and others. In Third-Party Payor Actions, plaintiffs seek damages for funding of corrective public education campaigns relating to issues of smoking and health; funding for clinical smoking cessation programs; disgorgement of profits from sales of cigarettes; restitution; treble damages; and attorneys' fees. Although no specific amounts are provided, it is possible that requested damages against cigarette manufacturers in these cases might be in the billions of dollars.

Several federal circuit courts of appeals and state appellate courts have ruled that Third-Party Payors do not have standing to bring lawsuits against cigarette manufacturers, relying primarily on grounds that plaintiffs' claims were too remote. The United States Supreme Court has refused to consider plaintiffs' appeals from the cases decided by five federal circuit courts of appeals.

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 before the Israel Supreme Court seeking appeal from a lower court's decision granting leave to plaintiff for foreign service of process.

In May 2008, in *National Committee to Preserve Social Security and Medicare v. Philip Morris USA,* a case pending in the United States District Court for the Eastern District of New York, plaintiffs commenced an action to recover twice the amount paid by Medicare for the health care services provided to Medicare beneficiaries to treat diseases allegedly attributable to smoking defendants' cigarettes from May 21, 2002 to the present, for which treatment defendants' allegedly were required to make payment under MSP. Defendants' Motion to Dismiss and plaintiffs' Motion for Partial Summary Judgment were filed in July 2008. A hearing on the motions was held in November 2008 and the parties are awaiting a decision.

Upcoming Trials

There are currently approximately 50 individual actions in Florida that may be set for trial in 2009. Liggett and, in all but one of these cases, other cigarette manufacturers are named as defendants. These cases are all *Engle* progeny cases. In the case where Liggett is the sole defendant, trial is scheduled for February 2009. In addition, a trial has been scheduled for April 2009 in a non-*Engle* individual action in Florida and for October 2009 in an individual action in Missouri, both, where Liggett and other cigarette manufacturers are named as defendants. Trial dates are subject to change.

MSA and Other State Settlement Agreements

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

In November 1998, Philip Morris, Brown & Williamson, R.J. Reynolds and Lorillard (the "Original Participating Manufacturers" or "OPMs") and Liggett (together with any other tobacco product manufacturer that becomes a signatory, the "Subsequent Participating Manufacturers" or "SPMs") (the OPMs and SPMs are hereinafter referred to jointly as the "Participating Manufacturers") entered into the 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.

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. According to data from Management Science Associates, Inc., domestic shipments by Liggett accounted for approximately 2.0%, 2.2% and 2.2% of the total cigarettes shipped in the United States in 2006, 2007 and 2008 respectively. If Liggett's market share exceeds their respective market share exemption in a given year, then on April 15 of the following year, Liggett must pay on

(in thousands of dollars)

each excess unit an amount equal (on a per-unit basis) to that due from the OPMs for that year. In April 2007, Liggett paid $34,545 for their 2006 MSA obligations and in April 2008, paid $33,495 for their 2007 MSA obligations, having prepaid $32,000 of that amount in December 2007. Liggett has expensed $44,572 for its estimated MSA obligations for 2008 as part of cost of goods sold, net of $1,109 credit realized in 2008 as a result of the over estimation of its liability of MSA expense in 2007. In December 2008, Liggett prepaid $32,000 of their estimated 2008 MSA obligations and expects to pay a further approximately $8,700 in April 2009, after withholding certain disputed amounts.

Under the payment provisions of the MSA, the Participating Manufacturers are required to pay a base annual amount of $9,000,000 in 2009 and each year thereafter (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligations of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

Certain MSA Disputes

In 2005, the independent auditor under the MSA calculated that Liggett owed $28,668 for its 2004 sales. In April 2005, Liggett paid $11,678 and disputed the balance, as permitted by the MSA. Liggett subsequently paid $9,304 of the disputed amount, although Liggett continues to dispute that this amount is owed. This $9,304 relates to an adjustment to its 2003 payment obligation claimed by Liggett for the market share loss to non-participating manufacturers, which is known as the “NPM Adjustment.” At December 31, 2008, included in “Other assets” on Liggett’s consolidated balance sheet, was a noncurrent receivable of $6,513 relating to such amount. The remaining balance in dispute of $7,686 is comprised of $5,318 claimed for a 2004 NPM Adjustment and $2,368 relating to the independent auditor’s retroactive change from “gross” to “net” units in calculating MSA payments, which Liggett contends is improper, as discussed below. From their April 2006 payment, Liggett withheld approximately $1,600 claimed for the 2005 NPM Adjustment and $2,612 relating to the retroactive change from “gross” to “net” units. Liggett withheld approximately $3,700 from its April 2007 payments related to the 2006 NPM Adjustment and approximately $3,000 relating to the retroactive change from “gross” to “net” units. From its April 2008 payment, Liggett withheld approximately $4,000 for the 2007 NPM Adjustment and approximately $3,300 relating to the retroactive change from “gross” to “net” units.

The following amounts have not been expensed in the accompanying consolidated financial statements as they relate to Liggett’s claim for an NPM adjustment: $6,513 for 2003, $3,789 for 2004 and $800 for 2005.

NPM Adjustment. In March 2006, an economic consulting firm selected pursuant to the MSA rendered its final and non-appealable decision that the MSA was a “significant factor contributing to” the loss of market share of Participating Manufacturers for 2003. The economic consulting firm subsequently rendered the same decision with respect to 2004 and 2005. As a result, the manufacturers are entitled to potential NPM Adjustments to their 2003, 2004 and 2005 MSA payments. 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 state or territory.

Since April 2006, notwithstanding provisions in the MSA requiring arbitration, litigation has been 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. To date, all 48 courts that have decided the issue have ruled that the 2003 NPM Adjustment dispute is arbitrable and 44 of those decisions are final. In response to a proposal from each of the OPMs and many of the SPMs, 45 of the Settling States have entered into an agreement providing for a nationwide arbitration of the dispute with respect to the NPM Adjustment for 2003. The agreement provides for selection of the arbitration panel beginning October 1, 2009 and that the parties and the arbitrators will thereafter establish the schedule and procedures for the arbitration. The agreement also provides for a partial liability reduction for the potential 2003 NPM adjustment of up to 20% for Settling States that entered into the agreement by January 30, 2009. It is anticipated that the arbitration will begin in 2010. There can be no assurance that Liggett 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, had been recalculated using "net" unit amounts, rather than "gross" unit amounts (which had been used since 1999). The change in the method of calculation could, among other things, require additional MSA payments by Liggett of approximately $25,200, including interest, for 2001 through 2008, and require additional amounts in future periods because the proposed change from "gross" to "net" units would serve to lower Liggett's market share exemption under the MSA.

Liggett has objected to this retroactive change and has disputed the change in methodology. Liggett contends that the retroactive change from using "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.

No amounts have been expensed or accrued in the accompanying consolidated financial statements for any potential liability relating to the "gross" versus "net" dispute.

Litigation Challenging the MSA. In litigation pending in federal court in New York, certain importers of cigarettes allege 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. On remand to the district court, in September 2004, the court denied plaintiffs' motion to preliminarily enjoin the MSA and certain related New York statutes, but the court issued a preliminary injunction against an amendment to the "allocable share" provision of the New York escrow statute. In November 2008, the district court granted New York's motion for summary judgment, dismissing all claims brought by the plaintiffs, and dissolving the preliminary injunction.

(in thousands of dollars)

Additionally, in another proceeding pending in federal court in New York, plaintiffs seek 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. In October 2006, the United States Supreme Court denied the petition of the attorneys general for writ of certiorari. Similar challenges to the MSA and MSA-related state statutes are pending in Kentucky, Arkansas, Kansas, Louisiana, Tennessee and Oklahoma. Liggett and the other cigarette manufacturers are not defendants in these cases.

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. Vibo alleged, among other things, that the market share exemptions (i.e.: grandfathered shares) provided to certain SPMs under the MSA, including Liggett, violate federal antitrust and constitutional law. On December 8, 2008, the court dismissed the complaint. On December 11, 2008, Vibo filed a declaratory judgment action in state court in California seeking a determination that the Amended Adherence Agreement it executed in November 2007 is consistent with the MSA and that the MSA’s “most favored nation” provisions are not triggered by the agreement. This matter is pending. Litigation challenging the validity of the MSA, including claims that the MSA violates antitrust laws, has not been successful to date.

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. Liggett’s agreements with these states remain in full force and effect, and Liggett made various payments to these states during 1996, 1997 and 1998 under the agreements. 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, in order to resolve any potential issues with Minnesota as to Liggett’s ongoing economic settlement obligations, Liggett negotiated a $100 a year payment to Minnesota, to be paid any year cigarettes manufactured by Liggett are sold in that state.

In 2004, the Attorneys General for Florida, Mississippi and Texas advised Liggett that they believed that Liggett had failed to make all required payments under the respective settlement agreements with these states for the period 1998 through 2003 and that additional payments may be due for 2004 and subsequent years. In 2004, Florida and Mississippi proposed settlements to Liggett in the total amount of approximately $20,000 for the period 1998 though 2003. Subsequent discussions did not result in a resolution of the issues. Liggett believes the states’ allegations are without merit, based, among other things, on the language of the most favored nation provisions of the settlement agreements.

(in thousands of dollars)

Except for $2,500 accrued at December 31, 2008, in connection with the foregoing matters, no other amounts have been accrued in the accompanying condensed consolidated financial statements for any additional amounts that may be payable by Liggett under the settlement agreements with Florida, Mississippi and Texas. There can be no assurance that Liggett will resolve these matters or that Liggett will not be required to make additional material payments, which payments could adversely affect the Company's consolidated financial position, results of operations or cash flows.

Management is not able to predict the outcome of the litigation pending or threatened against Liggett. Litigation is subject to many uncertainties. For example, in addition to $540 awarded in the *Davis* case, plus legal fees, in June 2002, the jury in the *Lukacs* case, an individual case brought under the third phase of the *Engle* case, awarded compensatory damages against Liggett and two other defendants and found Liggett 50% responsible for the damages. In November 2008, the court entered final judgment in favor of the plaintiff for $24,835, plus interest from June 11, 2002 which, as of December 31, 2008, exceeded $13,000. It is possible that additional cases could be decided unfavorably against Liggett. As a result of the *Engle* decision, approximately 9,620 former *Engle* class members commenced suit against Liggett and other cigarette manufacturers. Liggett may enter into discussions in an attempt to settle particular cases, if it believes it is appropriate 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 and costs.

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

(in thousands of dollars)

Other Litigation:

In October 2005, Lorillard Tobacco Company advised Liggett that it believed that certain styles of Liggett's Grand Prix brand cigarettes created a likelihood of confusion among consumers with Lorillard's Newport cigarette brand because of similarities in packaging. In December 2006, Lorillard commenced an action in the United States District Court for the Middle District of North Carolina seeking, among other things: an injunction against Liggett's sale of certain brand styles of Grand Prix; an order directing the recall of the relevant brand styles; an accounting of profits for the relevant brand styles; treble damages; and interest, attorneys' fees and costs. In January 2008, the parties resolved the litigation.

Other Matters:

There may be several other proceedings, lawsuits and claims pending against Liggett 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.

12. Related Party Transactions

Liggett is a party to an agreement dated February 26, 1991, as amended June 30, 2001, with Vector to provide various management and administrative services to Liggett in consideration for an annual management fee of $900 paid in monthly installments and annual overhead reimbursements of $864 paid in monthly installments. The charges for services under this agreement amounted to $1,764 in 2008, 2007 and 2006.

In addition, Liggett has entered into an annually renewable Corporate Services Agreement with VGR wherein VGR agreed to provide corporate services to Liggett at an annual fee paid in monthly installments. Corporate services provided by VGR under this agreement include the provision of administrative services related to Liggett's participation in its parent company's multi-employer benefit plan, external publication of financial results, preparation of consolidated financial statements and tax returns and such other administrative and managerial services as may be reasonably requested by Liggett. The charges for services rendered under the agreement amounted to $5,675 in 2008, $5,405 in 2007 and $5,148 in 2006.

Liggett leased equipment from a subsidiary of Vector during 2006 for $50 per month. The total charge for this lease was $500 for the year ended December 31, 2006 which was recorded in cost of goods sold.

Liggett is party to a tax sharing agreement with Vector and certain other entities pursuant to which Liggett will pay taxes on an estimated basis to Vector as if it were filing a separate company tax return, except that the agreement effectively limits the ability of Liggett to carry back losses for refunds. Liggett is entitled to recoup overpayments in a given year out of future payments due under the agreement and is required to fund underpayments.

(in thousands of dollars)

Liggett and Vector Tobacco Inc. ("Vector Tobacco"), a company affiliated by common ownership, are parties to a services agreement whereby Liggett provides advisory, administrative, and other services as requested by Vector Tobacco. Under the terms of the agreement, Liggett is reimbursed by Vector Tobacco for costs incurred. In total, during 2008, 2007, and 2006, Liggett received approximately $0, $0, and $156, respectively, for items such as machinery and equipment, rent and utilities, certain raw materials, marketing costs and advisory and administrative services from Vector Tobacco.

On January 1, 2004 Liggett entered into a manufacturing agreement with Vector Tobacco whereby Liggett agreed to provide handling, storage, manufacturing, preparation, record-keeping, remittance of federal excise tax payments, processing of returns and other services relating to the manufacture of Vector Tobacco brands. The Agreement expired December 31, 2005, but is automatically renewed for a successive one-year term unless otherwise terminated by either party. Pricing is set forth in the Agreement based on previously determined standard costs and invoices are sent to Vector Tobacco monthly. In 2008, 2007 and 2006, Liggett manufactured approximately 1.1, 1.2 and 1.3 billion units of Vector Tobacco brands respectively, and realized $34,577, $32,845 and $38,529, respectively, in net receipts from these sales and $1,158, $1,028 and $1,190, respectively, in profit from the Agreement.

As of December 31, 2008 and 2007, Liggett has a receivable from Vector Tobacco totaling $4,361 and $3,250, respectively. This overall net receivable position is relating to the manufacturing agreement between Liggett and Vector Tobacco in 2008 and 2007.

The remaining related party net receivable balances of $9,207 and $5,390 at December 31, 2008 and 2007, respectively, relate primarily to transactions with Liggett's affiliate, Liggett Vector Brands.

Liggett Vector Brands coordinates and executes the sales, marketing and manufacturing efforts along with certain support functions for all of Vector's tobacco operations. In conjunction with the duties performed at Liggett Vector Brands, a portion of sales, marketing, manufacturing, distribution, and administrative expenses have been allocated to Liggett. During 2008, 2007 and 2006, Liggett expensed $55,602, $53,346 and $51,344, respectively, for services provided by Liggett Vector Brands of which $(35), $(78) and $(116), respectively, related to restructuring costs. The remaining expenses have been classified as selling, general and administrative ($31,612, $30,771 and $28,516 for the years ended December 31, 2008, 2007 and 2006, respectively) and cost of goods sold ($24,025, $22,653 and $22,944 for the years ended December 31, 2008, 2007 and 2006, respectively).

13. Restructuring

(in thousands of dollars)	Severance and Benefits	Asset Impairment, Contract Termination, and Exit Costs	Totals
Balance at December 31, 2005	646	1,262	1,908
Change in Estimate	(93)	(23)	(116)
Utilized in 2006	(553)	(475)	(1,028)
Balance at December 31, 2006	—	764	764
Change in Estimate	—	(78)	(78)
Utilized in 2007	—	(148)	(148)
Balance at December 31, 2007	$ —	$ 538	$ 538
Change in Estimate	—	(35)	(35)
Utilized in 2008	—	(88)	(88)
Balance at December 31, 2008	$ —	$ 415	$ 415

Liggett Vector Brands Restructurings

During April 2004, Liggett Vector Brands adopted a restructuring plan in its continuing effort to adjust the cost structure of the business and improve operating efficiency. As part of the plan, Liggett Vector Brands eliminated 83 positions and consolidated operations, subletting its New York office space and relocating several employees.

On October 6, 2004, Vector announced an additional plan to further restructure the operations of Liggett Vector Brands, its sales, marketing and distribution agent for its Liggett and Vector Tobacco subsidiaries. Liggett Vector Brands has realigned its sales force and adjusted its business model to more efficiently serve its chain and independent accounts nationwide. Liggett Vector Brands is seeking to expand the portfolio of private and control label partner brands by utilizing a pricing strategy that offers long-term list price stability for customers. In connection with the restructuring, the Company eliminated approximately 330 full-time positions and 135 part-time positions as of December 15, 2004.

Schedule II — Valuation and Qualifying Accounts

Description	Balance at Beginning of Period	Additions Charged To Costs and Expenses	Deductions	Balance at End of Period
Year ended December 31, 2008				
Allowance for:				
Doubtful accounts	$ 46	$ —	$ —	$ 46
Cash discounts	61	12,980	12,847	194
Sales returns	2,600	2,087	1,687	3,000
Total	$ 2,707	$ 15,067	$ 14,534	$ 3,240
Year ended December 31, 2007				
Allowance for:				
Doubtful accounts	$ 50	$ 13	$ 17	$ 46
Cash discounts	529	16,015	16,483	61
Sales returns	2,557	1,380	1,337	2,600
Total	$ 3,136	$ 17,408	$ 17,837	$ 2,707
Year ended December 31, 2006				
Allowance for:				
Doubtful accounts	$ 100	$ 65	$ 115	$ 50
Cash discounts	329	18,995	18,795	529
Sales returns	3,596	398	1,437	2,557
Total	$ 4,025	$ 19,458	$ 20,347	$ 3,136

**Vector Tobacco Inc. and
Subsidiaries
Consolidated Financial Statements
As of December 31, 2008 and 2007
and for each of the three years
ended December 31, 2008, 2007 and 2006**

Vector Tobacco Inc. and Subsidiaries
Index
December 31, 2008 and 2007

Report of Independent Registered Public Accounting Firm

To the Board of Directors and the
Stockholder of Vector Tobacco Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Vector Tobacco Inc. and its subsidiaries (the "Company"), a wholly-owned subsidiary of Vector Group Ltd., at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for defined benefit and other post retirement plans in 2006 and 2008 and the manner in which it accounts for uncertain tax positions in 2007.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Raleigh, North Carolina
March 2, 2009

Vector Tobacco Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2008 and 2007

(in thousands of dollars)	**2008**	**2007**
Assets		
Current assets		
Cash and cash equivalents	$ 178	$ 2,654
Accounts receivable — trade, less allowances of $15 and $13, respectively	436	387
Inventories, net	4,810	4,830
Other current assets	209	137
Total current assets	5,633	8,008
Property, plant and equipment, net	72	100
Intangible asset	107,511	107,511
Other assets	817	604
Total assets	$ 114,033	$ 116,223

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

Vector Tobacco Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2008 and 2007

(in thousands of dollars, except share amounts)	**2008**	**2007**
Liabilities and Stockholder's Equity		
Current liabilities		
Accounts payable — trade	$ 8	$ 6
Due to related parties	5,652	6,320
Accrued promotional expenses	590	649
Estimated allowance for sales returns	1,000	1,100
Settlement accruals	2,091	260
Other	942	1,706
Total current liabilities	10,283	10,041
Non-current employee benefits	870	614
Due to related parties	454	—
Deferred income taxes	19,122	16,266
Other long-term liabilities	1,878	1,771
Total liabilities	32,607	28,692
Commitments and contingencies (Note 13)		
Stockholder's equity		
Common stock ($1 par value per share; 1,000 shares authorized; 100 shares issued and outstanding)	—	—
Additional paid-in capital	393,667	415,067
Accumulated other comprehensive income	321	312
Accumulated deficit	(312,562)	(327,848)
Total stockholder's equity	81,426	87,531
Total liabilities and stockholder's equity	$ 114,033	$ 116,223

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

Vector Tobacco Inc. and Subsidiaries
Consolidated Statements of Operations
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)	2008	2007	2006
Revenues *	$ 70,652	$ 72,296	$ 72,017
Expenses			
Cost of goods sold	43,455	44,757	48,486
Operating, selling, administrative and general expenses	6,499	6,884	6,297
Management fees paid to Vector Group Ltd.	500	500	426
Restructuring and impairment charges, changes in estimate	(18)	(83)	1,760
Research and development	2,960	4,240	6,739
Operating income	17,256	15,998	8,309
Other income (expense)			
Interest income	105	72	—
Interest expense	(39)	(5,704)	(12,375)
Income (loss) before income taxes	17,322	10,366	(4,066)
Income tax provision	(1,983)	(2,855)	(2,855)
Net income (loss)	$ 15,339	$ 7,511	$ (6,921)

* Revenues and cost of goods sold include excise taxes of $22,212, $23,681, and $25,621 for the years ended December 31, 2008, 2007, and 2006, respectively.

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

Vector Tobacco Inc. and Subsidiaries
Consolidated Statements of Stockholder's Equity (Deficit)
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars, except share data)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholder's Equity (Deficit)
Balance at January 1, 2006	100	$ —	$ 280,539	$ 118	$ (328,438)	$ (47,781)
Amortization of deferred compensation	—	—	132	—	—	132
Accumulated other comprehensive income	—	—	—	185	—	185
Net loss	—	—	—	—	(6,921)	(6,921)
Balance as of December 31, 2006	100	—	280,671	303	(335,359)	(54,385)
Capital contributions	—	—	144,396	—	—	144,396
Accumulated other comprehensive income	—	—	—	9	—	9
Distributions	—	—	(10,000)	—	—	(10,000)
Net income	—	—	—	—	7,511	7,511
Balance as of December 31, 2007	100 *	—	415,067	312	(327,848)	87,531
Net income	—	—	—	—	15,339	15,339
SFAS No. 158 Pension Adjustments, measurement date	—	—	—	—	(53)	(53)
Accumulated other comprehensive income	—	—	—	9	—	9
						(44)
Total comprehensive income	—	—	—	—	—	15,295
Distributions	—	—	(21,400)	—	—	(21,400)
Balance as of December 31, 2008	100 *	$ —	$ 393,667	$ 321	$ 312,562	$ 81,426

* Stock pledged as collateral for Vector Tobacco's guarantee of the Parent Company's debt. See Note 1

The accompanying notes are an integral part of these consolidated financial statements

Vector Tobacco Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)	2008	2007	2006
Cash flows from operating activities			
Net income (loss)	$ 15,339	$ 7,511	$ (6,921)
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Depreciation and amortization	39	55	254
Deferred taxes	2,856	2,855	2,855
Non-cash stock-based compensation	—	—	132
Net gain on disposal of equipment	(50)	—	—
Non-cash interest expense	—	1,627	10,096
Restructuring and impairment charges, changes in estimates	(18)	(83)	2,650
Cash payments on restructuring liabilities	(66)	(694)	—
Changes in assets and liabilities			
Accounts receivable	(49)	352	317
Inventories	20	4,271	(3,863)
Other assets	(84)	(22)	125
Accounts payable	2	(9)	(177)
Due to/from related parties	(214)	1,080	1,858
Accrued expenses	992	(6,103)	3,044
Change in book overdraft	—	(5)	(29)
Employee benefits	212	182	172
Other long-term liabilities	107	1,311	37
Net cash provided by operating activities	19,086	12,328	10,550
Cash flows from investing activities			
Capital expenditures	(4)	(58)	(31)
Proceeds from sales of equipment	50	—	—
Increase in restricted assets	—	—	(8)
Increase in cash surrender value of life insurance policies	(208)	(195)	(122)
Net cash used in investing activities	(162)	(253)	(161)
Cash flows from financing activities			
Repayments of notes payable	—	(4,000)	(5,825)
Distributions	(21,400)	(10,000)	—
Net cash used in financing activities	(21,400)	(14,000)	(5,825)
Net (decrease) increase in cash and cash equivalents	(2,476)	(1,925)	4,564
Cash and cash equivalents			
Beginning of period	2,654	4,579	15
End of period	$ 178	$ 2,654	$ 4,579

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

Vector Tobacco Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2008, 2007, and 2006

(in thousands of dollars)

Supplemental schedule of non-cash investing and financing activities

- Vector Tobacco recorded $9 and $9, in other accumulated comprehensive income during 2008 and 2007, respectively, in relation to certain pension plans.
- Vector Tobacco recorded non-cash capital contributions from VGR Holdings in the amount of $109,396 during the year ended December 31, 2007 to retire the revolving credit facility balance.
- Vector Tobacco recorded a non-cash capital contribution from VGR Holdings in the amount of $35,000 during the year ended December 31, 2007 for the payment of the Medallion note on behalf of Vector Tobacco.

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

(in thousands of dollars)

1. Basis of Presentation

Vector Tobacco Inc. ("Vector Tobacco" or "the Company"), is a wholly-owned subsidiary of VGR Holding LLC ("VGR"), which in turn is wholly owned by Vector Group Ltd. ("Vector"). The Company is engaged in the development and marketing of low nicotine and nicotine-free cigarette products, the development of reduced risk cigarette products, and the manufacturing and sale of other discount cigarettes principally in the United States. Certain management and administrative functions are performed by affiliates (See Note 15 and 16).

Management believes the assumptions underlying the consolidated financial statements are reasonable. However, the consolidated financial statements included herein may not necessarily reflect the Company's results of operations, financial position and cash flows in the future or what its results of operations, financial position and cash flows would have been had the Company been a stand-alone company during the periods presented. Amounts due to and receivable from Vector, including related party debt, are shown separately on the balance sheets. All significant intercompany accounts and transactions have been eliminated in consolidation.

Liggett Vector Brands Inc. ("Liggett Vector Brands"), a company affiliated through common ownership, coordinates and executes the sales, marketing, administration and manufacturing efforts along with certain support functions for all of Vector's tobacco operations. In conjunction with the duties performed at Liggett Vector Brands, a portion of sales, marketing, manufacturing, distribution, and administrative expenses have been allocated to Vector Tobacco.

Liggett Group LLC ("Liggett"), an affiliate of Vector Tobacco, manufactures all of Vector Tobacco's cigarette brands under contract at Liggett's Mebane, North Carolina manufacturing facility.

Vector and VGR are holding companies and as a result do not have any operating activities that generate revenues or cash flows. Accordingly, Vector relies on distributions from VGR and its other subsidiaries and investments and VGR relies on distributions from its other subsidiaries, including Vector Tobacco, in order to fund its operations and meet its obligations. Vector has certain debt outstanding which will require interest and principal payments over the terms of such debt. Interest and principal to service the debt is expected to be funded by Vector's cash and cash equivalents, investments, the operations of Vector's subsidiaries, including Vector Tobacco, and proceeds, if any, from Vector's future financings. During 2008 and 2007 Vector Tobacco made distributions of $21,400 and $10,000 respectively, to VGR.

11% Senior Secured Notes due 2015

In August 2007, Vector sold $165,000 of its 11% Senior Secured Notes due 2015 (the "Senior Secured Notes") in a private offering to qualified institutional investors in accordance with Rule 144A of the Securities Act of 1933. Vector intends to use the net proceeds of the issuance for general corporate purposes which may include working capital requirements, the financing of capital expenditures, future acquisitions, the repayment or refinancing of outstanding indebtedness, payment of dividends and distributions and the repurchase of all or any part of its outstanding debt obligations.

The Senior Secured Notes are fully and unconditionally guaranteed on a joint and several basis by all of the wholly-owned domestic subsidiaries of Vector that are engaged in the conduct of the Vector's cigarette businesses, including Vector Tobacco. Vector Tobacco's stock has been pledged as collateral for the guarantee of the Senior Secured Notes. Vector Tobacco's consolidated balance sheet, statement of operations and statement of stockholder's equity (deficit) as of December 31, 2008 do not reflect any accounts related to these notes as the debt is not acquisition related.

(in thousands of dollars)

The Senior Secured Notes are due with a lump sum payment of $165,000 in 2015. Annual interest charges are estimated to be approximately $18,000 throughout the term of the debt. Vector Tobacco's cash flows from operations may be utilized to fund the interest and debt obligation of the Senior Secured Notes via dividend payments by Vector Tobacco to Vector.

Additional Parent Company Notes

As of December 31, 2008, VGR has debt with a principal amount of approximately $222,000 in addition to the Senior Secured Notes of $165,000 previously discussed. This $222,000 is not reflected in Vector Tobacco's consolidated financial statements as these obligations are not collateralized by Vector Tobacco assets nor has Vector Tobacco guaranteed these obligations.

General Corporate Expenses

General corporate expense allocations represent costs related to corporate functions such as executive oversight, risk management, accounting, legal, investor relations, tax, other services and employee benefits and incentives Vector provides to the Company. The allocations are based on a reasonable estimation of Vector's overhead expenses based on the relative specific identification and the relative percentage of the Company's revenues and headcount to Vector's total cost. All of these allocations are reflected in fees paid to Vector Group Ltd. of $500 in the Company's consolidated statements of operations for each of the years ended December 31, 2008, 2007, and 2006.

The Company and Vector considered these general corporate expense allocations to be a reasonable reflection of the utilization of services provided. The allocations may not, however, reflect the expense the Company would have incurred as a stand-alone company. Actual costs which may have been incurred if the Company had been a stand-alone company in 2006, 2007 and 2008 would depend on a number of factors, including how the Company chose to organize itself, what if any functions were outsourced or performed by Company employees and strategic decisions made in areas such as infrastructure. However, the Company currently does not believe the difference between the cost allocations from Vector and the costs the Company would have incurred on a stand-alone basis would have a material impact on the Company's statements of operations, balance sheets or statements of cash flows for 2006, 2007, and 2008.

Background

In January 2003, Vector Tobacco introduced QUEST, the Company's brand of low nicotine and nicotine-free cigarette products. QUEST brand cigarettes are currently marketed as premium cigarettes to permit adult smokers, who wish to continue smoking, to gradually reduce their intake of nicotine. The products are not labeled or advertised for smoking cessation and Vector Tobacco makes no claims that QUEST is safer than other cigarette products.

Vector Tobacco is also engaged in the sale of conventional cigarettes through their USA, Silver Eagle, Eagle and Meridian brands.

Recent Developments

In February 2009 Vector Tobacco settled an outstanding patent interference suit with North Carolina State University ("NCSU"). Under the terms of the settlement, Vector Tobacco will receive $100 within 30 days of the execution of the agreement plus a further $150 on or before July 1, 2009 contingent upon receipt of written adjudication from the USPTO relating to the judgment in the interference and a further $75 when the assignment of certain patents and patent applications to NCSU have been completed. No income from the settlement has been recognized in 2008 and the patents have a book value of $0 at December 31, 2008.

(in thousands of dollars)

2. Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements include the accounts of Vector Tobacco and its wholly-owned subsidiaries; Vector Tobacco Limited (Bermuda), VT Roxboro LLC, and VT Real Estate Limited as well as the accounts of Vector Research Inc., an affiliated entity performing research for developing low nicotine and nicotine-free cigarette and reduced risk tobacco products. Vector Tobacco has consolidated Vector Research Inc. under the provisions of FIN 46 "Consolidation of Variable Interest Entities". The consolidated financial statements exclude VT Aviation LLC as Vector consolidates this entity as its primary beneficiary. In 2006, VT Roxboro LLC was merged into VT Real Estate Limited. In 2007, VT Real Estate Limited was dissolved. In 2008, Vector Tobacco Limited (Bermuda) was dissolved.

Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of December 31, 2008, and 2007, and the reported amounts of revenues and expenses for the years ended December 31, 2008, 2007, and 2006. Significant estimates subject to material changes in the near term include restructuring and impairment charges, promotional accruals, inventory reserves, allowances for doubtful accounts and allowances for sales returns, Master Settlement Agreement ("MSA") liabilities and litigation and defense costs. Actual results could differ from those estimates.

Cash and Cash Equivalents

The carrying value of cash and cash equivalents, restricted assets and short-term loans approximate their fair value. Management considers cash and cash equivalents to include cash on hand, amounts on deposit in banks, and highly liquid investments with maturity dates when purchased of three months or less. Bank deposits are held in several financial institutions. Those financial institutions are each insured by the Federal Deposit Insurance Corporation ("FDIC") for deposits up to $250 and $100 in each bank account at December 31, 2008 and 2007 respectively. The carrying amount of bank deposits, including amounts classified as cash and cash equivalents, were approximately $178 and $2,654 at December 31, 2008, and 2007 respectively. Bank deposits of approximately $178 and $100 at December 31, 2008 and 2007, respectively, are insured by the FDIC.

Accounts Receivable

Accounts receivable-trade is recorded at their net realizable value. The allowance for doubtful accounts and cash discounts was $15 and $13 at December 31, 2008 and 2007, respectively.

Inventories

Inventories are valued at the lower of cost or market with cost determined using the first-in, first-out ("FIFO") method. Although portions of leaf tobacco inventories may not be used or sold within one year because of the time required for aging, they are included in current assets, which is common practice in the cigarette industry. It is not practicable to determine the amount that will not be used or sold within one year.

(in thousands of dollars)

The Company estimates an inventory reserve for excess quantities and obsolete items based on specific identification and historical write-offs, taking into account future demand and market conditions. During the fourth quarter of 2006, the Company recognized a non-cash charge of $890 to adjust the carrying value of the remaining excess inventory.

Property, Plant and Equipment

Property, plant and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the respective assets which are three to fifteen years for machinery and equipment. Leasehold improvements are amortized over the term of the respective lease or the estimated useful life of improvements whichever is shorter.

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

Under SFAS No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets”, the Company is required to review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Accordingly, when indicators of impairment are present, the Company evaluates the carrying value of property, plant and equipment against their related future undiscounted cash flows. If the carrying value exceeds such cash flows, then impairment is deemed to exist. The amount of any impairment is determined by comparing the long-lived assets’ carrying value against its fair value, which is determined using discounted future cash flows.

Intangible Asset

The Company is required to conduct an annual review of intangible assets for potential impairment including the intangible asset of $107,511, which is not subject to amortization due to its indefinite useful life. This intangible asset relates to the exemption of Medallion, acquired in April 2002, under the MSA agreement, which states payments under the MSA continue in perpetuity. (See Note 6) As a result, the Company believes it will realize the benefit of the exemption for the foreseeable future.

Other intangible assets, included in other assets, consisting of trademarks are amortized using the straight-line method over 10 years and had a net book value of $46 and $53 at December 31, 2008 and 2007, respectively. The amortization expense related to the intangible assets was $7, $7, and $110 in 2008, 2007, and 2006, respectively. In connection with the December 2006 restructuring of Vector Research, the Company recorded an impairment charge of approximately $650 related to a patent, which is included as a component of “Restructuring and impairment charges” in the Company’s consolidated statement of operations for the year ended December 31, 2006.

Other Assets

Other current assets of $209 and $137 as of December 31, 2008 and 2007, respectively, are primarily pre-paid items including insurance.

Other non-current assets of $817 and $604 as of December 31, 2008 and 2007, respectively, are primarily related to the cash surrender value of certain life insurance policies.

Revenue Recognition

Revenues from sales are recognized upon shipment of finished goods when title and risk of loss have passed to the customer, there is pervasive evidence of an arrangement, the sales price is determinable

(in thousands of dollars)

and collectibility is reasonably assured. The Company provides for expected sales returns. Certain sales incentives, including buydowns, are classified as reductions of net sales in accordance with the FASB's Emerging Issues Task Force ("EITF") Issue No. 01-9, "Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)." In accordance with EITF Issue No. 06-3, "How Sales Taxes Should be Presented in the Income Statement (Gross versus Net)", the Company's accounting policy is to include federal excise taxes in revenues and cost of goods sold. Such revenues and cost of goods sold totaled $22,212, $23,681, and $25,621 for the years ended December 31, 2008, 2007, and 2006, respectively. Since the Company's primary line of business is tobacco, the Company's financial position and its results of operations and cash flows have been and could continue to be materially adversely affected by significant unit sales volume declines, litigation and defense costs, increased tobacco costs or reductions in the selling price of cigarettes in the near term.

Shipping and Handling Fees and Costs

Shipping and handling fees related to sales transactions are not billed to customers nor recorded as sales revenue. Shipping and handling costs, which were $595, $634, and $687 in 2008, 2007, and 2006, respectively, are recorded as selling, general and administrative expenses.

Advertising Costs

Advertising costs are expensed as incurred and were $24, $35, and $14 for the years ended December 31, 2008, 2007 and 2006, respectively and are recorded as selling, general and administrative expenses.

Research and Development Costs

Research and development costs are expensed as incurred and were $2,960, $4,240, and $6,739 in 2008, 2007, and 2006, respectively. The decline in expense from 2007 compared to 2006 related primarily to the discontinuation of the genetics operation of Vector Research and the decline in expense from 2008 to 2007 related primarily to the decision not to pursue Quest as a smoking cessation device. (Note 16).

Stock-Based Compensation

Effective January 1, 2006, Vector Tobacco through an affiliate accounted for employee stock compensation plans under SFAS No. 123 (revised 2004) "Share-Based Payment" ("SFAS No. 123R"), which requires companies to measure compensation cost for share-based payments at fair value.

Employee Benefits

As of December 31, 2008, Vector Tobacco has no employees. Employees of Liggett Vector Brands, an affiliate, perform services for Vector Tobacco and associated expenses, including benefits, of such employees are allocated to Vector Tobacco. A senior executive of Liggett Vector Brands who provides services to Vector Tobacco participates in the Supplemental Executive Retirement Plan ("SERP") sponsored by Vector and such expenses are allocated from Vector to Vector Tobacco.

The cost of providing retiree pension benefits, health care and life insurance benefits is actuarially determined and accrued over the service period of the active employee group. On September 29, 2006, SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" was issued. SFAS No. 158 requires, among other things, the recognition of the funded status of each defined benefit pension plan, retiree health care and other postretirement benefit plans and postemployment benefit plans on the balance sheet. The Company adopted SFAS No. 158 as of December 31, 2006 and, in accordance with SFAS No. 158, changed its measurement date for the funded status of the plans from September 30 to December 31, 2008.

Income Taxes

The Company adopted FIN 48, "Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)", on January 1, 2007. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. FIN 48 requires that a liability created for unrecognized deferred tax benefits shall be presented as a liability and not combined with deferred tax liabilities or assets.

(in thousands of dollars)

Deferred taxes reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for tax purposes as well as tax credit carryforwards and loss carryforwards. These deferred taxes are measured by applying currently enacted tax rates. A valuation allowance reduces deferred tax assets when it is deemed more likely than not that future taxable income will be insufficient to realize some portion or all of the deferred tax assets.

Vector Tobacco's U.S. income tax provision and related deferred income tax amounts are determined as if the Company filed tax returns on a stand-alone basis. The Company's entities currently join in the filing of a consolidated U.S. tax return with Vector and its other U.S. subsidiaries.

Although the provisions of SFAS No. 142, "Goodwill and Other Intangibles" ("SFAS 142") stipulate that indefinite-lived intangible assets and goodwill are not amortized, the Company is required under SFAS No. 109, "Accounting for Income Taxes" ("SFAS 109"), to recognize deferred tax liabilities and assets for temporary differences related to its indefinite-lived intangible asset and the tax-deductible portion of such assets. Because indefinite-lived intangible assets are not amortized for financial reporting purposes under SFAS 142, the related deferred tax liability will not reverse until some indeterminate future period should the assets become impaired or are disposed of. Therefore, the reversal of deferred tax liability related to the Medallion intangible asset is no longer considered a source of future taxable income in assessing the realization of deferred tax assets. As a result, the Company is required to record a deferred tax asset valuation allowance totaling approximately $135,000 and $139,000 as of December 31, 2008 and 2007, respectively.

Legal Costs

The Company records product liability legal expenses and other litigation costs as selling, general and administrative expenses as those costs are incurred.

The Company records provisions in its consolidated financial statements for pending litigation when it is determined that an unfavorable outcome is probable and the amount of loss can be reasonably estimated. 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 pending smoking-related litigation or the costs of defending such cases, and no amounts have been provided in the Company's consolidated financial statements for unfavorable outcomes, if any. Litigation is subject to many uncertainties, and it is possible that the Company's consolidated financial position, results of operations or cash flows could be materially adversely affected by an unfavorable outcome in any such smoking-related litigation.

Distributions and Dividends on Common Stock

The Company records distributions on its common stock as dividends in its consolidated statement of stockholder's equity (deficit) to the extent of retained earnings. Any amounts exceeding retained earnings are recorded as a reduction to additional paid-in-capital.

Comprehensive Income

Other comprehensive income is a component of stockholder's equity (deficit) and relates to pension related adjustments.

The components of accumulated other comprehensive income, were as follows at December 31:

(in thousands of dollars)	2008	2007
Pension related amounts	$ 321	$ 312

Fair Value of Financial Instruments

The carrying amount of borrowings outstanding under the variable rate revolving credit facility and other long-term debt is a reasonable estimate of fair value, based upon estimated current borrowing rates for loans with similar terms and maturities. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair values.

	December 31, 2008		December 31, 2007	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	$ 178	$ 178	$ 2,654	$ 2,654

New Accounting Pronouncements

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, with early adoption permitted provided the entity also elects to apply the provisions of SFAS No. 157. The Company has not elected to use the fair value option.

In December 2007, the FASB issued SFAS No. 141(R), a revised version of SFAS No. 141, "Business Combinations." The revision is intended to simplify existing guidance and converge rulemaking under U.S. Generally Accepted Accounting Principles ("GAAP") with international accounting rules. This statement applies prospectively to business combinations where the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. The new standard also converges financial reporting under U.S. GAAP with international accounting rules. The Company will adopt SFAS No. 141(R) on its consolidated financial statements for acquisitions, if any, occurring after December 31, 2008.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133." SFAS No. 161 seeks qualitative disclosures about the objectives and strategies for using derivatives, quantitative data about the fair value of and gains and losses on derivative contracts, and details of credit-risk-related contingent features in hedged positions. SFAS No. 161 also seeks enhanced disclosure around derivative instruments in financial statements, accounting under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and how hedges affect an entity's financial position, financial performance and cash flows. SFAS No. 161 is effective for the Company as of January 1, 2009 and the Company does not expect the adoption of SFAS No. 161 to have a material impact on its consolidated results of operations, financial position or cash flows.

In October 2008, the FASB issued FSP SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active", which addresses the application of SFAS 157 for illiquid

(in thousands of dollars)

financial instruments. FSP SFAS 157-3 clarifies that approaches to determining fair value other than the market approach may be appropriate when the market for a financial asset is not active.

3. Medallion

On April 1, 2002, an indirect wholly owned subsidiary of Vector acquired the stock of Medallion and certain related assets from Medallion's principal stockholder. The total purchase price consisted of $50,000 in cash and $60,000 in promissory notes, which were guaranteed by Vector and Liggett. Subsequently, and on the same day, the acquiring Vector subsidiary and Vector Tobacco were merged into Medallion, and Medallion was renamed Vector Tobacco Inc. As a result of the aforementioned transactions, Vector Tobacco became the obligor for $60,000 of promissory notes. (See Note 8). Vector made the final acquisition payment of $35,000 on April 2, 2007 on behalf of Vector Tobacco. The Company has accounted for the Vector payment of $35,000 as a capital contribution during 2007.

Medallion, formerly a discount cigarette manufacturer headquartered in Richmond, Virginia, is a participant in the MSA agreement between the state Attorneys General and the tobacco industry. Medallion has no payment obligations under the MSA agreement except to the extent its market share exceeds approximately 0.28% of total cigarettes sold in the United States (approximately 1.0 billion cigarettes in 2008).

4. Inventories

Inventories consist of the following at December 31:

	2008	2007
Leaf tobacco	$ 628	$ 122
Work-in-process	3	61
Finished goods	4,179	4,647
Total inventories, net	$ 4,810	$ 4,830

Leaf tobacco at December 31, 2008 includes costs related to tobacco purchased by the Company from third party tobacco dealers and tobacco grown under contract with independent farmers. There were no leaf tobacco purchase commitments at Vector Tobacco as of December 31, 2008.

There was no genetically modified tobacco included in the Company's leaf tobacco inventory as of December 31, 2008. In connection with the Company's decision in November 2006 to discontinue the genetics operation of Vector Research and not pursue, at this time, FDA approval of QUEST as a smoking cessation aide, the Company recognized a non-cash charge of $890 to adjust the carrying value of excess genetically modified QUEST leaf tobacco inventory in 2006. The charge was recorded in cost of goods sold for the year ended December 31, 2006.

The Company classifies the prepaid cost of the MSA in ending inventory. The prepaid cost of MSA was $1,874 and $961 at December 31, 2008 and 2007, respectively.

(in thousands of dollars)

Since January 1, 2004 all of Vector Tobacco's products have been manufactured under a contract manufacturing agreement by Liggett at Liggett's manufacturing facility in Mebane, North Carolina. (See Note 15).

5. Property, Plant and Equipment

Property, plant and equipment consist of the following at December 31:

	2008	2007
Buildings and improvements	$ 47	$ 47
Machinery and equipment	1,712	2,017
Property, plant and equipment	1,759	2,064
Less accumulated depreciation	(1,687)	(1,964)
Property, plant and equipment, net	$ 72	$ 100

Depreciation expense was $32, $48, and $144 for the years ended December 31, 2008, 2007, and 2006, respectively. There were no commitments to purchase machinery and equipment at December 31, 2008.

6. Intangible Assets

Intangible assets consist of the following at December 31:

	2008	2007
Indefinite useful live intangible asset	$ 107,511	$ 107,511

In connection with the acquisition of Medallion, the Company allocated a portion of the total purchase price of $110,000 to Medallion's exemption under the MSA agreement. (See Note 3). As provided in SFAS No. 142 "Goodwill and Intangible Assets", which was adopted by the Company on January 1, 2002, this intangible asset was deemed to have an indefinite useful life and is tested for impairment annually or more frequently when indicators of impairment are present. The annual test was performed in the fourth quarter of 2008, 2007, and 2006, resulting in no impairment.

Other intangible assets, included in other assets, consist of trademarks which are amortized using the straight-line method over 10 years and had a net book value of $46 and $53 at December 31, 2008, and 2007, respectively. In connection with the December 2006 restructuring of Vector Research, the Company recorded an impairment charge of approximately $650, which is included as a component of "Restructuring and impairment charges" in the Company's consolidated statement of operations for the year ended December 31, 2006. Amortization expense associated with trademarks and patents totaled $7 in 2008, $7 in 2007, and $110 (excluding impairment) in 2006. It is expected that amortization expense on existing trademark agreements will be $8 per year for the next five years.

(in thousands of dollars)

7. Revolving Demand Promissory Note – Parent

Vector Tobacco had a revolving demand promissory note with VGR and Vector. This credit facility, as amended, provided for borrowings up to $350,000. The principal amount was payable in full upon thirty days notice of demand. Interest accrued on the unpaid principal balance at the prime rate plus 1% and was added to the principal balance on the first day of each month. Accrued interest was payable upon any prepayment of the principal or upon demand. The loan was revolving and Vector Tobacco had the right to repay a portion of the loan from time to time and thereafter seek to borrow additional funds.

The Company had incurred interest expense of $5,127 and $10,096 in 2007 and 2006, respectively. During 2007, the Company made a $3,500 interest payment, and in 2007 and 2006 the Company incurred non-cash interest expense of $1,627 and $10,096, respectively, which increased the balance of the revolving demand promissory note due to parent.

In June 2007, Vector contributed its revolving demand promissory note (with an outstanding balance of $109,396) to Vector Tobacco by cancelling the note. The transaction was recorded as a capital contribution to the Company.

8. Long-Term Debt

Notes Payable for Medallion Acquisition

On April 1, 2002 as a result of the Medallion transaction described in Note 3, the Company became obligor on two promissory notes totaling $60,000. The first note for $25,000 bore interest at 9% and was paid off at a rate of $3,125 per quarter commencing June 30, 2002 and continuing through March 31, 2004. The second note for $35,000 bore interest at 6.5% payable semi-annually. The entire principal was retired on April 2, 2007.

9. Employee Benefit Plans

The Company's portion of the 401(k) plan expenses sponsored by Liggett Vector Brands, for entities in the affiliate's controlled group, were $71, $29, and $63 for the years ended December 31, 2008, 2007, and 2006, respectively.

Defined Benefit Retirement Plans

During 2008, 2007, and 2006, a certain senior executive of the Company also participated in the Supplemental Executive Retirement Plan ("SERP") sponsored by Vector where the Company will pay supplemental retirement benefits to certain key employees. The Company expensed $212, $191, and $172 in relation to the SERP plan during 2008, 2007, and 2006.

10. Income Taxes

Vector Tobacco's income tax provision and related deferred income tax amounts are determined as if the Company filed tax returns on a stand alone basis. The Company's entities currently join in the filing of a consolidated tax return with Vector and its other subsidiaries.

Vector Tobacco's operations are included in consolidated federal and state income tax returns of its indirect parent, Vector Group Ltd. At December 31, 2008 and 2007, the Company had $134,582 and $138,882 of unrecognized net deferred tax assets, comprised principally of net operating loss carryforwards, available to offset future taxable income for federal and state income tax purposes, respectively. A valuation allowance has been provided against these net deferred tax assets as it is

(in thousands of dollars)

presently deemed more likely than not that the benefit of such net tax assets will not be utilized. The Company continues to evaluate the realizability of its net deferred tax assets and its estimate is subject to change. The reversal of deferred tax liabilities related to Medallion intangible asset are not considered a source of future taxable income in assessing the realization of deferred tax assets. As a result, the Company was required to record a deferred tax asset valuation allowance totaling approximately $19,122 and $16,266 during the year ended December 31, 2008 and 2007, respectively.

The Company's parent, VGR, participates in a tax sharing agreement with Vector in which VGR remits tax payments to Vector based on the consolidated taxable income of VGR and its subsidiaries (the "VGR Group"). Under the tax sharing agreement, each member of the VGR Group whose tax liability is reduced by a net operating loss or credit of another member is treated as paying such member for the use of such benefit. However, the member providing such benefit does not receive credit until it is able to use the benefit on a separate company basis, rather than when the benefit is actually used by the VGR Group. Because Vector Tobacco could not use the benefit of its net operating losses on a separate company basis, VGR did not allocate tax benefits to Vector Tobacco as of December 31, 2008, 2007, and 2006. Consequently, no income tax benefit was recorded for the years ended December 31, 2008, 2007, and 2006.

Temporary differences which give rise to a significant portion of deferred tax assets and liabilities are as follows:

	2008 Deferred Tax		2007 Deferred Tax	
	Asset	Liability	Asset	Liability
Sales and product allowances	330	$ —	$ 441	$ —
Inventories	21	—	21	—
Property, plant and equipment	—	11	—	4
Compensation, benefits and related items	561	—	460	—
Amortization of intangibles	—	19,122	—	16,266
Restructuring	6	—	25	—
Settlement payments	—	1,535	—	1,848
Net operating losses	135,477	—	139,787	—
Valuation allowance	(134,849)	—	(138,882)	—
Reclassifications	(1,546)	(1,546)	(1,852)	(1,852)
Total deferred taxes	$ —	$ 19,122	$ —	$ 16,266

(in thousands of dollars)

Differences between the amounts provided for income taxes and amounts computed at the federal statutory tax rates for the years ended December 31, 2008, 2007, and 2006 are summarized as follows:

	2008	2007	2006
Income (loss) before income tax provision	$ 17,322	$ 10,366	$ (4,066)
Federal income tax expense (benefit) at statutory rate	$ 6,063	$ 3,628	$ (1,423)
Decreases resulting from:			
State income tax provision (benefit) at statutory rate, net of federal income tax expense (benefit)	338	488	(192)
Other changes due to changes in deferred state income tax assets	(385)	(330)	(1,978)
Other, net	—	—	55
Change in valuation allowance, net	(4,033)	(931)	6,393
Total income tax provision	$ 1,983	$ 2,855	$ 2,855

As of January 1, 2007, the Company adopted the provisions of FIN 48 “Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)”. The Company did not recognize any adjustment in the liability for unrecognized tax benefits as a result of the adoption of FIN 48 that impacted the January 1, 2007 accumulated deficit.

There were no unrecognized tax benefits as of or for the years ended December 31, 2008 and 2007, respectively. The Company classifies all tax-related interest and penalties as income tax expense.

11. Operating Leases

As of December 31, 2008, the Company has an operating lease with a minimum term of one year for building space and research laboratory space. The future minimum lease payments are as follows:

Year Ending December 31:	Lease Commitments
2009	$ 222
Total	$ 222

In addition to the above scheduled future minimum lease payments, Vector Tobacco expects to receive approximately $300 in allocated rental expense over the next five years and thereafter from Liggett Vector Brands. (See Note 15).

Rental expense for the years ended December 31, 2008, 2007, and 2006 was $340, $349, and $934, respectively.

12. Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of trade receivables and cash and cash equivalents.

Vector Tobacco’s customers are primarily candy and tobacco distributors, and large grocery, drug and convenience store chains. Three customers accounted for approximately 35%, 17% and 15%, respectively of gross sales in 2008. Three customers accounted for approximately 32%, 17% and

(in thousands of dollars)

15%, respectively of gross sales in 2007. Three customers accounted for approximately 27%, 17% and 14%, respectively, of gross sales in 2006. Concentrations of credit risk with respect to trade receivables are limited due to the number of customers comprising the Company's customer base and the frequency of orders by these customers. Vector Tobacco's largest single customer represented approximately 28% of net accounts receivable at December 31, 2008 and 48% at December 31, 2007. Ongoing credit evaluations of customers' financial condition are performed and, generally, no collateral is required. The Company maintains reserves for potential credit losses and such losses, in the aggregate, have generally not exceeded management's estimates.

The Company maintains cash deposits and money market accounts with major banks which from time to time may exceed federally insured limits. The Company periodically assesses the financial condition of the institutions and believes that the risk of loss is minimal.

13. Contingencies

Smoking-Related Litigation

Overview

Since 1954, United States cigarette manufacturers have been named as defendants in numerous direct and third-party 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. Although, new cases continue to be commenced against certain cigarette manufacturers, including Vector Tobacco's affiliate, Liggett, Vector Tobacco has not been named as a defendant in any such actions.

Master Settlement Agreement

In November 1998, Philip Morris Incorporated, Brown & Williamson Tobacco Corporation, R.J. Reynolds Tobacco Company and Lorillard Tobacco Company (collectively, the "Original Participating Manufacturers" or "OPMs") (together with the OPMs and 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 Marianas (collectively, the "Settling States") to settle the asserted and unasserted health care cost recovery and certain other claims of those Settling States. The MSA has received final judicial approval in each of the settling jurisdictions. In February 1999, Medallion (n/k/a Vector Tobacco) became a subsequent participating manufacturer under the MSA.

In the settling jurisdictions, the MSA released Vector Tobacco from:

- all claims of the settling states and their respective political subdivisions and other recipients of state health care funds, relating to past conduct arising out of the use, sale, distribution, manufacture, development, advertising, marketing or 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 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

(in thousands of dollars)

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 the exception of signs, 14 square feet or less, at retail establishments that sell tobacco products; 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; prohibits Participating Manufacturers from using as a tobacco product brand name any nationally recognized non-tobacco brand or trade name or the names of sports teams, entertainment groups or individual celebrities.

The MSA also requires Participating Manufacturers to affirm corporate principles to comply with the MSA and to reduce underage usage of tobacco products and imposes requirements applicable to lobbying activities conducted on behalf of Participating Manufacturers.

Vector Tobacco has no payment obligations under the MSA except to the extent its market share exceeds a base amount of approximately 0.28% of total cigarettes sold in the United States (approximately 1.0 billion cigarettes in 2008). On April 15 of any year following a year in which Vector Tobacco's market share exceeds its base share, Vector Tobacco will pay on each excess unit an amount equal (on a per-unit basis) to that due by the OPMs for that year, subject to applicable adjustments, offsets and reductions based upon, among other things, the volume of cigarettes sold by Vector Tobacco, its relative market share and inflation. Since relative market shares are based on cigarette shipments, the best estimate of the allocation of charges under the Master Settlement Agreement is recorded in cost of goods sold as the products are shipped. Adjustments are recorded in the period that the change becomes probable and the amount can be reasonably estimated. For the payment years, 2005 and 2006, (relating to Vector Tobacco's 2004 and 2005 MSA obligations) the Company had no payment obligations under the MSA. Vector Tobacco accrued $2,091, $260 and $5,633 for its estimated MSA obligations as of December 31, 2008, 2007, and 2006, respectively. In April 2007 Vector Tobacco paid $4,199 for their 2006 MSA obligation. Vector Tobacco expensed $4,350 for their estimated MSA obligation for 2007 as part of cost of goods sold. Vector Tobacco prepaid $2,500 of its 2007 MSA obligations.

In March 2008, Vector Tobacco received the preliminary bill for its 2007 MSA obligation. The bill, adjusted for certain disputed amounts was approximately $154 lower than the amount accrued at December 31, 2007, due primarily to higher than expected industry volume.

Adjusting for the preliminary bill, Vector Tobacco's 2007 estimated expense for its MSA obligation was $4,196 rather than the estimated $4,350 recorded for the year ended December 31, 2007. This adjustment was recorded in 2008 as a reduction of MSA expense in cost of goods sold.

Vector Tobacco has expensed $3,980 for its estimated MSA obligation for 2008, net of the 2007 adjustment noted above, as part of cost of goods sold. Vector Tobacco prepaid $2,000 of its 2008 estimated MSA obligation in December 2008 and expects to pay an additional approximately $1,100 in April 2008, after withholding certain disputed amounts.

Under the payment provisions of the MSA, the Participating Manufacturers are required to pay a base annual amount of $9,000,000 in 2009 and each year thereafter (subject to applicable adjustments, offsets and reductions). These annual payments are allocated based on unit volume of domestic cigarette shipments. The payment obligations under the MSA are the several, and not joint, obligations of each Participating Manufacturer and are not the responsibility of any parent or affiliate of a Participating Manufacturer.

(in thousands of dollars)

In March 2006, an independent economic consulting firm selected pursuant to the MSA rendered its final and non-appealable decision that the MSA was a “significant factor contributing to” the loss of market share of Participating Manufacturers for 2003. The economic consulting firm rendered the same decision with respect to 2004 and 2005. As a result, the manufacturers are entitled to a potential NPM Adjustment to their 2003, 2004, and 2005 MSA payments. A Settling State that has diligently enforced its qualifying escrow statute in that year may be able to avoid application of the NPM Adjustment to the payments made by the manufacturers for the benefit of that state or territory.

Since April 2006, notwithstanding provisions in the MSA requiring arbitration, litigation has been 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. To date, all 48 courts that have decided the issue have ruled that the 2003 NPM Adjustment dispute is arbitrable and 44 of those decisions are final. In response to a proposal from each of the OPMs and many of the SPMs, 45 of the Settling States have entered into an agreement providing for a nationwide arbitration of the dispute with respect to the NPM Adjustment for 2003. The agreement provides for selection of the arbitration panel beginning October 1, 2009 and that the parties and the arbitrators will thereafter establish the schedule and procedures for the arbitration. The agreement also provides for a partial liability reduction for the potential 2003 NPM adjustment of up to 20% for Settling States that entered into the agreement by January 30, 2009. It is anticipated that the arbitration will begin in 2010. There can be no assurance that Vector Tobacco will receive any adjustment as a result of these proceedings.

Vector Tobacco has withheld from payment $1,434 and $337 from its estimated 2006 and 2005 MSA obligations, respectively. These amounts have been fully accrued except $185 in accumulated interest. Vector Tobacco paid approximately $200 into the disputed payments account for the 2007 NPM Adjustment.

Gross v. Net Calculations. In October 2004, the independent auditor notified Vector Tobacco and all other Participating Manufacturers that their payment obligations under the MSA, dating from the agreement’s execution in late 1998, had been recalculated using “net” unit amounts, rather than “gross” unit amounts (which had been used since 1999). The change in the method of calculation could, among other things, require additional MSA payments by Vector Tobacco of approximately $2,400, including interest, for 2001 through 2008, and require additional amounts in future periods because the proposed change from “gross” to “net” units would serve to lower Vector Tobacco’s market share exemption under the MSA.

Vector Tobacco has objected to this retroactive change and has disputed the change in methodology. Liggett contends that the retroactive change from using “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

(in thousands of dollars)

- Vector Tobacco and others have relied upon the calculations based on "gross" unit amounts since 1998.

No amounts have been expensed or accrued in the accompanying consolidated financial statements for any potential liability relating to the "gross" versus "net" dispute.

QUEST 3. Vector Tobacco does not make MSA payments on sales of its QUEST 3 product as Vector Tobacco believes that QUEST 3 does not fall within the definition of a cigarette under the MSA. There can be no assurance that Vector Tobacco's assessment is correct and that additional payments under the MSA for QUEST 3 will not be owed.

Other Matters

Vector Tobacco's management is unaware of any material environmental conditions affecting its existing facilities. Vector Tobacco's management believes 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, earnings or competitive position of Vector Tobacco. Vector Tobacco's management is also unaware of any other claims that would materially affect the Company's financial position, results of operations or cash flows.

In February 2008 an arbitration panel ruled on certain matters related to outstanding royalty payments, legal fees and licensing agreements between Vector Tobacco and a third party. The awards were fully accrued at December 31, 2007 and paid in 2008.

14. Legislation and Regulation

Federal or state regulators may object to Vector Tobacco's low nicotine and nicotine-free cigarette products and reduced risk cigarette products as unlawful or allege they bear deceptive or unsubstantiated product claims, and seek the removal of the products from the marketplace, or significant changes to advertising. Various concerns regarding Vector Tobacco's advertising practices have been expressed to Vector Tobacco by certain state attorneys general. Allegations by federal or state regulators, public health organizations and other tobacco manufacturers that Vector Tobacco's products are unlawful, or that its public statements or advertising contain misleading or unsubstantiated health claims or product comparisons, may result in litigation or governmental proceedings. Vector Tobacco's business may become subject to extensive domestic and international governmental regulation. Various proposals have been made for federal, state and international legislation to regulate cigarette manufacturers generally, and reduced constituent cigarettes specifically. It is possible that laws and regulations may be adopted covering issues like the manufacture, sale, distribution, advertising and labeling of tobacco products as well as any express or implied health claims associated with reduced risk and low nicotine and nicotine-free cigarette products and the use of genetically modified tobacco. A system of regulation by agencies like the FDA, the Federal Trade Commission ("FTC") or the United States Department of Agriculture may be established. The FTC has expressed interest in the regulation of tobacco products which bear reduced carcinogen claims. Recently, legislation was reintroduced in Congress providing for the regulation of cigarettes by the FDA. The ultimate outcome of any of the foregoing cannot be predicted, but any of the foregoing could have a material adverse impact on the Company.

Vector Tobacco's management believes that it is in compliance in all material respects with the laws regulating cigarette manufacturers.

15. Related Party Transactions

In October 2002, the sales and marketing functions of Liggett and Vector Tobacco were combined into Liggett Vector Brands. Liggett Vector Brands coordinates and executes the sales, marketing and

(in thousands of dollars)

manufacturing efforts along with certain support functions for all of the Company's tobacco operations. In conjunction with the duties performed at Liggett Vector Brands, a portion of sales, marketing, manufacturing, distribution, and administrative expenses have been allocated to the Company. During 2008, 2007 and 2006, Vector Tobacco expensed $3,512, $3,418 and $3,155, respectively, for services provided by Liggett Vector Brands. These expenses have been classified as selling, general and administrative costs.

In 2006, Vector Tobacco entered into an agreement with VGR to provide various management and administrative services to Vector Tobacco in consideration for an annual management fee. The charges for services under this agreement amounted to $500 for each year ending December 31 2008, 2007 and 2006.

Vector Tobacco records compensation expense and contributed capital for certain costs allocated to it by Vector. Such costs are associated with Vector non-qualified stock options issued to Vector Tobacco employees. Vector Tobacco recognized compensation expense within selling, general and administrative expenses of $129 under this arrangement during 2006.

Vector Tobacco and Liggett are parties to a services agreement whereby Liggett provides advisory, administrative and other services as requested by Vector Tobacco. Under the terms of the agreement, Vector Tobacco is obligated to reimburse Liggett for costs incurred. During 2006, Vector Tobacco paid Liggett approximately $156, for items such as machinery and equipment, rent and utilities, certain raw materials, marketing costs and advisory and administrative services under the aforementioned services agreement.

On January 1, 2004 Vector Tobacco entered into a manufacturing agreement (the "Agreement") with Liggett whereby Liggett agreed to provide handling, storage, manufacturing, preparation, record-keeping, remittance of federal excise tax payments, processing of returns and other services relating to the manufacture of Vector Tobacco brands. The Agreement expired December 31, 2005, but is automatically renewed for a successive one year term unless otherwise terminated by either party. Pricing is set forth in the Agreement based on previously determined standard costs and invoices are sent to Vector Tobacco monthly. In 2008, 2007 and 2006, Vector Tobacco purchased approximately 1.1 billion, 1.2 billion and 1.3 billion units, respectively, from Liggett and paid $34,557, $32,845 and $38,529, respectively, which included profit of $1,158, $1,028 and $1,190, respectively, to Liggett.

Vector Tobacco incurred additional expenses of approximately $1, $3,570, and $3,387 in 2008, 2007 and 2006, respectively, for transactions with VGR and Vector, which primarily reflects interest payments on the revolving demand promissory note and reimbursement of amounts paid on behalf of Vector Tobacco.

Vector Tobacco has a related party payable to Liggett of $300, and $240 at December 31, 2008 and 2007, respectively, relating to the contract manufacturing agreement.

(in thousands of dollars)

Related party payables for each year ended consisted of the following:

	2008	2007
Liggett	$ 4,362	$ 2,998
Vector	(873)	—
Liggett Vector Brands	2,617	3,322
	$ 6,106	$ 6,320

16. Restructuring

	Employee Severance and Benefits	Asset Impairment Contract Termination, and Exit Cost	Totals
Balance as of December 31, 2005	72	140	212
Restructuring charges	484	2,180	2,664
Change in estimate	(11)	(3)	(14)
Utilized in 2006	(61)	(1,894)	(1,955)
Balance as of December 31, 2006	484	423	907
Change in estimate	(71)	(12)	(83)
Utilized in 2007	(343)	(351)	(694)
Balance as of December 31, 2007	70	60	130
Change in estimate	(14)	(4)	(18)
Utilized in 2008	(56)	(10)	(66)
Balance as of December 31, 2008	$ —	$ 46	$ 46

During April 2004, Liggett Vector Brands adopted a restructuring plan in its continuing effort to adjust the cost structure of the business and improve operating efficiency. As part of the plan, Liggett Vector Brands eliminated 83 positions and consolidated operations, subletting its New York office space and relocating several employees.

On October 6, 2004, Vector announced an additional plan to further restructure the operations of Liggett Vector Brands, its sales, marketing and distribution agent for its Liggett and Vector Tobacco subsidiaries. Liggett Vector Brands has realigned its sales force and adjusted its business model to more efficiently serve its chain and independent accounts nationwide. Liggett Vector Brands is seeking to expand the portfolio of private and control label partner brands by utilizing a pricing strategy that offers long-term list price stability for customers. In connection with the restructuring, the Company eliminated approximately 330 full-time positions and 135 part-time positions as of December 15, 2004.

(in thousands of dollars)

In November 2006, Vector's Board of Directors determined to discontinue the genetics operation of Vector Tobacco and not to pursue, at this time, FDA approval of QUEST as a smoking cessation aid, due to the projected significant additional time and expense involved in seeking such approval. In connection with this decision, the Company eliminated 12 full-time positions effective December 31, 2006. In addition, the Company terminated certain license agreements associated with the genetics operation. Notwithstanding the foregoing, Vector Tobacco is continuing its dialogue with the FDA with respect to the prospects for phase III trials. Vector Tobacco will continue to evaluate whether to proceed with phase III trials. As a result of these actions, the Company recognized pre-tax restructuring and inventory impairment charges of approximately $2,664 during the fourth quarter of 2006. The restructuring charges include $484 relating to employee severance and benefit costs, $338 for contract termination and other associated costs, approximately $952 for asset impairment and $890 in inventory write-offs. Approximately $1,840 of these charges represents non-cash items.

17. Stock Compensation

The Company's parent, Vector, offers stock option plans. As of December 31, 2008, there were approximately 5,175,000 shares available for issuance under Vector's Amended and Restated 1999 Long-Term Incentive Plan (the "1999 Plan"). All employees of Vector's subsidiaries are eligible to receive grants under such plans. Although Vector Tobacco has no employees it received a stock compensation expense allocation from Liggett Vector Brands of $43, $15, and $168 for the years ended December 31, 2008, 2007, and 2006, respectively. These amounts have been recorded in selling, general and administrative cost in the Company's consolidated statement of operations. As of December 31, 2008 Liggett Vector Brands has employees with 718,949 options outstanding.

The fair value of option grants is estimated at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including expected stock price characteristics which are significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the existing models do not necessarily provide a reliable single measure of the fair value of stock-based compensation awards.

The assumptions used under the Black-Scholes option pricing model in computing fair value of options are based on the expected option life considering both the contractual term of the option and expected employee exercise behavior, the interest rate associated with U.S. Treasury issues with a remaining term equal to the expected option life and the expected volatility of Vector's common stock over the expected term of the option. There were no option grants during 2008 or 2007. The assumptions used by Vector for the year ended December 31, 2006 were as follows:

	2006
Risk-free interest rate	4.9%-5.0%
Expected volatility	38.17% - 40.52%
Dividend yield	9.96% - 10.03%
Expected holding period	6 - 6.75 years
Weighted average fair value	$2.14 - $2.50

(in thousands of dollars)

Awards of options to employees under the VGR's stock compensation plans generally vest over periods ranging from four to five years and have a term of ten years from the date of grant.

In November 2005, the President of Liggett and Liggett Vector Brands was awarded a restricted stock grant of 55,125 shares of Vector's common stock pursuant to the 1999 Plan. Pursuant to his restricted share agreement, one-fourth of the shares vested on November 1, 2006, with an additional one-fourth vesting on each of the three succeeding one-year anniversaries of the first vesting date through November 1, 2009. In the event his employment with Vector is terminated for any reason other than his death, his disability or a change of control (as defined in his restricted share agreement) of Vector, any remaining balance of the shares not previously vested will be forfeited by him. Vector recorded deferred compensation of $1,018 representing the fair market value of the restricted shares on the date of grant. Vector Tobacco recorded an expense of $25 associated with the grant for each of the years ended December 31, 2008, 2007 and 2006. These amounts have been recorded in selling, general and administrative cost in the Company's consolidated statement of operations.

Schedule II — Valuation and Qualifying Accounts

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions	Balance at End of Period
Year ended December 31, 2008				
Allowance for:				
Doubtful accounts	$ 5	$ —	$ —	$ 5
Cash discounts	8	1,817	1,815	10
Deferred tax valuation allowance	138,882	—	4,300	134,582
Sales returns	1,100	277	377	1,000
Total	$ 139,995	$ 2,094	$ 6,492	$ 135,597
Year ended December 31, 2007				
Allowance for:				
Doubtful accounts	$ 5	$ —	$ —	$ 5
Cash discounts	28	2,455	2,475	8
Deferred tax valuation allowance	139,813	(931)	—	138,882
Sales returns	1,094	426	420	1,100
Total	$ 140,940	$ 1,950	$ 2,895	$ 139,995
Year ended December 31, 2006				
Allowance for:				
Doubtful accounts	$ 5	$ —	$ —	$ 5
Cash discounts	40	3,193	3,205	28
Deferred tax valuation allowance	133,420	6,393	—	139,813
Sales returns	1,599	—	505	1,094
Total	$ 135,064	$ 9,586	$ 3,710	$ 140,940