Blackstone Group L.P.
Form 10-Q
November 08, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2016**

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**

Commission File Number: 001-33551

The Blackstone Group L.P.

(Exact name of Registrant as specified in its charter)

Delaware	**20-8875684**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

345 Park Avenue

New York, New York 10154

(Address of principal executive offices)(Zip Code)

(212) 583-5000

(Registrant s telephone number, including area code)

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 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 x No ¨

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

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

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

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

The number of the Registrant s voting common units representing limited partner interests outstanding as of November 2, 2016 was 571,989,912. The number of the Registrant s non-voting common units representing limited partner interests outstanding as of November 2, 2016 was 59,083,468.

Table of Contents

TABLE OF CONTENTS

		Page
PART I.	**FINANCIAL INFORMATION**	
ITEM 1.	FINANCIAL STATEMENTS	5
	Unaudited Condensed Consolidated Financial Statements September 30, 2016 and 2015:	
	Condensed Consolidated Statements of Financial Condition as of September 30, 2016 and December 31, 2015	5
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2016 and 2015	7
	Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended September 30, 2016 and 2015	8
	Condensed Consolidated Statements of Changes in Partners Capital for the Nine Months Ended September 30, 2016 and 2015	9
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2016 and 2015	11
	Notes to Condensed Consolidated Financial Statements	13
ITEM 1A.	UNAUDITED SUPPLEMENTAL PRESENTATION OF STATEMENTS OF FINANCIAL CONDITION	59
ITEM 2.	MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	61
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	129
ITEM 4.	CONTROLS AND PROCEDURES	132
PART II.	**OTHER INFORMATION**	
ITEM 1.	LEGAL PROCEEDINGS	134
ITEM 1A.	RISK FACTORS	134
ITEM 2.	UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	134
ITEM 3.	DEFAULTS UPON SENIOR SECURITIES	135
ITEM 4.	MINE SAFETY DISCLOSURES	135
ITEM 5.	OTHER INFORMATION	135
ITEM 6.	EXHIBITS	135
SIGNATURES		136

Table of Contents

Forward-Looking Statements

This report may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward-looking statements by the use of words such as outlook, indicator, believes, expects, potential, continues, will, should, seeks, approximately, predicts, intends, plans, estimates, anticipates or the negative version of these words or other words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include but are not limited to those described under the section entitled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in this report, as such factors may be updated from time to time in our periodic filings with the United States Securities and Exchange Commission (SEC), which are accessible on the SEC s website at www.sec.gov. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report and in our other periodic filings. The forward-looking statements speak only as of the date of this report, and we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Website and Social Media Disclosure

We use our website (www.blackstone.com), Facebook page (www.facebook.com/blackstone), Twitter (www.twitter.com/blackstone), LinkedIn (www.linkedin.com/company/the-blackstone-group), Instagram (instagram.com/Blackstone) and YouTube (www.youtube.com/user/blackstonegroup) accounts as channels of distribution of company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. In addition, you may automatically receive e-mail alerts and other information about Blackstone when you enroll your e-mail address by visiting the Contact Us/Email Alerts section of our website at http://ir.blackstone.com. The contents of our website, any alerts and social media channels are not, however, a part of this report.

In this report, references to Blackstone, the Partnership , we, us or our refer to The Blackstone Group L.P. and its consolidated subsidiaries. Unless the context otherwise requires, references in this report to the ownership of Mr. Stephen A. Schwarzman, our founder, and other Blackstone personnel include the ownership of personal planning vehicles and family members of these individuals.

Blackstone Funds, our funds and our investment funds refer to the private equity funds, real estate funds, funds of hedge funds, credit-focused funds, collateralized loan obligation (CLO) and collateralized debt obligation (CDO) vehicles, real estate investment trusts and registered investment companies that are managed by Blackstone. Our carry funds refers to the private equity funds, real estate funds and certain of the credit-focused funds (with multi-year drawdown, commitment-based structures that only pay carry on the realization of an investment) that are managed by Blackstone. Blackstone s Private Equity segment comprises its management of corporate private equity funds (including our sector focused funds), which we refer to collectively as our Blackstone Capital Partners (BCP) funds, our Blackstone Core Equity Partners (BCEP) fund, our opportunistic investment platform that invests globally across asset classes, industries and geographies, which we collectively refer to as Blackstone Tactical Opportunities (Tactical Opportunities), Strategic Partners Fund Solutions (Strategic Partners), a secondary private fund of funds business, Blackstone Total Alternatives Solution (BTAS), a multi-asset investment program for eligible high net worth investors offering exposure to certain of our key illiquid investment strategies through a single commitment, and our capital markets services business (BXCM). We refer to our real estate opportunistic funds as our Blackstone Real Estate Partners (BREP) funds and our real estate debt investment funds as our Blackstone Real Estate Debt Strategies (BREDS) funds. We refer to our core+ real estate

Table of Contents

funds, which target substantially stabilized assets generating relatively stable cash flow, as Blackstone Property Partners (BPP) funds. We refer to our real estate investment trusts as REITs and to our listed REIT as BXMT. We refer to Blackstone Real Estate Income Trust, Inc., a non-listed REIT formed to invest primarily in stabilized income-oriented commercial real estate in the United States, as BREIT. Our hedge funds refers to our funds of hedge funds, certain of our real estate debt investment funds, including a registered investment company, and certain other credit-focused funds which are managed by Blackstone.

Assets Under Management refers to the assets we manage. Our Assets Under Management equals the sum of:

(a) the fair value of the investments held by our carry funds and our side-by-side and co-investment entities managed by us, plus the capital that we are entitled to call from investors in those funds and entities pursuant to the terms of their respective capital commitments, including capital commitments to funds that have yet to commence their investment periods, plus for certain credit-oriented funds the amounts available to be borrowed under asset based credit facilities,

(b) the net asset value of our funds of hedge funds, hedge funds, open ended core+ real estate fund, certain registered investment companies, and BREIT,

(c) the invested capital or fair value of assets we manage pursuant to separately managed accounts,

(d) the amount of debt and equity outstanding for our CLOs and CDOs during the reinvestment period,

(e) the aggregate par amount of collateral assets, including principal cash, for our CLOs and CDOs after the reinvestment period,

(f) the gross amount of assets (including leverage) for certain of our credit-focused registered investment companies, and

(g) the fair value of common stock, preferred stock, convertible debt, or similar instruments issued by BXMT.

Our carry funds are commitment-based drawdown structured funds that do not permit investors to redeem their interests at their election. Our funds of hedge funds, hedge funds and funds structured like hedge funds in our Hedge Fund Solutions, Credit and Real Estate segments generally have structures that afford an investor the right to withdraw or redeem their interests on a periodic basis (for example, annually or quarterly), typically with 30 to 95 days notice, depending on the fund and the liquidity profile of the underlying assets. Investment advisory agreements related to certain separately managed accounts in our Hedge Fund Solutions and Credit segments may generally be terminated by an investor on 30 to 90 days notice.

Fee-Earning Assets Under Management refers to the assets we manage on which we derive management and/or performance fees. Our Fee-Earning Assets Under Management equals the sum of:

(a) for our Private Equity segment funds and Real Estate segment carry funds including certain real estate debt investment funds and certain of our Hedge Fund Solutions funds, the amount of capital commitments, committed investable capital, remaining invested capital, fair value or par value of assets held, depending on the fee terms of the fund,

(b) for our credit-focused carry funds, the amount of remaining invested capital (which may include leverage) or net asset value, depending on the fee terms of the fund,

(c) the remaining invested capital of co-investments managed by us on which we receive fees,

(d) the net asset value of our funds of hedge funds, hedge funds, open ended core+ real estate fund, certain real estate separately managed accounts, certain registered investment companies, and BREIT,

(e) the invested capital, fair value of assets or the net asset value we manage pursuant to separately managed accounts,

(f) the net proceeds received from equity offerings and accumulated core earnings of BXMT, subject to certain adjustments,

Table of Contents

(g) the aggregate par amount of collateral assets, including principal cash, of our CLOs, CDOs and certain credit focused separately managed accounts, and

(h) the gross amount of assets (including leverage) or the net assets (plus leverage where applicable) for certain of our credit-focused registered investment companies.

Each of our segments includes certain Fee-Earning Assets Under Management on which we earn performance fees but not management fees.

Our calculations of assets under management and fee-earning assets under management may differ from the calculations of other asset managers, and as a result this measure may not be comparable to similar measures presented by other asset managers. In addition, our calculation of assets under management includes commitments to, and the fair value of, invested capital in our funds from Blackstone and our personnel, regardless of whether such commitments or invested capital are subject to fees. Our definitions of assets under management or fee-earning assets under management are not based on any definition of assets under management or fee-earning assets under management that is set forth in the agreements governing the investment funds that we manage.

For our carry funds, total assets under management includes the fair value of the investments held, whereas fee-earning assets under management includes the amount of capital commitments, the remaining amount of invested capital at cost depending on whether the investment period has or has not expired or the fee terms of the fund. As such, fee-earning assets under management may be greater than total assets under management when the aggregate fair value of the remaining investments is less than the cost of those investments.

This report does not constitute an offer of any Blackstone Fund.

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Financial Condition (Unaudited)

(Dollars in Thousands, Except Unit Data)

	September 30, 2016	December 31, 2015
Assets		
Cash and Cash Equivalents	$ 1,781,882	$ 1,837,324
Cash Held by Blackstone Funds and Other	1,108,967	587,132
Investments (including assets pledged of $96,142 and $64,535 at September 30, 2016 and December 31, 2015, respectively)	15,957,934	14,324,097
Accounts Receivable	506,892	613,153
Reverse Repurchase Agreements	89,326	204,893
Due from Affiliates	1,310,412	1,240,797
Intangible Assets, Net	278,219	345,547
Goodwill	1,718,519	1,718,519
Other Assets	373,479	377,189
Deferred Tax Assets	1,287,890	1,277,429
Total Assets	$ 24,413,520	$ 22,526,080
Liabilities and Partners Capital		
Loans Payable	$ 7,244,634	$ 6,116,747
Due to Affiliates	1,309,901	1,282,700
Accrued Compensation and Benefits	2,292,718	2,029,918
Securities Sold, Not Yet Purchased	176,218	176,667
Repurchase Agreements	62,095	40,929
Accounts Payable, Accrued Expenses and Other Liabilities	973,919	648,662
Total Liabilities	12,059,485	10,295,623
Commitments and Contingencies		
Redeemable Non-Controlling Interests in Consolidated Entities	194,150	183,459
Partners Capital		
The Blackstone Group L.P. Partners Capital		
Partners Capital (common units: 638,251,760 issued and outstanding as of September 30, 2016; 624,450,162 issued and outstanding as of December 31, 2015)	6,344,792	6,322,307
Accumulated Other Comprehensive Loss	(47,470)	(52,519)
Total The Blackstone Group L.P. Partners Capital	6,297,322	6,269,788
Non-Controlling Interests in Consolidated Entities	2,519,718	2,408,701
Non-Controlling Interests in Blackstone Holdings	3,342,845	3,368,509
Total Partners Capital	12,159,885	12,046,998

Total Liabilities and Partners Capital	$ 24,413,520	$ 22,526,080

continued

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Financial Condition (Unaudited)

(Dollars in Thousands)

The following presents the portion of the consolidated balances presented above attributable to consolidated Blackstone Funds which are variable interest entities. The following assets may only be used to settle obligations of these consolidated Blackstone Funds and these liabilities are only the obligations of these consolidated Blackstone Funds and they do not have recourse to the general credit of Blackstone.

	September 30, 2016	December 31, 2015
Assets		
Cash Held by Blackstone Funds and Other	$ 890,659	$ 435,775
Investments	5,402,121	4,558,216
Accounts Receivable	157,039	122,077
Due from Affiliates	25,088	25,561
Other Assets	3,582	12,693
Total Assets	$ 6,478,489	$ 5,154,322
Liabilities		
Loans Payable	$ 4,443,181	$ 3,319,656
Due to Affiliates	106,401	39,532
Securities Sold, Not Yet Purchased	66,504	58,878
Repurchase Agreements	56,328	31,417
Accounts Payable, Accrued Expenses and Other Liabilities	403,109	226,203
Total Liabilities	$ 5,075,523	$ 3,675,686

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Operations (Unaudited)

(Dollars in Thousands, Except Unit and Per Unit Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues				
Management and Advisory Fees, Net	$ 596,154	$ 703,596	$ 1,812,883	$ 1,894,496
Performance Fees				
Realized				
Carried Interest	503,990	435,189	1,058,633	2,580,266
Incentive Fees	30,295	33,455	88,155	110,775
Unrealized				
Carried Interest	106,202	(1,055,920)	242,080	(1,124,010)
Incentive Fees	30,545	(50,832)	45,900	36,274
Total Performance Fees	671,032	(638,108)	1,434,768	1,603,305
Investment Income (Loss)				
Realized	119,351	99,952	172,387	445,705
Unrealized	23,752	(179,298)	67,347	(262,024)
Total Investment Income (Loss)	143,103	(79,346)	239,734	183,681
Interest and Dividend Revenue	21,819	26,244	67,180	70,129
Other	(423)	(813)	1,900	(2,478)
Total Revenues	1,431,685	11,573	3,556,465	3,749,133
Expenses				
Compensation and Benefits				
Compensation	329,634	393,655	1,031,061	1,426,233
Performance Fee Compensation				
Realized				
Carried Interest	168,427	97,798	314,511	628,079
Incentive Fees	15,436	15,062	44,810	49,126
Unrealized				
Carried Interest	70,044	(228,697)	175,247	(204,876)
Incentive Fees	13,508	(14,641)	19,645	16,450
Total Compensation and Benefits	597,049	263,177	1,585,274	1,915,012
General, Administrative and Other	124,322	158,664	378,355	436,496
Interest Expense	37,278	36,860	111,512	105,644
Fund Expenses	15,128	18,296	28,949	76,845
Total Expenses	773,777	476,997	2,104,090	2,533,997
Other Income (Loss)				
Net Gains (Losses) from Fund Investment Activities	61,395	(16,867)	111,240	158,703
Income (Loss) Before Provision for Taxes	719,303	(482,291)	1,563,615	1,373,839
Provision for Taxes	27,714	1,573	84,275	144,168

Net Income (Loss)	691,589	(483,864)	1,479,340	1,229,671
Net Income (Loss) Attributable to Redeemable Non-Controlling Interests in Consolidated Entities	10,764	(12,520)	2,314	8,787
Net Income Attributable to Non-Controlling Interests in Consolidated Entities	82,653	30,671	187,468	179,183
Net Income (Loss) Attributable to Non-Controlling Interests in Blackstone Holdings	285,267	(247,318)	618,274	532,782
Net Income (Loss) Attributable to The Blackstone Group L.P.	$ 312,905	$ (254,697)	$ 671,284	$ 508,919
Distributions Declared Per Common Unit	$ 0.36	$ 0.74	$ 1.25	$ 2.41
Net Income (Loss) Per Common Unit				
Common Units, Basic	$ 0.48	$ (0.40)	$ 1.04	$ 0.81
Common Units, Diluted	$ 0.47	$ (0.40)	$ 1.01	$ 0.80
Weighted-Average Common Units Outstanding				
Common Units, Basic	650,917,510	638,832,799	647,595,189	632,046,646
Common Units, Diluted	1,195,805,315	638,832,799	1,194,862,252	635,439,828
Revenues Earned from Affiliates				
Management and Advisory Fees, Net	$ 39,073	$ 48,200	$ 139,896	$ 125,143

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(Dollars in Thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Income (Loss)	$ 691,589	$ (483,864)	$ 1,479,340	$ 1,229,671
Other Comprehensive Income (Loss), Net of Tax Currency Translation Adjustment	1,138	(13,413)	12,982	(46,325)
Comprehensive Income (Loss)	692,727	(497,277)	1,492,322	1,183,346
Less:				
Comprehensive Income (Loss) Attributable to Redeemable Non-Controlling Interests in Consolidated Entities	10,764	(12,520)	2,314	8,787
Comprehensive Income Attributable to Non-Controlling Interests in Consolidated Entities	85,375	31,026	195,401	161,884
Comprehensive Income (Loss) Attributable to Non-Controlling Interests in Blackstone Holdings	285,267	(247,318)	618,274	532,782
Comprehensive Income (Loss) Attributable to The Blackstone Group L.P.	$ 311,321	$ (268,465)	$ 676,333	$ 479,893

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Changes in Partners Capital (Unaudited)

(Dollars in Thousands, Except Unit Data)

	The Blackstone Group L.P.							
	Common Units	Partners Capital	Accumulated Other Compre-hensive Income (Loss)	Total	Non-Controlling Interests in Consolidated Entities	Non-Controlling Interests in Blackstone Holdings	Total Partners Capital	Redeemable Non-Controlling Interests in Consolidated Entities
Balance at December 31, 2015	624,450,162	$ 6,322,307	$ (52,519)	$ 6,269,788	$ 2,408,701	$ 3,368,509	$ 12,046,998	$ 183,459
Net Income		671,284		671,284	187,468	618,274	1,477,026	2,314
Currency Translation Adjustment			5,049	5,049	7,933		12,982	
Capital Contributions					242,773		242,773	15,000
Capital Distributions		(801,952)		(801,952)	(319,242)	(707,129)	(1,828,323)	(6,623)
Transfer of Non-Controlling Interests in Consolidated Entities					(7,915)		(7,915)	
Deferred Tax Effects Resulting from Acquisition of Ownership Interests from Non-Controlling Interest Holders		2,250		2,250			2,250	
Equity-Based Compensation		123,300		123,300		117,256	240,556	
Net Delivery of Vested Blackstone Holdings Partnership Units and Blackstone Common Units	6,131,764	(26,426)		(26,426)		(36)	(26,462)	
Change in The Blackstone Group L.P. s Ownership Interest		7,929		7,929		(7,929)		
Conversion of Blackstone Holdings Partnership Units to Blackstone Common Units	7,669,834	46,100		46,100		(46,100)		
Balance at September 30, 2016	638,251,760	$ 6,344,792	$ (47,470)	$ 6,297,322	$ 2,519,718	$ 3,342,845	$ 12,159,885	$ 194,150

continued

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Changes in Partners Capital (Unaudited)

(Dollars in Thousands, Except Unit Data)

	The Blackstone Group L.P.								
	Common Units	**Partners Capital**	**Appro-priated Partners Capital**	**Accumulated Other Compre-hensive (Loss)**	**Total**	**Non-Controlling Interests in Consolidated Entities**	**Non-Controlling Interests in Blackstone Holdings**	**Total Partners Capital**	**Redeemable Non-Controlling Interests in Consolidated Entities**
Balance at December 31, 2014	595,624,855	$ 6,999,830	$ 81,301	$ (20,864)	$ 7,060,267	$ 3,415,356	$ 4,416,070	$ 14,891,693	$ 2,441,854
Deconsolidation of CLOs and Funds on Adoption of ASU 2015-02			(90,928)		(90,928)	(1,002,728)		(1,093,656)	(2,258,289)
Adjustment to Appropriated Partners Capital on Adoption of ASU 2014-13			9,627		9,627			9,627	
Net Income		508,919			508,919	179,183	532,782	1,220,884	8,787
Currency Translation Adjustment				(29,026)	(29,026)	(39,191)		(68,217)	
Capital Contributions						294,661		294,661	2,354
Capital Distributions		(1,502,479)			(1,502,479)	(473,454)	(1,415,625)	(3,391,558)	(11,545)
Transfer of Non-Controlling Interests in Consolidated Entities						(4,644)		(4,644)	
Deferred Tax Effects Resulting from Acquisition of Ownership Interests from Non-Controlling Interest Holders		22,049			22,049			22,049	
Equity-Based Compensation		315,643			315,643		279,910	595,553	
Net Delivery of Vested Blackstone Holdings Partnership Units and Blackstone Common Units	12,048,073	(55,860)			(55,860)		(1,903)	(57,763)	
Excess Tax Benefits Related to Equity-Based Compensation, Net		68,481			68,481			68,481	
Change in The Blackstone Group L.P. s Ownership Interest		93,847			93,847		(93,847)		
Conversion of Blackstone Holdings Partnership Units to Blackstone Common Units	14,307,059	116,560			116,560		(116,560)		
Balance at September 30, 2015	621,979,987	$ 6,566,990	$	$ (49,890)	$ 6,517,100	$ 2,369,183	$ 3,600,827	$ 12,487,110	$ 183,161

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Cash Flows (Unaudited)

(Dollars in Thousands)

	Nine Months Ended September 30,	
	2016	**2015**
Operating Activities		
Net Income	$ 1,479,340	$ 1,229,671
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities		
Blackstone Funds Related		
Unrealized (Appreciation) Depreciation on Investments Allocable to Non-Controlling Interests in Consolidated Entities	(182,464)	258,201
Net Realized Gains on Investments	(1,368,591)	(3,280,963)
Changes in Unrealized Losses on Investments Allocable to The Blackstone Group L.P.	28,533	251,411
Non-Cash Performance Fees	(166,283)	940,745
Non-Cash Performance Fee Compensation	554,213	483,795
Equity-Based Compensation Expense	242,204	561,454
Excess Tax Benefits Related to Equity-Based Compensation		(68,481)
Amortization of Intangibles	67,328	77,947
Other Non-Cash Amounts Included in Net Income	53,920	147,636
Cash Flows Due to Changes in Operating Assets and Liabilities		
Cash Held by Blackstone Funds and Other	(509,486)	953,674
Cash Relinquished in Deconsolidation and Liquidation of Partnership		(442,370)
Accounts Receivable	145,131	(246,076)
Reverse Repurchase Agreements	115,567	(85,282)
Due from Affiliates	21,484	(65,367)
Other Assets	(15,957)	(87,839)
Accrued Compensation and Benefits	(285,953)	(514,677)
Securities Sold, Not Yet Purchased	(7,253)	90,875
Accounts Payable, Accrued Expenses and Other Liabilities	(189,234)	(473,431)
Repurchase Agreements	21,153	12,186
Due to Affiliates	22,324	(98,156)
Treasury Cash Management Strategies		
Investments Purchased	(1,889,583)	(3,106,152)
Cash Proceeds from Sale of Investments	1,542,251	2,671,905
Blackstone Funds Related		
Investments Purchased	(2,622,157)	(3,263,923)
Cash Proceeds from Sale or Pay Down of Investments	3,605,807	5,436,696
Net Cash Provided by Operating Activities	662,294	1,383,479
Investing Activities		
Purchase of Furniture, Equipment and Leasehold Improvements	(18,458)	(58,879)
Changes in Restricted Cash	5,843	5,843
Net Cash Used in Investing Activities	(12,615)	(53,036)

continued

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Condensed Consolidated Statements of Cash Flows (Unaudited)

(Dollars in Thousands)

	Nine Months Ended September 30,	
	2016	**2015**
Financing Activities		
Distributions to Non-Controlling Interest Holders in Consolidated Entities	$ (325,865)	$ (484,965)
Contributions from Non-Controlling Interest Holders in Consolidated Entities	248,665	291,609
Payments Under Tax Receivable Agreement	(78,985)	(82,830)
Net Settlement of Vested Common Units and Repurchase of Common and Blackstone Holdings Partnership Units	(26,462)	(57,763)
Excess Tax Benefits Related to Equity-Based Compensation		68,481
Proceeds from Loans Payable		675,831
Repayment and Repurchase of Loans Payable		(3,657)
Distributions to Unitholders	(1,509,081)	(2,918,104)
Blackstone Funds Related		
Proceeds from Loans Payable	1,302,353	1,325,299
Repayment of Loans Payable	(315,733)	(175,696)
Net Cash Used in Financing Activities	(705,108)	(1,361,795)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(13)	(716)
Net Decrease in Cash and Cash Equivalents	(55,442)	(32,068)
Cash and Cash Equivalents, Beginning of Period	1,837,324	1,412,472
Cash and Cash Equivalents, End of Period	$ 1,781,882	$ 1,380,404
Supplemental Disclosure of Cash Flows Information		
Payments for Interest	$ 138,605	$ 112,340
Payments for Income Taxes	$ 52,029	$ 111,891
Supplemental Disclosure of Non-Cash Investing and Financing Activities		
Non-Cash Contributions from Non-Controlling Interest Holders	$	$ 1,051
Non-Cash Distributions to Non-Controlling Interest Holders	$	$ (34)
Net Activities Related to Capital Transactions of Consolidated Blackstone Funds	$	$ (291)
Notes Issuance Costs	$	$ 5,269
Transfer of Interests to Non-Controlling Interest Holders	$ (7,915)	$ (4,644)
Change in The Blackstone Group L.P. s Ownership Interest	$ 7,929	$ 93,847
Net Settlement of Vested Common Units	$ 100,301	$ 135,133

Conversion of Blackstone Holdings Partnership Units to Common Units	$ 46,100	$ 116,560
Acquisition of Ownership Interests from Non-Controlling Interest Holders		
Deferred Tax Asset	$ (40,034)	$ (140,110)
Due to Affiliates	$ 37,784	$ 118,061
Partners Capital	$ 2,250	$ 22,049

See notes to condensed consolidated financial statements.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

1. ORGANIZATION

The Blackstone Group L.P., together with its subsidiaries (Blackstone or the Partnership), is a leading global manager of private capital. The alternative asset management business includes the management of private equity funds, real estate funds, real estate investment trusts (REITs), funds of hedge funds, hedge funds, credit-focused funds, collateralized loan obligation (CLO) vehicles, collateralized debt obligation (CDO) vehicles, separately managed accounts and registered investment companies (collectively referred to as the Blackstone Funds). Blackstone s business is organized into four segments: private equity, real estate, hedge fund solutions and credit.

On October 1, 2015, Blackstone completed the spin-off of the operations that historically constituted Blackstone s Financial Advisory segment, other than Blackstone s capital markets services business. Blackstone s capital markets services business was retained and was not part of the spin-off. These historical operations included various financial advisory services, including financial and strategic advisory, restructuring and reorganization advisory and fund placement services. As of October 1, 2015, Blackstone no longer reported a Financial Advisory segment.

The Partnership was formed as a Delaware limited partnership on March 12, 2007. The Partnership is managed and operated by its general partner, Blackstone Group Management L.L.C., which is in turn wholly owned and controlled by one of Blackstone s founders, Stephen A. Schwarzman (the Founder), and Blackstone s other senior managing directors. The activities of the Partnership are conducted through its holding partnerships: Blackstone Holdings I L.P., Blackstone Holdings AI L.P., Blackstone Holdings II L.P., Blackstone Holdings III L.P. and Blackstone Holdings IV L.P. (collectively, Blackstone Holdings , Blackstone Holdings Partnerships or the Holding Partnerships). The Partnership, through its wholly owned subsidiaries, is the sole general partner in each of these Holding Partnerships.

Generally, holders of the limited partner interests in the Holding Partnerships may, four times each year, exchange their limited partnership interests (Partnership Units) for Blackstone common units, on a one-to-one basis, exchanging one Partnership Unit from each of the Holding Partnerships for one Blackstone common unit.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Partnership have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and the instructions to Form 10-Q. The condensed consolidated financial statements, including these notes, are unaudited and exclude some of the disclosures required in audited financial statements. Management believes it has made all necessary adjustments (consisting of only normal recurring items) so that the condensed consolidated financial statements are presented fairly and that estimates made in preparing its condensed consolidated financial statements are reasonable and prudent. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Partnership s Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission.

The condensed consolidated financial statements include the accounts of the Partnership, its wholly owned or majority-owned subsidiaries, the consolidated entities which are considered to be variable interest entities and for which the Partnership is considered the primary beneficiary, and certain partnerships or similar entities which are not considered variable interest entities but in which the general partner has a controlling financial interest.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

All intercompany balances and transactions have been eliminated in consolidation.

Restructurings within consolidated CLOs are treated as investment purchases or sales, as applicable, in the Condensed Consolidated Statements of Cash Flows.

Consolidation

The Partnership consolidates all entities that it controls through a majority voting interest or otherwise, including those Blackstone Funds in which the general partner has a controlling financial interest. The Partnership has a controlling interest in Blackstone Holdings because the limited partners do not have the right to dissolve the partnerships or have substantive kick out rights or participating rights that would overcome the presumption of control by the Partnership. Accordingly, the Partnership consolidates Blackstone Holdings and records non-controlling interests to reflect the economic interests of the limited partners of Blackstone Holdings.

In addition, the Partnership consolidates all variable interest entities (VIE) in which it is the primary beneficiary. An enterprise is determined to be the primary beneficiary if it holds a controlling financial interest. A controlling financial interest is defined as (a) the power to direct the activities of a VIE that most significantly impact the entity s economic performance and (b) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The consolidation guidance requires an analysis to determine (a) whether an entity in which the Partnership holds a variable interest is a VIE and (b) whether the Partnership s involvement, through holding interests directly or indirectly in the entity or contractually through other variable interests (for example, management and performance related fees), would give it a controlling financial interest. Performance of that analysis requires the exercise of judgment.

The Partnership determines whether it is the primary beneficiary of a VIE at the time it becomes involved with a variable interest entity and reconsiders that conclusion continually. In evaluating whether the Partnership is the primary beneficiary, Blackstone evaluates its economic interests in the entity held either directly or indirectly by the Partnership. The consolidation analysis can generally be performed qualitatively; however, if it is not readily apparent that the Partnership is not the primary beneficiary, a quantitative analysis may also be performed. Investments and redemptions (either by the Partnership, affiliates of the Partnership or third parties) or amendments to the governing documents of the respective Blackstone Funds could affect an entity s status as a VIE or the determination of the primary beneficiary. At each reporting date, the Partnership assesses whether it is the primary beneficiary and will consolidate or deconsolidate accordingly.

Assets of consolidated VIEs that can only be used to settle obligations of the consolidated VIE and liabilities of a consolidated VIE for which creditors (or beneficial interest holders) do not have recourse to the general credit of Blackstone are presented in a separate section in the Condensed Consolidated Statements of Financial Condition.

Blackstone s other disclosures regarding VIEs are discussed in Note 9. Variable Interest Entities .

Fair Value of Financial Instruments

GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring financial instruments at fair value. Market price observability is affected by a number of factors, including the type of financial instrument, the characteristics specific to the financial instrument and the state of the marketplace, including the existence and transparency of transactions between market participants. Financial instruments with readily available quoted prices in active markets generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Financial instruments measured and reported at fair value are classified and disclosed based on the observability of inputs used in the determination of fair values, as follows:

Level I Quoted prices are available in active markets for identical financial instruments as of the reporting date. The types of financial instruments in Level I include listed equities, listed derivatives and mutual funds with quoted prices. The Partnership does not adjust the quoted price for these investments, even in situations where Blackstone holds a large position and a sale could reasonably impact the quoted price.

Level II Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Financial instruments which are generally included in this category include corporate bonds and loans, including corporate bonds and loans held within CLO vehicles, government and agency securities, less liquid and restricted equity securities, and certain over-the-counter derivatives where the fair value is based on observable inputs. Senior and subordinated notes issued by CLO vehicles are classified within Level II of the fair value hierarchy.

Level III Pricing inputs are unobservable for the financial instruments and includes situations where there is little, if any, market activity for the financial instrument. The inputs into the determination of fair value require significant management judgment or estimation. Financial instruments that are included in this category generally include general and limited partnership interests in private equity and real estate funds, credit-focused funds, distressed debt and non-investment grade residual interests in securitizations, certain corporate bonds and loans held within CLO vehicles, and certain over-the-counter derivatives where the fair value is based on unobservable inputs.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given financial instrument is based on the lowest level of input that is significant to the fair value measurement. The Partnership s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Transfers between levels of the fair value hierarchy are recognized at the beginning of the reporting period.

Level II Valuation Techniques

Financial instruments classified within Level II of the fair value hierarchy comprise debt instruments, including certain corporate loans and bonds held by Blackstone s consolidated CLO vehicles, those held within Blackstone s Treasury Cash Management Strategies and debt securities sold, not yet purchased and interests in investment funds. Certain equity securities and derivative instruments valued using observable inputs are also classified as Level II.

The valuation techniques used to value financial instruments classified within Level II of the fair value hierarchy are as follows:

Debt Instruments and Equity Securities are valued on the basis of prices from an orderly transaction between market participants provided by reputable dealers or pricing services. In determining the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, pricing matrices and market

transactions in comparable investments and various relationships between investments. The valuation of certain equity securities is based on an observable price for an identical security adjusted for the effect of a restriction.

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Freestanding Derivatives are valued using contractual cash flows and observable inputs comprising yield curves, foreign currency rates and credit spreads.

Senior and subordinate notes issued by CLO vehicles are classified based on the more observable fair value of CLO assets less (a) the fair value of any beneficial interests held by Blackstone, and (b) the carrying value of any beneficial interests that represent compensation for services.

Level III Valuation Techniques

In the absence of observable market prices, Blackstone values its investments using valuation methodologies applied on a consistent basis. For some investments little market activity may exist; management s determination of fair value is then based on the best information available in the circumstances, and may incorporate management s own assumptions and involves a significant degree of judgment, taking into consideration a combination of internal and external factors, including the appropriate risk adjustments for non-performance and liquidity risks. Investments for which market prices are not observable include private investments in the equity of operating companies, real estate properties, certain funds of hedge funds and credit-focused investments.

Private Equity Investments The fair values of private equity investments are determined by reference to projected net earnings, earnings before interest, taxes, depreciation and amortization (EBITDA), the discounted cash flow method, public market or private transactions, valuations for comparable companies and other measures which, in many cases, are based on unaudited information at the time received. Valuations may be derived by reference to observable valuation measures for comparable companies or transactions (for example, multiplying a key performance metric of the investee company, such as EBITDA, by a relevant valuation multiple observed in the range of comparable companies or transactions), adjusted by management for differences between the investment and the referenced comparables, and in some instances by reference to option pricing models or other similar methods. Where a discounted cash flow method is used, a terminal value is derived by reference to EBITDA or price/earnings exit multiples.

Real Estate Investments The fair values of real estate investments are determined by considering projected operating cash flows, sales of comparable assets, if any, and replacement costs, among other measures. The methods used to estimate the fair value of real estate investments include the discounted cash flow method and/or capitalization rates (cap rates) analysis. Valuations may be derived by reference to observable valuation measures for comparable companies or assets (for example, multiplying a key performance metric of the investee company or asset, such as EBITDA, by a relevant valuation multiple observed in the range of comparable companies or transactions), adjusted by management for differences between the investment and the referenced comparables, and in some instances by reference to option pricing models or other similar methods. Where a discounted cash flow method is used, a terminal value is derived by reference to an exit EBITDA multiple or capitalization rate. Additionally, where applicable, projected distributable cash flow through debt maturity will be considered in support of the investment s fair value.

Credit-Focused Investments The fair values of credit-focused investments are generally determined on the basis of prices between market participants provided by reputable dealers or pricing services. For credit-focused investments that are not publicly traded or whose market prices are not readily available, Blackstone may utilize other valuation techniques, including the discounted cash flow method or a market approach. The discounted cash flow method projects the expected cash flows of the debt instrument based on contractual terms, and discounts such cash flows back to the valuation date using a market-based yield. The market-based yield is estimated using yields of publicly traded debt instruments issued by companies operating in similar industries as the subject investment, with similar leverage statistics and time to maturity.

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The market approach is generally used to determine the enterprise value of the issuer of a credit investment, and considers valuation multiples of comparable companies or transactions. The resulting enterprise value will dictate whether or not such credit investment has adequate enterprise value coverage. In cases of distressed credit instruments, the market approach may be used to estimate a recovery value in the event of a restructuring.

Level III Valuation Process

Investments classified within Level III of the fair value hierarchy are valued on a quarterly basis, taking into consideration factors including any changes in Blackstone s weighted-average cost of capital assumptions, discounted cash flow projections and exit multiple assumptions, as well as any changes in economic and other relevant conditions, and valuation models are updated accordingly. The valuation process also includes a review by an independent valuation party, at least annually for all investments, and quarterly for certain investments, to corroborate the values determined by management. The valuations of Blackstone s investments are reviewed quarterly by a valuation committee chaired by Blackstone s Vice Chairman and includes senior heads of each of Blackstone s businesses, as well as representatives of legal and finance. Each quarter, the valuations of Blackstone s investments are also reviewed by the Audit Committee in a meeting attended by the chairman of the valuation committee. The valuations are further tested by comparison to actual sales prices obtained on disposition of the investments.

Investments, at Fair Value

The Blackstone Funds are accounted for as investment companies under the American Institute of Certified Public Accountants Accounting and Auditing Guide, *Investment Companies*, and reflect their investments, including majority-owned and controlled investments (the Portfolio Companies), at fair value. Such consolidated funds investments are reflected in Investments on the Condensed Consolidated Statements of Financial Condition at fair value, with unrealized gains and losses resulting from changes in fair value reflected as a component of Net Gains (Losses) from Fund Investment Activities in the Condensed Consolidated Statements of Operations. Fair value is the amount that would be received to sell an asset or paid to transfer a liability, in an orderly transaction between market participants at the measurement date, at current market conditions (i.e., the exit price).

Blackstone s principal investments are presented at fair value with unrealized appreciation or depreciation and realized gains and losses recognized in the Condensed Consolidated Statements of Operations within Investment Income (Loss).

For certain instruments, the Partnership has elected the fair value option. Such election is irrevocable and is applied on an investment by investment basis at initial recognition. The Partnership has applied the fair value option for certain loans and receivables and certain investments in private debt securities that otherwise would not have been carried at fair value with gains and losses recorded in net income. Accounting for these financial instruments at fair value is consistent with how the Partnership accounts for its other principal investments. Loans extended to third parties are recorded within Accounts Receivable within the Condensed Consolidated Statements of Financial Condition. Debt securities for which the fair value option has been elected are recorded within Investments. The methodology for measuring the fair value of such investments is consistent with the methodology applied to private equity, real estate, credit-focused and funds of hedge funds investments. Changes in the fair value of such instruments are recognized in Investment Income (Loss) in the Condensed Consolidated Statements of Operations. Interest income on interest bearing loans and receivables and debt securities on which the fair value option has been elected is based on stated coupon rates adjusted for the accretion of purchase discounts and the amortization of purchase premiums. This interest income is recorded within Interest and Dividend Revenue.

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

In addition, the Partnership has elected the fair value option for the assets and liabilities of CLO vehicles that are consolidated as of January 1, 2010, as a result of the initial adoption of variable interest entity consolidation guidance. The Partnership has also elected the fair value option for CLO vehicles consolidated as a result of the acquisitions of CLO management contracts or the acquisition of the share capital of CLO managers. Historically, the adjustment resulting from the difference between the fair value of assets and liabilities for each of these events was presented as a transition and acquisition adjustment to Appropriated Partners Capital. Assets of the consolidated CLOs are presented within Investments within the Condensed Consolidated Statements of Financial Condition and Liabilities within Loans Payable for the amounts due to unaffiliated third parties and Due to Affiliates for the amounts held by non-consolidated affiliates. Changes in the fair value of consolidated CLO assets and liabilities and related interest, dividend and other income subsequent to adoption and acquisition are presented within Net Gains (Losses) from Fund Investment Activities. Expenses of consolidated CLO vehicles are presented in Fund Expenses. Historically, amounts attributable to Non-Controlling Interests in Consolidated Entities had a corresponding adjustment to Appropriated Partners Capital. On the adoption of the new CLO measurement guidance, there is no attribution of amounts to Non-Controlling Interests and no corresponding adjustments to Appropriated Partners Capital.

The Partnership has elected the fair value option for certain proprietary investments that would otherwise have been accounted for using the equity method of accounting. The fair value of such investments is based on quoted prices in an active market or using the discounted cash flow method. Changes in fair value are recognized in Investment Income (Loss) in the Condensed Consolidated Statements of Operations.

Further disclosure on instruments for which the fair value option has been elected is presented in Note 7. Fair Value Option to the Condensed Consolidated Financial Statements.

The investments of consolidated Blackstone Funds in funds of hedge funds (Investee Funds) are valued at net asset value (NAV) per share of the Investee Fund. In limited circumstances, the Partnership may determine, based on its own due diligence and investment procedures, that NAV per share does not represent fair value. In such circumstances, the Partnership will estimate the fair value in good faith and in a manner that it reasonably chooses, in accordance with the requirements of GAAP.

Certain investments of Blackstone and of the consolidated Blackstone funds of hedge funds and credit-focused funds measure their investments in underlying funds at fair value using NAV per share without adjustment. The terms of the investee s investment generally provide for minimum holding periods or lock-ups, the institution of gates on redemptions or the suspension of redemptions or an ability to side pocket investments, at the discretion of the investee s fund manager, and as a result, investments may not be redeemable at, or within three months of, the reporting date. A side pocket is used by hedge funds and funds of hedge funds to separate investments that may lack a readily ascertainable value, are illiquid or are subject to liquidity restriction. Redemptions are generally not permitted until the investments within a side pocket are liquidated or it is deemed that the conditions existing at the time that required the investment to be included in the side pocket no longer exist. As the timing of either of these events is uncertain, the timing at which the Partnership may redeem an investment held in a side pocket cannot be estimated. Further disclosure on instruments for which fair value is measured using NAV per share is presented in Note 5. Net Asset Value as Fair Value .

Security and loan transactions are recorded on a trade date basis.

Equity Method Investments

Investments in which the Partnership is deemed to exert significant influence, but not control, are accounted for using the equity method of accounting. Under the equity method of accounting, the Partnership s share of earnings

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

(losses) from equity method investments is included in Investment Income (Loss) in the Condensed Consolidated Statements of Operations. The carrying amounts of equity method investments are reflected in Investments in the Condensed Consolidated Statements of Financial Condition. As the underlying investments of the Partnership s equity method investments in Blackstone Funds are reported at fair value, the carrying value of the Partnership s equity method investments approximates fair value.

Repurchase and Reverse Repurchase Agreements

Securities purchased under agreements to resell (reverse repurchase agreements) and securities sold under agreements to repurchase (repurchase agreements), comprised primarily of U.S. and non-U.S. government and agency securities, asset-backed securities and corporate debt, represent collateralized financing transactions. Such transactions are recorded in the Condensed Consolidated Statements of Financial Condition at their contractual amounts and include accrued interest. The carrying value of repurchase and reverse repurchase agreements approximates fair value.

The Partnership manages credit exposure arising from reverse repurchase agreements and repurchase agreements by, in appropriate circumstances, entering into master netting agreements and collateral arrangements with counterparties that provide the Partnership, in the event of a counterparty default, the right to liquidate collateral and the right to offset a counterparty s rights and obligations.

The Partnership takes possession of securities purchased under reverse repurchase agreements and is permitted to repledge, deliver or otherwise use such securities. The Partnership also pledges its financial instruments to counterparties to collateralize repurchase agreements. Financial instruments pledged that can be repledged, delivered or otherwise used by the counterparty are recorded in Investments in the Condensed Consolidated Statements of Financial Condition. Additional disclosures relating to reverse repurchase and repurchase agreements are discussed in Note 10. Reverse Repurchase and Repurchase Agreements .

Blackstone does not offset assets and liabilities relating to reverse repurchase agreements and repurchase agreements in its Condensed Consolidated Statements of Financial Condition. Additional disclosures relating to offsetting are discussed in Note 11. Offsetting of Assets and Liabilities .

Securities Sold, Not Yet Purchased

Securities Sold, Not Yet Purchased consist of equity and debt securities that the Partnership has borrowed and sold. The Partnership is required to cover its short sale in the future by purchasing the security at prevailing market prices and delivering it to the counterparty from which it borrowed the security. The Partnership is exposed to loss in the event that the price at which a security may have to be purchased to cover a short sale exceeds the price at which the borrowed security was sold short.

Securities Sold, Not Yet Purchased are recorded at fair value in the Condensed Consolidated Statements of Financial Condition.

Derivative Instruments

The Partnership recognizes all derivatives as assets or liabilities on its Condensed Consolidated Statements of Financial Condition at fair value. On the date the Partnership enters into a derivative contract, it designates and documents each derivative contract as one of the following: (a) a hedge of a recognized asset or liability (fair value

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

hedge), (b) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (cash flow hedge), (c) a hedge of a net investment in a foreign operation, or (d) a derivative instrument not designated as a hedging instrument (freestanding derivative). For a fair value hedge, Blackstone records changes in the fair value of the derivative and, to the extent that it is highly effective, changes in the fair value of the hedged asset or liability attributable to the hedged risk, in current period earnings in General, Administrative and Other in the Condensed Consolidated Statements of Operations. Changes in the fair value of derivatives designated as hedging instruments caused by factors other than changes in the risk being hedged, which are excluded from the assessment of hedge effectiveness, are recognized in current period earnings. Gains or losses on a derivative instrument that is designated as, and is effective as, an economic hedge of a net investment in a foreign operation are reported in the cumulative translation adjustment section of other comprehensive income to the extent it is effective as a hedge. The ineffective portion of a net investment hedge is recognized in current period earnings.

The Partnership formally documents at inception its hedge relationships, including identification of the hedging instruments and the hedged items, its risk management objectives, strategy for undertaking the hedge transaction and the Partnership s evaluation of effectiveness of its hedged transaction. At least monthly, the Partnership also formally assesses whether the derivative it designated in each hedging relationship is expected to be, and has been, highly effective in offsetting changes in estimated fair values or cash flows of the hedged items using either the regression analysis or the dollar offset method. For net investment hedges, the Partnership uses a method based on changes in spot rates to measure effectiveness. If it is determined that a derivative is not highly effective at hedging the designated exposure, hedge accounting is discontinued. The Partnership may also at any time remove a designation of a fair value hedge. The fair values of hedging derivative instruments are reflected within Other Assets in the Condensed Consolidated Statements of Financial Condition.

For freestanding derivative contracts, the Partnership presents changes in fair value in current period earnings. Changes in the fair value of derivative instruments held by consolidated Blackstone Funds are reflected in Net Gains (Losses) from Fund Investment Activities or, where derivative instruments are held by the Partnership, within Investment Income (Loss) in the Condensed Consolidated Statements of Operations. The fair value of freestanding derivative assets are recorded within Investments and freestanding derivative liabilities are recorded within Accounts Payable, Accrued Expenses and Other Liabilities in the Condensed Consolidated Statements of Financial Condition.

The Partnership has elected to not offset derivative assets and liabilities or financial assets in its Condensed Consolidated Statements of Financial Condition, including cash, that may be received or paid as part of collateral arrangements, even when an enforceable master netting agreement is in place that provides the Partnership, in the event of counterparty default, the right to liquidate collateral and the right to offset a counterparty s rights and obligations.

Blackstone s other disclosures regarding derivative financial instruments are discussed in Note 6. Derivative Financial Instruments .

Blackstone s disclosures regarding offsetting are discussed in Note 11. Offsetting of Assets and Liabilities .

Affiliates

Blackstone considers its Founder, senior managing directors, employees, the Blackstone Funds and the Portfolio Companies to be affiliates.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Distributions

Distributions are reflected in the condensed consolidated financial statements when declared.

Recent Accounting Developments

In May 2014, the Financial Accounting Standards Board (FASB) issued amended guidance on revenue from contracts with customers. The guidance requires that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity is required to (a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract, (c) determine the transaction price, (d) allocate the transaction price to the performance obligations in the contract, and (e) recognize revenue when (or as) the entity satisfies a performance obligation. In determining the transaction price, an entity may include variable consideration only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized would not occur when the uncertainty associated with the variable consideration is resolved.

The guidance introduces new qualitative and quantitative disclosure requirements about contracts with customers including revenue and impairments recognized, disaggregation of revenue and information about contract balances and performance obligations. Information is required about significant judgments and changes in judgments in determining the timing of satisfaction of performance obligations and determining the transaction price and amounts allocated to performance obligations. Additional disclosures are required about assets recognized from the costs to obtain or fulfill a contract.

In August 2015, the FASB issued new guidance deferring the effective date of the new revenue recognition standard by one year. The new guidance should be applied for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period.

The new revenue guidance may have a material impact on Blackstone s consolidated financial statements if it is determined that both performance fees and carried interest are forms of variable consideration that may not be included in the transaction price. This may significantly delay the recognition of carried interest income and performance fees.

In February 2016, the FASB issued amended guidance on the accounting for leases. The guidance requires the recognition of lease assets and lease liabilities for those leases classified as operating leases under previous GAAP. The guidance retains a distinction between finance leases and operating leases. The classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases under previous GAAP. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee have not changed significantly from previous GAAP.

For operating leases, a lessee is required to do the following: (a) recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in the Statement of Financial Condition, (b) recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis, and (c) classify all cash payments within operating activities in the statement of cash flows.

The guidance is effective for fiscal periods beginning after December 15, 2018. Early application is permitted. Blackstone is evaluating the impact of the amended guidance on the Consolidated Statement of Financial Condition. It is not expected to have a material impact on the Consolidated Statements of Operations or the Consolidated Statements of Cash Flows.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

In March 2016, the FASB issued amended guidance on stock compensation. The amendments simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and accounting for forfeitures (the amended guidance permits an entity to make an accounting policy election either to estimate the number of forfeitures expected to occur or to account for forfeitures when they occur). The amendments require all excess tax benefits and deficiencies related to share-based payment transactions to be recognized through the Provision for Taxes in the Condensed Consolidated Statement of Operations. The amendments also require excess tax benefits related to share-based payment transactions to be presented as operating activities in the Condensed Consolidated Statement of Cash Flows with employee taxes paid presented as a financing activity. The guidance is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Blackstone has elected to early adopt the guidance for the quarter ended June 30, 2016 and any adjustments have been reflected prospectively as of January 1, 2016.

Blackstone has made an accounting policy election to continue estimating forfeitures in determining the number of equity-based awards that are expected to vest. Amendments relating to the recognition of excess tax benefits and deficiencies in the Condensed Consolidated Statement of Operations and Condensed Consolidated Statement of Cash Flows have been applied prospectively. As a result, prior period amounts have not been restated. Application of the guidance did not have a material impact on Blackstone s Condensed Consolidated Statement of Operations or Condensed Consolidated Statement of Cash Flows.

In October 2016, the FASB issued amended guidance on consolidation. The amendments do not change the characteristics of a primary beneficiary, however, in evaluating whether an entity has the obligation to absorb losses or receive benefits from the VIE that could potentially be significant to the VIE, an entity is now required to evaluate all indirect interests, including those held by a party under common control, on a proportionate basis. The guidance is effective for fiscal years beginning after December 15, 2016. The guidance is not expected to have a material impact on Blackstone s financial statements.

3. INTANGIBLE ASSETS

Intangible Assets, Net consists of the following:

	September 30, 2016	December 31, 2015
Finite-Lived Intangible Assets/Contractual Rights	$ 1,424,226	$ 1,424,226
Accumulated Amortization	(1,146,007)	(1,078,679)
Intangible Assets, Net	$ 278,219	$ 345,547

Amortization expense associated with Blackstone s intangible assets was $21.7 million and $67.3 million for the three and nine month periods ended September 30, 2016, respectively, and $29.5 million and $77.9 million for the three and nine month periods ended September 30, 2015, respectively.

Amortization of Intangible Assets held at September 30, 2016 is expected to be $82.9 million, $43.9 million, $43.8 million, $43.8 million, and $43.8 million for each of the years ending December 31, 2016, 2017, 2018, 2019 and 2020, respectively. Blackstone s intangible assets as of September 30, 2016 are expected to amortize over a weighted-average period of 6.3 years.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

4. INVESTMENTS

Investments consist of the following:

	September 30, 2016	December 31, 2015
Investments of Consolidated Blackstone Funds	$ 5,436,085	$ 4,613,944
Equity Method Investments	3,110,320	3,110,810
Blackstone s Treasury Cash Management Strategies	2,065,798	1,682,259
Performance Fees	5,078,448	4,757,932
Other Investments	267,283	159,152
	$ 15,957,934	$ 14,324,097

Blackstone s share of Investments of Consolidated Blackstone Funds totaled $440.1 million and $451.9 million at September 30, 2016 and December 31, 2015, respectively.

Investments of Consolidated Blackstone Funds

The following table presents the Realized and Net Change in Unrealized Gains (Losses) on investments held by the consolidated Blackstone Funds and a reconciliation to Other Income (Loss) Net Gains (Losses) from Fund Investment Activities in the Condensed Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Realized Gains	$ 52,046	$ 51,150	$ 62,993	$ 178,662
Net Change in Unrealized Losses	(26,764)	(102,340)	(35,112)	(100,597)
Realized and Net Change in Unrealized Gains (Losses) from Consolidated Blackstone Funds	25,282	(51,190)	27,881	78,065
Interest and Dividend Revenue Attributable to Consolidated Blackstone Funds	36,113	34,323	83,359	80,638
Other Income (Loss) Net Gains (Losses) from Fund Investment Activities	$ 61,395	$ (16,867)	$ 111,240	$ 158,703

Equity Method Investments

Blackstone s equity method investments include its investments in private equity funds, real estate funds, funds of hedge funds and credit-focused funds and other proprietary investments, which are not consolidated but in which the Partnership exerts significant influence.

Blackstone evaluates each of its equity method investments to determine if any were significant as defined by guidance from the United States Securities and Exchange Commission. As of and for the nine months ended September 30, 2016 and 2015, no individual equity method investment held by Blackstone met the significance criteria. As such, Blackstone is not required to present summarized statement of operations information for any of its equity method investments.

23

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The Partnership recognized net gains (losses) related to its equity method investments of $50.6 million and $(89.7) million for the three months ended September 30, 2016 and 2015, respectively. The Partnership recognized net gains related to its equity method investments of $120.3 million and $91.9 million for the nine months ended September 30, 2016 and 2015, respectively.

Blackstone s Treasury Cash Management Strategies

The portion of Blackstone s Treasury Cash Management Strategies included in Investments represents the Partnership s liquid investments into primarily fixed income securities, mutual fund interests, and other fund interests. These strategies are managed by a combination of Blackstone personnel and third party advisors. The following table presents the Realized and Net Change in Unrealized Gains (Losses) on investments held by Blackstone s Treasury Cash Management Strategies:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Realized Losses	$ (3,159)	$ (3,003)	$ (12,404)	$ (6,606)
Net Change in Unrealized Gains (Losses)	17,689	(8,984)	32,384	(12,922)
	$ 14,530	$ (11,987)	$ 19,980	$ (19,528)

Performance Fees

Performance Fees allocated to the general partner in respect of performance of certain Carry Funds, funds of hedge funds and credit-focused funds were as follows:

	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total
Performance Fees, December 31, 2015	$ 1,479,443	$ 3,101,688	$ 9,747	$ 167,054	$ 4,757,932
Performance Fees Allocated as a Result of Changes in Fund Fair Values	417,842	733,818	6,282	170,355	1,328,297
Foreign Exchange Gain		13,604			13,604
Fund Distributions	(113,806)	(863,685)	(6,448)	(37,446)	(1,021,385)
Performance Fees, September 30, 2016	$ 1,783,479	$ 2,985,425	$ 9,581	$ 299,963	$ 5,078,448

Other Investments

Other Investments consist primarily of proprietary investment securities held by Blackstone. The following table presents Blackstone s Realized and Net Change in Unrealized Gains (Losses) in other investments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015

Realized Gains	$ 83	$ 1,282	$ 4,560	$ 1,274
Net Change in Unrealized Gains (Losses)	10,039	(2,779)	7,087	(3,233)
	$ 10,122	$ (1,497)	$ 11,647	$ (1,959)

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

5. NET ASSET VALUE AS FAIR VALUE

A summary of fair value by strategy type alongside the remaining unfunded commitments and ability to redeem such investments as of September 30, 2016 is presented below:

Strategy	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Diversified Instruments	$ 160,822	$ 129	(a)	(a)
Credit Driven	205,315	268	(b)	(b)
Equity	65,008		(c)	(c)
Commodities	2,015		(d)	(d)
	$ 433,160	$ 397		

(a) Diversified Instruments include investments in funds that invest across multiple strategies. Investments representing 4% of the fair value of the investments in this category may not be redeemed at, or within three months of, the reporting date. The remaining 96% of investments in this category are redeemable as of the reporting date.

(b) The Credit Driven category includes investments in hedge funds that invest primarily in domestic and international bonds. Investments representing 45% of the fair value of the investments in this category may not be redeemed at, or within three months of, the reporting date. The remaining 55% of investments in this category are redeemable as of the reporting date.

(c) The Equity category includes investments in hedge funds that invest primarily in domestic and international equity securities. Withdrawals are generally not permitted for the investments in this category. Distributions will be received as the underlying investments are liquidated.

(d) The Commodities category includes investments in commodities-focused funds that primarily invest in futures and physical-based commodity driven strategies. Investments representing 100% of the fair value of the investments in this category may not be redeemed at, or within three months of, the reporting date.

6. DERIVATIVE FINANCIAL INSTRUMENTS

Blackstone and the consolidated Blackstone Funds enter into derivative contracts in the normal course of business to achieve certain risk management objectives and for general investment purposes. Blackstone may enter into derivative contracts in order to hedge its interest rate risk exposure against the effects of interest rate changes. Additionally, Blackstone may also enter into derivative contracts in order to hedge its foreign currency risk exposure against the effects of a portion of its non-U.S. dollar denominated currency net investments. As a result of the use of derivative contracts, Blackstone and the consolidated Blackstone Funds are exposed to the risk that counterparties will fail to fulfill their contractual obligations. To mitigate such counterparty risk, Blackstone and the consolidated Blackstone Funds enter into contracts with certain major financial institutions, all of which have investment grade ratings. Counterparty credit risk is evaluated in determining the fair value of derivative instruments.

Net Investment Hedges

To manage the potential exposure from adverse changes in currency exchange rates arising from Blackstone s net investment in foreign operations, during December 2014, Blackstone entered into several foreign currency forward contracts to hedge a portion of the net investment in Blackstone s non-U.S. dollar denominated foreign operations.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Blackstone uses foreign currency forward contracts to hedge portions of Blackstone s net investments in foreign operations. The gains and losses due to change in fair value attributable to changes in spot exchange rates on foreign currency derivatives designated as net investment hedges were recognized in Other Comprehensive Income (Loss), Net of Tax Currency Translation Adjustment. For the three months ended September 30, 2016 the resulting loss was $0.5 million. For the nine months ended September 30, 2016 the resulting loss was $1.3 million.

Freestanding Derivatives

Freestanding derivatives are instruments that Blackstone and certain of the consolidated Blackstone Funds have entered into as part of their overall risk management and investment strategies. These derivative contracts are not designated as hedging instruments for accounting purposes. Such contracts may include interest rate swaps, foreign exchange contracts, equity swaps, options, futures and other derivative contracts.

In June 2012, Blackstone removed the fair value hedge designation of its interest rate swaps that were previously used to hedge a portion of the interest rate risk on the Partnership s fixed rate borrowings. Changes in the fair value of the interest rate swaps subsequent to the date of de-designation are reflected within Freestanding Derivatives within Interest Rate Contracts in the table below.

The table below summarizes the aggregate notional amount and fair value of the derivative financial instruments. The notional amount represents the absolute value amount of all outstanding derivative contracts.

	September 30, 2016				December 31, 2015			
	Assets		Liabilities		Assets		Liabilities	
	Notional	Fair Value	Notional	Fair Value	Notional	Fair Value	Notional	Fair Value
Net Investment Hedges								
Foreign Currency Contracts	$ 53,402	$ 62	$	$	$ 53,627	$ 319	$ 138	$ 1
Freestanding Derivatives								
Blackstone								
Interest Rate Contracts	1,823,069	1,185	465,455	4,816	1,681,533	2,212	1,054,465	4,288
Foreign Currency Contracts	665,112	3,348	201,135	1,161	158,684	2,088	271,891	2,042
Credit Default Swaps			7,274	634			19,250	2,411
Investments of Consolidated								
Blackstone Funds								
Foreign Currency Contracts	297,138	29,661	32,079	170	124,595	1,400	92,094	6,490
Credit Default Swaps			126,617	7,070			108,786	6,275
Other Assets of Consolidated								
Blackstone Funds								
Foreign Currency Contracts	10,479	1,670						
	2,795,798	35,864	832,560	13,851	1,964,812	5,700	1,546,486	21,506
Total	$ 2,849,200	$ 35,926	$ 832,560	$ 13,851	$ 2,018,439	$ 6,019	$ 1,546,624	$ 21,507

26

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The table below summarizes the impact to the Condensed Consolidated Statements of Operations from derivative financial instruments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Investment Hedges Foreign Currency Contracts				
Hedge Ineffectiveness	$	$	$ (128)	$ 229
Freestanding Derivatives				
Realized Gains (Losses)				
Interest Rate Contracts	$ (3,493)	$ (2,076)	$ (10,305)	$ (7,169)
Foreign Currency Contracts	(4,704)	53	(9,424)	8,956
Credit Default Swaps	(241)	646	(4,790)	4,427
Total	$ (8,438)	$ (1,377)	$ (24,519)	$ 6,214
Freestanding Derivatives				
Net Change in Unrealized Gains (Losses)				
Interest Rate Contracts	$ 4,893	$ (7,282)	$ (2,349)	$ (3,321)
Foreign Currency Contracts	13,801	1,796	37,992	(6,449)
Credit Default Swaps	(719)	(3,319)	(4,201)	(8,710)
Total	$ 17,975	$ (8,805)	$ 31,442	$ (18,480)

As of September 30, 2016 and December 31, 2015, the Partnership had not designated any derivatives as cash flow hedges.

7. FAIR VALUE OPTION

The following table summarizes the financial instruments for which the fair value option has been elected:

	September 30, 2016	December 31, 2015
Assets		
Loans and Receivables	$ 75,901	$ 261,994
Equity and Preferred Securities	292,766	280,879
Debt Securities	13,841	15,176
Assets of Consolidated CLO Vehicles		
Corporate Loans	3,857,058	3,087,563
Corporate Bonds	473,275	379,000
Other	24,627	

	$ 4,737,468	$ 4,024,612
Liabilities		
Liabilities of Consolidated CLO Vehicles		
Senior Secured Notes	$ 4,263,747	$ 3,225,064
Subordinated Notes	184,475	98,371
	$ 4,448,222	$ 3,323,435

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table presents the Realized and Net Change in Unrealized Gains (Losses) on financial instruments on which the fair value option was elected:

	Three Months Ended September 30,			
	2016		2015	
	Realized Gains (Losses)	Net Change in Unrealized Gains (Losses)	Realized Gains (Losses)	Net Change in Unrealized Gains (Losses)
Assets				
Loans and Receivables	$	$ 298	$	$ (1,235)
Equity and Preferred Securities	27	10,200	(36)	(3,749)
Debt Securities		(281)		(342)
Assets of Consolidated CLO Vehicles				
Corporate Loans	16,672	33,071	2,578	(38,888)
Corporate Bonds	(662)	7,491	(988)	(4,578)
Other	(2,643)		1,003	(305)
	$ 13,394	$ 50,779	$ 2,557	$ (49,097)
Liabilities				
Liabilities of Consolidated CLO Vehicles				
Subordinated Notes	$	$ (56,690)	$	$ 34,235

	Nine Months Ended September 30,			
	2016		2015	
	Realized Gains (Losses)	Net Change in Unrealized Gains (Losses)	Realized Gains (Losses)	Net Change in Unrealized Gains (Losses)
Assets				
Loans and Receivables	$	$ (2,395)	$	$ (1,832)
Equity and Preferred Securities	(266)	11,624	(273)	(11,240)
Debt Securities		(1,335)		(342)
Assets of Consolidated CLO Vehicles				
Corporate Loans	(12,288)	70,592	(2,269)	1,993
Corporate Bonds	(225)	6,548	(867)	(62)
Other	(2,377)		4,276	(3,636)
	$ (15,156)	$ 85,034	$ 867	$ (15,119)
Liabilities				
Liabilities of Consolidated CLO Vehicles				
Subordinated Notes	$	$ (58,558)	$	$ 23,997

28

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table presents information for those financial instruments for which the fair value option was elected:

	September 30, 2016			December 31, 2015		
		For Financial Assets Past Due (a)			For Financial Assets Past Due (a)	
	Excess (Deficiency) of Fair Value Over Principal	Fair Value	Excess of Fair Value Over Principal	(Deficiency) of Fair Value Over Principal	Fair Value	(Deficiency) of Fair Value Over Principal
Loans and Receivables	$ (11,587)	$	$	$ (8,845)	$	$
Debt Securities	(1,761)			(426)		
Assets of Consolidated CLO Vehicles						
Corporate Loans	3,330			(77,900)	1,088	(5,620)
Corporate Bonds	(2,111)			(6,046)		
	$ (12,129)	$	$	$ (93,217)	$ 1,088	$ (5,620)

(a) Corporate Loans and Corporate Bonds within CLO assets are classified as past due if contractual payments are more than one day past due.

As of December 31, 2015, no Loans and Receivables for which the fair value option was elected were past due or in non-accrual status. As of September 30, 2016 and December 31, 2015, no Corporate Bonds included within the Assets of Consolidated CLO Vehicles for which the fair value option was elected were past due or in non-accrual status.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

8. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following tables summarize the valuation of the Partnership s financial assets and liabilities by the fair value hierarchy:

	September 30, 2016				
	Level I	Level II	Level III	NAV	Total
Assets					
Investments of Consolidated Blackstone Funds (a)					
Investment Funds	$	$	$	$ 157,430	$ 157,430
Equity Securities	50,551	50,244	90,240		191,035
Partnership and LLC Interests	27,897	64,924	392,381		485,202
Debt Instruments		210,054	7,743		217,797
Assets of Consolidated CLO Vehicles					
Corporate Loans		3,611,059	245,999		3,857,058
Corporate Bonds		473,275			473,275
Freestanding Derivatives Foreign Currency Contracts		29,661			29,661
Other			24,627		24,627
Total Investments of Consolidated Blackstone Funds	78,448	4,439,217	760,990	157,430	5,436,085
Blackstone s Treasury Cash Management Strategies					
Equity Securities	149,040				149,040
Debt Instruments		1,621,709	38,200	53,766	1,713,675
Other				203,083	203,083
Total Blackstone s Treasury Cash Management Strategies	149,040	1,621,709	38,200	256,849	2,065,798
Money Market Funds	393,897				393,897
Net Investment Hedges Foreign Currency Contracts		62			62
Freestanding Derivatives					
Interest Rate Contracts	737	448			1,185
Foreign Currency Contracts		3,348			3,348
Other Assets of Consolidated Blackstone Funds					
Freestanding Derivatives Foreign Currency Contracts		1,670			1,670
Loans and Receivables			75,901		75,901
Other Investments	143,877		104,525	18,881	267,283
	$ 765,999	$ 6,066,454	$ 979,616	$ 433,160	$ 8,245,229

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	September 30, 2016			
	Level I	Level II	Level III	Total
Liabilities				
Liabilities of Consolidated CLO Vehicles (a)				
Senior Secured Notes (b)	$	$ 4,263,747	$	$ 4,263,747
Subordinated Notes (b)		184,475		184,475
Freestanding Derivatives Foreign Currency Contracts		170		170
Liabilities of Consolidated Blackstone Funds				
Freestanding Derivatives Credit Default Swaps		7,070		7,070
Freestanding Derivatives				
Interest Rate Contracts	862	3,954		4,816
Foreign Currency Contracts		1,161		1,161
Credit Default Swaps		634		634
Securities Sold, Not Yet Purchased		176,218		176,218
	$ 862	$ 4,637,429	$	$ 4,638,291

	December 31, 2015				
	Level I	Level II	Level III	NAV	Total
Assets					
Investments of Consolidated Blackstone Funds (a)					
Investment Funds	$	$	$	$ 155,512	$ 155,512
Equity Securities	82,734	53,250	80,849		216,833
Partnership and LLC Interests		101,399	472,391		573,790
Debt Instruments		179,465	20,381		199,846
Assets of Consolidated CLO Vehicles					
Corporate Loans		2,886,792	200,771		3,087,563
Corporate Bonds		379,000			379,000
Freestanding Derivatives Foreign Currency Contracts		1,400			1,400
Total Investments of Consolidated Blackstone Funds	82,734	3,601,306	774,392	155,512	4,613,944
Blackstone s Treasury Cash Management Strategies					
Equity Securities	240,464				240,464
Debt Instruments		1,069,915	54,657	115,657	1,240,229
Other				201,566	201,566
Total Blackstone s Treasury Cash Management Strategies	240,464	1,069,915	54,657	317,223	1,682,259
Money Market Funds	460,233				460,233
Net Investment Hedges Foreign Currency Contracts		319			319
Freestanding Derivatives					
Interest Rate Contracts	1,806	406			2,212
Foreign Currency Contracts		2,088			2,088
Loans and Receivables			261,994		261,994
Other Investments	40,261		101,184	17,707	159,152

$ 825,498	$ 4,674,034	$ 1,192,227	$ 490,442	$ 7,182,201

31

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	December 31, 2015			
	Level I	Level II	Level III	Total
Liabilities				
Liabilities of Consolidated CLO Vehicles (a)				
Senior Secured Notes (b)	$	$ 3,225,064	$	$ 3,225,064
Subordinated Notes (b)		98,371		98,371
Freestanding Derivatives Foreign Currency Contracts		6,490		6,490
Freestanding Derivatives Credit Default Swaps		6,275		6,275
Net Investment Hedges Foreign Currency Contracts		1		1
Freestanding Derivatives				
Interest Rate Contracts	835	3,453		4,288
Foreign Currency Contracts		2,042		2,042
Credit Default Swaps		2,411		2,411
Securities Sold, Not Yet Purchased		176,667		176,667
	$ 835	$ 3,520,774	$	$ 3,521,609

(a) Pursuant to GAAP consolidation guidance, the Partnership is required to consolidate all VIEs in which it has been identified as the primary beneficiary, including certain CLO vehicles, and other funds in which a consolidated entity of the Partnership, as the general partner of the fund, has a controlling financial interest. While the Partnership is required to consolidate certain funds, including CLO vehicles, for GAAP purposes, the Partnership has no ability to utilize the assets of these funds and there is no recourse to the Partnership for their liabilities since these are client assets and liabilities.

(b) Senior and subordinate notes issued by CLO vehicles are classified based on the more observable fair value of CLO assets less (a) the fair value of any beneficial interests held by Blackstone, and (b) the carrying value of any beneficial interests that represent compensation for services.

The following table summarizes the fair value transfers between Level I and Level II for positions that existed as of September 30, 2016 and 2015, respectively:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Transfers from Level I into Level II (a)	$	$ 287	$ 2,114	$ 287
Transfers from Level II into Level I (b)	$	$ 26,534	$ 28,346	$ 32,312

(a) Transfers out of Level I represent those financial instruments for which restrictions exist and adjustments were made to an otherwise observable price to reflect fair value at the reporting date.

(b) Transfers into Level I represent those financial instruments for which an unadjusted quoted price in an active market became available for the identical asset.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table summarizes the quantitative inputs and assumptions used for items categorized in Level III of the fair value hierarchy as of September 30, 2016:

	Fair Value	Valuation Techniques	Unobservable Inputs	Ranges	Weighted-Average (a)
Financial Assets					
Investments of Consolidated Blackstone Funds					
Equity Securities	$ 67,923	Discounted Cash Flows	Discount Rate	7.4% - 29.1%	12.6%
			Revenue CAGR	0.0% - 20.6%	7.2%
			Exit Multiple - EBITDA	4.0x - 19.0x	9.7x
			Exit Multiple -P/E	10.5x - 17.0x	11.4x
			Exit Capitalization Rate	5.3% - 11.4%	8.6%
	13,330	Other	N/A	N/A	N/A
	7,091	Transaction Price	N/A	N/A	N/A
	1,879	Market Comparable Companies	Book Value Multiple	0.8x	N/A
	17	Third Party Pricing	N/A	N/A	N/A
Partnership and LLC Interests	350,281	Discounted Cash Flows	Discount Rate	2.0% - 29.4%	9.8%
			Revenue CAGR	-38.5% - 42.2%	7.0%
			Exit Multiple - EBITDA	0.1x - 23.5x	9.0x
			Exit Multiple - P/E	9.3x	N/A
			Exit Capitalization Rate	3.0% - 10.7%	6.0%
	18,160	Transaction Price	N/A	N/A	N/A
	16,589	Third Party Pricing	N/A	N/A	N/A
	7,351	Other	N/A	N/A	N/A
Debt Instruments	4,306	Third Party Pricing	N/A	N/A	N/A
	3,437	Discounted Cash Flows	Discount Rate	8.3% - 77.9%	12.1%
			Revenue CAGR	6.8%	N/A
			Exit Multiple - EBITDA	12.0x	N/A
			Exit Capitalization Rate	8.3%	N/A
Assets of Consolidated CLO Vehicles	244,175	Third Party Pricing	N/A	N/A	N/A
	24,627	Transaction Price	N/A	N/A	N/A
	1,824	Market Comparable Companies	EBITDA Multiple	6.0x	N/A
Total Investments of Consolidated Blackstone Funds	760,990				

continued

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	Fair Value	Valuation Techniques	Unobservable Inputs	Ranges	Weighted-Average (a)
Blackstone s Treasury Cash Management Strategies	$ 9,239	Discounted Cash Flows	Default Rate	1.0% - 2.0%	1.9%
			Recovery Rate	16.5% - 79.1%	67.4%
			Recovery Lag	12 months	N/A
			Pre-payment Rate	20.0%	N/A
			Reinvestment Rate	LIBOR + 350 bps - LIBOR + 400 bps	LIBOR + 390 bps
			Discount Rate	7.3% - 11.2%	8.4%
	28,961	Third Party Pricing	N/A	N/A	N/A
Loans and Receivables	46,338	Discounted Cash Flows	Discount Rate	6.8% - 16.1%	10.0%
	29,563	Third Party Pricing	N/A	N/A	N/A
Other Investments	83,971	Discounted Cash Flows	Discount Rate	1.3% - 15.8%	3.3%
			Default Rate	2.0%	N/A
			Recovery Rate	70.0%	N/A
			Recovery Lag	12 months	N/A
			Pre-payment Rate	20.0%	N/A
			Reinvestment Rate	LIBOR + 400 bps	N/A
	20,554	Transaction Price	N/A	N/A	N/A
Total	$ 979,616				

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table summarizes the quantitative inputs and assumptions used for items categorized in Level III of the fair value hierarchy as of December 31, 2015:

	Fair Value	Valuation Techniques	Unobservable Inputs	Ranges	Weighted-Average (a)
Financial Assets					
Investments of Consolidated Blackstone Funds					
Equity Securities	$ 66,962	Discounted Cash Flows	Discount Rate	7.8% - 25.0%	13.6%
			Revenue CAGR	-5.0% - 61.5%	10.2%
			Exit Multiple - EBITDA	5.0x - 18.2x	9.6x
			Exit Multiple - P/E	10.5x - 17.0x	11.2x
			Exit Capitalization Rate	5.5% - 11.4%	9%
	5,426	Other	N/A	N/A	N/A
	6,722	Transaction Price	N/A	N/A	N/A
	1,710	Market Comparable Companies	EBITDA Multiple	6.5x - 8.0x	6.6x
			Book Value Multiple	0.9x	N/A
	29	Third Party Pricing	N/A	N/A	N/A
Partnership and LLC Interests	423,588	Discounted Cash Flows	Discount Rate	2.1% - 25.8%	9.3%
			Revenue CAGR	-24.1% - 31.8%	8.6%
			Exit Multiple - EBITDA	0.1x - 23.8x	9.8x
			Exit Multiple - P/E	9.3x	N/A
			Exit Capitalization Rate	2.7% - 12.1%	6.3%
	30,437	Transaction Price	N/A	N/A	N/A
	16,963	Third Party Pricing	N/A	N/A	N/A
	1,403	Other	N/A	N/A	N/A
Debt Instruments	16,217	Third Party Pricing	N/A	N/A	N/A
	4,086	Discounted Cash Flows	Discount Rate	6.5% - 52.7%	14.1%
			Revenue CAGR	16.8%	N/A
			Exit Multiple - EBITDA	12.0x	N/A
			Exit Capitalization Rate	1.0% - 8.3%	5.8%
	78	Transaction Price	N/A	N/A	N/A
Assets of Consolidated CLO Vehicles	180,988	Third Party Pricing	N/A	N/A	N/A
	19,783	Market Comparable Companies	EBITDA Multiple	4.5x - 7.0x	6.5x
Total Investments of Consolidated Blackstone Funds	774,392				

continued

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	Fair Value	Valuation Techniques	Unobservable Inputs	Ranges	Weighted-Average (a)
Blackstone s Treasury Cash Management Strategies	$ 32,004	Discounted Cash Flows	Default Rate	1.0% - 2.0%	1.9%
			Recovery Rate	30.0% - 70.0%	67.0%
			Recovery Lag	12 months	N/A
			Pre-payment Rate	20.0%	N/A
			Reinvestment Rate	LIBOR + 400 bps	N/A
			Discount Rate	5.8% - 14.0%	8.6%
	22,653	Third Party Pricing	N/A	N/A	N/A
Loans and Receivables	241,897	Discounted Cash Flows	Discount Rate	6.7% - 20.6%	11.0%
	20,097	Third Party Pricing	N/A	N/A	N/A
Other Investments	81,984	Discounted Cash Flows	Discount Rate	1.4% - 12.5%	3.3%
			Default Rate	2.0%	N/A
			Recovery Rate	70.0%	N/A
			Recovery Lag	12 months	N/A
			Pre-payment Rate	20.0%	N/A
			Reinvestment Rate	LIBOR + 400 bps	N/A
	19,200	Transaction Price	N/A	N/A	N/A
Total	$ 1,192,227				

N/A	Not applicable.
CAGR	Compound annual growth rate.
EBITDA	Earnings before interest, taxes, depreciation and amortization.
Exit Multiple	Ranges include the last twelve months EBITDA, forward EBITDA and price/earnings exit multiples.
Third Party Pricing	Third Party Pricing is generally determined on the basis of unadjusted prices between market participants provided by reputable dealers or pricing services.
Transaction Price	Includes recent acquisitions or transactions.
(a)	Unobservable inputs were weighted based on the fair value of the investments included in the range.

The significant unobservable inputs used in the fair value measurement of the Blackstone s Treasury Cash Management Strategies, debt instruments and other investments are discount rates, default rates, recovery rates, recovery lag, pre-payment rates and reinvestment rates. Increases (decreases) in any of the discount rates, default rates, recovery lag and pre-payment rates in isolation would result in a lower (higher) fair value measurement. Increases (decreases) in any of the recovery rates and reinvestment rates in isolation would result in a higher (lower) fair value measurement. Generally, a change in the assumption used for default rates may be accompanied by a directionally similar change in the assumption used for recovery lag and a directionally opposite change in the assumption used for recovery rates and pre-payment rates.

The significant unobservable inputs used in the fair value measurement of equity securities, partnership and LLC interests, debt instruments, assets of consolidated CLO vehicles and loans and receivables are discount rates, exit capitalization rates, exit multiples, EBITDA multiples and revenue compound annual growth rates. Increases (decreases) in any of discount rates and exit capitalization rates in isolation can result in a lower (higher) fair value measurement. Increases (decreases) in any of exit multiples and revenue compound annual growth rates in isolation can result in a higher (lower) fair value measurement.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Since December 31, 2015, there have been no changes in valuation techniques within Level II and Level III that have had a material impact on the valuation of financial instruments.

The following tables summarize the changes in financial assets and liabilities measured at fair value for which the Partnership has used Level III inputs to determine fair value and does not include gains or losses that were reported in Level III in prior years or for instruments that were transferred out of Level III prior to the end of the respective reporting period. Total realized and unrealized gains and losses recorded for Level III investments are reported in Investment Income (Loss) and Net Gains (Losses) from Fund Investment Activities in the Condensed Consolidated Statements of Operations.

	Level III Financial Assets at Fair Value Three Months Ended September 30,							
	2016				2015			
	Investments of Consolidated Funds	Loans and Receivables	Other Investments (a)	Total	Investments of Consolidated Funds	Loans and Receivables	Other Investments (a)	Total
Balance, Beginning of Period	$ 706,432	$ 207,519	$ 128,054	$ 1,042,005	$ 937,149	$ 36,440	$ 151,734	$ 1,125,323
Transfer In to Level III (b)	50,836		5,188	56,024	43,920		5,194	49,114
Transfer Out of Level III (b)	(41,852)		(5,917)	(47,769)	(143,531)		(9,171)	(152,702)
Purchases	174,939	44,988	12,454	232,381	122,676	144,058	5,240	271,974
Sales	(151,701)	(175,914)	(284)	(327,899)	(139,229)		(2,792)	(142,021)
Settlements		(2,983)	(140)	(3,123)		(1,405)	(140)	(1,545)
Changes in Gains (Losses) Included in Earnings and Other Comprehensive Income (Loss)	22,336	2,291	3,370	27,997	16,871	162	(1,768)	15,265
Balance, End of Period	$ 760,990	$ 75,901	$ 142,725	$ 979,616	$ 837,856	$ 179,255	$ 148,297	$ 1,165,408
Changes in Unrealized Gains (Losses) Included in Earnings Related to Investments Still Held at the Reporting Date	$ (16,130)	$ 2,292	$ 2,627	$ (11,211)	$ (41,807)	$ 162	$ (1,837)	$ (43,482)

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	Level III Financial Assets at Fair Value Nine Months Ended September 30,							
	2016				2015			
	Investments of Consolidated Funds	Loans and Receivables	Other Investments (a)	Total	Investments of Consolidated Funds	Loans and Receivables	Other Investments (a)	Total
Balance, Beginning of Period	$ 774,392	$ 261,994	$ 155,841	$ 1,192,227	$ 2,394,823	$ 40,397	$ 189,385	$ 2,624,605
Transfer Out Due to Deconsolidation					(1,460,538)			(1,460,538)
Transfer In to Level III (b)	76,564		14,515	91,079	47,035		25,092	72,127
Transfer Out of Level III (b)	(80,550)		(16,121)	(96,671)	(181,429)		(56,336)	(237,765)
Purchases	266,229	348,645	19,427	634,301	304,012	150,244	38,579	492,835
Sales	(305,502)	(531,165)	(30,975)	(867,642)	(321,121)	(9,535)	(39,765)	(370,421)
Settlements		(8,157)	(394)	(8,551)		(3,485)	(358)	(3,843)
Changes in Gains (Losses) Included in Earnings and Other Comprehensive Income (Loss)	29,857	4,584	432	34,873	55,074	1,634	(8,300)	48,408
Balance, End of Period	$ 760,990	$ 75,901	$ 142,725	$ 979,616	$ 837,856	$ 179,255	$ 148,297	$ 1,165,408
Changes in Unrealized Gains (Losses) Included in Earnings Related to Investments Still Held at the Reporting Date	$ (32,299)	$ 4,626	$ 2,581	$ (25,092)	$ (25,614)	$ 1,505	$ (329)	$ (24,438)

	Level III Financial Liabilities at Fair Value					
	Three Months Ended September 30, 2015 (c)			Nine Months Ended September 30, 2015 (c)		
	Collateralized Loan Obligations Senior Notes	Collateralized Loan Obligations Subordinated Notes	Total	Collateralized Loan Obligations Senior Notes	Collateralized Loan Obligations Subordinated Notes	Total
Balance, Beginning of Period	$	$	$	$ 6,448,352	$ 348,752	$ 6,797,104
Transfer Out Due to Deconsolidation				(4,168,405)	(261,934)	(4,430,339)
Transfer Out Due to Amended CLO Guidance (d)				(2,279,947)	(86,818)	(2,366,765)
Balance, End of Period	$	$	$	$	$	$

(a) Represents Blackstone s Treasury Cash Management Strategies and Other Investments.

(b) Transfers in and out of Level III financial assets and liabilities were due to changes in the observability of inputs used in the valuation of such assets and liabilities.

(c) There were no Level III financial liabilities as of and for the three and nine months ended September 30, 2016. There were no changes in unrealized (gains) losses included in earnings related to liabilities still held at either September 30, 2016 or September 30, 2015.

(d) Transfers out due to amended CLO measurement guidance represents the transfer out of Level III for liabilities of consolidated CLO vehicles for which fair value is based on the more observable fair value of CLO assets. Such liabilities are classified as Level II within the fair value hierarchy.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

9. VARIABLE INTEREST ENTITIES

Pursuant to GAAP consolidation guidance, the Partnership consolidates certain VIEs in which it is determined that the Partnership is the primary beneficiary either directly or indirectly, through a consolidated entity or affiliate. VIEs include certain private equity, real estate, credit-focused or funds of hedge funds entities and CLO vehicles. The purpose of such VIEs is to provide strategy specific investment opportunities for investors in exchange for management and performance based fees. The investment strategies of the Blackstone Funds differ by product; however, the fundamental risks of the Blackstone Funds have similar characteristics, including loss of invested capital and loss of management fees and performance based fees. In Blackstone s role as general partner, collateral manager or investment adviser, it generally considers itself the sponsor of the applicable Blackstone Fund. The Partnership does not provide performance guarantees and has no other financial obligation to provide funding to consolidated VIEs other than its own capital commitments.

The assets of consolidated variable interest entities may only be used to settle obligations of these consolidated Blackstone Funds. In addition, there is no recourse to the Partnership for the consolidated VIEs liabilities including the liabilities of the consolidated CLO vehicles.

The Partnership holds variable interests in certain VIEs which are not consolidated as it is determined that the Partnership is not the primary beneficiary. The Partnership s involvement with such entities is in the form of direct equity interests and fee arrangements. The maximum exposure to loss represents the loss of assets recognized by Blackstone relating to non-consolidated entities, any amounts due to non-consolidated entities and any clawback obligation relating to previously distributed Carried Interest. The assets and liabilities recognized in the Partnership s Condensed Consolidated Statements of Financial Condition related to the Partnership s interest in these non-consolidated VIEs and the Partnership s maximum exposure to loss relating to non-consolidated VIEs were as follows:

	September 30, 2016	December 31, 2015
Investments	$ 657,065	$ 466,651
Accounts Receivable	12,549	11,726
Due from Affiliates	35,535	51,029
Total VIE Assets	705,149	529,406
Due to Affiliates	791	586
Accounts Payable, Accrued Expenses and Other Liabilities	183	88
Potential Clawback Obligation	86,675	73,450
Maximum Exposure to Loss	$ 792,798	$ 603,530

10. REVERSE REPURCHASE AND REPURCHASE AGREEMENTS

At September 30, 2016, the Partnership received securities, primarily U.S. and non-U.S. government and agency securities, asset-backed securities and corporate debt, with a fair value of $88.6 million as collateral for reverse repurchase agreements that could be repledged, delivered or otherwise used. Securities with a fair value of $50.6 million and cash were used to cover Securities Sold, Not Yet Purchased. The Partnership also pledged securities with a carrying value of $96.1 million and cash to collateralize its repurchase agreements. Such securities can be repledged, delivered or otherwise used by the counterparty.

At December 31, 2015, the Partnership pledged securities with a carrying value of $64.5 million and cash to collateralize its repurchase agreements. Such securities can be repledged, delivered or otherwise used by the counterparty.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table provides information regarding the Partnership s Repurchase Agreements obligation by type of collateral pledged as of September 30, 2016:

	September 30, 2016 Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30 - 90 Days	Greater than 90 days	Total
Repurchase Agreements					
U.S. Treasury and Agency Securities	$ 3,261	$	$	$	$ 3,261
Asset-Backed Securities		8,617	46,101	4,116	58,834
Total	$ 3,261	$ 8,617	$ 46,101	$ 4,116	$ 62,095
Gross Amount of Recognized Liabilities for Repurchase Agreements in Note 11. Offsetting of Assets and Liabilities					$ 62,095
Amounts Related to Agreements Not Included in Offsetting Disclosure in Note 11. Offsetting of Assets and Liabilities					$

11. OFFSETTING OF ASSETS AND LIABILITIES

The following tables present the offsetting of assets and liabilities as of September 30, 2016:

	Gross and Net Amounts of Assets Presented in the Statement of Financial Condition	Gross Amounts Not Offset in the Statement of Financial Condition		Net Amount
		Financial Instruments	Cash Collateral Received	
Assets				
Net Investment Hedges	$ 62	$	$	$ 62
Freestanding Derivatives	6,203	1,090	5,004	109
Reverse Repurchase Agreements	89,326	88,644		682
Total	$ 95,591	$ 89,734	$ 5,004	$ 853

	Gross and Net Amounts of Liabilities Presented in the	Gross Amounts Not Offset in the Statement of Financial Condition	Net Amount

	Statement of Financial Condition	Financial Instruments	Cash Collateral Pledged	
Liabilities				
Freestanding Derivatives	$ 13,681	$ 1,090	$ 11,581	$ 1,010
Repurchase Agreements	62,095	58,947	3,149	(1)
Total	$ 75,776	$ 60,037	$ 14,730	$ 1,009

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following tables present the offsetting of assets and liabilities as of December 31, 2015:

	Gross and Net Amounts of Assets Presented in the Statement of Financial Condition	Gross Amounts Not Offset in the Statement of Financial Condition		
		Financial Instruments	Cash Collateral Received	Net Amount
Assets				
Net Investment Hedges	$ 319	$ 1	$	$ 318
Freestanding Derivatives	4,300	2,149	1,310	841
Reverse Repurchase Agreements	204,893	203,938		955
Total	$ 209,512	$ 206,088	$ 1,310	$ 2,114

	Gross and Net Amounts of Liabilities Presented in the Statement of Financial Condition	Gross Amounts Not Offset in the Statement of Financial Condition		
		Financial Instruments	Cash Collateral Pledged	Net Amount
Liabilities				
Net Investment Hedges	$ 1	$ 1	$	$
Freestanding Derivatives	15,016	2,149	12,076	791
Repurchase Agreements	40,929	40,259	670	
Total	$ 55,946	$ 42,409	$ 12,746	$ 791

Reverse Repurchase Agreements and Repurchase Agreements are presented separately on the Condensed Consolidated Statements of Financial Condition. Freestanding Derivative assets are included in Other Assets in the Condensed Consolidated Statements of Financial Condition. The following table presents the components of Other Assets:

	September 30, 2016	December 31, 2015
Furniture, Equipment and Leasehold Improvements, Net	$ 135,260	$ 135,543
Prepaid Expenses	154,732	190,241
Other Assets	77,222	46,786
Freestanding Derivatives	6,203	4,300
Net Investment Hedges	62	319
	$ 373,479	$ 377,189

Freestanding Derivative liabilities are included in Accounts Payable, Accrued Expenses and Other Liabilities in the Condensed Consolidated Statements of Financial Condition and are not a significant component thereof.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Notional Pooling Arrangement

Blackstone has a notional cash pooling arrangement with a financial institution for cash management purposes. This arrangement allows for cash withdrawals based upon aggregate cash balances on deposit at the same financial institution. Cash withdrawals cannot exceed aggregate cash balances on deposit. The net balance of cash on deposit and overdrafts is used as a basis for calculating net interest expense or income. As of September 30, 2016, the aggregate cash balance on deposit relating to the cash pooling arrangement was $1.2 billion, which was fully offset with an accompanying overdraft.

12. BORROWINGS

On August 31, 2016, Blackstone Holdings Finance Co. L.L.C. (the Issuer), an indirect subsidiary of the Partnership, entered into an amendment to the Issuer s revolving credit facility (the Credit Facility) with Citibank, N.A., as Administrative Agent. The amendment, among other things, increased the amount of the Credit Facility from $1.1 billion to $1.5 billion and extended the maturity date of the Credit Facility from May 29, 2019 to August 31, 2021.

On October 5, 2016, the Issuer issued 600 million aggregate principal amount of senior notes maturing October 5, 2026 (the 2026 Notes). The 2026 Notes have an interest rate of 1.000% per annum, accruing from October 5, 2016. Interest is payable annually in arrears on October 5 of each year, commencing on October 5, 2017. The 2026 Notes are unsecured and unsubordinated obligations of the Issuer. The 2026 Notes are fully and unconditionally guaranteed, jointly and severally, by the Partnership and its indirect subsidiaries, Blackstone Holdings I L.P., Blackstone Holdings AI L.P., Blackstone Holdings II L.P., Blackstone Holdings III L.P. and Blackstone Holdings IV L.P. (the Guarantors). The guarantees are unsecured and unsubordinated obligations of the Guarantors. Transaction costs related to the issuance of the 2026 Notes have been capitalized and are being amortized over the life of the 2026 Notes. The 2026 Notes are not included in the September 30, 2016 Condensed Consolidated Statement of Financial Condition.

The following table presents the general characteristics of each of our Notes, as well as their carrying value and fair value. The Notes are included in Loans Payable within the Condensed Consolidated Statements of Financial Condition. All of the Notes were issued at a discount. All of the Notes accrue interest from the Issue Date and all pay interest in arrears on a semi-annual basis or annual basis.

	September 30, 2016		December 31, 2015	
Senior Notes	**Carrying Value**	**Fair Value (a)**	**Carrying Value**	**Fair Value (a)**
6.625%, Due 8/15/2019 (b)	$ 609,129	$ 662,220	$ 614,996	$ 665,438
5.875%, Due 3/15/2021	398,007	462,080	397,720	458,680
4.750%, Due 2/15/2023	392,921	444,520	392,224	430,560
6.250%, Due 8/15/2042	237,784	312,600	237,648	297,575
5.000%, Due 6/15/2044	488,288	548,050	488,119	515,050
4.450%, Due 7/15/2045	343,789	355,320	343,689	332,640
2.000%, Due 5/19/2025	331,535	365,444	322,664	327,465
Total	$ 2,801,453	$ 3,150,234	$ 2,797,060	$ 3,027,408

(a) Fair value is determined by broker quote and these notes would be classified as Level II within the fair value hierarchy.

(b) The carrying and fair values are determined using the original $600 million par amount less $15 million attributable to these notes which were acquired but not retired by Blackstone during 2012.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Included within Loans Payable and Due to Affiliates within the Condensed Consolidated Statements of Financial Condition are amounts due to holders of debt securities issued by Blackstone s consolidated CLO vehicles. Borrowings through the consolidated CLO vehicles consisted of the following:

	September 30, 2016			December 31, 2015		
	Borrowing Outstanding	Weighted-Average Interest Rate	Weighted-Average Remaining Maturity in Years	Borrowing Outstanding	Weighted-Average Interest Rate	Weighted-Average Remaining Maturity in Years
Senior Secured Notes	$ 4,648,050	1.93%	4.9	$ 3,687,976	1.93%	5.4
Subordinated Notes	221,865	(a)	N/A	226,350	(a)	N/A
	$ 4,869,915			$ 3,914,326		

(a) The Subordinated Notes do not have contractual interest rates but instead receive distributions from the excess cash flows of the CLO vehicles.

Senior Secured Notes and Subordinated Notes comprise the following amounts:

	September 30, 2016			December 31, 2015		
		Amounts Due to Non-Consolidated Affiliates			Amounts Due to Non-Consolidated Affiliates	
	Fair Value	Borrowing Outstanding	Fair Value	Fair Value	Borrowing Outstanding	Fair Value
Senior Secured Notes	$ 4,263,747	$	$	$ 3,225,064	$	$
Subordinated Notes	184,475	10,000	7,978	98,371	10,000	8,231
	$ 4,448,222	$ 10,000	$ 7,978	$ 3,323,435	$ 10,000	$ 8,231

The Loans Payable of the consolidated CLO vehicles are collateralized by assets held by each respective CLO vehicle and assets of one vehicle may not be used to satisfy the liabilities of another. As of September 30, 2016 and December 31, 2015, the fair value of the consolidated CLO assets was $5.3 billion and $3.9 billion, respectively. This collateral consisted of Cash, Corporate Loans, Corporate Bonds, other securities and receivables.

Scheduled principal payments for borrowings as of September 30, 2016 were as follows:

	Operating Borrowings	Blackstone Fund Facilities/CLO Vehicles	Total Borrowings

2016	$	$ 2,937	$ 2,937
2017		533,045	533,045
2018			
2019	585,000		585,000
2020			
Thereafter	2,236,660	4,336,870	6,573,530
Total	$ 2,821,660	$ 4,872,852	$ 7,694,512

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

13. INCOME TAXES

Blackstone s effective tax rate was 3.9% and -0.3% for the three months ended September 30, 2016 and 2015, respectively, and 5.4% and 10.5% for the nine months ended September 30, 2016 and 2015, respectively. Blackstone s income tax provision was $27.7 million and $1.6 million for the three months ended September 30, 2016 and 2015, respectively, and $84.3 million and $144.2 million for the nine months ended September 30, 2016 and 2015, respectively.

The Blackstone Group L.P. and certain of its subsidiaries operate in the U.S. as partnerships for income tax purposes (partnerships generally are not subject to federal income taxes) and generally as corporate entities in non-U.S. jurisdictions. Blackstone s effective tax rate for the three and nine months ended September 30, 2016 and 2015 was substantially due to the fact that certain corporate subsidiaries are subject to federal, state, local and foreign income taxes (as applicable) and other subsidiaries are subject to New York City unincorporated business taxes.

14. NET INCOME (LOSS) PER COMMON UNIT

Basic and diluted net income (loss) per common unit for the three and nine months ended September 30, 2016 and September 30, 2015 was calculated as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Income (Loss) for Per Common Unit Calculation				
Net Income (Loss) Attributable to The Blackstone Group L.P., Basic	$ 312,905	$ (254,697)	$ 671,284	$ 508,919
Incremental Net Income from Assumed Exchange of Blackstone Holdings Partnership Units	246,086		532,116	
Net Income (Loss) Attributable to The Blackstone Group L.P., Diluted	$ 558,991	$ (254,697)	$ 1,203,400	$ 508,919
Units Outstanding				
Weighted-Average Common Units Outstanding, Basic	650,917,510	638,832,799	647,595,189	632,046,646
Weighted-Average Unvested Deferred Restricted Common Units	1,495,331		1,379,168	3,393,182
Weighted-Average Blackstone Holdings Partnership Units	543,392,474		545,887,895	
Weighted-Average Common Units Outstanding, Diluted	1,195,805,315	638,832,799	1,194,862,252	635,439,828
Net Income (Loss) Per Common Unit, Basic	$ 0.48	$ (0.40)	$ 1.04	$ 0.81
Net Income (Loss) Per Common Unit, Diluted	$ 0.47	$ (0.40)	$ 1.01	$ 0.80

Distributions Declared Per Common Unit (a)	$ 0.36	$ 0.74	$ 1.25	$ 2.41

(a) Distributions declared reflects the calendar date of the declaration for each distribution.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table summarizes the anti-dilutive securities for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Weighted-Average Unvested Deferred Restricted Common Units		1,913,028		
Weighted-Average Blackstone Holdings Partnership Units		550,983,910		551,860,289

Unit Repurchase Program

In January 2008, Blackstone announced that the Board of Directors of its general partner, Blackstone Group Management L.L.C., had authorized the repurchase by Blackstone of up to $500 million of Blackstone common units and Blackstone Holdings Partnership Units. Under this unit repurchase program, units may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual number of Blackstone common units and Blackstone Holdings Partnership Units repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. This unit repurchase program may be suspended or discontinued at any time and does not have a specified expiration date.

During the nine months ended September 30, 2016 and 2015, no units were repurchased. As of September 30, 2016, the amount remaining available for repurchases under this program was $335.8 million.

15. EQUITY-BASED COMPENSATION

The Partnership has granted equity-based compensation awards to Blackstone s senior managing directors, non-partner professionals, non-professionals and selected external advisers under the Partnership s 2007 Equity Incentive Plan (the Equity Plan), the majority of which to date were granted in connection with Blackstone s initial public offering (IPO). The Equity Plan allows for the granting of options, unit appreciation rights or other unit-based awards (units, restricted units, restricted common units, deferred restricted common units, phantom restricted common units or other unit-based awards based in whole or in part on the fair value of the Blackstone common units or Blackstone Holdings Partnership Units) which may contain certain service or performance requirements. As of January 1, 2016, the Partnership had the ability to grant 168,600,140 units under the Equity Plan.

For the three and nine months ended September 30, 2016, the Partnership recorded compensation expense of $78.1 million and $242.2 million, respectively, in relation to its equity-based awards with corresponding tax benefits of $8.2 million and $24.8 million, respectively. For the three and nine months ended September 30, 2015, the Partnership recorded compensation expense of $78.8 million and $561.5 million, respectively, in relation to its equity-based awards with corresponding tax benefits of $9.0 million and $36.0 million, respectively. As of September 30, 2016, there was $892.0 million of estimated unrecognized compensation expense related to unvested awards. This cost is expected to be recognized over a weighted-average period of 4.7 years.

Total vested and unvested outstanding units, including Blackstone common units, Blackstone Holdings Partnership Units and deferred restricted common units, were 1,196,341,765 as of September 30, 2016. Total outstanding unvested phantom units were 46,246 as of September 30, 2016.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

A summary of the status of the Partnership s unvested equity-based awards as of September 30, 2016 and of changes during the period January 1, 2016 through September 30, 2016 is presented below:

	Blackstone Holdings		The Blackstone Group L.P.			
			Equity Settled Awards		Cash Settled Awards	
Unvested Units	Partnership Units	Weighted-Average Grant Date Fair Value	Deferred Restricted Common Units and Options	Weighted-Average Grant Date Fair Value	Phantom Units	Weighted-Average Grant Date Fair Value
Balance, December 31, 2015	40,901,755	$ 32.98	14,342,129	$ 22.38	27,942	$ 28.79
Granted	3,495,525	25.03	3,402,926	26.96	14,248	27.07
Vested	(7,044,239)	22.08	(5,114,780)	19.61	(1,248)	16.48
Forfeited	(217,007)	36.26	(449,317)	20.85	(482)	28.62
Balance, September 30, 2016	37,136,034	$ 34.31	12,180,958	$ 24.93	40,460	$ 26.83

Units Expected to Vest

The following unvested units, after expected forfeitures, as of September 30, 2016, are expected to vest:

	Units	Weighted-Average Service Period in Years
Blackstone Holdings Partnership Units	29,298,229	4.3
Deferred Restricted Blackstone Common Units	10,429,836	1.9
Total Equity-Based Awards	39,728,065	3.7
Phantom Units	33,836	3.7

16. RELATED PARTY TRANSACTIONS

Affiliate Receivables and Payables

Due from Affiliates and Due to Affiliates consisted of the following:

	September 30, 2016	December 31, 2015

Due from Affiliates		
Accrual for Potential Clawback of Previously Distributed Carried Interest	$ 1,571	$ 1,686
Advances Made on Behalf of Certain Non-Controlling Interest Holders and Blackstone Employees Principally for Investments in Blackstone Funds	347,713	331,558
Amounts Due from Portfolio Companies and Funds	326,827	319,758
Investments Redeemed in Non-Consolidated Funds of Hedge Funds	8,156	5,931
Management and Performance Fees Due from Non-Consolidated Funds	425,400	403,538
Payments Made on Behalf of Non-Consolidated Entities	200,745	178,326
	$ 1,310,412	$ 1,240,797

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	September 30, 2016	December 31, 2015
Due to Affiliates		
Due to Certain Non-Controlling Interest Holders in Connection with the Tax Receivable Agreements	$ 1,169,136	$ 1,201,543
Accrual for Potential Repayment of Previously Received Performance Fees	3,355	3,356
Due to Note Holders of Consolidated CLO Vehicles	7,978	8,231
Distributions Received on Behalf of Certain Non-Controlling Interest Holders and Blackstone Employees	30,541	26,593
Distributions Received on Behalf of Blackstone Entities	83,241	33,160
Payments Made by Non-Consolidated Entities	15,650	9,817
	$ 1,309,901	$ 1,282,700

Interests of the Founder, Senior Managing Directors, Employees and Other Related Parties

The Founder, senior managing directors, employees and certain other related parties invest on a discretionary basis in the consolidated Blackstone Funds both directly and through consolidated entities. These investments generally are subject to preferential management fee and performance fee arrangements. As of September 30, 2016 and December 31, 2015, such investments aggregated $749.0 million and $746.3 million, respectively. Their share of the Net Income (Loss) Attributable to Redeemable Non-Controlling and Non-Controlling Interests in Consolidated Entities aggregated $24.5 million and $(20.0) million for the three months ended September 30, 2016 and 2015, respectively, and $53.0 million and $61.1 million for the nine months ended September 30, 2016 and 2015, respectively.

Revenues Earned from Affiliates

Management and Advisory Fees, Net earned from affiliates totaled $39.1 million and $48.2 million for the three months ended September 30, 2016 and 2015, respectively. Management and Advisory Fees, Net earned from affiliates totaled $139.9 million and $125.1 million for the nine months ended September 30, 2016 and 2015, respectively. Fees relate primarily to transaction and monitoring fees which are negotiated in the ordinary course of fundraising and investment activities.

Loans to Affiliates

Loans to affiliates consist of interest bearing advances to certain Blackstone individuals to finance their investments in certain Blackstone Funds. These loans earn interest at Blackstone s cost of borrowing and such interest totaled $0.6 million and $0.8 million for the three months ended September 30, 2016 and 2015, respectively, and $0.9 million and $4.0 million for the nine months ended September 30, 2016 and 2015, respectively.

Contingent Repayment Guarantee

Blackstone and its personnel who have received Carried Interest distributions have guaranteed payment on a several basis (subject to a cap) to the Carry Funds of any clawback obligation with respect to the excess Carried Interest allocated to the general partners of such funds and indirectly received thereby to the extent that either Blackstone or its personnel fails to fulfill its clawback obligation, if any. The Accrual for Potential Repayment of Previously Received Performance Fees represents amounts previously paid to Blackstone Holdings and non-controlling interest holders that would need to be repaid to the Blackstone Funds if the Carry Funds were to be liquidated based on the fair value of their underlying investments as of September 30, 2016. See Note 17. Commitments and Contingencies Contingencies Contingent Obligations (Clawback) .

47

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Aircraft and Other Services

In the normal course of business, Blackstone personnel make use of aircraft owned as personal assets by Stephen A. Schwarzman; an aircraft owned jointly as a personal asset by Hamilton E. James, Blackstone s President and, Chief Operating Officer, and a Director of Blackstone, and Jonathan D. Gray, Blackstone s Global Head of Real Estate and a Director of Blackstone; and an aircraft owned jointly as a personal asset by Bennett J. Goodman, Co-Founder of GSO Capital and a Director of Blackstone, and another senior managing director (each such aircraft, Personal Aircraft). Mr. Schwarzman paid for his purchases of his Personal Aircraft himself. Each of Mr. James and Mr. Gray paid for his respective interest in their jointly owned Personal Aircraft. Mr. Goodman paid for his interest in his jointly owned Personal Aircraft. Mr. Schwarzman, Mr. James, Mr. Gray and Mr. Goodman respectively bear operating, personnel and maintenance costs associated with the operation of such Personal Aircraft. Payment by Blackstone for the use of the Personal Aircraft by Blackstone employees is made based on market rates.

In addition, on occasion, certain of Blackstone s executive officers and employee directors and their families may make use of aircraft owned by Blackstone or in which Blackstone owns a fractional interest, as well as other assets of Blackstone. Any such personal use of Blackstone assets is charged to the executive officer or employee director based on market rates and usage. Personal use of Blackstone resources is also reimbursed to Blackstone based on market rates.

The transactions described herein are not material to the Condensed Consolidated Financial Statements.

Tax Receivable Agreements

Blackstone used a portion of the proceeds from the IPO and the sale of non-voting common units to Beijing Wonderful Investments to purchase interests in the predecessor businesses from the predecessor owners. In addition, holders of Blackstone Holdings Partnership Units may exchange their Blackstone Holdings Partnership Units for Blackstone common units on a one-for-one basis. The purchase and subsequent exchanges are expected to result in increases in the tax basis of the tangible and intangible assets of Blackstone Holdings and therefore reduce the amount of tax that Blackstone s wholly owned subsidiaries would otherwise be required to pay in the future.

One of the subsidiaries of the Partnership which is a corporate taxpayer has entered into tax receivable agreements with each of the predecessor owners and additional tax receivable agreements have been executed, and will continue to be executed, with newly-admitted senior managing directors and others who acquire Blackstone Holdings Partnership Units. The agreements provide for the payment by the corporate taxpayer to such owners of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax that the corporate taxpayers actually realize as a result of the aforementioned increases in tax basis and of certain other tax benefits related to entering into these tax receivable agreements. For purposes of the tax receivable agreements, cash savings in income tax will be computed by comparing the actual income tax liability of the corporate taxpayers to the amount of such taxes that the corporate taxpayers would have been required to pay had there been no increase to the tax basis of the tangible and intangible assets of Blackstone Holdings as a result of the exchanges and had the corporate taxpayers not entered into the tax receivable agreements.

Assuming no future material changes in the relevant tax law and that the corporate taxpayers earn sufficient taxable income to realize the full tax benefit of the increased amortization of the assets, the expected future payments under the tax receivable agreements (which are taxable to the recipients) will aggregate $1.2 billion over the next 15 years. The after-tax net present value of these estimated payments totals $389.7 million assuming a 15% discount rate and using Blackstone s most recent projections relating to the estimated timing of the benefit to be

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

received. Future payments under the tax receivable agreements in respect of subsequent exchanges would be in addition to these amounts. The payments under the tax receivable agreements are not conditioned upon continued ownership of Blackstone equity interests by the pre-IPO owners and the others mentioned above.

Amounts related to the deferred tax asset resulting from the increase in tax basis from the exchange of Blackstone Holdings Partnership Units to Blackstone common units, the resulting remeasurement of net deferred tax assets at the Blackstone ownership percentage at the balance sheet date, the due to affiliates for the future payments resulting from the tax receivable agreements and resulting adjustment to partners capital are included as Acquisition of Ownership Interests from Non-Controlling Interest Holders in the Supplemental Disclosure of Non-Cash Investing and Financing Activities in the Condensed Consolidated Statements of Cash Flows.

Other

Blackstone does business with and on behalf of some of its Portfolio Companies; all such arrangements are on a negotiated basis.

Additionally, please see Note 17. Commitments and Contingencies Contingencies Guarantees for information regarding guarantees provided to a lending institution for certain loans held by employees.

17. COMMITMENTS AND CONTINGENCIES

Commitments

Investment Commitments

Blackstone had $2.4 billion of investment commitments as of September 30, 2016 representing general partner capital funding commitments to the Blackstone Funds, limited partner capital funding to other funds and Blackstone principal investment commitments. The consolidated Blackstone Funds had signed investment commitments of $73.1 million as of September 30, 2016 which includes $47.6 million of signed investment commitments for portfolio company acquisitions in the process of closing.

Contingencies

Guarantees

Certain of Blackstone s consolidated real estate funds guarantee payments to third parties in connection with the on-going business activities and/or acquisitions of their Portfolio Companies. There is no direct recourse to the Partnership to fulfill such obligations. To the extent that underlying funds are required to fulfill guarantee obligations, the Partnership s invested capital in such funds is at risk. Total investments at risk in respect of guarantees extended by consolidated real estate funds was $5.3 million as of September 30, 2016.

The Blackstone Holdings Partnerships provided guarantees to a lending institution for certain loans held by employees either for investment in Blackstone Funds or for members capital contributions to Blackstone Group International Partners LLP. The amount guaranteed as of September 30, 2016 was $147.4 million.

Litigation

From time to time, Blackstone is named as a defendant in legal actions relating to transactions conducted in the ordinary course of business. Although there can be no assurance of the outcome of such legal actions, in the opinion of management, Blackstone does not have a potential

liability related to any current legal proceeding or claim that would individually or in the aggregate materially affect its results of operations, financial position or cash flows.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

Contingent Obligations (Clawback)

Carried Interest is subject to clawback to the extent that the Carried Interest received to date with respect to a fund exceeds the amount due to Blackstone based on cumulative results of that fund. The actual clawback liability, however, generally does not become realized until the end of a fund s life except for certain Blackstone real estate funds, multi-asset class investment funds and credit-focused funds, which may have an interim clawback liability. The lives of the carry funds, including available contemplated extensions, for which a liability for potential clawback obligations has been recorded for financial reporting purposes, are currently anticipated to expire at various points through 2028. Further extensions of such terms may be implemented under given circumstances.

For financial reporting purposes, the general partners have recorded a liability for potential clawback obligations to the limited partners of some of the carry funds due to changes in the unrealized value of a fund s remaining investments and where the fund s general partner has previously received Carried Interest distributions with respect to such fund s realized investments.

The following table presents the clawback obligations by segment:

	September 30, 2016			December 31, 2015		
Segment	Blackstone Holdings	Current and Former Personnel	Total	Blackstone Holdings	Current and Former Personnel	Total
Credit	$ 1,784	$ 1,571	$ 3,355	$ 1,670	$ 1,686	$ 3,356

For Private Equity, Real Estate, and certain Credit Funds, a portion of the Carried Interest paid to current and former Blackstone personnel is held in segregated accounts in the event of a cash clawback obligation. These segregated accounts are not included in the Condensed Consolidated Financial Statements of the Partnership, except to the extent a portion of the assets held in the segregated accounts may be allocated to a consolidated Blackstone fund of hedge funds. At September 30, 2016, $611.6 million was held in segregated accounts for the purpose of meeting any clawback obligations of current and former personnel if such payments are required.

In the Credit segment, payment of Carried Interest to the Partnership by the majority of the rescue lending, mezzanine and hedge fund strategies funds is substantially deferred under the terms of the partnership agreements. This deferral mitigates the need to hold funds in segregated accounts in the event of a cash clawback obligation.

If, at September 30, 2016, all of the investments held by the carry funds were deemed worthless, a possibility that management views as remote, the amount of Carried Interest subject to potential clawback would be $5.0 billion, on an after tax basis where applicable, of which $4.6 billion related to Blackstone Holdings and $382.3 million related to current and former Blackstone personnel.

18. SEGMENT REPORTING

Blackstone transacts its primary business in the United States and substantially all of its revenues are generated domestically.

Blackstone conducts its alternative asset management businesses through four segments:

Private Equity Blackstone s Private Equity segment comprises its management of private equity funds, certain opportunistic investment funds, a core private equity fund and secondary private funds of funds.

Real Estate Blackstone s Real Estate segment primarily comprises its management of global, European focused and Asian focused opportunistic real estate funds as well as core+ real estate funds. In addition,

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

the segment has debt investment funds, a publicly traded REIT targeting non-controlling real estate debt-related investment opportunities in the public and private markets, primarily in the United States and Europe, and a non-listed REIT formed to invest primarily in stabilized income-oriented commercial real estate in the United States.

Hedge Fund Solutions Blackstone s Hedge Fund Solutions segment is comprised principally of Blackstone Alternative Asset Management (BAAM), which manages a broad range of commingled and customized hedge fund of fund solutions. The Hedge Fund Solutions business also includes investment platforms that seed new hedge fund talent, purchase ownership interests in more established hedge funds, invest in special situation opportunities, create alternative solutions in regulated structures and trade long and short public equities.

Credit Blackstone s Credit segment, which consists principally of GSO Capital Partners LP (GSO), manages credit-focused products within private and public debt market strategies. GSO s products include senior credit-focused funds, mezzanine funds, distressed debt funds, general credit-focused funds, registered investment companies, separately managed accounts and CLO vehicles.

These business segments are differentiated by their various sources of income. The Private Equity, Real Estate, Hedge Fund Solutions and Credit segments primarily earn their income from management fees and investment returns on assets under management.

Blackstone uses Economic Income (EI) as a key measure of value creation, a benchmark of its performance and in making resource deployment and compensation decisions across its four segments. EI represents segment net income before taxes excluding transaction-related charges. Transaction-related charges arise from Blackstone s IPO and long-term retention programs outside of annual deferred compensation and other corporate actions, including acquisitions. Transaction-related charges include equity-based compensation charges, the amortization of intangible assets and contingent consideration associated with acquisitions. EI presents revenues and expenses on a basis that deconsolidates the investment funds Blackstone manages. Economic Net Income (ENI) represents EI adjusted to include current period taxes. Taxes represent the total GAAP tax provision adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision for Taxes.

Senior management makes operating decisions and assesses the performance of each of Blackstone s business segments based on financial and operating metrics and data that is presented without the consolidation of any of the Blackstone Funds that are consolidated into the Condensed Consolidated Financial Statements. Consequently, all segment data excludes the assets, liabilities and operating results related to the Blackstone Funds.

On October 1, 2015, Blackstone completed the spin-off of the operations that historically constituted Blackstone s Financial Advisory segment, other than Blackstone s capital markets services business. Blackstone s capital markets services business was retained and was not part of the spin-off. These historical operations included various financial advisory services, including financial and strategic advisory, restructuring and reorganization advisory and fund placement services. As of October 1, 2015, Blackstone no longer reported a Financial Advisory segment. Results of the historical Financial Advisory segment are included herein for comparative purposes only. The results of Blackstone s capital markets services business were reclassified from the Financial Advisory segment to the Private Equity segment. All prior periods have been recast to reflect this reclassification.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table presents the financial data for Blackstone s four segments for the three months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total Segments
Segment Revenues					
Management and Advisory Fees, Net					
Base Management Fees	$ 131,708	$ 197,629	$ 130,305	$ 133,867	$ 593,509
Advisory Fees	1,106				1,106
Transaction and Other Fees, Net	11,786	14,190	116	1,823	27,915
Management Fee Offsets	(12,917)	(842)		(7,091)	(20,850)
Total Management and Advisory Fees, Net	131,683	210,977	130,421	128,599	601,680
Performance Fees					
Realized					
Carried Interest	26,398	461,980		15,644	504,022
Incentive Fees		3,857	4,572	21,866	30,295
Unrealized					
Carried Interest	144,597	(113,449)	(84)	75,093	106,157
Incentive Fees		14,445	12,038	5,689	32,172
Total Performance Fees	170,995	366,833	16,526	118,292	672,646
Investment Income (Loss)					
Realized	15,469	46,704	(1,211)	(328)	60,634
Unrealized	8,884	(6,725)	12,219	12,875	27,253
Total Investment Income	24,353	39,979	11,008	12,547	87,887
Interest and Dividend Revenue	9,160	12,460	4,692	6,769	33,081
Other	411	(548)	(260)	(28)	(425)
Total Revenues	336,602	629,701	162,387	266,179	1,394,869
Expenses					
Compensation and Benefits Compensation	73,889	99,886	47,206	47,614	268,595
Performance Fee Compensation					
Realized					
Carried Interest	13,741	147,419		7,267	168,427
Incentive Fees		1,764	2,902	10,770	15,436
Unrealized					
Carried Interest	69,300	(38,972)	35	39,681	70,044
Incentive Fees		6,229	4,557	2,722	13,508
Total Compensation and Benefits	156,930	216,326	54,700	108,054	536,010

Other Operating Expenses	47,534	47,908	27,432	28,016	150,890
Total Expenses	204,464	264,234	82,132	136,070	686,900
Economic Income	$ 132,138	$ 365,467	$ 80,255	$ 130,109	$ 707,969

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	Three Months Ended September 30, 2015					
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Financial Advisory	Total Segments
Segment Revenues						
Management and Advisory Fees, Net						
Base Management Fees	$ 128,452	$ 175,710	$ 133,592	$ 126,533	$	$ 564,287
Advisory Fees	2,547				143,606	146,153
Transaction and Other Fees, Net	9,359	21,390	219	1,289	146	32,403
Management Fee Offsets	(12,262)	(10,147)	(507)	(11,260)		(34,176)
Total Management and Advisory Fees, Net	128,096	186,953	133,304	116,562	143,752	708,667
Performance Fees						
Realized						
Carried Interest	214,532	169,051		51,606		435,189
Incentive Fees		3,879	2,783	28,123		34,785
Unrealized						
Carried Interest	(809,363)	(128,854)	(5,394)	(112,366)		(1,055,977)
Incentive Fees		2,784	(29,711)	(26,419)		(53,346)
Total Performance Fees	(594,831)	46,860	(32,322)	(59,056)		(639,349)
Investment Income (Loss)						
Realized	46,917	39,821	(468)	1,735	(479)	87,526
Unrealized	(110,689)	(95,382)	(6,411)	(10,177)	(998)	(223,657)
Total Investment Loss	(63,772)	(55,561)	(6,879)	(8,442)	(1,477)	(136,131)
Interest and Dividend Revenue	8,119	11,057	4,136	6,053	6,094	35,459
Other	471	(938)	(66)	(73)	(235)	(841)
Total Revenues	(521,917)	188,371	98,173	55,044	148,134	(32,195)
Expenses						
Compensation and Benefits Compensation	70,419	99,255	44,408	51,324	64,169	329,575
Performance Fee Compensation Realized						
Carried Interest	16,303	52,546		28,950		97,799
Incentive Fees		1,838	(436)	13,659		15,061
Unrealized						
Carried Interest	(141,448)	(23,018)	(3,041)	(61,190)		(228,697)
Incentive Fees		5,215	(7,011)	(12,846)		(14,642)
Total Compensation and Benefits	(54,726)	135,836	33,920	19,897	64,169	199,096
Other Operating Expenses	43,812	42,050	24,147	24,898	22,658	157,565
Total Expenses	(10,914)	177,886	58,067	44,795	86,827	356,661
Economic Income (Loss)	$ (511,003)	$ 10,485	$ 40,106	$ 10,249	$ 61,307	$ (388,856)

53

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table reconciles the Total Segments to Blackstone s Income (Loss) Before Provision for Taxes for the three months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
	Total Segments	Consolidation Adjustments and Reconciling Items	Blackstone Consolidated	Total Segments	Consolidation Adjustments and Reconciling Items	Blackstone Consolidated
Revenues	$ 1,394,869	$ 36,816(a)	$ 1,431,685	$ (32,195)	$ 43,768(a)	$ 11,573
Expenses	$ 686,900	$ 86,877(b)	$ 773,777	$ 356,661	$ 120,336(b)	$ 476,997
Other Income (Loss)	$	$ 61,395(c)	$ 61,395	$	$ (16,867)(c)	$ (16,867)
Economic Income (Loss)	$ 707,969	$ 11,334(d)	$ 719,303	$ (388,856)	$ (93,435)(d)	$ (482,291)

(a) The Revenues adjustment represents management and performance fees earned from Blackstone Funds which were eliminated in consolidation to arrive at Blackstone consolidated revenues, non-segment related Investment Income (Loss), which is included in Blackstone consolidated revenues and the elimination of inter-segment interest income.

(b) The Expenses adjustment represents the addition of expenses of the consolidated Blackstone Funds to the Blackstone unconsolidated expenses, amortization of intangibles, expenses related to transaction-related equity-based compensation and the elimination of inter-segment interest expense to arrive at Blackstone consolidated expenses.

(c) The Other Income adjustment results from the following:

	Three Months Ended September 30, 2016	2015
Fund Management Fees and Performance Fees Eliminated in Consolidation and Transactional Investment Loss	$ (37,835)	$ (45,027)
Fund Expenses Added in Consolidation	5,141	10,175
Income Associated with Non-Controlling Interests of Consolidated Entities	93,417	18,151
Transaction-Related Other Income (Loss)	672	(166)
Total Consolidation Adjustments and Reconciling Items	$ 61,395	$ (16,867)

(d) The reconciliation of Economic Income to Income Before Provision for Taxes as reported in the Condensed Consolidated Statements of Operations consists of the following:

	Three Months Ended September 30, 2016	2015
Economic Income (Loss)	$ 707,969	$ (388,856)
Adjustments		

Amortization of Intangibles	(22,054)	(30,624)
Transaction-Related Charges	(60,029)	(80,962)
Income Associated with Non-Controlling Interests of Consolidated Entities	93,417	18,151
Total Consolidation Adjustments and Reconciling Items	11,334	(93,435)
Income (Loss) Before Provision (Benefit) for Taxes	$ 719,303	$ (482,291)

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table presents the financial data for Blackstone s four segments as of and for the nine months ended September 30, 2016 and 2015:

	September 30, 2016 and the Nine Months Then Ended				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total Segments
Segment Revenues					
Management and Advisory Fees, Net					
Base Management Fees	$ 393,833	$ 598,540	$ 390,586	$ 391,249	$ 1,774,208
Advisory Fees	2,864				2,864
Transaction and Other Fees, Net	30,037	71,096	654	4,589	106,376
Management Fee Offsets	(23,960)	(5,656)		(26,731)	(56,347)
Total Management and Advisory Fees, Net	402,774	663,980	391,240	369,107	1,827,101
Performance Fees					
Realized					
Carried Interest	113,736	928,989		15,940	1,058,665
Incentive Fees		14,025	7,005	67,078	88,108
Unrealized					
Carried Interest	303,519	(209,846)	749	147,609	242,031
Incentive Fees		30,152	10,139	6,988	47,279
Total Performance Fees	417,255	763,320	17,893	237,615	1,436,083
Investment Income (Loss)					
Realized	23,038	79,608	(6,471)	8,028	104,203
Unrealized	21,558	(17,764)	9,285	3,726	16,805
Total Investment Income	44,596	61,844	2,814	11,754	121,008
Interest and Dividend Revenue	28,525	38,732	15,193	20,945	103,395
Other	2,219	(226)	(523)	403	1,873
Total Revenues	895,369	1,527,650	426,617	639,824	3,489,460
Expenses					
Compensation and Benefits Compensation	237,303	303,352	145,811	155,687	842,153
Performance Fee Compensation					
Realized					
Carried Interest	60,114	246,936		7,461	314,511
Incentive Fees		7,197	6,090	31,523	44,810
Unrealized					
Carried Interest	98,046	2,988	273	73,940	175,247
Incentive Fees		12,929	3,842	2,874	19,645
Total Compensation and Benefits	395,463	573,402	156,016	271,485	1,396,366

Other Operating Expenses	143,968	148,206	80,796	83,700	456,670
Total Expenses	539,431	721,608	236,812	355,185	1,853,036
Economic Income	$ 355,938	$ 806,042	$ 189,805	$ 284,639	$ 1,636,424
Segment Assets as of September 30, 2016	$ 6,287,058	$ 7,421,606	$ 1,888,118	$ 2,723,402	$ 18,320,184

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

	Nine Months Ended September 30, 2015					
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Financial Advisory	Total Segments
Segment Revenues						
Management and Advisory Fees, Net						
Base Management Fees	$ 358,753	$ 468,801	$ 394,445	$ 375,177	$	$ 1,597,176
Advisory Fees	9,819				297,570	307,389
Transaction and Other Fees, Net	17,876	58,116	244	4,806	162	81,204
Management Fee Offsets	(26,239)	(20,441)	(1,395)	(22,480)		(70,555)
Total Management and Advisory Fees, Net	360,209	506,476	393,294	357,503	297,732	1,915,214
Performance Fees						
Realized						
Carried Interest	1,144,085	1,344,283		91,898		2,580,266
Incentive Fees		5,822	30,214	76,238		112,274
Unrealized						
Carried Interest	(548,114)	(498,481)	2,620	(80,099)		(1,124,074)
Incentive Fees		12,788	33,571	(10,774)		35,585
Total Performance Fees	595,971	864,412	66,405	77,263		1,604,051
Investment Income (Loss)						
Realized	141,991	196,597	(12,600)	6,695	(868)	331,815
Unrealized	(101,503)	(165,563)	104	(530)	(39)	(267,531)
Total Investment Income (Loss)	40,488	31,034	(12,496)	6,165	(907)	64,284
Interest and Dividend Revenue	23,406	31,313	12,055	17,642	12,520	96,936
Other	1,161	(3,838)	(1,214)	3,454	(1,303)	(1,740)
Total Revenues	1,021,235	1,429,397	458,044	462,027	308,042	3,678,745
Expenses						
Compensation and Benefits Compensation	209,597	263,573	146,353	148,325	180,917	948,765
Performance Fee Compensation Realized						
Carried Interest	162,287	415,210		50,582		628,079
Incentive Fees		2,865	11,745	34,515		49,125
Unrealized						
Carried Interest	11,098	(171,661)	1,036	(45,349)		(204,876)
Incentive Fees		8,020	12,404	(3,974)		16,450
Total Compensation and Benefits	382,982	518,007	171,538	184,099	180,917	1,437,543
Other Operating Expenses	145,258	125,539	65,852	70,273	62,326	469,248
Total Expenses	528,240	643,546	237,390	254,372	243,243	1,906,791
Economic Income	$ 492,995	$ 785,851	$ 220,654	$ 207,655	$ 64,799	$ 1,771,954

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

The following table reconciles the Total Segments to Blackstone s Income (Loss) Before Provision for Taxes and Total Assets as of and for the nine months ended September 30, 2016 and 2015:

	September 30, 2016 and the Nine Months Then Ended			Nine Months Ended September 30, 2015		
	Total Segments	Consolidation Adjustments and Reconciling Items	Blackstone Consolidated	Total Segments	Consolidation Adjustments and Reconciling Items	Blackstone Consolidated
Revenues	$ 3,489,460	$ 67,005(a)	$ 3,556,465	$ 3,678,745	$ 70,388(a)	$ 3,749,133
Expenses	$ 1,853,036	$ 251,054(b)	$ 2,104,090	$ 1,906,791	$ 627,206(b)	$ 2,533,997
Other Income	$	$ 111,240(c)	$ 111,240	$	$ 158,703(c)	$ 158,703
Economic Income	$ 1,636,424	$ (72,809)(d)	$ 1,563,615	$ 1,771,954	$ (398,115)(d)	$ 1,373,839
Total Assets	$ 18,320,184	$ 6,093,336(e)	$ 24,413,520			

(a) The Revenues adjustment represents management and performance fees earned from Blackstone Funds that were eliminated in consolidation to arrive at Blackstone consolidated revenues, non-segment related Investment Income (Loss), which is included in Blackstone consolidated revenues and the elimination of inter-segment interest income.

(b) The Expenses adjustment represents the addition of expenses of the consolidated Blackstone Funds to the Blackstone unconsolidated expenses, amortization of intangibles, expenses related to transaction-related equity-based compensation and the elimination of inter-segment interest expense to arrive at Blackstone consolidated expenses.

(c) The Other Income adjustment results from the following:

	Nine Months Ended September 30, 2016	2015
Fund Management Fees and Performance Fees Eliminated in Consolidation and Transactional Investment Loss	$ (68,308)	$ (80,519)
Fund Expenses Added in Consolidation	(4,016)	53,218
Income Associated with Non-Controlling Interests of Consolidated Entities	189,782	187,970
Transaction-Related Other Loss	(6,218)	(1,966)
Total Consolidation Adjustments and Reconciling Items	$ 111,240	$ 158,703

(d) The reconciliation of Economic Income to Income Before Provision for Taxes as reported in the Condensed Consolidated Statements of Operations consists of the following:

	Nine Months Ended September 30, 2016	2015
Economic Income	$ 1,636,424	$ 1,771,954

Adjustments		
Amortization of Intangibles	(68,470)	(81,243)
Transaction-Related Charges	(194,121)	(504,842)
Income Associated with Non-Controlling Interests of Consolidated Entities	189,782	187,970
Total Consolidation Adjustments and Reconciling Items	(72,809)	(398,115)
Income Before Provision for Taxes	$ 1,563,615	$ 1,373,839

(e) The Total Assets adjustment represents the addition of assets of the consolidated Blackstone Funds to the Blackstone unconsolidated assets to arrive at Blackstone consolidated assets.

Table of Contents

THE BLACKSTONE GROUP L.P.

Notes to Condensed Consolidated Financial Statements Continued

(All Dollars Are in Thousands, Except Unit and Per Unit Data, Except Where Noted)

19. SUBSEQUENT EVENTS

On October 5, 2016, Blackstone Holdings Finance Co. L.L.C. issued 600 million in aggregate principal amount of 1.000% Senior Notes which will mature on October 5, 2026. See Note 12. Borrowings for additional information.

Table of Contents

ITEM 1A. UNAUDITED SUPPLEMENTAL PRESENTATION OF STATEMENTS OF FINANCIAL CONDITION THE BLACKSTONE GROUP L.P.

Unaudited Consolidating Statements of Financial Condition

(Dollars in Thousands)

	September 30, 2016			
	Consolidated Operating Partnerships	Consolidated Blackstone Funds (a)	Reclasses and Eliminations	Consolidated
Assets				
Cash and Cash Equivalents	$ 1,781,882	$	$	$ 1,781,882
Cash Held by Blackstone Funds and Other	218,160	890,807		1,108,967
Investments	10,946,535	5,420,744	(409,345)	15,957,934
Accounts Receivable	338,202	168,690		506,892
Reverse Repurchase Agreements	89,326			89,326
Due from Affiliates	1,302,223	28,289	(20,100)	1,310,412
Intangible Assets, Net	278,219			278,219
Goodwill	1,718,519			1,718,519
Other Assets	359,228	14,251		373,479
Deferred Tax Assets	1,287,890			1,287,890
Total Assets	$ 18,320,184	$ 6,522,781	$ (429,445)	$ 24,413,520
Liabilities and Partners Capital				
Loans Payable	$ 2,801,453	$ 4,443,181	$	$ 7,244,634
Due to Affiliates	1,212,895	117,106	(20,100)	1,309,901
Accrued Compensation and Benefits	2,292,718			2,292,718
Securities Sold, Not Yet Purchased	103,015	73,203		176,218
Repurchase Agreements	3,261	58,834		62,095
Accounts Payable, Accrued Expenses and Other Liabilities	558,641	415,278		973,919
Total Liabilities	6,971,983	5,107,602	(20,100)	12,059,485
Redeemable Non-Controlling Interests in Consolidated Entities		194,150		194,150
Partners Capital				
Partners Capital	6,345,484	409,503	(410,195)	6,344,792
Accumulated Other Comprehensive Income (Loss)	(48,320)		850	(47,470)
Non-Controlling Interests in Consolidated Entities	1,708,192	811,526		2,519,718
Non-Controlling Interests in Blackstone Holdings	3,342,845			3,342,845
Total Partners Capital	11,348,201	1,221,029	(409,345)	12,159,885
Total Liabilities and Partners Capital	$ 18,320,184	$ 6,522,781	$ (429,445)	$ 24,413,520

continued

Table of Contents

THE BLACKSTONE GROUP L.P.

Unaudited Consolidating Statements of Financial Condition

(Dollars in Thousands)

	December 31, 2015			
	Consolidated Operating Partnerships	Consolidated Blackstone Funds (a)	Reclasses and Eliminations	Consolidated
Assets				
Cash and Cash Equivalents	$ 1,837,324	$	$	$ 1,837,324
Cash Held by Blackstone Funds and Other	148,660	438,472		587,132
Investments	10,186,419	4,591,465	(453,787)	14,324,097
Accounts Receivable	461,610	151,543		613,153
Reverse Repurchase Agreements	204,893			204,893
Due from Affiliates	1,224,692	25,722	(9,617)	1,240,797
Intangible Assets, Net	345,547			345,547
Goodwill	1,718,519			1,718,519
Other Assets	374,270	2,919		377,189
Deferred Tax Assets	1,277,429			1,277,429
Total Assets	$ 17,779,363	$ 5,210,121	$ (463,404)	$ 22,526,080
Liabilities and Partners Capital				
Loans Payable	$ 2,797,060	$ 3,319,687	$	$ 6,116,747
Due to Affiliates	1,244,748	50,892	(12,940)	1,282,700
Accrued Compensation and Benefits	2,029,900	18		2,029,918
Securities Sold, Not Yet Purchased	99,392	77,275		176,667
Repurchase Agreements	970	39,959		40,929
Accounts Payable, Accrued Expenses and Other Liabilities	422,905	225,757		648,662
Total Liabilities	6,594,975	3,713,588	(12,940)	10,295,623
Redeemable Non-Controlling Interests in Consolidated Entities		183,459		183,459
Partners Capital				
Partners Capital	6,323,025	450,417	(451,135)	6,322,307
Accumulated Other Comprehensive Income (Loss)	(53,190)		671	(52,519)
Non-Controlling Interests in Consolidated Entities	1,546,044	862,657		2,408,701
Non-Controlling Interests in Blackstone Holdings	3,368,509			3,368,509
Total Partners Capital	11,184,388	1,313,074	(450,464)	12,046,998
Total Liabilities and Partners Capital	$ 17,779,363	$ 5,210,121	$ (463,404)	$ 22,526,080

(a) The Consolidated Blackstone Funds consisted of the following:
Blackstone Real Estate Partners VI.C ESH L.P.

Blackstone Real Estate Special Situations Fund L.P.

Blackstone Real Estate Special Situations Offshore Fund Ltd.

Blackstone Strategic Alliance Fund L.P.

Blackstone/GSO Loan Financing Limited

BSSF I AIV L.P.

BTD CP Holdings, LP

GSO Legacy Associates II LLC

GSO Legacy Associates LLC

Table of Contents

Private equity side-by-side investment vehicles

Real estate side-by-side investment vehicles

Mezzanine side-by-side investment vehicles

Collateralized loan obligation vehicles

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

The following discussion and analysis should be read in conjunction with The Blackstone Group L.P. s condensed consolidated financial statements and the related notes included in this Quarterly Report on Form 10-Q.

Our Business

Blackstone is one of the largest independent managers of private capital in the world. Our business is organized into four segments:

Private Equity. We are a world leader in private equity investing, having managed seven general private equity funds, as well as three sector focused funds, since we established this business in 1987. We refer to these managed corporate private equity funds collectively as our Blackstone Capital Partners (BCP) funds. Our Private Equity segment also includes Blackstone Tactical Opportunities (Tactical Opportunities), our opportunistic investment platform that invests globally across asset classes, industries and geographies, Strategic Partners Fund Solutions (Strategic Partners), a secondary private fund of funds business, Blackstone Total Alternatives Solution (BTAS), a multi-asset investment program for eligible high net worth investors offering exposure to certain of Blackstone s key illiquid investment strategies through a single commitment, and our capital markets services business (BXCM). We have also raised capital commitments for Blackstone Core Equity Partners (BCEP), which targets control-oriented investments in high-quality companies with durable businesses and seeks to offer a lower level of risk and a longer hold period than traditional private equity.

Our corporate private equity business pursues transactions throughout the world across a variety of transaction types, including large buyouts, mid-cap buyouts, buy and build platforms (which involve multiple acquisitions behind a single management team and platform) and growth equity/development projects (which involve significant minority investments in mature companies and greenfield development projects in energy and power). Tactical Opportunities seeks to capitalize on complex and dislocated market situations across asset classes, industries and geographies in a broad range of investments, including private and public securities, and instruments, where the underlying exposure may be to equity, debt, and/or real assets. Strategic Partners focuses on delivering access to a range of opportunities, leveraging its proprietary database to acquire single fund interests or complex portfolios in an efficient and timely manner.

Real Estate. Since our start in 1991, we have become a world leader in real estate investing. We have managed or continue to manage a number of global, European and Asian focused opportunistic real estate funds, several real estate debt investment vehicles, a NYSE publicly traded REIT (BXMT) and several core+ real estate funds. In addition, we manage Blackstone Real Estate Income Trust, Inc. (BREIT), a non-listed REIT formed to invest primarily in stabilized income-oriented commercial real estate in the United States. We refer to our opportunistic real estate funds as our Blackstone Real Estate Partners (BREP) funds, our real estate debt investment vehicles as our Blackstone Real Estate Debt Strategies (BREDS) funds and our core+ real estate funds as our Blackstone Property Partners (BPP) funds.

Our BREP funds are geographically diversified and target a broad range of opportunistic real estate and real estate related investments that are generally undermanaged assets with higher potential for equity appreciation. BREP has made significant investments in lodging, office buildings, shopping centers, residential, industrial and a variety of real estate operating companies.

Our BREDS vehicles target real estate debt-related investment opportunities in the public and private markets, primarily in the United States and Europe.

Table of Contents

Our BPP funds are geographically diversified and target substantially stabilized assets generating relatively stable cash flow with a focus on office, multifamily, industrial and retail assets in gateway markets.

Hedge Fund Solutions. Blackstone s Hedge Fund Solutions segment is comprised principally of Blackstone Alternative Asset Management (BAAM). BAAM is the world s largest discretionary allocator to hedge funds, managing a broad range of commingled and customized hedge fund of fund solutions since its inception in 1990. The Hedge Fund Solutions segment also includes investment platforms that seed new hedge fund talent, purchase ownership interests in more established hedge funds, invest in special situation opportunities, create alternative solutions in regulated structures and trade long and short public equities.

Credit. Our Credit segment consists principally of GSO Capital Partners LP (GSO), a global leader in managing credit-focused products within private and public debt market strategies. GSO s products include senior credit-focused funds, mezzanine funds, distressed debt funds, general credit-focused funds, registered investment companies, separately managed accounts and CLO vehicles.

We generate revenue from fees earned pursuant to contractual arrangements with funds, fund investors and fund portfolio companies (including management, transaction and monitoring fees), and from capital markets services. We invest in the funds we manage and, in most cases, receive a preferred allocation of income (i.e., a Carried Interest) or an incentive fee from an investment fund in the event that specified cumulative investment returns are achieved (generally collectively referred to as Performance Fees). The composition of our revenues will vary based on market conditions and the cyclicality of the different businesses in which we operate. Net investment gains and investment income generated by the Blackstone Funds, principally private equity and real estate funds, are driven by value created by our operating and strategic initiatives as well as overall market conditions. Fair values are affected by changes in the fundamentals of the portfolio company, the portfolio company s industry, the overall economy and other market conditions.

Business Environment

Blackstone s businesses are materially affected by conditions in the financial markets and economic conditions in the U.S., Europe, Asia and, to a lesser extent, elsewhere in the world.

Despite volatility and uncertainty at the outset of the third quarter following the U.K. vote to leave the European Union (Brexit), markets rebounded substantially in the remainder of the quarter, with most indices ending up. The S&P 500 ended the quarter up 3%, the FTSE 100 up 6%, the Euro Stoxx up 5%, the Nikkei 225 up 6%, the Hang Seng up 12% and the MSCI World up 5%.

Developments in currency markets were generally mixed in the quarter, with the U.S. dollar showing continued strength amid more evidence of improving economic growth and moderately accelerating inflation. The pound fell a further 3% versus the U.S. dollar in the third quarter, bringing it to down 12% year-to-date, while the Euro and Japanese yen both rose 1% during the quarter.

Bond markets posted modest gains during the quarter, with the Bloomberg Barclays U.S. Aggregate Index gaining 0.5%. While U.S. Treasury rates rose slightly from historic lows, investment grade credit experienced a modest gain of 1% and agency mortgage-backed securities returned 0.6%. High yield corporate bonds and emerging market debt outperformed other fixed income asset classes during the quarter with excess returns of 6% and 4%, respectively. Central banks have continued to be accommodative, holding interest rates at or near record lows. The Federal Reserve left the federal funds target rate range unchanged at a range of 0.25% to 0.50% during its July and September meetings, but has provided an upbeat outlook for the economy in both announcements, increasing the likelihood of a near-term rate hike.

Table of Contents

U.S. equity markets have performed well, with the S&P 500 and Dow reaching all-time highs during the third quarter. The overall economic outlook remains moderate, with current forecasts calling for global economic growth of 3.1% in 2016 before recovering to 3.4% in 2017. U.S. GDP growth in the third quarter was 2.9%, significantly stronger than the 1.4% pace during the second quarter. In line with the first half of the year, GDP in China is expected to be 6.6% year over year for 2016, further supporting the idea of stabilization.

The rally in oil during the first half of 2016 did not extend into the third quarter, with West Texas Intermediate Crude (WTI) ending the quarter flat at $48.24. The quarter was somewhat volatile, with consecutive periods of rising and falling crude oil prices and weekly changes ranging from -10% to 10% for both WTI and Brent oil. Natural gas prices were down 2% during the quarter, while gasoline prices across the U.S. continued to stay low, ending the quarter at $2.22 a gallon.

The rate of corporate credit defaults remained elevated, with 130 global defaults by the end of the third quarter, the highest level since the financial crisis, driven largely by the energy sector. Overall capital markets volumes improved slightly from the second quarter, though debt issuance continued to significantly outpace equity. Global debt volume reached $5.5 trillion during the first nine months of 2016, given record low borrowing costs, while global equity volume was only $479 billion, down 28% year over year. Global mergers and acquisitions volume continued to fall during the third quarter to $753 billion, down 27% since the prior year, although the first month of the fourth quarter showed an uptick in mergers and acquisitions activity.

Global growth is projected to pick up modestly in 2017 and thereafter, driven largely by emerging market and developing economies, with ongoing uncertainty in the U.K. and Europe due to Brexit. Improvement in the U.S. economy continues slowly, buoyed by low unemployment and favorable labor market conditions, solid household spending and stronger housing activity.

Significant Transactions

On August 31, 2016, Blackstone amended and restated its revolving credit facility to, among other things, increase the amount of the revolving credit facility from $1.1 billion to $1.5 billion and to extend the maturity date of the revolving credit facility from May 29, 2019 to August 31, 2021.

On October 5, 2016, Blackstone issued 600 million in aggregate principal amount of 1.000% senior notes maturing on October 5, 2026.

Table of Contents

Organizational Structure

The simplified diagram below depicts our current organizational structure. The diagram does not depict all of our subsidiaries, including intermediate holding companies through which certain of the subsidiaries depicted are held.

Key Financial Measures and Indicators

We manage our business using traditional financial measures and key operating metrics since we believe these metrics measure the productivity of our investment activities. Our key financial measures and indicators are discussed below.

Revenues

Revenues primarily consist of management and advisory fees, performance fees, investment income, interest and dividend revenue and other. Please refer to Part I. Item 1. Business Incentive Arrangements / Fee Structure in our Annual Report on Form 10-K for the year ended December 31, 2015 and Critical Accounting Policies Revenue Recognition for additional information regarding the manner in which Base Management Fees and Performance Fees are generated.

Management and Advisory Fees, Net Management and Advisory Fees, Net are comprised of management fees, including base management fees, transaction and other fees and advisory fees net of management fee reductions and offsets.

The Partnership earns base management fees from limited partners of funds in each of its managed funds, at a fixed percentage of assets under management, net asset value, total assets, committed capital or invested capital, or in some cases, a fixed fee. Base management fees are recognized based on contractual terms specified in the underlying investment advisory agreements.

Transaction and other fees (including monitoring fees) are fees charged directly to managed funds and portfolio companies. The investment advisory agreements generally require that the investment adviser reduce the amount of

management fees payable by the limited partners to the Partnership by an amount equal to a portion of the transaction and other fees directly paid to the Partnership by the portfolio companies. We refer to these amounts as management fee reductions. The amount of the reduction varies by fund, the type of fee paid by the portfolio company and the previously incurred expenses of the fund.

Management fee offsets are reductions to management fees payable by the limited partners of the Blackstone Funds, which are granted based on the amount such limited partners reimburse the Blackstone Funds for placement fees.

Advisory fees consist of advisory retainer and transaction-based fee arrangements related to capital markets services. Advisory retainer fees are recognized when services for the transactions are complete, in accordance with terms set forth in individual agreements. Transaction-based fees are recognized when (a) there is evidence of an arrangement with a client, (b) agreed upon services have been provided, (c) fees are fixed or determinable, and (d) collection is reasonably assured.

Accrued but unpaid Management and Advisory Fees, net of management fee reductions and management fee offsets, as of the reporting date are included in Accounts Receivable or Due from Affiliates in the Condensed Consolidated Statements of Financial Condition. Management fees paid by limited partners to the Blackstone Funds and passed on to Blackstone are not considered affiliate revenues.

Performance Fees Performance Fees earned on the performance of Blackstone s hedge fund structures (Incentive Fees) are recognized based on fund performance during the period, subject to the achievement of minimum return levels, or high water marks, in accordance with the respective terms set out in each hedge fund s governing agreements. Accrued but unpaid Incentive Fees charged directly to investors in Blackstone s offshore hedge funds as of the reporting date are recorded within Due from Affiliates in the Condensed Consolidated Statements of Financial Condition. Accrued but unpaid Incentive Fees on onshore funds as of the reporting date are reflected in Investments in the Condensed Consolidated Statements of Financial Condition. Incentive Fees are realized at the end of a measurement period, typically annually. Once realized, such fees are not subject to clawback or reversal.

In certain fund structures, specifically in private equity, real estate and certain hedge fund solutions and credit-focused funds (Carry Funds), performance fees (Carried Interest) are allocated to the general partner based on cumulative fund performance to date, subject to a preferred return to limited partners. At the end of each reporting period, the Partnership calculates the Carried Interest that would be due to the Partnership for each fund, pursuant to the fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As the fair value of underlying investments varies between reporting periods, it is necessary to make adjustments to amounts recorded as Carried Interest to reflect either (a) positive performance resulting in an increase in the Carried Interest allocated to the general partner or (b) negative performance that would cause the amount due to the Partnership to be less than the amount previously recognized as revenue, resulting in a negative adjustment to Carried Interest allocated to the general partner. In each scenario, it is necessary to calculate the Carried Interest on cumulative results compared to the Carried Interest recorded to date and make the required positive or negative adjustments. The Partnership ceases to record negative Carried Interest allocations once previously recognized Carried Interest allocations for such fund have been fully reversed. The Partnership is not obligated to pay guaranteed returns or hurdles, and therefore, cannot have negative Carried Interest over the life of a fund. Accrued but unpaid Carried Interest as of the reporting date is reflected in Investments in the Condensed Consolidated Statements of Financial Condition.

Carried Interest is realized when an underlying investment is profitably disposed of and the fund s cumulative returns are in excess of the preferred return or, in limited instances, after certain thresholds for return of capital are met. Carried Interest is subject to clawback to the extent that the Carried Interest received to date exceeds the amount due to Blackstone based on cumulative results. As such, the accrual for potential repayment of previously received Carried Interest, which is a component of Due to Affiliates, represents all amounts previously distributed to

Table of Contents

Blackstone Holdings and non-controlling interest holders that would need to be repaid to the Blackstone Funds if the Blackstone Carry Funds were to be liquidated based on the current fair value of the underlying funds investments as of the reporting date. The actual clawback liability, however, generally does not become realized until the end of a fund s life except for certain funds, including certain Blackstone real estate funds, multi-asset class investment funds and credit-focused funds, which may have an interim clawback liability.

Investment Income (Loss) Investment Income (Loss) represents the unrealized and realized gains and losses on the Partnership s principal investments, including its investments in Blackstone Funds that are not consolidated, its equity method investments, and other principal investments. Investment Income (Loss) is realized when the Partnership redeems all or a portion of its investment or when the Partnership receives cash income, such as dividends or distributions. Unrealized Investment Income (Loss) results from changes in the fair value of the underlying investment as well as the reversal of unrealized gain (loss) at the time an investment is realized.

Interest and Dividend Revenue Interest and Dividend Revenue comprises primarily interest and dividend income earned on principal investments held by Blackstone.

Other Revenue Other Revenue consists of miscellaneous income and foreign exchange gains and losses arising on transactions denominated in currencies other than U.S. dollars.

Expenses

Compensation and Benefits Compensation Compensation and Benefits consists of (a) employee compensation, comprising salary and bonus, and benefits paid and payable to employees and senior managing directors and (b) equity-based compensation associated with the grants of equity-based awards to employees and senior managing directors. Compensation cost relating to the issuance of equity-based awards to senior managing directors and employees is measured at fair value at the grant date, taking into consideration expected forfeitures, and expensed over the vesting period on a straight-line basis, except in the case of (a) equity-based awards that do not require future service, which are expensed immediately and (b) certain awards to recipients that meet specified criteria making them eligible for retirement treatment (allowing such recipient to keep a percentage of those awards upon departure from Blackstone after becoming eligible for retirement), for which the expense for the portion of the award that would be retained in the event of retirement is either expensed immediately or amortized to the retirement date. Cash settled equity-based awards are classified as liabilities and are remeasured at the end of each reporting period.

Compensation and Benefits Performance Fee Performance Fee Compensation consists of Carried Interest (which may be distributed in cash or in-kind) and Incentive Fee allocations, and may in future periods also include allocations of investment income from Blackstone s firm investments, to employees and senior managing directors participating in certain profit sharing initiatives. Such compensation expense is subject to both positive and negative adjustments. Unlike Carried Interest and Incentive Fees, compensation expense is based on the performance of individual investments held by a fund rather than on a fund by fund basis. Compensation received from advisory clients in the form of securities of such clients may also be allocated to employees and senior managing directors.

Other Operating Expenses Other Operating Expenses represents general and administrative expenses including interest expense, occupancy and equipment expenses and other expenses, which consist principally of professional fees, public company costs, travel and related expenses, communications and information services and depreciation and amortization.

Fund Expenses The expenses of our consolidated Blackstone Funds consist primarily of interest expense, professional fees and other third party expenses.

Non-Controlling Interests in Consolidated Entities

Non-Controlling Interests in Consolidated Entities represent the component of Partners Capital in consolidated Blackstone Funds held by third party investors and employees. The percentage interests held by third parties and

employees is adjusted for general partner allocations and by subscriptions and redemptions in funds of hedge funds and certain credit-focused funds which occur during the reporting period. In addition, all non-controlling interests in consolidated Blackstone Funds are attributed a share of income (loss) arising from the respective funds and a share of other comprehensive income, if applicable. Income (Loss) is allocated to non-controlling interests in consolidated entities based on the relative ownership interests of third party investors and employees after considering any contractual arrangements that govern the allocation of income (loss) such as fees allocable to The Blackstone Group L.P.

Redeemable Non-Controlling Interests in Consolidated Entities

Non-controlling interests related to funds of hedge funds are subject to annual, semi-annual or quarterly redemption by investors in these funds following the expiration of a specified period of time, or may be withdrawn subject to a redemption fee during the period when capital may not be withdrawn. As limited partners in these types of funds have been granted redemption rights, amounts relating to third party interests in such consolidated funds are presented as Redeemable Non-Controlling Interests in Consolidated Entities within the Condensed Consolidated Statements of Financial Condition. When redeemable amounts become legally payable to investors, they are classified as a liability and included in Accounts Payable, Accrued Expenses and Other Liabilities in the Condensed Consolidated Statements of Financial Condition. For all consolidated funds in which redemption rights have not been granted, non-controlling interests are presented within Partners Capital in the Condensed Consolidated Statements of Financial Condition as Non-Controlling Interests in Consolidated Entities.

Non-Controlling Interests in Blackstone Holdings

Non-Controlling Interests in Blackstone Holdings represent the component of Partners Capital in the consolidated Blackstone Holdings Partnerships held by Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships.

Certain costs and expenses are borne directly by the Holdings Partnerships. Income (Loss), excluding those costs directly borne by and attributable to the Holdings Partnerships, is attributable to Non-Controlling Interests in Blackstone Holdings. This residual attribution is based on the year to date average percentage of Blackstone Holdings Partnership Units held by Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships.

Income Taxes

The Blackstone Holdings Partnerships and certain of their subsidiaries operate in the U.S. as partnerships for U.S. federal income tax purposes and generally as corporate entities in non-U.S. jurisdictions. Accordingly, these entities in some cases are subject to New York City unincorporated business taxes or non-U.S. income taxes. In addition, certain of the wholly owned subsidiaries of the Partnership and the Blackstone Holdings Partnerships will be subject to federal, state and local corporate income taxes at the entity level and the related tax provision attributable to the Partnership s share of this income tax is reflected in the Condensed Consolidated Financial Statements.

Income taxes are accounted for using the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax basis, using tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred assets and liabilities of a change in tax rates is recognized in income in the period when the change is enacted. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current and deferred tax liabilities are recorded within Accounts Payable, Accrued Expenses and Other Liabilities in the Condensed Consolidated Statements of Financial Condition.

Table of Contents

Blackstone uses the flow-through method to account for investment tax credits. Under this method, the investment tax credits are recognized as a reduction to income tax expense.

Blackstone analyzes its tax filing positions in all of the U.S. federal, state, local and foreign tax jurisdictions where it is required to file income tax returns, as well as for all open tax years in these jurisdictions. Blackstone records uncertain tax positions on the basis of a two-step process: (a) a determination is made whether it is more likely than not that the tax positions will be sustained based on the technical merits of the position and (b) those tax positions that meet the more-likely-than-not threshold are recognized as the largest amount of tax benefit that is greater than 50 percent likely to be realized upon ultimate settlement with the related tax authority. Blackstone recognizes accrued interest and penalties related to uncertain tax positions in General, Administrative, and Other expenses within the Condensed Consolidated Statements of Operations.

There remains some uncertainty regarding Blackstone s future taxation levels. Over the past several years, a number of legislative and administrative proposals to change the taxation of Carried Interest have been introduced and, in certain cases, have been passed by the U.S. House of Representatives that would have, in general, treated income and gains, including gain on sale, attributable to an investment services partnership interest, or ISPI , as income subject to a new blended tax rate that is higher than the capital gains rate applicable to such income under current law, except to the extent such ISPI would have been considered under the legislation to be a qualified capital interest. Our common units and the interests that we hold in entities that are entitled to receive Carried Interest would likely have been classified as ISPIs for purposes of this legislation. It is unclear whether or when the U.S. Congress will pass such legislation or what provisions will be included in any final legislation if enacted.

Some legislative proposals have provided that, for taxable years beginning ten years after the date of enactment, income derived with respect to an ISPI that is not a qualified capital interest and that is subject to the foregoing rules would not meet the qualifying income requirements under the publicly traded partnership rules. Therefore, if similar legislation were to be enacted, following such ten-year period, we would be precluded from qualifying as a partnership for U.S. federal income tax purposes or be required to hold all such ISPIs through corporations.

The Obama administration has made similar proposals that would tax income and gain, including gain on sale, attributable to an ISPI at ordinary rates, with an exception for certain qualified capital interests. The proposals would also characterize certain income and gain in respect of ISPIs as non-qualifying income under the tax rules applicable to publicly traded partnerships after a ten year transition period from the effective date, with an exception for certain qualified capital interests. The Obama administration proposed similar changes in its published revenue proposals for 2015 and prior years.

States and other jurisdictions have also considered legislation to increase taxes with respect to Carried Interest. For example, New York has considered legislation, which could have caused a non-resident of New York who holds our common units to be subject to New York state income tax on Carried Interest earned by entities in which we hold an indirect interest, thereby requiring the non-resident to file a New York state income tax return reporting such Carried Interest income. It is unclear whether or when similar legislation will be enacted. Finally, several state and local jurisdictions have evaluated ways to subject partnerships to entity level taxation through the imposition of state or local income, franchise or other forms of taxation or to increase the amount of such taxation.

If we were taxed as a corporation or were forced to hold interests in entities earning income from Carried Interest through taxable subsidiary corporations, our effective tax rate could increase significantly. The federal statutory rate for corporations is currently 35%, and the state and local tax rates, net of the federal benefit, aggregate approximately 5%. If a variation of the above described legislation or any other change in the tax laws, rules, regulations or interpretations preclude us from qualifying for treatment as a partnership for U.S. federal income tax purposes under the publicly traded partnership rules or force us to hold interests in entities earning income from Carried Interest through taxable subsidiary corporations, this could materially increase our tax liability, and could well result in a reduction in the market price of our common units.

Table of Contents

It is not possible at this time to meaningfully quantify the potential impact on Blackstone of this potential future legislation or any similar legislation. Multiple versions of legislation in this area have been proposed over the last few years that have included significantly different provisions regarding effective dates and the treatment of invested capital, tiered entities and cross-border operations, among other matters. Depending upon what version of the legislation, if any, were enacted, the potential impact on a public company such as Blackstone in a given year could differ dramatically and could be material. In addition, these legislative proposals would not themselves impose a tax on a publicly traded partnership such as Blackstone. Rather, they could force Blackstone and other publicly traded partnerships to restructure their operations so as to prevent disqualifying income from reaching the publicly traded partnership in amounts that would disqualify the partnership from treatment as a partnership for U.S. federal income tax purposes. Such a restructuring could result in more income being earned in corporate subsidiaries, thereby increasing corporate income tax liability indirectly borne by the publicly traded partnership. In addition, we, and our common unitholders, could be taxed on any such restructuring. The nature of any such restructuring would depend on the precise provisions of the legislation that was ultimately enacted, as well as the particular facts and circumstances of Blackstone s operations at the time any such legislation were to take effect, making the task of predicting the amount of additional tax highly speculative.

Congress, the Organization for Economic Co-operation and Development (OECD) and other government agencies in jurisdictions in which we and our affiliates invest or do business have maintained a focus on issues related to the taxation of multinational companies. The OECD, which represents a coalition of member countries, is contemplating changes to numerous long-standing tax principles through its base erosion and profit shifting project, which is focused on a number of issues, including the shifting of profits between affiliated entities in different tax jurisdictions. Additionally, the Obama administration has announced other proposals for potential reform to the U.S. federal income tax rules for businesses, including reducing the deductibility of interest for corporations, anti-inversion rules, reducing the top marginal rate on corporations and subjecting entities currently treated as partnerships for tax purposes to an entity-level income tax similar to the corporate income tax. Several of these proposals for reform, if enacted by the United States or by other countries in which we or our affiliates invest or do business, could adversely affect us. It is unclear what any actual legislation would provide, when it would be proposed or what its prospects for enactment would be. In addition, the Treasury and the Internal Revenue Service recently issued final and temporary regulations addressing the federal income tax treatment of debt between certain related parties (related-party debt). For U.S. federal income tax purposes, the regulations generally (a) treat related-party debt as equity if such debt is issued in connection with certain transactions and (b) impose threshold documentation requirements for such related-party debt. The new regulations could limit interest deductions in certain situations for us and our investment structures.

Other proposals by members of Congress have contemplated the migration of the United States from a worldwide system of taxation, pursuant to which U.S. corporations are taxed on their worldwide income, to a territorial system where U.S. corporations are taxed only on their U.S. source income (subject to certain exceptions for income derived in low-tax jurisdictions from the exploitation of tangible assets) at a top corporate tax rate that would be 25%. Such proposals include revenue raisers to offset the reduction in the tax rate and base which may or may not be detrimental to us. A variation of this proposal completes a similar territorial U.S. tax system, but with more expansive U.S. taxation of the foreign profits of non-U.S. subsidiaries of U.S. corporations. Such proposal would also eliminate the withholding tax exemption on portfolio interest debt obligations for investors residing in non-treaty jurisdictions. Speaker of the House Paul Ryan has also identified comprehensive tax reform as a priority for the next Congress. Whether these proposals will be enacted by the government and in what form is unknown, as are the ultimate consequences of the proposed legislation.

In addition, legislation was recently enacted that significantly changes the rules for U.S. federal income tax audits of partnerships. Such audits will continue to be conducted at the partnership level, but with respect to tax returns for taxable years beginning after December 31, 2017, and unless a partnership qualifies for and affirmatively elects an alternative procedure, any adjustments to the amount of tax due (including interest and penalties) will be payable by the partnership. Under the elective alternative procedure, a partnership would issue information returns to persons who were partners in the audited year, who would then be required to take the adjustments into account

in calculating their own tax liability, and the partnership would not be liable for the adjustments. If a partnership elects the alternative procedure for a given adjustment, the amount of taxes for which its partners would be liable would be increased by any applicable penalties and a special interest charge. There can be no assurance that we will be eligible to make such an election or that we will, in fact, make such an election for any given adjustment. If we do not or are not able to make such an election, then (a) our then-current common unitholders, in the aggregate, could indirectly bear income tax liabilities in excess of the aggregate amount of taxes that would have been due had we elected the alternative procedure, and (b) a given common unitholder may indirectly bear taxes attributable to income allocable to other common unitholders or former common unitholders, including taxes (as well as interest and penalties) with respect to periods prior to such holder s ownership of common units. Amounts available for distribution to our common unitholders may be reduced as a result of our obligation to pay any taxes associated with an adjustment. Many issues with respect to, and the overall effect of, this new legislation on us are uncertain, and common unitholders should consult their own tax advisors regarding all aspects of this legislation as it affects their particular circumstances.

Economic Income

Blackstone uses Economic Income (EI) as a key measure of value creation, a benchmark of its performance and in making resource deployment and compensation decisions across its four segments. EI represents segment net income before taxes excluding transaction-related charges. Transaction-related charges arise from Blackstone s initial public offering (IPO) and long-term retention programs outside of annual deferred compensation and other corporate actions, including acquisitions. Transaction-related charges include equity-based compensation charges, the amortization of intangible assets and contingent consideration associated with acquisitions. EI presents revenues and expenses on a basis that deconsolidates the investment funds Blackstone manages. Economic Net Income (ENI) represents EI adjusted to include current period taxes. Taxes represent the total tax provision calculated under accounting principles generally accepted in the United States of America (GAAP) adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision for Taxes. EI, our principal segment measure, is derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of Income (Loss) Before Provision for Taxes. (See Note 18. Segment Reporting in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements.)

Fee Related Earnings

Blackstone uses Fee Related Earnings (FRE), which is derived from EI, as a measure to highlight earnings from operations excluding: (a) the income related to performance fees and related performance fee compensation, (b) income earned from Blackstone s investments in the Blackstone Funds, and (c) net interest income (loss). Management uses FRE as a measure to assess whether recurring revenue from our businesses is sufficient to adequately cover all of our operating expenses and generate profits. FRE equals contractual fee revenues, less (a) compensation expenses (which includes amortization of non-IPO and non-acquisition-related equity-based awards, but excludes amortization of IPO and acquisition-related equity-based awards, Carried Interest and incentive fee compensation) and (b) non-interest operating expenses. See Liquidity and Capital Resources Sources of Liquidity below for our discussion of FRE.

Distributable Earnings

Distributable Earnings, which is derived from our segment reported results, is a supplemental measure to assess performance and amounts available for distributions to Blackstone unitholders, including Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships. Distributable Earnings, which is a measure not prepared under GAAP (a non-GAAP measure), is intended to show the amount of net realized earnings without the effects of the consolidation of the Blackstone Funds. Distributable Earnings is derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of Income (Loss) Before Provision for Taxes. See Liquidity and Capital Resources Sources of Liquidity below for our discussion of Distributable Earnings.

Table of Contents

Distributable Earnings, which is a component of Economic Net Income, is the sum across all segments of: (a) Total Management and Advisory Fees, (b) Interest and Dividend Revenue, (c) Other Revenue, (d) Realized Performance Fees, and (e) Realized Investment Income (Loss); less (a) Compensation, excluding the expense of equity-based awards, (b) Realized Performance Fee Compensation, (c) Other Operating Expenses, and (d) Taxes and Related Payables Under the Tax Receivable Agreement.

Adjusted Earnings Before Interest, Taxes and Depreciation and Amortization

Adjusted Earnings Before Interest, Taxes and Depreciation and Amortization (Adjusted EBITDA), is a supplemental non-GAAP measure derived from our segment reported results and may be used to assess our ability to service our borrowings. Adjusted EBITDA represents Distributable Earnings plus the addition of (a) Interest Expense, (b) Taxes and Related Payables Including Payable Under Tax Receivable Agreement, and (c) Depreciation and Amortization. See Liquidity and Capital Resources Sources of Liquidity below for our calculation of Adjusted EBITDA.

Table of Contents

Summary Walkdown of GAAP to Non-GAAP Financial Metrics

The relationship of our GAAP to non-GAAP financial measures is presented in the summary walkdown below. The summary walkdown shows how each non-GAAP financial measure is related to the other non-GAAP financial measures. This presentation is not meant to be a detailed calculation of each measure, but to show the relationship between the measures. For the calculation of each of these non-GAAP financial measures and a full reconciliation of Income Before Provision for Taxes to Distributable Earnings, please see Liquidity and Capital Resources Sources of Liquidity.

Operating Metrics

The alternative asset management business is a complex business that is primarily based on managing third party capital and does not require substantial capital investment to support rapid growth. However, there also can be volatility associated with its earnings and cash flows. Since our inception, we have developed and used various key operating metrics to assess and monitor the operating performance of our various alternative asset management businesses in order to monitor the effectiveness of our value creating strategies.

Table of Contents

Assets Under Management. Assets Under Management refers to the assets we manage. Our Assets Under Management equals the sum of:

(a) the fair value of the investments held by our carry funds and our side-by-side and co-investment entities managed by us, plus the capital that we are entitled to call from investors in those funds and entities pursuant to the terms of their respective capital commitments, including capital commitments to funds that have yet to commence their investment periods, plus for certain credit-oriented funds the amounts available to be borrowed under asset based credit facilities,

(b) the net asset value of our funds of hedge funds, hedge funds, open ended core+ real estate fund, certain registered investment companies, and BREIT,

(c) the invested capital or fair value of assets we manage pursuant to separately managed accounts,

(d) the amount of debt and equity outstanding for our CLOs and CDOs during the reinvestment period,

(e) the aggregate par amount of collateral assets, including principal cash, for our CLOs and CDOs after the reinvestment period,

(f) the gross amount of assets (including leverage) for certain of our credit-focused registered investment companies, and

(g) the fair value of common stock, preferred stock, convertible debt, or similar instruments issued by BXMT.

Our carry funds are commitment-based drawdown structured funds that do not permit investors to redeem their interests at their election. Our funds of hedge funds, hedge funds and funds structured like hedge funds in our Hedge Fund Solutions, Credit and Real Estate segments generally have structures that afford an investor the right to withdraw or redeem their interests on a periodic basis (for example, annually or quarterly), typically with 30 to 95 days notice, depending on the fund and the liquidity profile of the underlying assets. Investment advisory agreements related to certain separately managed accounts in our Hedge Fund Solutions and Credit segments may generally be terminated by an investor on 30 to 90 days notice.

Fee-Earning Assets Under Management. Fee-Earning Assets Under Management refers to the assets we manage on which we derive management and/or performance fees. Our Fee-Earning Assets Under Management equals the sum of:

(a) for our Private Equity segment funds and Real Estate segment carry funds including certain real estate debt investment funds and certain of our Hedge Fund Solutions funds, the amount of capital commitments, committed investable capital, remaining invested capital, fair value or par value of assets held, depending on the fee terms of the fund,

(b) for our credit-focused carry funds, the amount of remaining invested capital (which may include leverage) or net asset value, depending on the fee terms of the fund,

(c) the remaining invested capital of co-investments managed by us on which we receive fees,

(d) the net asset value of our funds of hedge funds, hedge funds, open ended core+ real estate fund, certain real estate separately managed accounts, certain registered investment companies, and BREIT,

(e) the invested capital, fair value of assets or the net asset value we manage pursuant to separately managed accounts,

(f) the net proceeds received from equity offerings and accumulated core earnings of BXMT, subject to certain adjustments,

(g) the aggregate par amount of collateral assets, including principal cash, of our CLOs, CDOs and certain credit-focused separately managed accounts, and

(h) the gross amount of assets (including leverage) or the net assets (plus leverage where applicable) for certain of our credit-focused registered investment companies.

Table of Contents

Each of our segments includes certain Fee-Earning Assets Under Management on which we earn performance fees but not management fees.

Our calculations of assets under management and fee-earning assets under management may differ from the calculations of other asset managers, and as a result this measure may not be comparable to similar measures presented by other asset managers. In addition, our calculation of assets under management includes commitments to, and the fair value of, invested capital in our funds from Blackstone and our personnel, regardless of whether such commitments or invested capital are subject to fees. Our definitions of assets under management and fee-earning assets under management are not based on any definition of assets under management and fee-earning assets under management that is set forth in the agreements governing the investment funds that we manage.

For our carry funds, total assets under management includes the fair value of the investments held, whereas fee-earning assets under management includes the amount of capital commitments, the remaining amount of invested capital at cost depending on whether the investment period has or has not expired or the fee terms of the fund. As such, fee-earning assets under management may be greater than total assets under management when the aggregate fair value of the remaining investments is less than the cost of those investments.

Limited Partner Capital Invested. Limited Partner Capital Invested represents the amount of Limited Partner capital commitments which were invested by our carry and drawdown funds during each period presented, plus the capital invested through co-investments arranged by us that were made by limited partners in investments of our carry funds on which we receive fees or a Carried Interest allocation or Incentive Fee.

The amount of committed undrawn capital available for investment, including general partner and employee commitments, is known as dry powder and is an indicator of the capital we have available for future investments.

Table of Contents

Consolidated Results of Operations

Following is a discussion of our consolidated results of operations for the three and nine months ended September 30, 2016 and 2015. For a more detailed discussion of the factors that affected the results of our four business segments (which are presented on a basis that deconsolidates the investment funds we manage) in these periods, see Segment Analysis below.

The following tables set forth information regarding our consolidated results of operations and certain key operating metrics for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,		2016 vs. 2015		Nine Months Ended September 30,		2016 vs. 2015	
	2016	2015	$	%	2016	2015	$	%
	(Dollars in Thousands)							
Revenues								
Management and Advisory Fees, Net	$ 596,154	$ 703,596	$ (107,442)	-15%	$ 1,812,883	$ 1,894,496	$ (81,613)	-4%
Performance Fees								
Realized								
Carried Interest	503,990	435,189	68,801	16%	1,058,633	2,580,266	(1,521,633)	-59%
Incentive Fees	30,295	33,455	(3,160)	-9%	88,155	110,775	(22,620)	-20%
Unrealized								
Carried Interest	106,202	(1,055,920)	1,162,122	N/M	242,080	(1,124,010)	1,366,090	N/M
Incentive Fees	30,545	(50,832)	81,377	N/M	45,900	36,274	9,626	27%
Total Performance Fees	671,032	(638,108)	1,309,140	N/M	1,434,768	1,603,305	(168,537)	-11%
Investment Income (Loss)								
Realized	119,351	99,952	19,399	19%	172,387	445,705	(273,318)	-61%
Unrealized	23,752	(179,298)	203,050	N/M	67,347	(262,024)	329,371	N/M
Total Investment Income (Loss)	143,103	(79,346)	222,449	N/M	239,734	183,681	56,053	31%
Interest and Dividend Revenue	21,819	26,244	(4,425)	-17%	67,180	70,129	(2,949)	-4%
Other	(423)	(813)	390	-48%	1,900	(2,478)	4,378	N/M
Total Revenues	1,431,685	11,573	1,420,112	N/M	3,556,465	3,749,133	(192,668)	-5%
Expenses								
Compensation and Benefits Compensation	329,634	393,655	(64,021)	-16%	1,031,061	1,426,233	(395,172)	-28%
Performance Fee Compensation								
Realized								
Carried Interest	168,427	97,798	70,629	72%	314,511	628,079	(313,568)	-50%
Incentive Fees	15,436	15,062	374	2%	44,810	49,126	(4,316)	-9%
Unrealized								
Carried Interest	70,044	(228,697)	298,741	N/M	175,247	(204,876)	380,123	N/M
Incentive Fees	13,508	(14,641)	28,149	N/M	19,645	16,450	3,195	19%
Total Compensation and Benefits	597,049	263,177	333,872	127%	1,585,274	1,915,012	(329,738)	-17%
General, Administrative and Other	124,322	158,664	(34,342)	-22%	378,355	436,496	(58,141)	-13%
Interest Expense	37,278	36,860	418	1%	111,512	105,644	5,868	6%
Fund Expenses	15,128	18,296	(3,168)	-17%	28,949	76,845	(47,896)	-62%
Total Expenses	773,777	476,997	296,780	62%	2,104,090	2,533,997	(429,907)	-17%
Other Income (Loss)								
Net Gains (Losses) from Fund Investment Activities	61,395	(16,867)	78,262	N/M	111,240	158,703	(47,463)	-30%

Income (Loss) Before Provision for Taxes	719,303	(482,291)	1,201,594	N/M	1,563,615	1,373,839	189,776	14%
Provision for Taxes	27,714	1,573	26,141	N/M	84,275	144,168	(59,893)	-42%
Net Income (Loss)	691,589	(483,864)	1,175,453	N/M	1,479,340	1,229,671	249,669	20%
Net Income (Loss) Attributable to Redeemable Non-Controlling Interests in Consolidated Entities	10,764	(12,520)	23,284	N/M	2,314	8,787	(6,473)	-74%
Net Income Attributable to Non-Controlling Interests in Consolidated Entities	82,653	30,671	51,982	169%	187,468	179,183	8,285	5%
Net Income (Loss) Attributable to Non-Controlling Interests in Blackstone Holdings	285,267	(247,318)	532,585	N/M	618,274	532,782	85,492	16%
Net Income (Loss) Attributable to The Blackstone Group L.P.	$ 312,905	$ (254,697)	$ 567,602	N/M	$ 671,284	$ 508,919	$ 162,365	32%

N/M Not meaningful.

Table of Contents

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues

Total Revenues were $1.4 billion for the three months ended September 30, 2016, an increase of $1.4 billion compared to Total Revenues for the three months ended September 30, 2015. The increase in revenues was primarily attributable to increases of $1.3 billion in Performance Fees and $222.4 million in Investment Income, partially offset by a decrease of $107.4 million in Management and Advisory Fees, Net.

The increase in Performance Fees was primarily attributable to increases in our Private Equity, Real Estate and Credit segments. The increase in our Private Equity segment was a result of higher returns compared to the third quarter of 2015 driven by the public investment portfolio, particularly in energy. The increase in Performance Fees in our Real Estate segment was primarily due to an increase in the net appreciation of investment holdings within our opportunistic funds, which appreciated 3.7% versus 0.1% of depreciation in the comparable 2015 quarter. Our core+ funds appreciated 2.9% in the quarter. Our real estate debt drawdown and hedge funds appreciated 2.7% and 2.9%, respectively. The increase in Performance Fees in our Credit segment was primarily due to a significant rebound in energy investments as well as appreciation of distressed debt positions. The composite net returns of Blackstone s significant Credit segment funds for the three months ended September 30, 2016 were 4.6% for Performing Credit Strategies and 4.8% for Distressed Strategies.

The increase in Investment Income was primarily due to increases in our Real Estate and Private Equity segments. The increase in our Real Estate segment was primarily due to the net increase in appreciation of investments in our BREP VI fund. The increase in our Private Equity segment was a result of higher returns compared to the third quarter of 2015 driven by the public investment portfolio.

The decrease in Management and Advisory Fees, Net was primarily due to the spin-off of the operations of our historical Financial Advisory segment, partially offset by an increase in our Real Estate segment. The increase in our Real Estate segment was primarily due to the launch of BREP VIII which began earning management fees in the third quarter of 2015.

Expenses

Expenses were $773.8 million for the three months ended September 30, 2016, an increase of $296.8 million compared to $477.0 million for the three months ended September 30, 2015. The increase was primarily attributable to an increase of $397.9 million in Performance Fee Compensation due to the increase in Performance Fees Revenue. This increase was partially offset by decreases of $64.0 million in Compensation and $34.3 million in General, Administrative and Other Expense. The decrease in Compensation was due to a decrease in Management Fee Revenue, on which a portion of compensation is based. The decrease in General, Administrative and Other Expense was primarily due to transactional costs incurred in 2015 associated with the spin-off of the operations of our historical Financial Advisory segment.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues

Total Revenues were $3.6 billion for the nine months ended September 30, 2016, a decrease of $192.7 million compared to Total Revenues for the nine months ended September 30, 2015 of $3.7 billion. The decrease in Total Revenues was primarily attributable to decreases of $168.5 million in Performance Fees and $81.6 million in Management and Advisory Fees, Net, partially offset by an increase in Investment Income of $56.1 million.

The decrease in Performance Fees was principally due to decreases in our Private Equity and Real Estate segments, partially offset by an increase in our Credit segment. The decrease in our Private Equity segment was driven by slightly lower appreciation than the comparable 2015 period. The decrease in our Real Estate segment was primarily attributable to the net decrease in the appreciation from our opportunistic funds. For the nine months

ended September 30, 2016, the carrying value of investments for our opportunistic and core+ funds increased 7.3% and 9.4%, respectively. Our real estate debt drawdown and hedge funds appreciated 8.7% and depreciated 0.3%, respectively. The increase in our Credit segment was due to a significant rebound in energy investments as well as appreciation of distressed debt positions. The composite net returns of Blackstone s significant Credit segment funds for the nine months ended September 30, 2016 were 7.5% for Distressed Strategies and 12.7% for Performing Credit Strategies.

The decrease in Management and Advisory Fees, Net was primarily due to the spin-off of the operations of our historical Financial Advisory segment, partially offset by an increase in our Real Estate segment. The increase in our Real Estate segment was primarily due to the launch of BREP VIII which began earning management fees in the third quarter of 2015.

The increase in Investment Income was primarily attributable to increases in our Real Estate and Hedge Fund Solutions segments. The increase in our Real Estate segment was primarily attributable to an increase in the net appreciation of investments on our BREP VI fund. The increase in our Hedge Fund Solutions segment was primarily attributable to higher returns compared to the third quarter of 2015.

Expenses

Expenses were $2.1 billion for the nine months ended September 30, 2016, a decrease of $429.9 million compared to $2.5 billion for the nine months ended September 30, 2015. The decrease was primarily attributable to a decrease in Compensation of $395.2 million due to lower equity-based compensation expense related to awards granted in connection with Blackstone s IPO, which were fully vested and expensed as of June 30, 2015, as well as a decrease in Management Fee Revenue. This decrease was partially offset by a net increase in Performance Fee Compensation of $65.4 million, principally due to an increase in Performance Fees Revenue in our Credit segment.

Other Income (Loss)

Other Income (Loss) Net Gains (Losses) from Fund Investment Activities is attributable to the consolidated Blackstone Funds that are largely held by third party investors. As such, most of this Other Income (Loss) is eliminated from the results attributable to The Blackstone Group L.P. through the redeemable non-controlling interests and non-controlling interests items in the Condensed Consolidated Statements of Operations.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Other Income (Loss) Net Gains (Losses) from Fund Investment Activities was $61.4 million for the three months ended September 30, 2016, an increase of $78.3 million compared to $(16.9) million for the three months ended September 30, 2015. The increase was principally driven by increases in our Hedge Fund Solutions, Real Estate and Private Equity segments of $28.6 million, $25.4 million and $25.1 million, respectively. The increase in our Hedge Fund Solutions segment was primarily the result of an increase in investment performance. The increase in our Real Estate segment was primarily the result of a year over year net increase in the appreciation of investments in our opportunistic funds. The increase in our Private Equity segment was primarily a result of appreciation in private investments.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Other Income Net Gains (Losses) from Fund Investment Activities was $111.2 million for the nine months ended September 30, 2016, a decrease of $47.5 million compared to $158.7 million for the nine months ended September 30, 2015. The decrease was principally driven by decreases in our Real Estate, Credit and Hedge Fund Solutions segments of $43.5 million, $8.9 million and $4.3 million, respectively, partially offset by an increase in our Private Equity segment of $9.2 million. The decrease in our Real Estate segment was primarily the result of a year over year net decrease in the appreciation of investments across our opportunistic funds and real estate debt

hedge funds. The decrease in our Credit segment was primarily the result of a year over year decrease in the appreciation of investments held across CLOs. The decrease in our Hedge Fund Solutions segment was primarily the result of a net decrease in investment performance. The increase in our Private Equity segment was primarily a result of appreciation in the energy sector.

Provision for Taxes

Blackstone s Provision for Taxes for the three months ended September 30, 2016 and 2015 was $27.7 million and $1.6 million, respectively. This resulted in an effective tax rate of 3.9% and -0.3%, respectively, based on our Income (Loss) Before Provision for Taxes of $719.3 million and $(482.3) million, respectively. The primary factor that contributed to the 4.2% increase in the effective tax rate for the three months ended September 30, 2016 compared to the three months ended September 30, 2015 was the amount of pre-tax income including interest income ($578.1 million) for the three months ended September 30, 2016, compared to the amount of pre-tax loss net of interest income ($453.7 million) for the three months ended September 30, 2015, that was passed through to common unitholders and non-controlling interest holders and was not taxable to the Partnership and its subsidiaries. The change in this amount resulted in a 4.7% increase in the effective tax rate between the respective three month periods.

Blackstone s Provision for Taxes for the nine months ended September 30, 2016 and 2015 was $84.3 million and $144.2 million, respectively. This resulted in an effective tax rate of 5.4% and 10.5%, respectively, based on our Income Before Provision for Taxes of $1.6 billion and $1.4 billion, respectively. A primary contributing factor to the 5.1% decrease in the effective tax rate for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015 was the pre-tax book income including interest income of $1.3 billion and $1.1 billion for nine months ended September 30, 2016 and nine months ended September 30, 2015, respectively, that was passed through to common unitholders and non-controlling interest holders and was not taxable to the Partnership and its subsidiaries. The change in these amounts resulted in a 1.2% decrease in the effective tax rate between the respective nine month periods.

Non-Controlling Interests in Consolidated Entities

The Net Income (Loss) Attributable to Redeemable Non-Controlling Interests in Consolidated Entities and Net Income Attributable to Non-Controlling Interests in Consolidated Entities is attributable to the consolidated Blackstone Funds. The amounts of these items vary directly with the performance of the consolidated Blackstone Funds and largely eliminate the amount of Other Income (Loss) Net Gains (Losses) from Fund Investment Activities from the Net Income (Loss) Attributable to The Blackstone Group L.P.

Net Income (Loss) Attributable to Non-Controlling Interests in Blackstone Holdings is derived from the Income (Loss) Before Provision for Taxes, excluding the Net Gains (Losses) from Fund Investment Activities and the percentage allocation of the income between Blackstone Holdings and The Blackstone Group L.P. after considering any contractual arrangements that govern the allocation of income (loss) such as fees allocable to The Blackstone Group L.P.

For the three months ended September 30, 2016 and 2015, the net income before taxes allocated to Blackstone Holdings was 46.0% and 46.9%, respectively. For the nine months ended September 30, 2016 and 2015, the net income before taxes allocated to Blackstone Holdings was 46.2% and 47.0%, respectively. The decreases of 0.9% and 0.8%, respectively, were primarily due to conversions of Blackstone Holdings Partnership Units to Blackstone common units and the vesting of common units.

Table of Contents

Operating Metrics

The following graph summarizes the Fee-Earning Assets Under Management by Segment and Total Assets Under Management by Segment, followed by a rollforward of activity for the three and nine months ended September 30, 2016 and 2015. For a description of how Assets Under Management and Fee-Earning Assets Under Management are determined, please see Key Financial Measures and Indicators Operating Metrics Assets Under Management and Fee-Earning Assets Under Management :

Note: Totals in graph may not add due to rounding.

Table of Contents

	Three Months Ended									
	September 30, 2016					September 30, 2015				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total
	(Dollars in Thousands)									
arning Assets r Management										
ce, Beginning riod	$ 69,467,174	$ 66,744,550	$ 64,973,999	$ 64,820,990	$ 266,006,713	$ 49,537,189	$ 62,683,857	$ 65,512,170	$ 61,608,998	$ 239,342,2
ws, including nitments (a)	2,535,887	1,035,730	2,453,519	2,869,704	8,894,840	2,167,399	3,505,204	2,166,621	3,448,700	11,287,9
ows, including butions (b)	(208,579)	(7,769)	(2,058,447)	(1,085,717)	(3,360,512)	(5,159)	(6,187)	(946,976)	(1,000,574)	(1,958,8
zations (c)	(2,620,097)	(2,385,487)	(16,792)	(1,566,769)	(6,589,145)	(1,016,313)	(1,558,691)	(265,863)	(2,850,351)	(5,691,2
nflows lows)	(292,789)	(1,357,526)	378,280	217,218	(1,054,817)	1,145,927	1,940,326	953,782	(402,225)	3,637,8
et Appreciation reciation) (d)(f)	173,525	398,059	1,082,692	1,151,555	2,805,831	(122,712)	234,439	(1,283,614)	(868,781)	(2,040,6
ce, End of d (e)	$ 69,347,910	$ 65,785,083	$ 66,434,971	$ 66,189,763	$ 267,757,727	$ 50,560,404	$ 64,858,622	$ 65,182,338	$ 60,337,992	$ 240,939,3
ase (Decrease)	$ (119,264)	$ (959,467)	$ 1,460,972	$ 1,368,773	$ 1,751,014	$ 1,023,215	$ 2,174,765	$ (329,832)	$ (1,271,006)	$ 1,597,1
ase (Decrease)	-0%	-1%	2%	2%	1%	2%	3%	-1%	-2%	

	Nine Months Ended									
	September 30, 2016					September 30, 2015				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total
	(Dollars in Thousands)									
arning Assets r Management										
ce, Beginning riod	$ 51,451,196	$ 67,345,357	$ 65,665,439	$ 61,684,380	$ 246,146,372	$ 43,890,167	$ 52,563,068	$ 61,417,558	$ 58,821,006	$ 216,691,7
ws, including nitments (a)	26,781,314	3,512,067	7,335,367	9,193,534	46,822,282	11,478,595	22,915,069	7,638,280	12,066,075	54,098,0
ows, including butions (b)	(2,876,562)	(151,284)	(6,633,452)	(3,248,535)	(12,909,833)	(1,096,336)	(4,134,328)	(3,954,401)	(4,598,743)	(13,783,8
zations (c)	(6,027,971)	(5,891,068)	(193,746)	(3,872,693)	(15,985,478)	(3,779,695)	(6,412,592)	(379,076)	(5,078,992)	(15,650,3
nflows lows)	17,876,781	(2,530,285)	508,169	2,072,306	17,926,971	6,602,564	12,368,149	3,304,803	2,388,340	24,663,8
et Appreciation eciation) (d)(g)	19,933	970,011	261,363	2,433,077	3,684,384	67,673	(72,595)	459,977	(871,354)	(416,2
ce, End of d (e)	$ 69,347,910	$ 65,785,083	$ 66,434,971	$ 66,189,763	$ 267,757,727	$ 50,560,404	$ 64,858,622	$ 65,182,338	$ 60,337,992	$ 240,939,3
ase (Decrease)	$ 17,896,714	$ (1,560,274)	$ 769,532	$ 4,505,383	$ 21,611,355	$ 6,670,237	$ 12,295,554	$ 3,764,780	$ 1,516,986	$ 24,247,5
ase (Decrease)	35%	-2%	1%	7%	9%	15%	23%	6%	3%	

Table of Contents

	Three Months Ended									
	September 30, 2016					September 30, 2015				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total
	(Dollars in Thousands)									
Assets Under gement										
ce, Beginning iod	$ 99,685,655	$ 103,197,060	$ 68,649,878	$ 84,749,076	$ 356,281,669	$ 92,026,337	$ 91,578,634	$ 67,829,866	$ 81,288,709	$ 332,723,
s, including itments (a)	3,360,901	3,232,770	2,425,207	5,713,711	14,732,589	3,881,773	4,275,973	3,125,890	4,943,035	16,226,
ws, including outions (b)	(270,260)	(22,466)	(2,057,563)	(1,127,774)	(3,478,063)	(79,057)	(6,915)	(957,200)	(1,069,336)	(2,112,
ations (c)	(4,468,641)	(7,345,682)	(19,885)	(1,717,032)	(13,551,240)	(2,704,995)	(3,049,688)	(277,717)	(3,216,088)	(9,248,
flows ows)	(1,378,000)	(4,135,378)	347,759	2,868,905	(2,296,714)	1,097,721	1,219,370	1,890,973	657,611	4,865,
t Appreciation eciation) (d)(h)	1,414,667	2,814,880	1,115,871	1,709,800	7,055,218	(1,633,389)	389,552	(1,314,891)	(1,104,972)	(3,663,
ce, End of (e)	$ 99,722,322	$ 101,876,562	$ 70,113,508	$ 89,327,781	$ 361,040,173	$ 91,490,669	$ 93,187,556	$ 68,405,948	$ 80,841,348	$ 333,925,
se (Decrease)	$ 36,667	$ (1,320,498)	$ 1,463,630	$ 4,578,705	$ 4,758,504	$ (535,668)	$ 1,608,922	$ 576,082	$ (447,361)	$ 1,201,
se (Decrease)	0%	-1%	2%	5%	1%	-1%	2%	1%	-1%	

	Nine Months Ended									
	September 30, 2016					September 30, 2015				
	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total	Private Equity	Real Estate	Hedge Fund Solutions	Credit	Total
	(Dollars in Thousands)									
ssets Under ement										
e, Beginning od	$ 94,280,074	$ 93,917,824	$ 69,105,425	$ 79,081,252	$ 336,384,575	$ 73,073,252	$ 80,863,187	$ 63,585,671	$ 72,858,960	$ 290,381
, including tments (a)	13,707,852	16,732,593	7,631,278	14,911,678	52,983,401	24,883,583	24,863,736	8,688,589	19,616,753	78,052
ws, including utions (b)	(1,118,263)	(436,663)	(6,685,818)	(4,015,571)	(12,256,315)	(222,036)	(269,466)	(4,022,615)	(5,199,041)	(9,713
tions (c)	(10,401,999)	(14,281,911)	(202,983)	(4,367,487)	(29,254,380)	(10,054,677)	(17,021,718)	(403,983)	(6,048,500)	(33,528
lows	2,187,590	2,014,019	742,477	6,528,620	11,472,706	14,606,870	7,572,552	4,261,991	8,369,212	34,810
Appreciation ciation) (d)(i)	3,254,658	5,944,719	265,606	3,717,909	13,182,892	3,810,547	4,751,817	558,286	(386,824)	8,733
e, End of (e)	$ 99,722,322	$ 101,876,562	$ 70,113,508	$ 89,327,781	$ 361,040,173	$ 91,490,669	$ 93,187,556	$ 68,405,948	$ 80,841,348	$ 333,925
e	$ 5,442,248	$ 7,958,738	$ 1,008,083	$ 10,246,529	$ 24,655,598	$ 18,417,417	$ 12,324,369	$ 4,820,277	$ 7,982,388	$ 43,544
e	6%	8%	1%	13%	7%	25%	15%	8%	11%	

(a) Inflows represent contributions in our hedge funds and closed-end mutual funds, increases in available capital for our carry funds (capital raises, recallable capital and increased side-by-side commitments) and CLOs and increases in the capital we manage pursuant to separately managed account programs.

(b) Outflows represent redemptions in our hedge funds and closed-end mutual funds, client withdrawals from our separately managed account programs and decreases in available capital for our carry funds (expired capital, expense drawdowns and decreased side-by-side commitments).

(c) Realizations represent realizations from the disposition of assets, capital returned to investors from CLOs and the effect of changes in the definition of Total Assets Under Management.

(d) Market appreciation (depreciation) includes realized and unrealized gains (losses) on portfolio investments and the impact of foreign exchange rate fluctuations.

(e) Fee-Earning Assets Under Management and Total Assets Under Management as of September 30, 2016 included $95.1 million and $133.2 million, respectively, from a joint venture in which we are the minority interest holder.

Table of Contents

(f) For the three months ended September 30, 2016, the impact to Fee-Earning Assets Under Management due to foreign exchange rate fluctuations was $5.2 million, $63.1 million, $83.1 million and $151.5 million for the Private Equity, Real Estate, Credit and Total segments, respectively. For the three months ended September 30, 2015, such impact was $(13.5) million, $62.4 million, $14.6 million and $63.5 million for the Private Equity, Real Estate, Credit and Total segments, respectively.

(g) For the nine months ended September 30, 2016, the impact to Fee-Earning Assets Under Management due to foreign exchange rate fluctuations was $6.3 million, $83.5 million, $286.4 million and $376.2 million for the Private Equity, Real Estate, Credit and Total segments, respectively. For the nine months ended September 30, 2015, such impact was $(19.9) million, $(314.3) million, $(782.6) million and $(1.1) billion for the Private Equity, Real Estate, Credit and Total segments, respectively.

(h) For the three months ended September 30, 2016, the impact to Total Assets Under Management due to foreign exchange rate fluctuations was $342.6 million, $188.0 million, $97.8 million and $628.3 million for the Private Equity, Real Estate, Credit and Total segments, respectively. For the three months ended September 30, 2015, such impact was $(145.9) million, $(175.8) million, $24.9 million and $(296.8) million for the Private Equity, Real Estate, Credit and Total segments, respectively.

(i) For the nine months ended September 30, 2016, the impact to Total Assets Under Management due to foreign exchange rate fluctuations was $353.5 million, $145.8 million, $350.4 million and $849.7 million for the Private Equity, Real Estate, Credit and Total segments, respectively. For the nine months ended September 30, 2015, such impact was $(254.4) million, $(1.0) billion, $(802.3) million and $(2.1) billion for the Private Equity, Real Estate, Credit and Total segments, respectively.

Fee-Earning Assets Under Management

Fee-Earning Assets Under Management were $267.8 billion at September 30, 2016, an increase of $1.8 billion, or 1%, compared to $266.0 billion at June 30, 2016. The net increase was due to:

Inflows of $8.9 billion related to:

- $2.9 billion in our Credit segment principally related to $957.0 million of inflows across our Long Only platform, $505.3 million raised for a new CLO product, $447.0 million of inflows across our mezzanine funds, $439.0 million of fee-earning inflows across our hedge fund strategies funds, and $377.3 million raised in our business development companies (BDCs),
- $2.5 billion in our Private Equity segment primarily related to capital raised for our Strategic Partners business and our Tactical Opportunities platform, which generated inflows of $2.1 billion and $390.1 million, respectively,
- $2.5 billion in our Hedge Fund Solutions segment primarily related to $1.3 billion raised for individual investor and specialized solutions, $692.1 million raised for customized solutions, and $489.9 million raised for commingled products, and
- $1.0 billion in our Real Estate segment primarily related to $608.9 million invested across BREDS and $385.9 million invested in BPP.

Net market appreciation of $2.8 billion due to:

- $1.2 billion appreciation in our Credit segment due to $554.5 million in our BDCs, $284.6 million from our Long Only Platform, and $277.1 million in our hedge fund strategies, and
- $1.1 billion appreciation in our Hedge Fund Solutions segment due to solid returns from BAAM s Principal Solutions Composite of 2.9% gross (2.8% net).

Offsetting these increases were:

Realizations of $6.6 billion primarily driven by:

- $2.6 billion in our Private Equity segment primarily from $881.2 million return of capital from BCP V public dispositions, $753.4 million return of capital from BCP VI public and private dispositions, $482.1 million return of capital in Strategic Partners, and $378.8 million return of capital in our Tactical Opportunities platform,

- $2.4 billion in our Real Estate segment primarily from realizations of $1.1 billion in the BREP global funds, $636.7 million in BREP co-investment, $560.1 million in BREDS and $123.9 million in core+ funds, and

- $1.6 billion in our Credit segment primarily due to $914.3 million capital returned to investors in CLO products, $237.6 million in dividends from BDCs, and $180.0 million in mezzanine strategies.

Outflows of $3.4 billion primarily attributable to:

- $2.1 billion in our Hedge Fund Solutions segment, reflecting investors liquidity needs and certain strategic shifts in their programs, with outflows of $1.2 billion from individual investor and specialized solutions, $826.8 million from customized solutions, and $76.9 million from commingled products, and

- $1.1 billion in our Credit segment primarily related to $454.0 million in BDCs, $478.4 million in hedge fund strategies and $153.4 million from our Long Only platform.

BAAM had net inflows of $1.6 billion from October 1 through November 1, 2016.

Fee-Earning Assets Under Management were $267.8 billion at September 30, 2016, an increase of $21.6 billion, or 9%, compared to $246.1 billion at December 31, 2015. The net increase was due to:

Inflows of $46.8 billion related to:

- $26.8 billion in our Private Equity segment primarily related to the commencement of investment periods of BCP VII and SP VII, which generated inflows of $17.5 billion and $7.0 billion, respectively, (these amounts are reflected in Total Assets Under Management at each closing of each respective fund),

- $9.2 billion in our Credit segment principally related to $2.3 billion raised due to new CLO launches, $2.0 billion raised from our Long Only platform, $1.6 billion of capital raised for our BDCs and $1.6 billion raised in our hedge fund strategies funds,

- $7.3 billion in our Hedge Fund Solutions segment mainly related to growth in individual investor and specialized solutions of $3.9 billion, customized solutions of $1.9 billion and commingled products of $1.5 billion, and

- $3.5 billion in our Real Estate segment primarily related to $1.8 billion invested across BREDS, $754.8 million raised for BREP co-investment and $538.1 million invested in BPP.

Net market appreciation of $3.7 billion due to:

- $2.4 billion appreciation in our Credit segment due to $1.6 billion in our BDCs, $558.8 million from our Long Only Platform, and $365.0 million in our hedge fund strategies, and

$970.0 million appreciation in our Real Estate segment primarily due to $748.5 million from BPP.

Offsetting these increases were:

Realizations of $16.0 billion primarily driven by:

$6.0 billion in our Private Equity segment primarily due to $3.4 billion of realizations from BCP V, $986.1 million from Strategic Partners, $753.4 million from BCP VI, and $552.0 million from our Tactical Opportunities platform,

$5.9 billion in our Real Estate segment primarily attributable to $2.5 billion of realizations across BREP global and European funds, $1.6 billion of realizations from BREDS and $1.5 billion of realizations from BREP co-investment, and

$3.9 billion in our Credit segment primarily due to $1.9 billion of capital returned to CLO investors from CLOs that are post their re-investment periods, $951.2 million to investors in drawdown funds and $695.5 million in dividends from BDCs.

Table of Contents

Outflows of $12.9 billion primarily attributable to:

- $6.6 billion in our Hedge Fund Solutions segment, reflecting investors liquidity needs and certain strategic shifts in their programs, with outflows of $3.9 billion from individual investor and specialized solutions, $1.8 billion from customized solutions and $1.1 billion from commingled products,

- $3.2 billion in our Credit segment primarily attributable to $1.4 billion from BDCs, $1.0 billion from hedge fund strategies, and $828.3 million from our Long Only platform, and

- $2.9 billion in our Private Equity segment due to the end of the investment periods of BCP VI and SP VI, driving outflows of $1.8 billion and $561.4 million, respectively.

Total Assets Under Management

Total Assets Under Management were $361.0 billion at September 30, 2016, an increase of $4.8 billion, or 1%, compared to $356.3 billion at June 30, 2016. The net increase was due to:

Inflows of $14.7 billion related to:

- $5.7 billion in our Credit segment primarily due to $3.4 billion raised for our mezzanine strategies, $957.0 million related to our Long Only platform, $509.0 million related to a CLO launch, $377.3 million raised for our BDCs, and $320.5 million for our hedge fund strategies,

- $3.4 billion in our Private Equity segment primarily due to $2.1 billion from Strategic Partners, $812.0 million from our Tactical Opportunities platform, and $257.3 million from core private equity,

- $3.2 billion in our Real Estate segment primarily related to $1.4 billion and $573.1 million of recycled capital from BREP VIII and BREP Asia, respectively, $429.4 million raised for our fifth European opportunistic fund, $277.1 million raised for the third mezzanine debt fund and $223.6 million raised for U.S. core+ funds, and

- $2.4 billion in our Hedge Fund Solutions segment primarily related to $1.3 billion raised for individual investors and specialized solutions, $692.1 million raised for customized solutions and $489.9 million raised for commingled products.

Net market appreciation of $7.1 billion due to:

- $2.8 billion appreciation in our Real Estate segment due to carrying value increases in our opportunistic and core+ funds of 3.7% and 2.9%, respectively,

- $1.7 billion appreciation in our Credit segment due to $554.5 million from BDCs, $494.1 million in drawdown funds and $324.3 million from hedge fund strategies,

- $1.4 billion appreciation in our Private Equity segment primarily due to $849.6 million related to BCP VI and $444.9 related to our Tactical Opportunities platform, and

- $1.1 billion appreciation in our Hedge Fund Solutions segment due to solid returns from BAAM s Principal Solutions Composite of 2.9% gross, 2.8% net.

Offsetting these increases were:

Realizations of $13.6 billion primarily driven by:

- $7.3 billion in our Real Estate segment primarily due to $5.4 billion of realizations across BREP global, European and Asia funds and $1.2 billion in BREP co-investment,

- $4.5 billion in our Private Equity segment primarily due to $1.4 billion of realizations in BCP VI, $1.2 billion of realizations in BCP V, $599.3 in BCP co-investment, $578.0 million in our Tactical Opportunities platform, and $442.1 million of realizations in Strategic Partners, and

Table of Contents

- $1.7 billion in our Credit segment primarily due to the same reasons in Fee-Earning Assets Under Management above.

Outflows of $3.5 billion primarily attributable to:

- $2.1 billion in our Hedge Fund Solutions segment primarily due to $1.2 billion in individual investor and specialized solutions, $826.8 million in customized solutions and $76.9 million in commingled products, and

- $1.1 billion in our Credit segment primarily due to outflows of $454.0 million from our BDCs, $426.4 million from hedge fund strategies and $168.2 million from our Long Only separately managed accounts.

Total Assets Under Management were $361.0 billion at September 30, 2016, an increase of $24.7 billion, or 7%, compared to $336.4 billion at December 31, 2015. The net increase was due to:

Inflows of $53.0 billion related to:

- $16.7 billion in our Real Estate segment due to $7.0 billion raised for our fifth European opportunistic fund (this will become Fee-Earning Assets Under Management when its investment period commences), $3.2 billion raised in our third mezzanine debt fund, $1.8 billion raised in U.S. core+ funds and $752.7 million in BREP co-investment,

- $14.9 billion in our Credit segment primarily due to $7.0 billion raised from mezzanine strategies (this will become Fee-Earning Assets Under Management when its investment period commences), $2.3 billion raised from CLO launches, $2.0 billion raised in our Long Only business, $1.8 billion raised in our hedge fund strategies and $1.6 billion raised for BDCs,

- $13.7 billion in our Private Equity segment primarily related to $8.0 billion raised for Strategic Partners, $3.4 billion raised for core private equity, $1.1 billion raised for our Tactical Opportunities platform and $898.6 million raised for BCP VII, (capital raised is included in Fee Earning Assets Under Management at the investment period commencement of each fund or at such time indicated in each fund s limited partnership agreement), and

- $7.6 billion in our Hedge Fund Solutions segment primarily driven by continued platform diversification and growth in customized solutions and individual investor solutions.

Market appreciation of $13.2 billion due to:

- $5.9 billion appreciation in our Real Estate segment due to a carrying value increase in our opportunistic and core+ funds of 7.3% and 9.4%, respectively,

- $3.7 billion appreciation in our Credit segment, due to $1.6 billion in BDCs, $962.0 million in drawdown funds and $592.3 million from our Long Only platform, and

$3.3 billion appreciation in our Private Equity segment primarily due to strong fund performance, with a 5.3% overall increase in carrying value, including 8.1% in BEP I, 8.0% in the Tactical Opportunities program and 7.5% in BCP VI.

Offsetting these increases were:

Realizations of $29.3 billion primarily driven by:

$14.3 billion in our Real Estate segment primarily due to realizations of $10.0 billion across BREP global, European and Asia funds (Total Assets Under Management realizations include total proceeds while Fee-Earning Assets Under Management only includes the invested capital from funds outside of their investment period), $2.6 billion within BREP co-investment and $1.3 billion within BREDS,

Table of Contents

- $10.4 billion in our Private Equity segment primarily due to continued disposition activity across the segment, mainly $4.2 billion from BCP V fund, $2.0 billion from co-investment, $1.6 billion from BCP VI, $1.2 billion from Strategic Partners funds and $887.8 million from our Tactical Opportunities platform, and

- $4.4 billion in our Credit segment primarily due primarily to $1.5 billion of realizations from our drawdown funds, $1.9 billion of realizations from returns to CLO investors and $695.5 million from our BDCs.

Outflows of $12.3 billion primarily attributable to:

- $6.7 billion in our Hedge Fund Solutions segment primarily due to the reasons described under Fee-Earning Assets Under Management above, and

- $4.0 billion in our Credit segment primarily due to the same reasons in Fee-Earning Assets Under Management above.

Limited Partner Capital Invested

The following presents the limited partner capital invested during the respective periods. The amount of Limited Partner Capital Invested is a function of finding opportunistic investments that fit our investment philosophy and strategy in each of our segments as well as the relative timing of investment closings within those segments.

Note: Totals in graph may not add due to rounding.

Table of Contents

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2016	2015	2016
	(Dollars in Thousands)			
Limited Partner Capital Invested				
Private Equity	$ 1,535,702	$ 1,683,747	$ 5,711,155	$ 5,087,881
Real Estate	4,118,952	1,719,764	8,525,724	6,991,360
Hedge Fund Solutions	66,427	135,105	201,909	483,666
Credit	424,365	588,389	1,286,556	1,874,840
Total	$ 6,145,446	$ 4,127,005	$ 15,725,344	$ 14,437,747

The following presents the committed undrawn capital available for investment (dry powder) for the respective periods:

Note: Totals may not add due to rounding. Amounts are as of September 30, for each of the periods indicated.

(a) Represents illiquid drawdown funds only; excludes marketable vehicles; includes both Fee-Earning (third party) capital and general partner and employee commitments that do not earn fees. Amounts are reduced by outstanding commitments to invest, but for which capital has not been called.

	September 30,	
	2015	2016
	(Dollars in Thousands)	
Dry Powder Available for Investment		
Private Equity	$ 37,295,861	$ 44,847,156
Real Estate	26,957,656	33,224,323
Hedge Fund Solutions	4,056,742	3,962,663
Credit	16,603,494	20,160,648
Total	$ 84,913,753	$ 102,194,790

Table of Contents

Net Accrued Performance Fees

The following table presents the accrued performance fees, net of Performance Fee Compensation, of the Blackstone Funds as of September 30, 2016 and 2015. Net accrued performance fees presented do not include clawback amounts, if any, which are disclosed in Note 17. Commitments and Contingencies Contingencies Contingent Obligations (Clawback) in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing. The net accrued performance fees as of each reporting date are principally Unrealized Carried Interest and Incentive Fees which, if realized, can be a significant component of Distributable Earnings.

	September 30,	
	2016	2015
	(Dollars in Millions)	
Private Equity		
BCP IV Carried Interest	$ 158	$ 156
BCP V Carried Interest	306	486
BCP VI Carried Interest	484	303
BEP I Carried Interest	70	59
Tactical Opportunities Carried Interest	79	42
BTAS Carried Interest	10	1
Strategic Partners Carried Interest	35	27
Other Carried Interest	2	1
Total Private Equity (a)	1,144	1,075
Real Estate		
BREP IV Carried Interest	8	26
BREP V Carried Interest	331	542
BREP VI Carried Interest	488	720
BREP VII Carried Interest	551	613
BREP VIII Carried Interest	132	3
BREP Europe III Carried Interest	152	195
BREP Europe IV Carried Interest	150	112
BREP Asia Carried Interest	102	48
BPP Carried Interest	52	24
BPP Incentive Fees	28	7
BREDS Carried Interest	14	14
BREDS Incentive Fees	2	5
Asia Platform Incentive Fees	7	7
Total Real Estate (a)	2,017	2,316
Hedge Fund Solutions		
Incentive Fees	15	38
Total Hedge Fund Solutions	15	38
Credit		
Carried Interest	139	134
Incentive Fees	20	22
Total Credit	159	156
Total Blackstone		
Carried Interest	3,263	3,506
Incentive Fees	72	79

Net Accrued Performance Fees	$ 3,335	$ 3,585

(a) Private Equity and Real Estate include Co-Investments, as applicable.

Table of Contents

Performance Fee Eligible Assets Under Management

The following represents invested and to be invested capital, including closed commitments for funds whose investment period has not yet commenced, on which performance fees could be earned if certain hurdles are met:

Note: Totals may not add due to rounding. Amounts are as of September 30, 2016.

(a) Represents invested and to be invested capital at fair value, including closed commitments for funds whose investment period has not yet commenced, on which performance fees could be earned if certain hurdles are met.

(b) Represents dry powder exclusive of non-fee earning general partner and employee commitments.

Investment Record

Fund returns information for our significant funds is included throughout this discussion and analysis to facilitate an understanding of our results of operations for the periods presented. The fund returns information reflected in this discussion and analysis is not indicative of the financial performance of The Blackstone Group L.P. and is also not necessarily indicative of the future performance of any particular fund. An investment in The Blackstone Group L.P. is not an investment in any of our funds. There can be no assurance that any of our funds or our other existing and future funds will achieve similar returns.

Table of Contents

The following table presents the investment record of our significant drawdown funds from inception through September 30, 2016:

Fund (Investment Period)	Committed Capital	Available Capital (a)	Unrealized Investments Value	Unrealized Investments MOIC (b)	% Public	Realized Investments Value	Realized Investments MOIC (b)	Total Investments Value	Total Investments MOIC (b)	Net IRR (c) Realized	Net IRR (c) Total
	(Dollars in Thousands, Except Where Noted)										
Private Equity											
BCP I (Oct 1987 / Oct 1993)	$ 859,081	$	$	N/A		$ 1,741,738	2.6x	$ 1,741,738	2.6x	19%	19%
BCP II (Oct 1993 / Aug 1997)	1,361,100			N/A		3,256,819	2.5x	3,256,819	2.5x	32%	32%
BCP III (Aug 1997 / Nov 2002)	3,967,422			N/A		9,184,688	2.3x	9,184,688	2.3x	14%	14%
BCOM (Jun 2000 / Jun 2006)	2,137,330	24,575	21,359	1.7x		2,949,591	1.4x	2,970,950	1.4x	6%	6%
BCP IV (Nov 2002 / Dec 2005)	6,773,182	217,886	2,125,204	1.4x	29%	19,095,827	3.2x	21,221,031	2.8x	43%	36%
BCP V (Dec 2005 / Jan 2011)	21,017,728	1,253,958	6,849,581	1.7x	75%	30,692,791	1.9x	37,542,372	1.9x	9%	8%
BCP VI (Jan 2011 / May 2016)	15,187,689	1,908,754	15,469,123	1.3x	23%	3,517,318	1.8x	18,986,441	1.4x	37%	11%
BEP I (Aug 2011 / Feb 2015)	2,436,822	162,546	2,786,424	1.4x	27%	679,656	1.8x	3,466,080	1.5x	44%	14%
BEP II (Feb 2015 / Feb 2021)	4,951,351	4,309,235	445,946	1.1x			N/A	445,946	1.1x	N/A	N/M
BCP VII (May 2016 / May 2022)	18,898,630	18,772,247	51,636	1.6x			N/A	51,636	1.6x	N/A	N/M
Total Corporate Private Equity	$ 77,590,335	$ 26,649,201	$ 27,749,273	1.4x	36%	$ 71,118,428	2.2x	$ 98,867,701	1.9x	18%	15%
Tactical Opportunities	$ 13,179,861	$ 6,368,316	$ 7,412,876	1.2x	5%	$ 1,898,361	1.5x	$ 9,311,237	1.2x	29%	11%
Tactical Opportunities Co-Invest and Other	1,986,509	702,324	1,442,741	1.2x		276,909	1.4x	1,719,650	1.2x	N/A	15%
Strategic Partners I-V and Co-Investment (d)	12,143,182	2,070,134	3,491,609	N/M		13,620,041	N/M	17,111,650	1.5x	N/A	13%
Strategic Partners VI LBO, RE and SMA (d)	7,402,171	2,440,032	3,839,293	N/M		781,874	N/M	4,621,167	1.3x	N/A	30%
Strategic Partners VII (d)	7,147,505	6,887,623	159,764	N/M			N/A	159,764	1.1x	N/A	N/M
BCEP (e)	3,424,750	3,424,750		N/A			N/A		N/A	N/A	N/A
Other Funds and Co-Investment (f)	1,506,482	468,858	53,053	0.6x	60%	577,706	1.0x	630,759	0.9x	N/A	N/M
Real Estate											
Dollar											
Pre-BREP	$ 140,714	$	$	N/A		$ 345,190	2.5x	$ 345,190	2.5x	33%	33%
BREP I (Sep 1994 / Oct 1996)	380,708			N/A		1,327,708	2.8x	1,327,708	2.8x	40%	40%
BREP II (Oct 1996 / Mar 1999)	1,198,339			N/A		2,531,614	2.1x	2,531,614	2.1x	19%	19%
BREP III (Apr 1999 / Apr 2003)	1,522,708			N/A		3,330,406	2.4x	3,330,406	2.4x	21%	21%
BREP IV (Apr 2003 / Dec 2005)	2,198,694		477,090	0.5x	17%	4,058,230	2.2x	4,535,320	1.7x	35%	12%
BREP V (Dec 2005 / Feb 2007)	5,539,418		3,055,644	2.2x	27%	9,960,604	2.3x	13,016,248	2.3x	12%	11%
BREP VI (Feb 2007 / Aug 2011)	11,060,444	554,547	6,191,837	2.2x	66%	19,656,554	2.4x	25,848,391	2.4x	15%	13%
BREP VII (Aug 2011 / Apr 2015)	13,491,677	2,427,496	14,835,954	1.6x		10,271,033	1.9x	25,106,987	1.7x	29%	20%

BREP VIII (Apr 2015 / Oct 2020)	16,148,771	11,221,733	6,150,674	1.2x	1%	1,629,609	1.2x	7,780,283	1.2x	19%	20%
Total Global BREP	$ 51,681,473	$ 14,203,776	$ 30,711,199	1.6x	17%	$ 53,110,948	2.2x	$ 83,822,147	1.9x	20%	16%
Euro											
BREP Int 1 (Jan 2001 / Sep 2005)	824,172			N/A		1,365,751	2.1x	1,365,751	2.1x	23%	23%
BREP Int 1 II (Sep 2005 / Jun 2008)	1,629,748		527,954	1.1x	67%	1,716,152	1.8x	2,244,106	1.6x	8%	5%
BREP Europe III (Jun 2008 / Sep 2013)	3,205,140	467,500	2,947,028	1.8x		2,719,888	2.1x	5,666,916	1.9x	23%	16%
BREP Europe IV (Sep 2013 / Mar 2019)	6,704,537	1,725,273	7,005,289	1.3x	2%	654,145	1.4x	7,659,434	1.3x	26%	13%
BREP Europe V (TBD)	6,241,060	6,265,288		N/A			N/A		N/A	N/A	N/A
Total Euro BREP	18,604,657	8,458,061	10,480,271	1.4x	5%	6,455,936	1.9x	16,936,207	1.6x	16%	12%
BREP Co-Investment (g)	$ 6,819,065	$ 146,573	$ 3,968,497	1.7x	37%	$ 8,973,242	2.0x	$ 12,941,739	1.9x	17%	15%
BREP Asia (Jun 2013 / Dec 2017)	5,082,579	3,219,810	2,755,119	1.5x	2%	1,261,164	1.5x	4,016,283	1.5x	16%	17%
Total BREP	$ 86,565,707	$ 27,055,872	$ 50,490,157	1.5x	14%	$ 71,952,026	2.1x	$ 122,442,183	1.8x	19%	16%
BPP (h)	$ 12,143,289	$ 3,465,213	$ 10,493,724	1.2x		$ 107,286	1.9x	$ 10,601,010	1.2x	36%	14%
BREDS (i)	11,271,187	6,860,509	2,271,859	1.2x		6,259,037	1.3x	8,530,896	1.3x	12%	11%

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Table of Contents

Fund (Investment Period)	Committed Capital	Available Capital (a)	Unrealized Investments Value	Unrealized Investments MOIC (b)	Unrealized Investments % Public	Realized Investments Value	Realized Investments MOIC (b)	Total Investments Value	Total Investments MOIC (b)	Net IRR (c) Realized	Net IRR (c) Total
	(Dollars in Thousands, Except Where Noted)										
Hedge Fund Solutions											
BSCH (Dec 2013 / Jun 2020) (j)	$ 3,300,600	$ 2,630,702	$ 677,190	1.0x		$ 82,913	N/A	$ 760,103	1.2x	N/A	3%
BSCH Co-Investment	75,500	31,237	44,495	1.0x		1,427	N/A	45,922	1.0x	N/A	1%
Total Hedge Fund Solutions	$ 3,376,100	$ 2,661,939	$ 721,685	1.0x		$ 84,340	N/A	$ 806,025	1.2x	N/A	3%
Credit (k)											
Dollar											
Mezzanine I (Jul 2007 / Oct 2011)	$ 2,000,000	$ 99,280	$ 231,180	1.6x		$ 4,613,434	1.6x	$ 4,844,614	1.6x	N/A	17%
Mezzanine II (Nov 2011 / Nov 2016)	4,120,000	1,441,986	3,305,746	1.1x		2,167,785	1.5x	5,473,531	1.2x	N/A	14%
Mezzanine III (Sep 2016 / Sep 2021)	6,482,653	6,385,903	96,857	1.0x			N/A	96,857	1.0x	N/A	N/M
Rescue Lending I (Sep 2009 / May 2013)	3,253,143	399,836	1,405,895	1.2x		4,499,705	1.5x	5,905,600	1.4x	N/A	11%
Rescue Lending II (Jun 2013 / Jun 2018)	5,125,000	2,531,694	3,134,660	1.2x		271,552	1.2x	3,406,212	1.2x	N/A	16%
Energy Select Opportunities (Nov 2015 / Nov 2018)	2,856,866	2,576,358	384,627	1.2x		131,268	1.4x	515,895	1.3x	N/A	N/M
Euro											
European Senior Debt (Feb 2015 / Feb 2018)	1,964,689	3,258,998	646,742	1.0x		142,288	1.2x	789,030	1.0x	N/A	N/M
Total Credit	$ 26,104,072	$ 17,097,521	$ 9,285,223	1.1x		$ 11,841,214	1.5x	$ 21,126,437	1.3x	N/A	14%

N/M Not meaningful.
N/A Not applicable.
(a) Available Capital represents total investable capital commitments, including side-by-side, adjusted for certain expenses and expired or recallable capital and may include leverage, less invested capital. This amount is not reduced by outstanding commitments to investments.
(b) Multiple of Invested Capital (MOIC) represents carrying value, before management fees, expenses and Carried Interest, divided by invested capital.
(c) Net Internal Rate of Return (IRR) represents the annualized inception to September 30, 2016 IRR on total invested capital based on realized proceeds and unrealized value, as applicable, after management fees, expenses and Carried Interest.
(d) Realizations are treated as return of capital until fully recovered and therefore unrealized and realized MOICs are not meaningful.
(e) BCEP, or Blackstone Core Equity Partners, is a core private equity fund which invests with a more modest risk profile and longer hold period.
(f) Returns for Other Funds and Co-Investment are not meaningful as these funds have limited transaction activity.
(g) BREP Co-Investment represents co-investment capital raised for various BREP investments. The Net IRR reflected is calculated by aggregating each co-investment s realized proceeds and unrealized value, as applicable, after management fees, expenses and Carried Interest.
(h) BPP represents the core+ real estate funds which invest with a more modest risk profile and lower leverage.
(i) Excludes Capital Trust drawdown funds.
(j) BSCH, or Blackstone Strategic Capital Holdings, is a permanent capital vehicle focused on acquiring strategic minority positions in alternative asset managers.
(k) Funds presented represent the flagship credit drawdown funds only. The Total Credit Net IRR is the combined IRR of the six credit drawdown funds presented.

Table of Contents

Segment Analysis

Discussed below is our EI for each of our segments. This information is reflected in the manner utilized by our senior management to make operating decisions, assess performance and allocate resources. References to our sectors or investments may also refer to portfolio companies and investments of the underlying funds that we manage.

For segment reporting purposes, revenues and expenses are presented on a basis that deconsolidates the investment funds we manage. As a result, segment revenues are greater than those presented on a consolidated GAAP basis because fund management fees recognized in certain segments are received from the Blackstone Funds and eliminated in consolidation when presented on a consolidated GAAP basis. Furthermore, segment expenses are lower than related amounts presented on a consolidated GAAP basis due to the exclusion of fund expenses that are paid by Limited Partners and the elimination of non-controlling interests.

As a result of the spin-off on October 1, 2015 of Blackstone s Financial Advisory business, a segment analysis is no longer reported.

Table of Contents

Private Equity

The following table presents the results of operations for our Private Equity segment:

	Three Months Ended September 30,		2016 vs. 2015		Nine Months Ended September 30,		2016 vs. 2015	
	2016	2015	$	%	2016	2015	$	%
	(Dollars in Thousands)							
Segment Revenues								
Management Fees, Net								
Base Management Fees	$ 131,708	$ 128,452	$ 3,256	3%	$ 393,833	$ 358,753	$ 35,080	10%
Advisory Fees	1,106	2,547	(1,441)	-57%	2,864	9,819	(6,955)	-71%
Transaction and Other Fees, Net	11,786	9,359	2,427	26%	30,037	17,876	12,161	68%
Management Fee Offsets	(12,917)	(12,262)	(655)	5%	(23,960)	(26,239)	2,279	-9%
Total Management Fees, Net	131,683	128,096	3,587	3%	402,774	360,209	42,565	12%
Performance Fees								
Realized								
Carried Interest	26,398	214,532	(188,134)	-88%	113,736	1,144,085	(1,030,349)	-90%
Unrealized								
Carried Interest	144,597	(809,363)	953,960	N/M	303,519	(548,114)	851,633	N/M
Total Performance Fees	170,995	(594,831)	765,826	N/M	417,255	595,971	(178,716)	-30%
Investment Income (Loss)								
Realized	15,469	46,917	(31,448)	-67%	23,038	141,991	(118,953)	-84%
Unrealized	8,884	(110,689)	119,573	N/M	21,558	(101,503)	123,061	N/M
Total Investment Income (Loss)	24,353	(63,772)	88,125	N/M	44,596	40,488	4,108	10%
Interest and Dividend Revenue	9,160	8,119	1,041	13%	28,525	23,406	5,119	22%
Other	411	471	(60)	-13%	2,219	1,161	1,058	91%
Total Revenues	336,602	(521,917)	858,519	N/M	895,369	1,021,235	(125,866)	-12%
Expenses								
Compensation and Benefits								
Compensation	73,889	70,419	3,470	5%	237,303	209,597	27,706	13%
Performance Fee Compensation								
Realized								
Carried Interest	13,741	16,303	(2,562)	-16%	60,114	162,287	(102,173)	-63%
Unrealized								
Carried Interest	69,300	(141,448)	210,748	N/M	98,046	11,098	86,948	783%
Total Compensation and Benefits	156,930	(54,726)	211,656	N/M	395,463	382,982	12,481	3%
Other Operating Expenses	47,534	43,812	3,722	8%	143,968	145,258	(1,290)	-1%
Total Expenses	204,464	(10,914)	215,378	N/M	539,431	528,240	11,191	2%
Economic Income (Loss)	$ 132,138	$ (511,003)	$ 643,141	N/M	$ 355,938	$ 492,995	$ (137,057)	-28%

N/M Not meaningful.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues

Revenues were $336.6 million for the three months ended September 30, 2016, an increase of $858.5 million compared to $(521.9) million for the three months ended September 30, 2015. The increase in revenues was primarily attributable to increases of $765.8 million in Performance Fees, $88.1 million in Investment Income (Loss) and $3.6 million in Total Management Fees, Net.

Table of Contents

Revenues in our Private Equity segment in the third quarter of 2016 were higher compared to the third quarter of 2015, primarily driven by appreciation in public investments, particularly in energy. In the third quarter of 2016, BCP V remained below its accumulated preferred return on a realized basis. On an unrealized and total basis, however, BCP V continues to be above its accumulated preferred return, although the need to make up the shortfall on a realized basis with additional realized gains from subsequent transactions is a timing issue that could persist over the next couple of quarters. Our portfolio companies are operating in a stable, if slow growing, economic environment. The market environment is generally characterized by high prices and as a result, the market for new investments remains challenging, although our Private Equity funds remain well positioned to take advantage of market dislocation and rebounding energy prices. Our Private Equity funds continued to commit and deploy capital in the third quarter of 2016, particularly in energy investments. If the identification of capital deployment opportunities remains challenging, the capital markets experience a period of prolonged decline, or market and/or macroeconomic conditions were to deteriorate in the future and adversely affect the investment performance of our Private Equity segment, revenues in the segment would likely be negatively impacted.

Performance Fees, which are determined on a fund by fund basis, were $171.0 million for the three months ended September 30, 2016, an increase of $765.8 million compared to $(594.8) million for the three months ended September 30, 2015. The increase was a result of higher returns compared to the third quarter of 2015, driven by the public investment portfolio.

Investment Income (Loss) was $24.4 million for the three months ended September 30, 2016, an increase of $88.1 million compared to $(63.8) million for the three months ended September 30, 2015 due to higher returns as noted above.

Total Management Fees, Net were $131.7 million for the three months ended September 30, 2016, an increase of $3.6 million compared to $128.1 million for the three months ended September 30, 2015, primarily driven by an increase in Base Management Fees. Base Management Fees were $131.7 million for the three months ended September 30, 2016, an increase of $3.3 million compared to the $128.5 million for the three months ended September 30, 2015, principally due to a higher level of Fee-Earning Assets Under Management from funds across the segment.

Expenses

Expenses were $204.5 million for the three months ended September 30, 2016, an increase of $215.4 million compared to $(10.9) million for the three months ended September 30, 2015. The increase was primarily attributable to an increase of $211.7 million in Total Compensation and Benefits. The increase in Total Compensation and Benefits was due to an increase in Performance Fee Compensation of $208.2 million. Performance Fee Compensation increased as a result of the increase in Performance Fees Revenue. Also, Other Operating Expense increased $3.7 million primarily due to an increase in interest and other expenses allocated to the segment.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues

Revenues were $895.4 million for the nine months ended September 30, 2016, a decrease of $125.9 million compared to $1.0 billion for the nine months ended September 30, 2015. The decrease in revenues was primarily attributable to a decrease of $178.7 million in Performance Fees, partially offset by increases of $42.6 million in Total Management Fees, Net and $4.1 million in Investment Income.

Performance Fees, which are determined on a fund by fund basis, were $417.3 million for the nine months ended September 30, 2016, a decrease of $178.7 million, compared to $596.0 million for the nine months ended September 30, 2015, as total private equity funds appreciated 5.3% during the 2016 period, compared to 7.7% appreciation in the comparable 2015 period driven by public holdings in BCP V.

Table of Contents

Total Management Fees, Net were $402.8 million for the nine months ended September 30, 2016, an increase of $42.6 million compared to $360.2 million for the nine months ended September 30, 2015, primarily driven by increases in Base Management Fees and Transaction and Other Fees, Net. Base Management Fees were $393.8 million for the nine months ended September 30, 2016, an increase of $35.1 million compared to $358.8 million for the nine months ended September 30, 2015, principally due to the addition of management fee earning assets across the segment. Transaction and Other Fees, Net were $30.0 million for the nine months ended September 30, 2016, an increase of $12.2 million compared to $17.9 million for the nine months ended September 30, 2015, principally due to timing of investment closings, as well as one-time items related to fundraising fees and legal reserves that were incurred or accrued in the third quarter of 2015.

Investment Income was $44.6 million for the nine months ended September 30, 2016, an increase of $4.1 million, compared to $40.5 million for the nine months ended September 30, 2015, driven primarily by the factors noted above.

Expenses

Expenses were $539.4 million for the nine months ended September 30, 2016, an increase of $11.2 million compared to $528.2 million for the nine months ended September 30, 2015. The increase was primarily attributable to an increase in Compensation of $27.7 million, partially offset by a decrease in Performance Fee Compensation of $15.2 million. Compensation increased primarily due to the increase in Management Fee Revenue, on which a portion of compensation is based as well an increase in headcount to support the growth of the business. Performance Fee Compensation decreased as a result of the decrease in Performance Fees Revenue. In addition, Other Operating Expenses were relatively flat due to decreases in one-time fundraising costs and legal reserves offset by an increase in interest and other expenses allocated to the segment.

Fund Returns

Fund returns information for our significant funds is included throughout this discussion and analysis to facilitate an understanding of our results of operations for the periods presented. The fund returns information reflected in this discussion and analysis is not indicative of the financial performance of The Blackstone Group L.P. and is also not necessarily indicative of the future performance of any particular fund. An investment in The Blackstone Group L.P. is not an investment in any of our funds. There can be no assurance that any of our funds or our other existing and future funds will achieve similar returns.

The following table presents the internal rates of return of our significant private equity funds:

	Three Months Ended September 30,				Nine Months Ended September 30,				September 30, 2016 Inception to Date			
	2016		2015 (a)		2016		2015 (a)		Realized		Total	
Fund (a)	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**
BCP IV	6%	5%	-9%	-8%	10%	9%	-7%	-7%	56%	43%	50%	36%
BCP V	-4%	-3%	-7%	-3%	6%	5%	10%	7%	11%	9%	10%	8%
BCOM	-30%	-30%	30%	30%	11%	9%	29%	28%	13%	6%	13%	6%
BCP VI	6%	5%	-2%	-1%	7%	6%	5%	4%	46%	37%	17%	11%
BEP I	3%	3%	-7%	-6%	8%	6%		-1%	45%	44%	18%	14%
BEP II (b)	N/M	N/M	N/A	N/A	N/M	N/M	N/A	N/A	N/A	N/A	N/M	N/M
Tactical Opportunities	5%	4%	1%		8%	6%	8%	5%	38%	29%	14%	11%
Strategic Partners			6%	5%	2%		14%	12%	N/A	N/A	17%	14%

The returns presented herein represent those of the applicable Blackstone Funds and not those of The Blackstone Group L.P.

N/M Not meaningful.

N/A Not applicable.

(a) Changes in previous period returns may be due to adjustments to previous period(s) transaction amounts.

95

Table of Contents

(b) Net returns are based on the change in carrying value (realized and unrealized) after management fees, expenses and Carried Interest allocations.

(b) BEP II s investment returns are presented as N/M as all investments in the fund have been held for less than one year.

The corporate private equity funds within the Private Equity segment have five contributed funds with closed investment periods: BCP IV, BCP V, BCP VI, BCOM and BEP I. As of September 30, 2016, BCP IV was above its Carried Interest threshold (i.e., the preferred return payable to its limited partners before the general partner is eligible to receive Carried Interest) and would still be above its Carried Interest threshold even if all remaining investments were valued at zero. BCP V is comprised of two fund classes based on the timings of fund closings, the BCP V main fund and BCP V-AC fund. Within these fund classes, the general partner (GP) is subject to equalization such that (a) the GP accrues Carried Interest when the total Carried Interest for the combined fund classes is positive and (b) the GP realizes Carried Interest so long as clawback obligations, if any, for the combined fund classes are fully satisfied. During the quarter, both fund classes were above their respective Carried Interest thresholds. BCP VI is currently above its Carried Interest threshold. BCOM is currently above its Carried Interest threshold and has generated inception to date positive returns. We are entitled to retain previously realized Carried Interest up to 20% of BCOM s net gains. As a result, Performance Fees are recognized from BCOM on current period gains and losses. BEP I is currently above its Carried Interest threshold.

Table of Contents

Real Estate

The following table presents the results of operations for our Real Estate segment:

	Three Months Ended September 30,		2016 vs. 2015		Nine Months Ended September 30,		2016 vs. 2015	
	2016	2015	$	%	2016	2015	$	%
	(Dollars in Thousands)							
Segment Revenues								
Management Fees, Net								
Base Management Fees	$ 197,629	$ 175,710	$ 21,919	12%	$ 598,540	$ 468,801	$ 129,739	28%
Transaction and Other Fees, Net	14,190	21,390	(7,200)	-34%	71,096	58,116	12,980	22%
Management Fee Offsets	(842)	(10,147)	9,305	-92%	(5,656)	(20,441)	14,785	-72%
Total Management Fees, Net	210,977	186,953	24,024	13%	663,980	506,476	157,504	31%
Performance Fees								
Realized								
Carried Interest	461,980	169,051	292,929	173%	928,989	1,344,283	(415,294)	-31%
Incentive Fees	3,857	3,879	(22)	-1%	14,025	5,822	8,203	141%
Unrealized								
Carried Interest	(113,449)	(128,854)	15,405	-12%	(209,846)	(498,481)	288,635	-58%
Incentive Fees	14,445	2,784	11,661	419%	30,152	12,788	17,364	136%
Total Performance Fees	366,833	46,860	319,973	683%	763,320	864,412	(101,092)	-12%
Investment Income (Loss)								
Realized	46,704	39,821	6,883	17%	79,608	196,597	(116,989)	-60%
Unrealized	(6,725)	(95,382)	88,657	-93%	(17,764)	(165,563)	147,799	-89%
Total Investment Income (Loss)	39,979	(55,561)	95,540	N/M	61,844	31,034	30,810	99%
Interest and Dividend Revenue	12,460	11,057	1,403	13%	38,732	31,313	7,419	24%
Other	(548)	(938)	390	-42%	(226)	(3,838)	3,612	-94%
Total Revenues	629,701	188,371	441,330	234%	1,527,650	1,429,397	98,253	7%
Expenses								
Compensation and Benefits								
Compensation	99,886	99,255	631	1%	303,352	263,573	39,779	15%
Performance Fee Compensation								
Realized								
Carried Interest	147,419	52,546	94,873	181%	246,936	415,210	(168,274)	-41%
Incentive Fees	1,764	1,838	(74)	-4%	7,197	2,865	4,332	151%
Unrealized								
Carried Interest	(38,972)	(23,018)	(15,954)	69%	2,988	(171,661)	174,649	N/M
Incentive Fees	6,229	5,215	1,014	19%	12,929	8,020	4,909	61%
Total Compensation and Benefits	216,326	135,836	80,490	59%	573,402	518,007	55,395	11%
Other Operating Expenses	47,908	42,050	5,858	14%	148,206	125,539	22,667	18%
Total Expenses	264,234	177,886	86,348	49%	721,608	643,546	78,062	12%
Economic Income	$ 365,467	$ 10,485	$ 354,982	N/M	$ 806,042	$ 785,851	$ 20,191	3%

N/M Not meaningful.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues

Revenues were $629.7 million for the three months ended September 30, 2016, an increase of $441.3 million compared to $188.4 million for the three months ended September 30, 2015. The increase in revenues was primarily attributable to increases of $320.0 million in Performance Fees, $95.5 million in Investment Income (Loss) and $24.0 million in Total Management Fees, Net.

Table of Contents

In the third quarter of 2016, revenues in our Real Estate segment increased due to appreciation in both public and private holdings. Overall, operating trends in our Real Estate portfolio remain positive and supply-demand fundamentals remain solid in most markets, although we see relatively decelerating growth in certain areas, most notably lodging. As a result of less distress and rising asset values, it has become a more challenging opportunistic investment environment in the U.S. Although our Real Estate segment had moderately lower capital deployment than in the third quarter of 2015, our BPP and BREDS funds committed or deployed significant capital. Our Real Estate funds also remained active on public and private realizations in the third quarter of 2016. If the capital markets experience a period of prolonged decline or market and/or macroeconomic conditions were to deteriorate in the future causing a decline in our Real Estate fund performance, revenues in our Real Estate segment would likely be negatively impacted. In our real estate debt funds, liquid fund performance continued to improve in the third quarter of 2016, recovering from the general market softening earlier in the year, although the recovery in the CMBS market has lagged. The competitive environment for real estate debt investments has been increasingly characterized by less competition from banking institutions than in the past, which continues to create capital deployment opportunities for our real estate debt funds.

Performance Fees, which are determined on a fund by fund basis, were $366.8 million for the three months ended September 30, 2016, an increase of $320.0 million compared to $46.9 million for the three months ended September 30, 2015. The increase in Performance Fees was primarily due to an increase in the net appreciation of investment holdings within our opportunistic funds, which appreciated 3.7% versus 0.1% of depreciation in the comparable 2015 quarter. Our core+ funds appreciated 2.9% in the quarter. Our real estate debt drawdown and hedge funds appreciated 2.7% and 2.9%, respectively.

Investment Income (Loss) was $40.0 million for the three months ended September 30, 2016, an increase of $95.5 million compared to $(55.6) million for the three months ended September 30, 2015, primarily due to the net appreciation of investments in our BREP VI fund. Blackstone has a larger investment in BREP VI than in other funds.

Total Management Fees, Net were $211.0 million for the three months ended September 30, 2016, an increase of $24.0 million compared to $187.0 million for the three months ended September 30, 2015, driven primarily by an increase in Base Management Fees, partially offset by a decrease in Transaction and Other Fees, Net. Base Management Fees were $197.6 million for the three months ended September 30, 2016, an increase of $21.9 million compared to $175.7 million for the three months ended September 30, 2015, primarily due to the launch of BREP VIII which began earning management fees in the third quarter of 2015. Transactions and Other Fees, Net were $14.2 million for the three months ended September 30, 2016, a decrease of $7.2 million compared to $21.4 million for the three months ended September 30, 2015, primarily due to the timing of investment closings in our BREP global funds.

Expenses

Expenses were $264.2 million for the three months ended September 30, 2016, an increase of $86.3 million compared to $177.9 million for the three months ended September 30, 2015. The increase was primarily attributable to increases in Total Compensation and Benefits and Other Operating Expenses of $80.5 million and $5.9 million, respectively. The increase in Total Compensation and Benefits was due to an increase in Performance Fee Compensation of $79.9 million. Performance Fee Compensation increased as a result of the increase in Performance Fees Revenue. The increase in Other Operating Expenses was due to interest and other operating expenses allocated to the segment.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues

Revenues were $1.5 billion for the nine months ended September 30, 2016, an increase of $98.3 million compared to $1.4 billion for the nine months ended September 30, 2015. The increase in revenues was primarily attributable to increases of $157.5 million in Total Management Fees, Net and $30.8 million in Investment Income, partially offset by a decrease of $101.1 million in Performance Fees.

Table of Contents

Total Management Fees, Net were $664.0 million for the nine months ended September 30, 2016, an increase of $157.5 million compared to $506.5 million for the nine months ended September 30, 2015, driven primarily by an increase in Base Management Fees. Base Management Fees were $598.5 million for the nine months ended September 30, 2016, an increase of $129.7 million compared to $468.8 million for the nine months ended September 30, 2015, primarily due to the launch of BREP VIII.

Investment Income was $61.8 million for the nine months ended September 30, 2016, an increase of $30.8 million compared to $31.0 million for the nine months ended September 30, 2015, primarily attributable to the same reason noted above.

Performance Fees, which are determined on a fund by fund basis, were $763.3 million for the nine months ended September 30, 2016, a decrease of $101.1 million compared to $864.4 million for the nine months ended September 30, 2015. Performance Fees decreased due to the net decrease in the appreciation of investment holdings within our opportunistic funds. For the nine months ended September 30, 2016, the carrying value of investments for our opportunistic and core+ funds increased 7.3% and 9.4%, respectively. Our real estate debt drawdown and hedge funds appreciated 8.7% and depreciated 0.3%, respectively.

Expenses

Expenses were $721.6 million for the nine months ended September 30, 2016, an increase of $78.1 million compared to $643.5 million for the nine months ended September 30, 2015. The increase was attributable to increases of $55.4 million in Total Compensation and Benefits and $22.7 million in Other Operating Expenses. The increase in Total Compensation and Benefits was due to increases of $39.8 million in Compensation and $15.6 million in Performance Fee Compensation. Compensation increased primarily due to the increase in Management Fees Revenue, on which a portion of compensation is based as well as an increase in headcount to support the growth of the business. The increase in Performance Fee Compensation was driven by stronger performance from post IPO investments on which a greater percentage is paid out as compensation. The increase in Other Operating Expenses was primarily due to interest and other expenses allocated to the segment.

Fund Returns

Fund return information for our significant funds is included throughout this discussion and analysis to facilitate an understanding of our results of operations for the periods presented. The fund returns information reflected in this discussion and analysis is not indicative of the financial performance of The Blackstone Group L.P. and is also not necessarily indicative of the future performance of any particular fund. An investment in The Blackstone Group L.P. is not an investment in any of our funds. There can be no assurance that any of our funds or our other existing and future funds will achieve similar returns.

Table of Contents

The following table presents the internal rates of return of our significant real estate funds:

	Three Months Ended September 30,				Nine Months Ended September 30,				September 30, 2016 Inception to Date			
	2016		2015		2016		2015		Realized		Total	
Fund (a)	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net
BREP IV	-3%	-2%	-6%	-5%	-11%	-9%	2%	2%	58%	35%	22%	12%
BREP V	5%	5%	-1%	-1%	5%	5%	15%	13%	16%	12%	14%	11%
BREP VI	3%	3%	-10%	-9%	8%	7%	-1%	-1%	19%	15%	17%	13%
BREP VII	3%	2%	5%	4%	6%	4%	16%	12%	40%	29%	28%	20%
BREP VIII	8%	5%	N/M	N/M	23%	15%	N/M	N/M	28%	19%	34%	20%
BREP International II (b)	-1%	-1%	-5%	-5%	2%	2%	17%	15%	10%	8%	7%	5%
BREP Europe III (b)	-2%	-2%	5%	4%	-7%	-7%	18%	14%	34%	23%	25%	16%
BREP Europe IV (b)	3%	2%	7%	5%	6%	4%	23%	17%	45%	26%	20%	13%
BREP Co-Investment (c)	5%	4%	-7%	-7%	10%	9%	-1%	-1%	19%	17%	17%	15%
BREP Asia	10%	8%	3%	2%	25%	18%	17%	11%	22%	16%	27%	17%
BPP	3%	3%	N/A	N/A	10%	8%	N/A	N/A	37%	36%	17%	14%
BREDS Drawdown	4%	3%	7%	4%	10%	6%	9%	5%	16%	12%	16%	11%
BREDS Liquid	3%	2%	1%	1%	2%		6%	4%	N/A	N/A	12%	8%

The returns presented herein represent those of the applicable Blackstone Funds and not those of The Blackstone Group L.P.

N/M Not meaningful.

N/A Not applicable.

(a) Net returns are based on the change in carrying value (realized and unrealized) after management fees, expenses and performance fee allocations.
(b) Euro-based internal rates of return.
(c) Excludes fully realized co-investments prior to Blackstone s IPO.

The following table presents the Carried Interest status of our real estate carry funds with expired investment periods which are currently not generating performance fees as of September 30, 2016:

	Gain to Cross Carried Interest Threshold (a)		
Fully Invested Funds	Amount (Amounts in Millions)	% Change in Total Enterprise Value (b)	% Change in Equity Value
BREP Int l II (Sep 2005 / Jun 2008)	864	44%	178%

(a) The general partner of each fund is allocated Carried Interest when the annualized returns, net of management fees and expenses, exceed the preferred return as dictated by the fund agreements. The preferred return is calculated for each limited partner individually. The Gain to Cross Carried Interest Threshold represents the increase in equity at the fund level (excluding our side-by-side investments) that is required for the general partner to begin accruing Carried Interest, assuming the gain is earned pro rata across the fund s investments and is achieved at the reporting date.
(b) Total Enterprise Value is the respective fund s pro rata ownership of the privately held portfolio companies Enterprise Value.

The Real Estate segment has three funds in their investment period, which were above their respective Carried Interest thresholds as of September 30, 2016: BREP VIII, BREP Asia and BREP Europe IV.

100

Table of Contents

Hedge Fund Solutions

The following table presents the results of operations for our Hedge Fund Solutions segment:

	Three Months Ended September 30,		2016 vs. 2015		Nine Months Ended September 30,		2016 vs. 2015	
	2016	2015	$	%	2016	2015	$	%
	(Dollars in Thousands)							
Segment Revenues								
Management Fees, Net								
Base Management Fees	$ 130,305	$ 133,592	$ (3,287)	-2%	$ 390,586	$ 394,445	$ (3,859)	-1%
Transaction and Other Fees, Net	116	219	(103)	-47%	654	244	410	168%
Management Fee Offsets		(507)	507	-100%		(1,395)	1,395	-100%
Total Management Fees, Net	130,421	133,304	(2,883)	-2%	391,240	393,294	(2,054)	-1%
Performance Fees								
Realized								
Incentive Fees	4,572	2,783	1,789	64%	7,005	30,214	(23,209)	-77%
Unrealized								
Carried Interest	(84)	(5,394)	5,310	-98%	749	2,620	(1,871)	-71%
Incentive Fees	12,038	(29,711)	41,749	N/M	10,139	33,571	(23,432)	-70%
Total Performance Fees	16,526	(32,322)	48,848	N/M	17,893	66,405	(48,512)	-73%
Investment Income (Loss)								
Realized	(1,211)	(468)	(743)	159%	(6,471)	(12,600)	6,129	-49%
Unrealized	12,219	(6,411)	18,630	N/M	9,285	104	9,181	N/M
Total Investment Income (Loss)	11,008	(6,879)	17,887	N/M	2,814	(12,496)	15,310	N/M
Interest and Dividend Revenue	4,692	4,136	556	13%	15,193	12,055	3,138	26%
Other	(260)	(66)	(194)	294%	(523)	(1,214)	691	-57%
Total Revenues	162,387	98,173	64,214	65%	426,617	458,044	(31,427)	-7%
Expenses								
Compensation and Benefits								
Compensation	47,206	44,408	2,798	6%	145,811	146,353	(542)	-0%
Performance Fee Compensation								
Realized								
Incentive Fees	2,902	(436)	3,338	N/M	6,090	11,745	(5,655)	-48%
Unrealized								
Carried Interest	35	(3,041)	3,076	N/M	273	1,036	(763)	-74%
Incentive Fees	4,557	(7,011)	11,568	N/M	3,842	12,404	(8,562)	-69%
Total Compensation and Benefits	54,700	33,920	20,780	61%	156,016	171,538	(15,522)	-9%
Other Operating Expenses	27,432	24,147	3,285	14%	80,796	65,852	14,944	23%
Total Expenses	82,132	58,067	24,065	41%	236,812	237,390	(578)	-0%
Economic Income	$ 80,255	$ 40,106	$ 40,149	100%	$ 189,805	$ 220,654	$ (30,849)	-14%

N/M Not meaningful.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues

Revenues were $162.4 million for the three months ended September 30, 2016, an increase of $64.2 million compared to $98.2 million for the three months ended September 30, 2015. The increase in revenues was primarily attributable to increases of $48.8 million in Performance Fees and $17.9 million in Investment Income (Loss), partially offset by a decrease of $2.9 million in Total Management Fees, Net.

Table of Contents

Our Hedge Fund Solutions segment revenues continued to recover in the third quarter of 2016, with the BPS Composite gross return up 2.9%. In addition, a significant portion of Hedge Fund Solutions Fee-Earning Asset Under Management eligible for Incentive Fees moved above the high water mark, resulting in approximately two-thirds of Fee-Earning Assets Under Management eligible for Incentive Fees being above their high water mark as of the end of the third quarter of 2016. If global asset prices again experience a period of extreme volatility or declines, or liquidity needs cause investors to withdraw assets, Hedge Fund Solutions revenues would likely be negatively impacted. Despite challenging market conditions, demand for products in Hedge Fund Solutions remained strong in the third quarter of 2016, and the segment operates multiple business lines, manages strategies that are both long and short asset classes and generates a majority of its revenue through management fees, all of which provide a level of downside protection to Hedge Fund Solutions revenues.

Performance Fees, which are determined on a fund by fund basis, were $16.5 million for the three months ended September 30, 2016, an increase of $48.8 million compared to $(32.3) million for the three months ended September 30, 2015. The increase in Performance Fees was primarily due to higher returns.

Investment Income (Loss) was $11.0 million for the three months ended September 30, 2016, an increase of $17.9 million compared to $(6.9) million for the three months ended September 30, 2015, primarily due to the reasons noted above.

Total Management Fees, Net were $130.4 million for the three months ended September 30, 2016, a decrease of $2.9 million compared to $133.3 million for the three months ended September 30, 2015, driven primarily by a decrease in Base Management Fees. Base Management Fees were $130.3 million for the three months ended September 30, 2016, a decrease of $3.3 million compared to $133.6 million for the three months ended September 30, 2015, primarily due to a fee catchup recorded in the third quarter of 2015 as a result of a non-recurring fund closing.

Expenses

Expenses were $82.1 million for the three months ended September 30, 2016, an increase of $24.1 million compared to $58.1 million for the three months ended September 30, 2015. The increase in expenses was primarily attributable to increases of $20.8 million in Total Compensation and Benefits and $3.3 million in Other Operating Expenses. The increase in Total Compensation and Benefits is mainly attributable to a $18.0 million increase in Performance Fee Compensation. The increase in Performance Fee Compensation was due to the increase in Performance Fees Revenue. The increase in Other Operating Expenses was primarily due to an increase in interest and other expenses allocated to the segment.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues

Revenues were $426.6 million for the nine months ended September 30, 2016, a decrease of $31.4 million compared to $458.0 million for the nine months ended September 30, 2015. The decrease in revenue was primarily attributable to a decrease of $48.5 million in Performance Fees, partially offset by an increase of $15.3 million in Total Investment Income (Loss).

Performance Fees, which are determined on a fund by fund basis, were $17.9 million for the nine months ended September 30, 2016, a decrease of $48.5 million compared to $66.4 million for the nine months ended September 30, 2015. The decrease in Performance Fees was primarily due to lower returns.

Investment Income (Loss) was $2.8 million for the nine months ended September 30, 2016, an increase of $15.3 million compared to $(12.5) million for the nine months ended September 30, 2015. The increase in Investment Income (Loss) was primarily driven by the year over year net depreciation of investments of which Blackstone owns a share.

Table of Contents

Expenses

Expenses were $236.8 million for the nine months ended September 30, 2016, a decrease of $0.6 million compared to $237.4 million for the nine months ended September 30, 2015. The decrease in expenses was primarily due to a decrease in Performance Fee Compensation of $15.0 million, partially offset by an increase in Other Operating Expenses of $14.9 million. The decrease in Performance Fee Compensation was due to the decrease in Performance Fees Revenue. The increase in Other Operating Expenses was primarily resulting from an increase in interest and other expense allocations to the segment.

Operating Metrics

The following table presents information regarding our Incentive Fee-Earning Assets Under Management:

	Fee-Earning Assets Under Management Eligible for Incentive Fees As of September 30,		Estimated % Above High Water Mark / Benchmark (a) As of September 30,	
	2015	2016	2015	2016
	(Dollars in Thousands)			
BAAM Managed Funds (b)	$ 35,825,891	$ 37,149,111	62%	67%

(a) Estimated % Above High Water Mark/Benchmark represents the percentage of Fee-Earning Assets Under Management Eligible for Incentive Fees that as of the dates presented would earn incentive fees when the applicable BAAM managed fund has positive investment performance relative to a benchmark, where applicable. Incremental positive performance in the applicable Blackstone Funds may cause additional assets to reach their respective High Water Mark or clear a benchmark, thereby resulting in an increase in Estimated % Above High Water Mark/Benchmark.

(b) For the BAAM managed funds, at September 30, 2016 the incremental appreciation needed for the 33% of Fee-Earning Assets Under Management below their respective High Water Marks/Benchmarks to reach their respective High Water Marks/Benchmarks was $669.7 million, a decrease of $408.6 million, compared to $261.1 million at September 30, 2015. Of the Fee-Earning Assets Under Management below their respective High Water Marks/Benchmarks as of September 30, 2016, 57% were within 5% of reaching their respective High Water Mark.

Composite Returns

Composite returns information is included throughout this discussion and analysis to facilitate an understanding of our results of operations for the periods presented. The composite returns information reflected in this discussion and analysis is not indicative of the financial performance of The Blackstone Group L.P. and is also not necessarily indicative of the future results of any particular fund. An investment in The Blackstone Group L.P. is not an investment in any of our funds or composites. There can be no assurance that any of our funds or composites or our other existing and future funds or composites will achieve similar returns.

The following table presents the return information of the BAAM Principal Solutions Composite:

	Three Months Ended September 30,				Nine Months Ended September 30,				Average Annual Returns (a) Periods Ended September 30, 2016							
	2016		2015		2016		2015		One Year		Three Year		Five Year		Historical	
Composite	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net	Gross	Net
BAAM Principal Solutions Composite (b)	3%	3%	-1%	-1%	1%	1%	3%	2%	2%	1%	5%	4%	7%	6%	7%	6%

Table of Contents

The returns presented represent those of the applicable Blackstone Funds and not those of The Blackstone Group L.P.

(a) Composite returns present a summarized asset-weighted return measure to evaluate the overall performance of the applicable class of Blackstone Funds.

(b) BAAM s Principal Solutions (BPS) Composite covers the period from January 2000 to present, although BAAM s inception date is September 1990. BPS Composite does not include BAAM s individual investor solutions (i.e., liquid alternatives), long-biased commodities, ventures (i.e., seeding and minority interests), strategic opportunities (i.e., co-investments), Senfina (i.e., direct trading) and advisory (non-discretionary) platforms, except for investments by BPS funds directly into those platforms. BAAM-managed funds in liquidation are also excluded. The historical return is from January 1, 2000.

Table of Contents

Credit

The following table presents the results of operations for our Credit segment:

	Three Months Ended September 30,		2016 vs. 2015		Nine Months Ended September 30,		2016 vs. 2015	
	2016	2015	$	%	2016	2015	$	%
	(Dollars in Thousands)							
Segment Revenues								
Management Fees, Net								
Base Management Fees	$ 133,867	$ 126,533	$ 7,334	6%	$ 391,249	$ 375,177	$ 16,072	4%
Transaction and Other Fees, Net	1,823	1,289	534	41%	4,589	4,806	(217)	-5%
Management Fee Offsets	(7,091)	(11,260)	4,169	-37%	(26,731)	(22,480)	(4,251)	19%
Total Management Fees, Net	128,599	116,562	12,037	10%	369,107	357,503	11,604	3%
Performance Fees								
Realized								
Carried Interest	15,644	51,606	(35,962)	-70%	15,940	91,898	(75,958)	-83%
Incentive Fees	21,866	28,123	(6,257)	-22%	67,078	76,238	(9,160)	-12%
Unrealized								
Carried Interest	75,093	(112,366)	187,459	N/M	147,609	(80,099)	227,708	N/M
Incentive Fees	5,689	(26,419)	32,108	N/M	6,988	(10,774)	17,762	N/M
Total Performance Fees	118,292	(59,056)	177,348	N/M	237,615	77,263	160,352	208%
Investment Income (Loss)								
Realized	(328)	1,735	(2,063)	N/M	8,028	6,695	1,333	20%
Unrealized	12,875	(10,177)	23,052	N/M	3,726	(530)	4,256	N/M
Total Investment Income (Loss)	12,547	(8,442)	20,989	N/M	11,754	6,165	5,589	91%
Interest and Dividend Revenue	6,769	6,053	716	12%	20,945	17,642	3,303	19%
Other	(28)	(73)	45	-62%	403	3,454	(3,051)	-88%
Total Revenues	266,179	55,044	211,135	384%	639,824	462,027	177,797	38%
Expenses								
Compensation and Benefits								
Compensation	47,614	51,324	(3,710)	-7%	155,687	148,325	7,362	5%
Performance Fee Compensation								
Realized								
Carried Interest	7,267	28,950	(21,683)	-75%	7,461	50,582	(43,121)	-85%
Incentive Fees	10,770	13,659	(2,889)	-21%	31,523	34,515	(2,992)	-9%
Unrealized								
Carried Interest	39,681	(61,190)	100,871	N/M	73,940	(45,349)	119,289	N/M
Incentive Fees	2,722	(12,846)	15,568	N/M	2,874	(3,974)	6,848	N/M
Total Compensation and Benefits	108,054	19,897	88,157	443%	271,485	184,099	87,386	47%
Other Operating Expenses	28,016	24,898	3,118	13%	83,700	70,273	13,427	19%
Total Expenses	136,070	44,795	91,275	204%	355,185	254,372	100,813	40%
Economic Income	$ 130,109	$ 10,249	$ 119,860	N/M	$ 284,639	$ 207,655	$ 76,984	37%

N/M Not meaningful.

Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

Revenues

Revenues were $266.2 million for the three months ended September 30, 2016, an increase of $211.1 million compared to $55.0 million for the three months ended September 30, 2015. This change was primarily attributable to increases of $177.3 million in Performance Fees, $21.0 million in Investment Income (Loss) and $12.0 million in Management Fees, Net.

Table of Contents

Following a challenging period for global credit markets in early 2016, revenues in our Credit segment continued to increase in the third quarter of 2016 compared to the third quarter of 2015, driven in significant part by distressed debt portfolio gains and a further rebound in energy investments. Although the environment for capital deployment is challenging, our Credit funds have been able to identify attractive investment opportunities, particularly in energy and Europe, and market dislocation and structural changes in the global banking system are creating additional investment opportunities for our Credit funds. However, prolonged periods of market pressure and volatility and depressed energy prices may negatively impact revenues in our Credit segment.

Performance Fees were $118.3 million for the three months ended September 30, 2016, an increase of $177.3 million compared to $(59.1) million for the three months ended September 30, 2015. This change was primarily attributable to a continued rebound in energy investments as well as appreciation of distressed debt positions. The composite net returns of Blackstone s significant Credit segment funds for the three months ended September 30, 2016 were 4.6% for Performing Credit Strategies and 4.8% for Distressed Strategies.

Investment Income (Loss) was $12.5 million for the three months ended September 30, 2016, an increase of $21.0 million compared to $(8.4) million for the three months ended September 30, 2015. The increase in Investment Income (Loss) was primarily driven by greater returns on Blackstone s investments in the GSO funds.

Management Fees were $128.6 million for the three months ended September 30, 2016, an increase of $12.0 million compared to $116.6 million for the three months ended September 30, 2015. This change was primarily attributable to a larger Fee-Earning Assets Under Management base.

Expenses

Expenses were $136.1 million for the three months ended September 30, 2016, an increase of $91.3 million compared to $44.8 million for the three months ended September 30, 2015. The increase in expenses was primarily attributable to increases of $88.2 million and $3.1 million in Total Compensation and Benefits and Other Operating Expenses, respectively. The increase in Total Compensation and Benefits was primarily due to an increase in Performance Fee Compensation of $91.9 million. The increase in Performance Fee Compensation was due to the increase in Performance Fees Revenue. The increase in Other Operating Expenses was due to an increase in interest and other expenses allocated to the segment.

Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Revenues

Revenues were $639.8 million for the nine months ended September 30, 2016, an increase of $177.8 million compared to $462.0 million for the nine months ended September 30, 2015. This change was primarily attributable to increases of $160.4 million in Performance Fees, $11.6 in Total Management Fees, Net and $5.6 million in Investment Income.

Performance Fees were $237.6 million for the nine months ended September 30, 2016, an increase of $160.4 million compared to $77.3 million for the nine months ended September 30, 2015. This change was primarily attributable to a significant rebound in energy investments as well as broad based appreciation of funds. The composite net returns of Blackstone s significant Credit segment funds were 7.5% for Distressed Strategies and 12.7% for Performing Credit Strategies for the nine months ended September 30, 2016.

Total Management Fees, Net were $369.1 million for the nine months ended September 30, 2016, an increase of $11.6 million compared to $357.5 million for the nine months ended September 30, 2015. The increase in Total Management Fees, Net was primarily driven by Base Management Fees. The increase in Base Management Fees was primarily due to a larger Fee-Earning Assets Under Management base.

Table of Contents

Investment Income was $11.8 million for the nine months ended September 30, 2016, an increase of $5.6 million compared to $6.2 million for the nine months ended September 30, 2015. The increase in Investment Income was primarily driven by the factors noted above.

Expenses

Expenses were $355.2 million for the nine months ended September 30, 2016, an increase of $100.8 million compared to $254.4 million for the nine months ended September 30, 2015. The increase in expenses was primarily attributable to increases of $87.4 million in Total Compensation and Benefits and $13.4 million in Other Operating Expenses. The increase in Total Compensation and Benefits was primarily due to an increase of $80.0 million in Performance Fee Compensation, which was driven by an increase in Performance Fees Revenue. In addition, an increase in Compensation of $7.4 million was due to the increase in Management Fees revenue, on which a portion of compensation is based, as well as an increase in headcount to support the growth of the business. The increase in Other Operating Expenses was driven by an increase in interest and other expenses allocated to the segment.

Fund Returns

Fund return information for our significant businesses is included throughout this discussion and analysis to facilitate an understanding of our results of operations for the periods presented. The fund returns information reflected in this discussion and analysis is not indicative of the financial performance of The Blackstone Group L.P. and is also not necessarily indicative of the future results of any particular fund. An investment in The Blackstone Group L.P. is not an investment in any of our funds. There can be no assurance that any of our funds or our other existing and future funds will achieve similar returns.

The following table presents combined internal rates of return of the segment s Performing Credit and Distressed Strategies funds:

	Three Months Ended September 30,				Nine Months Ended September 30,				September 30, 2016 Inception to Date	
	2016		2015		2016		2015			
Composite (a)	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**	**Gross**	**Net**
Performing Credit Strategies (b)	6%	5%	-3%	-4%	17%	13%	4%	1%	15%	9%
Distressed Strategies (c)	6%	5%	-4%	-4%	11%	8%		-1%	11%	7%

The returns presented herein represent those of the applicable Blackstone Funds and not those of The Blackstone Group L.P.

(a) Net returns are based on the change in carrying value (realized and unrealized) after management fees, expenses and performance fee allocations, net of tax advances.

(b) Performing Credit Strategies include mezzanine lending funds, BDCs and other performing credit strategy funds. Performing Credit Strategies returns represent the IRR of the combined cash flows of the fee-earning funds exceeding $100 million of fair value at each respective quarter end excluding the Blackstone Funds that were contributed to GSO as part of Blackstone s acquisition of GSO in March 2008. The inception to date returns are from July 16, 2007.

(c) Distressed Strategies include rescue lending funds, distressed hedge funds and energy strategies. Distressed Strategies returns represent the IRR of the combined cash flows of the fee-earning funds exceeding $100 million of fair value at each respective quarter end. The inception to date returns are from August 1, 2005.

As of September 30, 2016, there was $28.9 billion of Performance Fee eligible assets under management invested in Credit strategies that were above the hurdle necessary to generate Incentive Fees or Carried Interest. This represented 50% of the total Performance Fee eligible assets at fair value across all Credit strategies.

Table of Contents

Liquidity and Capital Resources

General

Blackstone s business model derives revenue primarily from third party assets under management. Blackstone is not a capital or balance sheet intensive business and targets operating expense levels such that total management and advisory fees exceed total operating expenses each period. As a result, we require limited capital resources to support the working capital or operating needs of our businesses. We draw primarily on the long-term committed capital of our limited partner investors to fund the investment requirements of the Blackstone Funds and use our own realizations and cash flows to invest in growth initiatives, make commitments to our own funds, where our minimum general partner commitments are generally less than 5% of the limited partner commitments of a fund, and pay distributions to unitholders.

Fluctuations in our statement of financial condition result primarily from activities of the Blackstone Funds which are consolidated as well as business transactions, such as the issuance of senior notes described below. The majority economic ownership interests of the Blackstone Funds are reflected as Redeemable Non-Controlling Interests in Consolidated Entities and Non-Controlling Interests in Consolidated Entities in the Condensed Consolidated Financial Statements. The consolidation of these Blackstone Funds has no net effect on the Partnership s Net Income or Partners Capital. Additionally, fluctuations in our statement of financial condition also include appreciation or depreciation in Blackstone investments in the Blackstone Funds, additional investments and redemptions of such interests in the Blackstone Funds and the collection of receivables related to management and advisory fees.

Total assets were $24.4 billion as of September 30, 2016, an increase of $1.9 billion from December 31, 2015. The increase in total assets was a result of normal business activities.

Total liabilities were $12.1 billion as of September 30, 2016, an increase of $1.8 billion from December 31, 2015. The increase in total liabilities was primarily due to an increase in Loans Payable of $1.1 billion, which was attributable to normal operating activities of our Consolidated Blackstone Funds.

For the three months ended September 30, 2016, we had Total Fee Related Revenues of $601.3 million and related expenses of $372.2 million, generating Fee Related Earnings of $229.0 million and Distributable Earnings of $593.0 million. For the nine months ended September 30, 2016, we had Total Fee Related Revenues of $1.8 billion and related expenses of $1.2 billion, generating Fee Related Earnings of $674.6 million and Distributable Earnings of $1.5 billion.

Sources of Liquidity

We have multiple sources of liquidity to meet our capital needs, including annual cash flows, accumulated earnings in the businesses, investments in our own Treasury and liquid funds and access to our debt capacity, including our $1.5 billion committed revolving credit facility and the proceeds from our issuances of senior notes. On August 31, 2016, Blackstone amended and restated its revolving credit facility to, among other things, increase the amount of the revolving credit facility from $1.1 billion to $1.5 billion and to extend the maturity date of the revolving credit facility from May 29, 2019 to August 31, 2021. As of September 30, 2016, Blackstone had $1.8 billion in cash and cash equivalents, $2.1 billion invested in Blackstone s Treasury Cash Management Strategies, $2.2 billion in investments invested in Blackstone Funds and other investments, against $2.8 billion in borrowings from our bond issuances, and no borrowings outstanding under our revolving credit facility.

On October 5, 2016, Blackstone issued 600 million in aggregate principal amount of 1.000% senior notes maturing on October 5, 2026.

In addition to the cash we received from our debt offerings and availability under our committed revolving credit facility, we expect to receive (a) cash generated from operating activities, (b) Carried Interest and incentive

income realizations, and (c) realizations on the carry and hedge fund investments that we make. The amounts received from these three sources in particular may vary substantially from year to year and quarter to quarter depending on the frequency and size of realization events or net returns experienced by our investment funds. Our available capital could be adversely affected if there are prolonged periods of few substantial realizations from our investment funds accompanied by substantial capital calls for new investments from those investment funds. Therefore, Blackstone s commitments to our funds are taken into consideration when managing our overall liquidity and cash position.

We use Distributable Earnings, which is derived from our segment reported results, as a supplemental non-GAAP measure to assess performance and amounts available for distributions to Blackstone unitholders, including Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships. Distributable Earnings is intended to show the amount of net realized earnings without the effects of the consolidation of the Blackstone Funds. Distributable Earnings is derived from and reconciled to, but not equivalent to, its most directly comparable GAAP measure of Income (Loss) Before Provision for Taxes. Distributable Earnings, which is a component of Economic Net Income, is the sum across all segments of: (a) Total Management and Advisory Fees, (b) Interest and Dividend Revenue, (c) Other Revenue, (d) Realized Performance Fees, and (e) Realized Investment Income (Loss); less (a) Compensation, excluding the expense of equity-based awards, (b) Realized Performance Fee Compensation, (c) Other Operating Expenses, and (d) Taxes and Related Payables including the Payable Under Tax Receivable Agreement.

Table of Contents

The following table calculates Blackstone s Fee Related Earnings, Distributable Earnings and Economic Net Income:

(a) Represents the total segment amounts of the respective captions. See Note 18. Segment Reporting in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.
(b) Detail on this amount is included in the table below.
(c) Taxes and Related Payables Including Payable Under Tax Receivable Agreement represents the total GAAP tax provision adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision for Taxes and the Payable Under Tax Receivable Agreement.
(d) Represents equity-based award expense included in Economic Income, which excludes all transaction-related equity-based charges.

Table of Contents

(e) Represents tax-related payables including the Payable Under Tax Receivable Agreement, which is a component of Taxes and Related Payables.

The following calculates the components of Fee Related Earnings, Distributable Earnings and Economic Net Income in the above table identified by note (b):

(a) Represents the total segment amounts of the respective captions. See Note 18. Segment Reporting in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.

(b) Represents equity-based award expense included in Economic Income, which excludes all transaction-related equity-based charges.

(c) Taxes and Related Payables Including Payable Under Tax Receivable Agreement represents the total GAAP tax provision adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision for Taxes and the Payable Under Tax Receivable Agreement.

(d) Represents tax-related payables including the Payable Under Tax Receivable Agreement, which is a component of Taxes and Related Payables.

Table of Contents

The following table is a reconciliation of Net Income (Loss) Attributable to The Blackstone Group L.P. to Economic Income, of Economic Income to Economic Net Income, of Economic Net Income to Fee Related Earnings, of Fee Related Earnings to Distributable Earnings and of Distributable Earnings to Adjusted Earnings Before Interest, Taxes and Depreciation and Amortization:

Table of Contents

(a) This adjustment adds back to Income (Loss) Before Provision (Benefit) for Taxes amounts for Transaction-Related Charges which include principally equity-based compensation charges associated with Blackstone s IPO and long-term retention programs outside of annual deferred compensation and other corporate actions.
(b) This adjustment adds back to Income (Loss) Before Provision (Benefit) for Taxes amounts for the Amortization of Intangibles which are associated with Blackstone s IPO and other corporate actions.
(c) This adjustment adds back to Income (Loss) Before Provision (Benefit) for Taxes the amount of (Income) Loss Associated with Non-Controlling Interests of Consolidated Entities and includes the amount of Management Fee Revenues associated with consolidated CLO entities.
(d) Taxes represent the total GAAP tax provision adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision (Benefit) for Taxes.
(e) This adjustment removes from EI the total segment amount of Performance Fees.
(f) This adjustment removes from EI the total segment amount of Investment Income.
(g) This adjustment represents Interest Income and Dividend Revenue less Interest Expense.
(h) This adjustment removes from expenses the compensation and benefit amounts related to Blackstone s profit sharing plans related to Performance Fees.
(i) Represents the adjustment for realized Performance Fees net of corresponding actual amounts due under Blackstone s profit sharing plans related thereto. Equals the sum of Net Realized Incentive Fees and Net Realized Carried Interest.
(j) Represents the adjustment for Blackstone s Realized Investment Income.
(k) Taxes and Related Payables Including Payable Under Tax Receivable Agreement represent the total GAAP tax provision adjusted to include only the current tax provision (benefit) calculated on Income (Loss) Before Provision (Benefit) for Taxes and the Payable Under Tax Receivable Agreement.
(l) Represents equity-based award expense included in EI, which excludes all transaction-related equity-based charges.

Table of Contents

Liquidity Needs

We expect that our primary liquidity needs will be cash to (a) provide capital to facilitate the growth of our existing businesses which principally includes funding our general partner and co-investment commitments to our funds, (b) provide capital to facilitate our expansion into new businesses that are complementary, (c) pay operating expenses, including cash compensation to our employees and other obligations as they arise, (d) fund modest capital expenditures, (e) repay borrowings and related interest costs, (f) pay income taxes, and (g) make distributions to our unitholders and the holders of Blackstone Holdings Partnership Units. Our own capital commitments to our funds, the funds we invest in and our investment strategies as of September 30, 2016 consisted of the following:

	Blackstone and General Partner		Senior Managing Directors and Certain Other Professionals (a)	
Fund	**Original Commitment**	**Remaining Commitment**	**Original Commitment**	**Remaining Commitment**
	(Dollars in Thousands)			
Private Equity				
BCP VII	$ 500,000	$ 499,135	$ 225,000	$ 225,000
BCP VI	719,718	130,481	250,000	45,139
BCP V	629,356	40,519		
BEP I	50,000	4,857		
BEP II	80,000	75,296	26,667	25,000
BCEP	99,750	99,750		
Tactical Opportunities	249,654	116,631	61,015	39,000
Strategic Partners	341,856	267,149	58,627	48,203
Other (c)	225,622	19,588		
Real Estate				
BREP VIII	300,000	209,547	100,000	70,000
BREP VII	300,000	53,047	100,000	17,667
BREP VI	750,000	36,809	150,000	12,333
BREP Europe III	100,000	13,231	35,000	4,333
BREP Europe IV	130,000	30,455	43,333	10,000
BREP Europe V	130,000	130,000	43,333	43,333
BREP Asia	50,392	32,894	16,667	11,000
BREDS II	50,000	27,649	16,667	9,333
BREDS III	50,000	50,000	16,667	16,667
CT Opportunity Partners I (b)	25,000	24,742		
Other (c)	128,673	35,476		
Hedge Fund Solutions				
Strategic Alliance	50,000	2,033		
Strategic Alliance II	50,000	1,482		
Strategic Alliance III	2,000	2,000		
Strategic Holdings LP	50,000	40,009		
Other (c)	800	259		
Credit				
Capital Opportunities Fund II LP	120,000	46,844	76,832	29,993
GSO Capital Solutions II	125,000	84,570	119,959	81,160
Blackstone/GSO Capital Solutions	50,000	6,552	27,666	3,625
BMezz II	17,692	3,085		
GSO Credit Alpha Fund LP	52,102	23,352	50,247	22,521
GSO Euro Senior Debt Fund LP	63,000	58,079	57,070	52,612
GSO Energy Select Opportunities Fund	80,000	73,750	74,682	68,847
Capital Opportunities Fund III LP	132,653	130,474	12,165	11,965
Other (c)	95,373	45,747	23,102	9,618
Other				
Treasury	66,720	21,732		

Total	$ 5,865,361	$ 2,437,224	$ 1,584,699	$ 857,349

114

Table of Contents

(a) For some of the general partner commitments shown in the table above, we require our senior managing directors and certain other professionals to fund a portion of the commitment even though the ultimate obligation to fund the aggregate commitment is ours pursuant to the governing agreements of the respective funds. The amounts of the aggregate applicable general partner original and remaining commitment are shown in the table above. In addition, certain senior managing directors and other professionals are required to fund a de minimis amount of the commitment in the other private equity, real estate and credit-focused carry funds. We expect our commitments to be drawn down over time and to be funded by available cash and cash generated from operations and realizations. Taking into account prevailing market conditions and both the liquidity and cash or liquid investment balances, we believe that the sources of liquidity described above will be more than sufficient to fund our working capital requirements.

(b) Represents a legacy fund managed by us as a result of the 2012 acquisition of the investment advisory business of BXMT.

(c) Represents capital commitments to a number of other funds in each respective segment.

Blackstone, through indirect subsidiaries, has a $1.5 billion unsecured revolving credit facility (the Credit Facility) with Citibank, N.A., as Administrative Agent with a maturity date of August 31, 2021. Borrowings may also be made in U.K. sterling, euros, Swiss francs or Japanese yen, in each case subject to certain sub-limits. The Credit Facility contains customary representations, covenants and events of default. Financial covenants consist of a maximum net leverage ratio and a requirement to keep a minimum amount of fee-earning assets under management, each tested quarterly.

In August 2009, Blackstone Holdings Finance Co. L.L.C. (the Issuer) issued $600 million in aggregate principal amount of 6.625% Senior Notes which will mature on August 15, 2019. In September 2010, the Issuer issued $400 million in aggregate principal amount of 5.875% Senior Notes which will mature on March 15, 2021. In August 2012, the Issuer issued $400 million in aggregate principal amount of 4.75% Senior Notes which will mature on February 15, 2023 and $250 million in aggregate principal amount of 6.25% Senior Notes which will mature on August 15, 2042. In April 2014, the Issuer issued $500 million in aggregate principal amount of 5.000% Senior Notes which will mature on June 15, 2044. In April 2015, the Issuer issued $350 million in aggregate principal amount of 4.450% Senior Notes which will mature on July 15, 2045. In May 2015, the Issuer issued 300 million in aggregate principal amount of 2.000% Senior Notes which will mature on May 19, 2025. On October 5, 2016, the Issuer issued 600 million in aggregate principal amount of 1.000% Senior Notes which will mature on October 5, 2026 (these notes are not included in the September 30, 2016 Condensed Consolidated Statement of Financial Condition). (These Senior Notes are collectively referred to as the Notes .) The Notes are unsecured and unsubordinated obligations of the Issuer and are fully and unconditionally guaranteed, jointly and severally, by The Blackstone Group L.P. and each of the Blackstone Holdings Partnerships. The Notes contain customary covenants and financial restrictions that, among other things, limit the Issuer and the guarantors ability, subject to certain exceptions, to incur indebtedness secured by liens on voting stock or profit participating equity interests of their subsidiaries or merge, consolidate or sell, transfer or lease assets. The Notes also contain customary events of default. All or a portion of the Notes may be redeemed at our option, in whole or in part, at any time and from time to time, prior to their stated maturity, at the make-whole redemption price set forth in the Notes. If a change of control repurchase event occurs, the Notes are subject to repurchase at the repurchase price as set forth in the Notes.

In January 2008, the Board of Directors of our general partner, Blackstone Group Management L.L.C., authorized the repurchase of up to $500 million of our common units and Blackstone Holdings Partnership Units. Under this unit repurchase program, units may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual number of Blackstone common units and Blackstone Holdings Partnership Units repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. This unit repurchase program may be suspended or discontinued at any time and does not have a specified expiration date. During the three months ended September 30, 2016, no units were repurchased. As of September 30, 2016, the amount remaining under this program available for repurchases was $335.8 million.

Table of Contents

Distributions

Distributable Earnings, which is derived from Blackstone s segment reported results, is a supplemental measure to assess performance and amounts available for distributions to Blackstone unitholders, including Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships. Distributable Earnings is intended to show the amount of net realized earnings without the effects of the consolidation of the Blackstone Funds. Distributable Earnings, which is a component of Economic Net Income, is the sum across all segments of: (a) Total Management and Advisory Fees, (b) Interest and Dividend Revenue, (c) Other Revenue, (d) Realized Performance Fees, and (e) Realized Investment Income (Loss); less (a) Compensation, excluding the expense of equity-based awards, (b) Realized Performance Fee Compensation, (c) Other Operating Expenses, and (d) Taxes and Related Payables Including the Payable Under Tax Receivable Agreement.

Our intention is to distribute quarterly to common unitholders approximately 85% of The Blackstone Group L.P. s share of Distributable Earnings, subject to adjustment by amounts determined by Blackstone s general partner to be necessary or appropriate to provide for the conduct of its business, to make appropriate investments in its business and funds, to comply with applicable law, any of its debt instruments or other agreements, or to provide for future cash requirements such as tax-related payments, clawback obligations and distributions to unitholders for any ensuing quarter. The amount to be distributed could also be adjusted upward in any one quarter.

All of the foregoing is subject to the qualification that the declaration and payment of any distributions are at the sole discretion of our general partner and our general partner may change our distribution policy at any time, including, without limitation, to reduce the quarterly distribution payable to our common unitholders or even to eliminate such distributions entirely.

Because the subsidiaries of The Blackstone Group L.P. must pay taxes and make payments under the tax receivable agreements, the amounts ultimately distributed by The Blackstone Group L.P. to its common unitholders in respect of each fiscal year are expected to be less, on a per unit basis, than the amounts distributed by the Blackstone Holdings Partnerships to the Blackstone personnel and others who are limited partners of the Blackstone Holdings Partnerships in respect of their Blackstone Holdings Partnership Units.

Table of Contents

The following chart shows fiscal quarterly and annual per common unitholder distributions for 2015 and 2016. Distributions are declared and paid in the quarter subsequent to the quarter in which they are earned.

With respect to the third quarter of fiscal year 2016, we have paid to common unitholders a distribution of $0.41 per common unit, aggregating $1.05 per common unit in respect of the nine months ended September 30, 2016. With respect to fiscal year 2015, we paid common unitholders aggregate distributions of $2.73 per common unit.

Leverage

We may under certain circumstances use leverage opportunistically and over time to create the most efficient capital structure for Blackstone and our public common unitholders. In addition to the borrowings from our bond issuances and our revolving credit facility, our Treasury Cash Management Strategies may use reverse repurchase agreements, repurchase agreements and securities sold, not yet purchased. All of these positions are held in a separately managed portfolio. Reverse repurchase agreements are entered into primarily to take advantage of opportunistic yields otherwise absent in the overnight markets and also to use the collateral received to cover securities sold, not yet purchased. Repurchase agreements are entered into primarily to opportunistically yield higher spreads on purchased securities. The balances held in these financial instruments fluctuate based on Blackstone s liquidity needs, market conditions and investment risk profiles.

Generally our funds in our private equity segment, our opportunistic real estate funds, funds of hedge funds and certain credit-focused funds have not utilized substantial leverage at the fund level other than for (a) short-term borrowings between the date of an investment and the receipt of capital from the investing fund s investors, and (b) long-term borrowings for certain investments in aggregate amounts which are generally 1% to 20% of the capital commitments of the respective fund. Our carry funds make direct or indirect investments in companies that utilize leverage in their capital structure. The degree of leverage employed varies among portfolio companies.

Table of Contents

Certain of our Real Estate debt hedge funds, Hedge Fund Solutions funds and credit-focused funds use leverage in order to obtain additional market exposure, enhance returns on invested capital and/or to bridge short-term cash needs. The forms of leverage primarily employed by these funds include purchasing securities on margin, utilizing collateralized financing and using derivative instruments.

The following table presents information regarding these financial instruments in our Condensed Consolidated Statements of Financial Condition:

	Reverse Repurchase Agreements	Repurchase Agreements	Securities Sold, Not Yet Purchased
		(Dollars in Millions)	
Balance, September 30, 2016	$ 89.3	$ 62.1	$ 176.2
Balance, December 31, 2015	$ 204.9	$ 40.9	$ 176.7
Nine Months Ended September 30, 2016			
Average Daily Balance	$ 51.5	$ 59.0	$ 130.1
Maximum Daily Balance	$ 230.9	$ 95.0	$ 189.5

Contractual Obligations, Commitments and Contingencies

The following table sets forth information relating to our contractual obligations as of September 30, 2016 on a consolidated basis and on a basis deconsolidating the Blackstone Funds:

Contractual Obligations	October 1, 2016 to December 31, 2016	2017-2018	2019-2020	Thereafter	Total
			(Dollars in Thousands)		
Operating Lease Obligations (a)	$ 18,919	$ 147,490	$ 130,951	$ 487,365	$ 784,725
Purchase Obligations	9,353	29,678	5,513		44,544
Blackstone Issued Notes and Revolving Credit Facility (b)			585,000	2,236,660	2,821,660
Interest on Blackstone Issued Notes and Revolving Credit Facility (c)	36,049	288,378	249,622	1,413,541	1,987,590
Blackstone Funds and CLO Vehicles Debt Obligations Payable (d)	2,937	533,045		4,336,870	4,872,852
Interest on Blackstone Funds and CLO Vehicles Debt Obligations Payable (e)	22,401	175,129	173,414	664,086	1,035,030
Blackstone Funds Capital Commitments to Investee Funds (f)	73,069				73,069
Due to Certain Non-Controlling Interest Holders in Connection with Tax Receivable Agreements (g)		137,451	190,179	865,327	1,192,957
Unrecognized Tax Benefits, Including Interest and Penalties (h)	57	5,969			6,026
Blackstone Operating Entities Capital Commitments to Blackstone Funds and Other (i)	2,437,224				2,437,224
Consolidated Contractual Obligations	2,600,009	1,317,140	1,334,679	10,003,849	15,255,677
Blackstone Funds and CLO Vehicles Debt Obligations Payable (d)	(2,937)	(533,045)		(4,336,870)	(4,872,852)
Interest on Blackstone Funds and CLO Vehicles Debt Obligations Payable (e)	(22,401)	(175,129)	(173,414)	(664,086)	(1,035,030)
Blackstone Funds Capital Commitments to Investee Funds (f)	(73,069)				(73,069)
Blackstone Operating Entities Contractual Obligations	$ 2,501,602	$ 608,966	$ 1,161,265	$ 5,002,893	$ 9,274,726

Table of Contents

(a) We lease our primary office space and certain office equipment under agreements that expire through 2032. In connection with certain office space lease agreements, we are responsible for escalation payments. The contractual obligation table above includes only guaranteed minimum lease payments for such leases and does not project potential escalation or other lease-related payments. These leases are classified as operating leases for financial statement purposes and as such are not recorded as liabilities on the Condensed Consolidated Statements of Financial Condition. The amounts are presented net of contractual sublease commitments.

(b) Represents the principal amount due on the senior notes we issued. As of September 30, 2016, we had no outstanding borrowings under our revolver.

(c) Represents interest to be paid over the maturity of our senior notes and borrowings under our revolving credit facility which has been calculated assuming no pre-payments are made and debt is held until its final maturity date. These amounts exclude commitment fees for unutilized borrowings under our revolver.

(d) These obligations are those of the Blackstone Funds including the consolidated CLO vehicles.

(e) Represents interest to be paid over the maturity of the related consolidated Blackstone Funds and CLO vehicles debt obligations which has been calculated assuming no pre-payments will be made and debt will be held until its final maturity date. The future interest payments are calculated using variable rates in effect as of September 30, 2016, at spreads to market rates pursuant to the financing agreements, and range from 1.0% to 9.4%. The majority of the borrowings are due on demand and for purposes of this schedule are assumed to mature within one year. Interest on the majority of these borrowings rolls over into the principal balance at each reset date.

(f) These obligations represent commitments of the consolidated Blackstone Funds to make capital contributions to investee funds and portfolio companies. These amounts are generally due on demand and are therefore presented in the less than one year category.

(g) Represents obligations by the Partnership s corporate subsidiary to make payments under the Tax Receivable Agreements to certain non-controlling interest holders for the tax savings realized from the taxable purchases of their interests in connection with the reorganization at the time of Blackstone s IPO in 2007 and subsequent purchases. The obligation represents the amount of the payments currently expected to be made, which are dependent on the tax savings actually realized as determined annually without discounting for the timing of the payments. As required by GAAP, the amount of the obligation included in the Condensed Consolidated Financial Statements and shown in Note 16. Related Party Transactions (see Part I. Item 1. Financial Statements) differs to reflect the net present value of the payments due to certain non-controlling interest holders.

(h) The total represents gross unrecognized tax benefits of $3.3 million and interest and penalties of $2.7 million. In addition, Blackstone is not able to make a reasonably reliable estimate of the timing of payments in individual years in connection with gross unrecognized benefits of $5.9 million and interest of $3.8 million; therefore, such amounts are not included in the above contractual obligations table.

(i) These obligations represent commitments by us to provide general partner capital funding to the Blackstone Funds, limited partner capital funding to other funds and Blackstone principal investment commitments. These amounts are generally due on demand and are therefore presented in the less than one year category; however, a substantial amount of the capital commitments are expected to be called over the next three years. We expect to continue to make these general partner capital commitments as we raise additional amounts for our investment funds over time.

Guarantees

Blackstone and certain of its consolidated funds provide financial guarantees. The amounts and nature of these guarantees are described in Note 17. Commitments and Contingencies Contingencies Guarantees in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.

Table of Contents

Indemnifications

In many of its service contracts, Blackstone agrees to indemnify the third party service provider under certain circumstances. The terms of the indemnities vary from contract to contract and the amount of indemnification liability, if any, cannot be determined and has not been included in the table above or recorded in our Condensed Consolidated Financial Statements as of September 30, 2016.

Clawback Obligations

Carried Interest is subject to clawback to the extent that the Carried Interest received to date with respect to a fund exceeds the amount due to Blackstone based on cumulative results of that fund. The actual clawback liability, however, generally does not become realized until the end of a fund s life except for certain Blackstone real estate funds, multi-asset class investment funds and credit-focused funds, which may have an interim clawback liability. The lives of the carry funds, including available contemplated extensions, for which a liability for potential clawback obligations has been recorded for financial reporting purposes are currently anticipated to expire at various points through 2028. Further extensions of such terms may be implemented under given circumstances.

For financial reporting purposes, the general partners have recorded a liability for potential clawback obligations to the limited partners of some of the carry funds due to changes in the unrealized value of a fund s remaining investments and where the fund s general partner has previously received Carried Interest distributions with respect to such fund s realized investments.

As of September 30, 2016, the total clawback obligations were $3.4 million, of which $1.8 million related to Blackstone Holdings and $1.6 million related to current and former Blackstone personnel. If, at September 30, 2016, all of the investments held by our carry funds were deemed worthless, a possibility that management views as remote, the amount of Carried Interest subject to potential clawback would be $5.0 billion, on an after tax basis where applicable, of which $4.6 billion related to Blackstone Holdings and $382.3 million related to current and former Blackstone personnel. (See Note 16. Related Party Transactions and Note 17. Commitments and Contingencies in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.)

Critical Accounting Policies

We prepare our Condensed Consolidated Financial Statements in accordance with GAAP. In applying many of these accounting principles, we need to make assumptions, estimates and/or judgments that affect the reported amounts of assets, liabilities, revenues and expenses in our condensed consolidated financial statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable under the circumstances. These assumptions, estimates and/or judgments, however, are often subjective. Actual results may be affected negatively based on changing circumstances. If actual amounts are ultimately different from our estimates, the revisions are included in our results of operations for the period in which the actual amounts become known. We believe the following critical accounting policies could potentially produce materially different results if we were to change underlying assumptions, estimates and/or judgments. (See Note 2. Summary of Significant Accounting Policies in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.)

Principles of Consolidation

The Partnership consolidates all entities that it controls through a majority voting interest or otherwise, including those Blackstone Funds in which the general partner has a controlling financial interest. The Partnership has a controlling interest in Blackstone Holdings because the limited partners do not have the right to dissolve the partnerships or have substantive kick out rights or participating rights that would overcome the presumption of control by the Partnership. Accordingly, the Partnership consolidates Blackstone Holdings and records non-controlling interests to reflect the economic interests of the limited partners of Blackstone Holdings.

Table of Contents

In addition, the Partnership consolidates all variable interest entities (VIE) in which it is the primary beneficiary. An enterprise is determined to be the primary beneficiary if it holds a controlling financial interest. A controlling financial interest is defined as (a) the power to direct the activities of a VIE that most significantly impact the entity s economic performance and (b) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The consolidation guidance requires an analysis to determine (a) whether an entity in which the Partnership holds a variable interest is a VIE and (b) whether the Partnership s involvement, through holding interests directly or indirectly in the entity or contractually through other variable interests (for example, management and performance related fees), would give it a controlling financial interest. Performance of that analysis requires the exercise of judgment.

The Partnership determines whether it is the primary beneficiary of a VIE at the time it becomes involved with a variable interest entity and reconsiders that conclusion continually. In evaluating whether the Partnership is the primary beneficiary, Blackstone evaluates its economic interests in the entity held either directly or indirectly by the Partnership. The consolidation analysis can generally be performed qualitatively; however, if it is not readily apparent that the Partnership is not the primary beneficiary, a quantitative analysis may also be performed. Investments and redemptions (either by the Partnership, affiliates of the Partnership or third parties) or amendments to the governing documents of the respective Blackstone Funds could affect an entity s status as a VIE or the determination of the primary beneficiary. At each reporting date, the Partnership assesses whether it is the primary beneficiary and will consolidate or deconsolidate accordingly.

Assets of consolidated VIEs that can only be used to settle obligations of the consolidated VIE and liabilities of a consolidated VIE for which creditors (or beneficial interest holders) do not have recourse to the general credit of Blackstone are presented in a separate section in the Condensed Consolidated Statements of Financial Condition.

Revenue Recognition

Revenues primarily consist of management and advisory fees, performance fees, investment income, interest and dividend revenue and other. Please refer to Part I. Item 1. Business Incentive Arrangements / Fee Structure in our Annual Report on Form 10-K for the year ended December 31, 2015 for additional information regarding the manner in which Base Management Fees and Performance Fees are generated.

Management and Advisory Fees, Net Management and Advisory Fees, Net are comprised of management fees, including base management fees, transaction and other fees, advisory fees and management fee reductions and offsets.

The Partnership earns base management fees from limited partners of funds in each of its managed funds, at a fixed percentage of assets under management, net asset value, total assets, committed capital or invested capital, or in some cases, a fixed fee. Base management fees are recognized based on contractual terms specified in the underlying investment advisory agreements. The range of management fee rates and the calculation base from which they are earned, generally, are as follows:

On private equity, real estate and certain credit-focused funds:

- 0.25% to 2.00% of committed capital or invested capital during the investment period,
- 0.50% to 1.75% of invested capital or investment fair value subsequent to the investment period for private equity and real estate funds, and
- 1.00% to 1.50% of invested capital or net asset value subsequent to the investment period for certain credit-focused funds.

On real estate and credit-focused funds structured like hedge funds:

- 0.50% to 1.50% of net asset value.

Table of Contents

On credit-focused separately managed accounts:

0.35% to 1.50% of net asset value.

On real estate separately managed accounts:

0.50% to 2.00% of invested capital, net operating income or net asset value.

On funds of hedge funds and separately managed accounts invested in hedge funds:

0.50% to 1.25% of net asset value.

On CLO vehicles:

0.40% to 0.65% of total assets.

On credit-focused registered and non-registered investment companies:

0.35% to 1.50% of fund assets or net asset value.

The investment adviser of BXMT receives annual management fees based upon 1.50% of BXMT s net proceeds received from equity offerings and accumulated core earnings (which is generally equal to its GAAP net income excluding certain non-cash and other items), subject to certain adjustments.

Transaction and other fees (including monitoring fees) are fees charged directly to managed funds and portfolio companies. The investment advisory agreements generally require that the investment adviser reduce the amount of management fees payable by the limited partners to the Partnership by an amount equal to a portion of the transaction and other fees directly paid to the Partnership by the portfolio companies. We refer to these amounts as management fee reductions. The amount of the reduction varies by fund, the type of fee paid by the portfolio company and the previously incurred expenses of the fund.

Management fee offsets are reductions to management fees payable by the limited partners of the Blackstone Funds, which are granted based on the amount such limited partners reimburse the Blackstone Funds for placement fees.

Advisory fees consist of advisory retainer and transaction-based fee arrangements related to capital markets services. Advisory retainer fees are recognized when services for the transactions are complete, in accordance with terms set forth in individual agreements. Transaction-based fees are recognized when (a) there is evidence of an arrangement with a client, (b) agreed upon services have been provided, (c) fees are fixed or determinable, and (d) collection is reasonably assured.

Accrued but unpaid Management and Advisory Fees, net of management fee reductions and management fee offsets, as of the reporting date are included in Accounts Receivable or Due from Affiliates in the Condensed Consolidated Statements of Financial Condition. Management fees paid by limited partners to the Blackstone Funds and passed on to Blackstone are not considered affiliate revenues.

Performance Fees Performance Fees earned on the performance of Blackstone s hedge fund structures (Incentive Fees) are recognized based on fund performance during the period, subject to the achievement of minimum return levels, or high water marks, in accordance with the respective terms set out in each hedge fund s governing agreements. Accrued but unpaid Incentive Fees charged directly to investors in Blackstone s offshore hedge funds as of the reporting date are recorded within Due from Affiliates in the Condensed Consolidated Statements of Financial Condition. Accrued but unpaid Incentive Fees on onshore funds as of the reporting date are reflected in Investments in the Condensed Consolidated Statements of Financial Condition. Incentive Fees are realized at the end of a measurement period, typically annually. Once realized, such fees are not subject to clawback or reversal.

Table of Contents

In certain fund structures, specifically in private equity, real estate and certain Hedge Fund Solutions and credit-focused funds (Carry Funds), performance fees (Carried Interest) are allocated to the general partner based on cumulative fund performance to date, subject to a preferred return to limited partners. At the end of each reporting period, the Partnership calculates the Carried Interest that would be due to the Partnership for each fund, pursuant to the fund agreements, as if the fair value of the underlying investments were realized as of such date, irrespective of whether such amounts have been realized. As the fair value of underlying investments varies between reporting periods, it is necessary to make adjustments to amounts recorded as Carried Interest to reflect either (a) positive performance resulting in an increase in the Carried Interest allocated to the general partner or (b) negative performance that would cause the amount due to the Partnership to be less than the amount previously recognized as revenue, resulting in a negative adjustment to Carried Interest allocated to the general partner. In each scenario, it is necessary to calculate the Carried Interest on cumulative results compared to the Carried Interest recorded to date and make the required positive or negative adjustments. The Partnership ceases to record negative Carried Interest allocations once previously recognized Carried Interest allocations for such fund have been fully reversed. The Partnership is not obligated to pay guaranteed returns or hurdles, and therefore, cannot have negative Carried Interest over the life of a fund. Accrued but unpaid Carried Interest as of the reporting date is reflected in Investments in the Condensed Consolidated Statements of Financial Condition.

Carried Interest is realized when an underlying investment is profitably disposed of and the fund s cumulative returns are in excess of the preferred return or, in limited instances, after certain thresholds for return of capital are met. Carried Interest is subject to clawback to the extent that the Carried Interest received to date exceeds the amount due to Blackstone based on cumulative results. As such, the accrual for potential repayment of previously received Carried Interest, which is a component of Due to Affiliates, represents all amounts previously distributed to Blackstone Holdings and non-controlling interest holders that would need to be repaid to the Blackstone Funds if the Blackstone Carry Funds were to be liquidated based on the current fair value of the underlying funds investments as of the reporting date. The actual clawback liability, however, generally does not become realized until the end of a fund s life except for certain funds, including certain Blackstone real estate funds, multi-asset class investment funds and credit-focused funds, which may have an interim clawback liability.

Investment Income (Loss) Investment Income (Loss) represents the unrealized and realized gains and losses on the Partnership s principal investments, including its investments in Blackstone Funds that are not consolidated, its equity method investments and other principal investments. Investment Income (Loss) is realized when the Partnership redeems all or a portion of its investment or when the Partnership receives cash income, such as dividends or distributions. Unrealized Investment Income (Loss) results from changes in the fair value of the underlying investment as well as the reversal of unrealized gain (loss) at the time an investment is realized.

Interest and Dividend Revenue Interest and Dividend Revenue comprises primarily interest and dividend income earned on principal investments held by Blackstone.

Other Revenue Other Revenue consists of miscellaneous income and foreign exchange gains and losses arising on transactions denominated in currencies other than U.S. dollars.

Expenses

Our expenses include compensation and benefits expense and general and administrative expenses. Our accounting policies related thereto are as follows:

Compensation and Benefits *Compensation* Compensation and Benefits consists of (a) employee compensation, comprising salary and bonus, and benefits paid and payable to employees and senior managing directors and (b) equity-based compensation associated with the grants of equity-based awards to employees and senior managing directors. Compensation cost relating to the issuance of equity-based awards to senior managing directors and employees is measured at fair value at the grant date, taking into consideration expected forfeitures, and expensed over the vesting period on a straight-line basis, except in the case of (a) equity-based awards that do

not require future service, which are expensed immediately and (b) certain awards to recipients that meet specified criteria making them eligible for retirement treatment (allowing such recipient to keep a percentage of those awards upon departure from Blackstone after becoming eligible for retirement), for which the expense for the portion of the award that would be retained in the event of retirement is either expensed immediately or amortized to the retirement date. Cash settled equity-based awards are classified as liabilities and are remeasured at the end of each reporting period.

Compensation and Benefits Performance Fee Performance Fee Compensation consists of Carried Interest (which may be distributed in cash or in kind) and Incentive Fee allocations, and may in future periods also include allocations of investment income from Blackstone s firm investments, to employees and senior managing directors participating in certain profit sharing initiatives. Such compensation expense is subject to both positive and negative adjustments. Unlike Carried Interest and Incentive Fees, compensation expense is based on the performance of individual investments held by a fund rather than on a fund by fund basis. Compensation received from advisory clients in the form of securities of such clients may also be allocated to employees and senior managing directors.

Fair Value of Financial Instruments

GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring financial instruments at fair value. Market price observability is affected by a number of factors, including the type of financial instrument, the characteristics specific to the financial instrument and the state of the marketplace, including the existence and transparency of transactions between market participants. Financial instruments with readily available quoted prices in active markets generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Financial instruments measured and reported at fair value are classified and disclosed based on the observability of inputs used in the determination of fair values, as follows:

Level I Quoted prices are available in active markets for identical financial instruments as of the reporting date. The types of financial instruments in Level I include listed equities, listed derivatives and mutual funds with quoted prices. The Partnership does not adjust the quoted price for these investments, even in situations where Blackstone holds a large position and a sale could reasonably impact the quoted price.

Level II Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Financial instruments which are generally included in this category include corporate bonds and loans, including corporate bonds and loans held within CLO vehicles, government and agency securities, less liquid and restricted equity securities, and certain over-the-counter derivatives where the fair value is based on observable inputs. Senior and subordinated notes issued by CLO vehicles are classified within Level II of the fair value hierarchy.

Level III Pricing inputs are unobservable for the financial instruments and includes situations where there is little, if any, market activity for the financial instrument. The inputs into the determination of fair value require significant management judgment or estimation. Financial instruments that are included in this category generally include general and limited partnership interests in private equity and real estate funds, credit-focused funds, distressed debt and non-investment grade residual interests in securitizations, certain corporate bonds and loans held within CLO vehicles, and certain over-the-counter derivatives where the fair value is based on unobservable inputs.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given financial instrument is based on the lowest level of input that is significant to the fair value measurement. The Partnership s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

Table of Contents

Transfers between levels of the fair value hierarchy are recognized at the beginning of the reporting period.

Level II Valuation Techniques

Financial instruments classified within Level II of the fair value hierarchy comprise debt instruments, including certain corporate loans and bonds held by Blackstone s consolidated CLO vehicles, those held within Blackstone s Treasury Cash Management Strategies and debt securities sold, not yet purchased and interests in investment funds. Certain equity securities and derivative instruments valued using observable inputs are also classified as Level II.

The valuation techniques used to value financial instruments classified within Level II of the fair value hierarchy are as follows:

Debt Instruments and Equity Securities are valued on the basis of prices from an orderly transaction between market participants provided by reputable dealers or pricing services. In determining the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, pricing matrices and market transactions in comparable investments and various relationships between investments. The valuation of certain equity securities is based on an observable price for an identical security adjusted for the effect of a restriction.

Freestanding Derivatives are valued using contractual cash flows and observable inputs comprising yield curves, foreign currency rates and credit spreads.

Senior and subordinate notes issued by CLO vehicles are classified based on the more observable fair value of CLO assets less (a) the fair value of any beneficial interests held by Blackstone, and (b) the carrying value of any beneficial interests that represent compensation for services.

Level III Valuation Techniques

In the absence of observable market prices, Blackstone values its investments using valuation methodologies applied on a consistent basis. For some investments little market activity may exist; management s determination of fair value is then based on the best information available in the circumstances, and may incorporate management s own assumptions and involves a significant degree of judgment, taking into consideration a combination of internal and external factors, including the appropriate risk adjustments for non-performance and liquidity risks. Investments for which market prices are not observable include private investments in the equity of operating companies, real estate properties, certain funds of hedge funds and credit-focused investments.

Private Equity Investments The fair values of private equity investments are determined by reference to projected net earnings, earnings before interest, taxes, depreciation and amortization (EBITDA), the discounted cash flow method, public market or private transactions, valuations for comparable companies and other measures which, in many cases, are based on unaudited information at the time received. Valuations may be derived by reference to observable valuation measures for comparable companies or transactions (for example, multiplying a key performance metric of the investee company, such as EBITDA, by a relevant valuation multiple observed in the range of comparable companies or transactions), adjusted by management for differences between the investment and the referenced comparables, and in some instances by reference to option pricing models or other similar methods. Where a discounted cash flow method is used, a terminal value is derived by reference to EBITDA or price/earnings exit multiples.

Real Estate Investments The fair values of real estate investments are determined by considering projected operating cash flows, sales of comparable assets, if any, and replacement costs, among other measures. The methods used to estimate the fair value of real estate investments include the discounted cash flow method and/or capitalization rates (cap rates) analysis. Valuations may be derived by reference to observable valuation measures for comparable companies or assets (for example, multiplying a key performance metric of the investee company or asset, such as EBITDA, by a relevant valuation multiple observed in the range of comparable companies or

transactions), adjusted by management for differences between the investment and the referenced comparables, and in some instances by reference to option pricing models or other similar methods. Where a discounted cash flow method is used, a terminal value is derived by reference to an exit EBITDA multiple or capitalization rate. Additionally, where applicable, projected distributable cash flow through debt maturity will be considered in support of the investment s fair value.

Credit-Focused Investments The fair values of credit-focused investments are generally determined on the basis of prices between market participants provided by reputable dealers or pricing services. For credit-focused investments that are not publicly traded or whose market prices are not readily available, Blackstone may utilize other valuation techniques, including the discounted cash flow method or a market approach. The discounted cash flow method projects the expected cash flows of the debt instrument based on contractual terms, and discounts such cash flows back to the valuation date using a market-based yield. The market-based yield is estimated using yields of publicly traded debt instruments issued by companies operating in similar industries as the subject investment, with similar leverage statistics and time to maturity.

The market approach is generally used to determine the enterprise value of the issuer of a credit investment, and considers valuation multiples of comparable companies or transactions. The resulting enterprise value will dictate whether or not such credit investment has adequate enterprise value coverage. In cases of distressed credit instruments, the market approach may be used to estimate a recovery value in the event of a restructuring.

Level III Valuation Process

Investments classified within Level III of the fair value hierarchy are valued on a quarterly basis, taking into consideration factors including any changes in Blackstone s weighted-average cost of capital assumptions, discounted cash flow projections and exit multiple assumptions, as well as any changes in economic and other relevant conditions, and valuation models are updated accordingly. The valuation process also includes a review by an independent valuation party, at least annually for all investments, and quarterly for certain investments, to corroborate the values determined by management. The valuations of Blackstone s investments are reviewed quarterly by a valuation committee chaired by Blackstone s Vice Chairman and includes senior heads of each of Blackstone s businesses, as well as representatives of legal and finance. Each quarter, the valuations of Blackstone s investments are also reviewed by the Audit Committee in a meeting attended by the chairman of the valuation committee. The valuations are further tested by comparison to actual sales prices obtained on disposition of the investments.

Investments, at Fair Value

The Blackstone Funds are accounted for as investment companies under the American Institute of Certified Public Accountants Accounting and Auditing Guide, *Investment Companies*, and reflect their investments, including majority-owned and controlled investments (the Portfolio Companies), at fair value. Such consolidated funds investments are reflected in Investments on the Condensed Consolidated Statements of Financial Condition at fair value, with unrealized gains and losses resulting from changes in fair value reflected as a component of Net Gains (Losses) from Fund Investment Activities in the Condensed Consolidated Statements of Operations. Fair value is the amount that would be received to sell an asset or paid to transfer a liability, in an orderly transaction between market participants at the measurement date, at current market conditions (i.e., the exit price).

Blackstone s principal investments are presented at fair value with unrealized appreciation or depreciation and realized gains and losses recognized in the Condensed Consolidated Statements of Operations within Investment Income (Loss).

For certain instruments, the Partnership has elected the fair value option. Such election is irrevocable and is applied on an investment by investment basis at initial recognition. The Partnership has applied the fair value option for certain loans and receivables and certain investments in private debt securities that otherwise would not have been carried at fair value with gains and losses recorded in net income. Accounting for these financial instruments at

fair value is consistent with how the Partnership accounts for its other principal investments. Loans extended to third parties are recorded within Accounts Receivable within the Condensed Consolidated Statements of Financial Condition. Debt securities for which the fair value option has been elected are recorded within Investments. The methodology for measuring the fair value of such investments is consistent with the methodology applied to private equity, real estate, credit-focused and funds of hedge funds investments. Changes in the fair value of such instruments are recognized in Investment Income (Loss) in the Condensed Consolidated Statements of Operations. Interest income on interest bearing loans and receivables and debt securities on which the fair value option has been elected is based on stated coupon rates adjusted for the accretion of purchase discounts and the amortization of purchase premiums. This interest income is recorded within Interest and Dividend Revenue.

In addition, the Partnership has elected the fair value option for the assets and liabilities of CLO vehicles that are consolidated as of January 1, 2010, as a result of the initial adoption of variable interest entity consolidation guidance. The Partnership has also elected the fair value option for CLO vehicles consolidated as a result of the acquisitions of CLO management contracts or the acquisition of the share capital of CLO managers. Historically, the adjustment resulting from the difference between the fair value of assets and liabilities for each of these events was presented as a transition and acquisition adjustment to Appropriated Partners Capital. Assets of the consolidated CLOs are presented within Investments within the Condensed Consolidated Statements of Financial Condition and Liabilities within Loans Payable for the amounts due to unaffiliated third parties and Due to Affiliates for the amounts held by non-consolidated affiliates. Changes in the fair value of consolidated CLO assets and liabilities and related interest, dividend and other income subsequent to adoption and acquisition are presented within Net Gains (Losses) from Fund Investment Activities. Expenses of consolidated CLO vehicles are presented in Fund Expenses. Historically, amounts attributable to Non-Controlling Interests in Consolidated Entities had a corresponding adjustment to Appropriated Partners Capital. On the adoption of the new CLO measurement guidance, there is no attribution of amounts to Non-Controlling Interests and no corresponding adjustments to Appropriated Partners Capital.

The Partnership has elected the fair value option for certain proprietary investments that would otherwise have been accounted for using the equity method of accounting. The fair value of such investments is based on quoted prices in an active market or using the discounted cash flow method. Changes in fair value are recognized in Investment Income (Loss) in the Condensed Consolidated Statements of Operations.

Further disclosure on instruments for which the fair value option has been elected is presented in Note 7. Fair Value Option in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.

The investments of consolidated Blackstone Funds in funds of hedge funds (Investee Funds) are valued at net asset value (NAV) per share of the Investee Fund. In limited circumstances, the Partnership may determine, based on its own due diligence and investment procedures, that NAV per share does not represent fair value. In such circumstances, the Partnership will estimate the fair value in good faith and in a manner that it reasonably chooses, in accordance with the requirements of GAAP.

Certain investments of Blackstone and of the consolidated Blackstone funds of hedge funds and credit-focused funds measure their investments in underlying funds at fair value using NAV per share without adjustment. The terms of the investee s investment generally provide for minimum holding periods or lock-ups, the institution of gates on redemptions or the suspension of redemptions or an ability to side pocket investments, at the discretion of the investee s fund manager, and as a result, investments may not be redeemable at, or within three months of, the reporting date. A side pocket is used by hedge funds and funds of hedge funds to separate investments that may lack a readily ascertainable value, are illiquid or are subject to liquidity restriction. Redemptions are generally not permitted until the investments within a side pocket are liquidated or it is deemed that the conditions existing at the time that required the investment to be included in the side pocket no longer exist. As the timing of either of these events is uncertain, the timing at which the Partnership may redeem an investment held in a side pocket cannot be estimated. Further disclosure on instruments for which fair value is measured using NAV per share is presented in Note 5. Net Asset Value as Fair Value in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.

Table of Contents

Intangibles and Goodwill

Blackstone s intangible assets consist of contractual rights to earn future fee income, including management and advisory fees, Incentive Fees and Carried Interest. Identifiable finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives, ranging from 3 to 20 years, reflecting the contractual lives of such assets. Amortization expense is included within General, Administrative and Other in the Condensed Consolidated Statements of Operations. The Partnership does not hold any indefinite-lived intangible assets. Intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

Goodwill comprises goodwill arising from the contribution and reorganization of the Partnership s predecessor entities in 2007 immediately prior to its IPO, the acquisition of GSO in 2008 and the acquisition of Strategic Partners in 2013. Goodwill is reviewed for impairment at least annually utilizing a qualitative or quantitative approach, and more frequently if circumstances indicate impairment may have occurred. The impairment testing for goodwill under the qualitative approach is based first on a qualitative assessment to determine if it is more likely than not that the fair value of Blackstone s operating segments is less than their respective carrying values. The operating segment is the reporting level for testing the impairment of goodwill. If it is determined that it is more likely than not that an operating segment s fair value is less than its carrying value or when the quantitative approach is used, a two-step quantitative assessment is performed to (a) calculate the fair value of the operating segment and compare it to its carrying value, and (b) if the carrying value exceeds its fair value, to measure an impairment loss.

Senior management has organized the firm into four operating segments. All of the components in each segment have similar economic characteristics and senior management makes key operating decisions based on the performance of each segment. Therefore, we believe that operating segment is the appropriate reporting level for testing the impairment of goodwill.

The carrying value of goodwill was $1.7 billion as of September 30, 2016 and December 31, 2015, respectively. At September 30, 2016 and December 31, 2015, we determined that there was no evidence of Goodwill impairment.

Off-Balance Sheet Arrangements

In the normal course of business, we enter into various off-balance sheet arrangements including sponsoring and owning limited or general partner interests in consolidated and non-consolidated funds, entering into derivative transactions, entering into operating leases and entering into guarantee arrangements. We also have ongoing capital commitment arrangements with certain of our consolidated and non-consolidated drawdown funds. We do not have any off-balance sheet arrangements that would require us to fund losses or guarantee target returns to investors in our funds.

Further disclosure on our off-balance sheet arrangements is presented in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing as follows:

Note 6. Derivative Financial Instruments ,

Note 9. Variable Interest Entities , and

Note 17. Commitments and Contingencies Commitments Investment Commitments and Contingencies Guarantees .

Recent Accounting Developments

Information regarding recent accounting developments and their impact on Blackstone can be found in Note 2. Summary of Significant Accounting Policies in the Notes to Condensed Consolidated Financial Statements in Part I. Item 1. Financial Statements of this filing.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our predominant exposure to market risk is related to our role as general partner or investment adviser to the Blackstone Funds and the sensitivities to movements in the fair value of their investments, including the effect on management fees, performance fees and investment income.

Although the Blackstone Funds share many common themes, each of our alternative asset management operations runs its own investment and risk management processes, subject to our overall risk tolerance and philosophy:

The investment process of our carry funds involves a detailed analysis of potential investments, and asset management teams are assigned to oversee the operations, strategic development, financing and capital deployment decisions of each portfolio investment. Key investment decisions are subject to approval by the applicable investment committee, which is comprised of Blackstone senior managing directors and senior management.

In our capacity as adviser to certain funds in our Hedge Fund Solutions and Credit segments, we continuously monitor a variety of markets for attractive trading opportunities, applying a number of traditional and customized risk management metrics to analyze risk related to specific assets or portfolios. In addition, we perform extensive credit and cash flow analyses of borrowers, credit-based assets and underlying hedge fund managers, and have extensive asset management teams that monitor covenant compliance by, and relevant financial data of, borrowers and other obligors, asset pool performance statistics, tracking of cash payments relating to investments and ongoing analysis of the credit status of investments.

Effect on Fund Management Fees

Our management fees are based on (a) third parties capital commitments to a Blackstone Fund, (b) third parties capital invested in a Blackstone Fund or (c) the net asset value, or NAV, of a Blackstone Fund, as described in our Condensed Consolidated Financial Statements. Management fees will only be directly affected by short-term changes in market conditions to the extent they are based on NAV or represent permanent impairments of value. These management fees will be increased (or reduced) in direct proportion to the effect of changes in the fair value of our investments in the related funds. The proportion of our management fees that are based on NAV is dependent on the number and types of Blackstone Funds in existence and the current stage of each fund s life cycle. For the nine months ended September 30, 2016 and September 30, 2015, the percentages of our fund management fees based on the NAV of the applicable funds or separately managed accounts, were as follows:

	Nine Months Ended September 30,	
	2016	2015
Fund Management Fees Based on the NAV of the Applicable Funds or Separately Managed Accounts	35%	35%

Table of Contents

Market Risk

The Blackstone Funds hold investments which are reported at fair value. Based on the fair value as of September 30, 2016 and September 30, 2015, we estimate that a 10% decline in fair value of the investments would result in the following declines in Management Fees, Performance Fees, Net of Related Compensation Expense and Investment Income:

	September 30,					
	2016			2015		
	Management Fees (a)	Performance Fees, Net of Related Compensation Expense (b)	Investment Income (b)	Management Fees (a)	Performance Fees, Net of Related Compensation Expense (b)	Investment Income (b)
	(Dollars in Thousands)					
10% Decline in Fair Value of the Investments	$ 91,459	$ 1,282,928	$ 250,895	$ 85,230	$ 1,388,498	$ 227,245

(a) Represents the annualized effect of the 10% decline.
(b) Represents the reporting date effect of the 10% decline.

Total Assets Under Management, excluding undrawn capital commitments and the amount of capital raised for our CLOs, by segment, and the percentage amount classified as Level III investments as defined within the fair value standards of GAAP, are as follows:

	September 30, 2016	
	Total Assets Under Management, Excluding Undrawn Capital Commitments and the Amount of Capital Raised for CLOs (Dollars in Thousands)	Percentage Amount Classified as Level III Investments
Private Equity	$ 39,198,703	72%
Real Estate	$ 65,715,217	83%
Credit	$ 48,861,963	50%

The fair value of our investments and securities can vary significantly based on a number of factors that take into consideration the diversity of the Blackstone Funds investment portfolio and on a number of factors and inputs such as similar transactions, financial metrics, and industry comparatives, among others. (See Part I. Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015. Also see Part I. Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Investments, at Fair Value.) We believe these fair value amounts should be utilized with caution as our intent and strategy is to hold investments and securities until prevailing market conditions are beneficial for investment sales.

Investors in all of our carry funds (and certain of our credit-focused funds and funds of hedge funds) make capital commitments to those funds that we are entitled to call from those investors at any time during prescribed periods. We depend on investors fulfilling their commitments when we call capital from them in order for those funds to consummate investments and otherwise pay their related obligations when due, including management fees. We have not had investors fail to honor capital calls to any meaningful extent and any investor that did not fund a capital call would be subject to having a significant amount of its existing investment forfeited in that fund; however, if investors were to fail to satisfy a significant amount of capital calls for any particular fund or funds, those funds could be materially and adversely affected.

Exchange Rate Risk

The Blackstone Funds hold investments that are denominated in non-U.S. dollar currencies that may be affected by movements in the rate of exchange between the U.S. dollar and non-U.S. dollar currencies. Additionally,

Table of Contents

a portion of our management fees are denominated in non-U.S. dollar currencies. We estimate that as of September 30, 2016 and September 30, 2015, a 10% decline in the rate of exchange of all foreign currencies against the U.S. dollar would result in the following declines in Management Fees, Performance Fees, Net of Related Compensation Expense and Investment Income:

	September 30,					
	2016			2015		
	Management Fees (a)	Performance Fees, Net of Related Compensation Expense (b)	Investment Income (b)	Management Fees (a)	Performance Fees, Net of Related Compensation Expense (b)	Investment Income (b)
	(Dollars in Thousands)					
10% Decline in the Rate of Exchange of All Foreign Currencies Against the U.S. Dollar	$ 13,044	$ 195,523	$ 29,521	$ 13,235	$ 253,312	$ 33,093

(a) Represents the annualized effect of the 10% decline.
(b) Represents the reporting date effect of the 10% decline.

Interest Rate Risk

Blackstone has debt obligations payable that accrue interest at variable rates. Interest rate changes may therefore affect the amount of our interest payments, future earnings and cash flows. Based on our debt obligations payable as of September 30, 2016 and September 30, 2015, we estimate that interest expense relating to variable rates would increase on an annual basis, in the event interest rates were to increase by one percentage point, as follows:

	September 30,	
	2016	2015
	(Dollars in Thousands)	
Annualized Increase in Interest Expense Due to a One Percentage Point Increase in Interest Rates	$ 29	$ 42

Blackstone s Treasury Cash Management Strategies consists of a diversified portfolio of liquid assets to meet the liquidity needs of various businesses (the Treasury Liquidity Portfolio). This portfolio includes cash, open-ended money market mutual funds, open-ended bond mutual funds, marketable investment securities, freestanding derivative contracts, repurchase and reverse repurchase agreements and other investments. If interest rates were to increase by one percentage point, we estimate that our annualized investment income would decrease, offset by an estimated increase in interest income on an annual basis from interest on floating rate assets, as follows:

	September 30,			
	2016		2015	
	Annualized Decrease in Investment Income	Annualized Increase in Interest Income from Floating Rate Assets	Annualized Decrease in Investment Income	Annualized Increase in Interest Income from Floating Rate Assets
	(Dollars in Thousands)			
One Percentage Point Increase in Interest Rates	$ 20,762(a)	$ 17,272	$ 12,783(a)	$ 13,450

(a) As of September 30, 2016 and 2015, this represents 0.5% and 0.3% of the Treasury Liquidity Portfolio, respectively.

Table of Contents

Credit Risk

Certain Blackstone Funds and the Investee Funds are subject to certain inherent risks through their investments.

The Treasury Liquidity Portfolio contains certain credit risks including, but not limited to, exposure to uninsured deposits with financial institutions, unsecured corporate bonds and mortgage-backed securities. These exposures are actively monitored on a continuous basis and positions are reallocated based on changes in risk profile, market or economic conditions.

We estimate that our annualized investment income would decrease, if credit spreads were to increase by one percentage point, as follows:

	September 30,	
	2016	2015
	(Dollars in Thousands)	
Decrease in Annualized Investment Income Due to a One Percentage Point Increase in Credit Spreads (a)	$ 26,902	$ 52,347

(a) As of September 30, 2016 and 2015, this represents 0.7% and 1.3% of the Treasury Liquidity Portfolio, respectively.

Certain of our entities hold derivative instruments that contain an element of risk in the event that the counterparties may be unable to meet the terms of such agreements. We minimize our risk exposure by limiting the counterparties with which we enter into contracts to banks and investment banks who meet established credit and capital guidelines. We do not expect any counterparty to default on its obligations and therefore do not expect to incur any loss due to counterparty default.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired objectives.

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are effective at the reasonable assurance level to accomplish their objectives of ensuring that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Table of Contents

No changes in our internal control over financial reporting (as such term is defined in Rules 13a 15(f) and 15d 15(f) under the Securities Exchange Act) occurred during our most recent quarter, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We may from time to time be involved in litigation and claims incidental to the conduct of our business. Our businesses are also subject to extensive regulation, which may result in regulatory proceedings against us. See Part I. Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015. We are not currently subject to any pending judicial, administrative or arbitration proceedings that we expect to have a material impact on our consolidated financial statements. However, given the inherent unpredictability of these types of proceedings and the potentially large and/or indeterminate amounts that could be sought, it is possible that an adverse outcome in certain matters could have a material effect on Blackstone s financial results in any particular period.

ITEM 1A. RISK FACTORS

For a discussion of our potential risks and uncertainties, see the information under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in our subsequently filed Quarterly Reports on Form 10-Q, all of which are accessible on the Securities and Exchange Commission s website at www.sec.gov.

See Part I. Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Business Environment in this report for a discussion of the conditions in the financial markets and economic conditions affecting our businesses. This discussion updates, and should be read together with, the risk factor entitled Difficult market conditions can adversely affect our business in many ways, including by reducing the value or performance of the investments made by our investment funds and reducing the ability of our investment funds to raise or deploy capital, each of which could materially reduce our revenue, earnings and cash flow and adversely affect our financial prospects and condition. in our Annual Report on Form 10-K for the year ended December 31, 2015.

The risks described in our Annual Report on Form 10-K and in our subsequently filed Quarterly Reports on Form 10-Q are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In January 2008, the Board of Directors of our general partner, Blackstone Group Management L.L.C., authorized the repurchase of up to $500 million of Blackstone common units and Blackstone Holdings Partnership Units. Under this unit repurchase program, units may be repurchased from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual number of Blackstone common units and Blackstone Holdings Partnership Units repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. The unit repurchase program may be suspended or discontinued at any time and does not have a specified expiration date. During the three months ended September 30, 2016, no units were repurchased. As of September 30, 2016, the amount remaining available for repurchases was $335.8 million under this program. See Part I. Item 1. Financial Statements Notes to Condensed Consolidated Financial Statements Note 14. Net Income (Loss) Per Common Unit and Part I. Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Liquidity Needs for further information regarding this unit repurchase program.

As permitted by our policies and procedures governing transactions in our securities by our directors, executive officers and other employees, from time to time some of these persons may establish plans or arrangements complying with Rule 10b5-1 under the Exchange Act, and similar plans and arrangements relating to our common units and Blackstone Holdings Partnership Units.

Table of Contents

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
10.1	Amended and Restated Credit Agreement dated as of March 23, 2010, as amended and restated as of May 29, 2014, and as further amended and restated as of August 31, 2016, among Blackstone Holdings Finance Co. L.L.C., as borrower, Blackstone Holdings I L.P., Blackstone Holdings II L.P., Blackstone Holdings AI L.P., Blackstone Holdings III L.P. and Blackstone Holdings IV L.P., as guarantors, Citibank, N.A., as administrative agent and the lenders party thereto (incorporated herein by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K (File No. 001-33551) filed with the SEC on September 7, 2016).
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a).
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Table of Contents

SIGNATURES

Pursuant to the requirements 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.

Date: November 8, 2016

The Blackstone Group L.P.

By: Blackstone Group Management L.L.C.,
its General Partner

/s/ Michael S. Chae

Name: **Michael S. Chae**
Title: **Chief Financial Officer**
(Principal Financial Officer and Authorized Signatory)