

STRATEGIC HOTELS & RESORTS, INC
Form SC 13D
July 20, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

STRATEGIC HOTELS & RESORTS, INC.

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

86272T106

(CUSIP Number)

J. Bryant Kirkland III

Vice President & Chief Financial Officer

Vector Group Ltd.

100 S.E. Second Street, 32nd Floor

Miami, FL 33131

(305) 579-8000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 8, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d.1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* § 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

NAME OF REPORTING PERSON

1 S.S. or I.R.S. Identification No. of Above Person
VECTOR GROUP LTD.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 5,333,526

SHARED VOTING POWER

SHARES BENEFICIALLY **8**

OWNED BY - 0 -

SOLE DISPOSITIVE POWER

EACH REPORTING **9**

PERSON 5,333,526

WITH SHARED DISPOSITIVE POWER

10

- 0 -

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,333,526

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

ITEM 1. Security and Issuer.

This Schedule relates to the Common Stock, par value \$0.01 per share (Common Stock), of Strategic Hotels & Resorts, Inc., a Maryland corporation (the Company). The address of the principal executive offices of the Company is 200 West Madison Street, Suite 1700, Chicago, IL 60606, (312) 658-5000.

ITEM 2. Identity and Background.

(a) This Schedule is being filed by Vector Group Ltd. (Vector or the Reporting Person), a Delaware corporation, which beneficially owns 5,333,526 shares of Common Stock of the Company (the Securities), or approximately 7.1% of the outstanding shares of the Common Stock of the Company, within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Act).

(b),(c) Vector is a public company, with its common stock traded on the New York Stock Exchange (NYSE:VGR), which is a holding company for a number of businesses. It is engaged principally in:
the manufacture and sale of cigarettes in the United States through its subsidiary Liggett Group LLC,

the development of reduced risk cigarette products through its subsidiary Vector Tobacco Inc., and

the real estate business through its subsidiary, New Valley LLC, which is seeking to acquire additional operating companies and real estate properties. New Valley LLC owns 50% of Douglas Elliman Realty, LLC, which operates the largest residential brokerage company in the New York metropolitan area.

A list of directors and executive officers of Vector is attached hereto as Exhibit A. The principal business address and the principal office address of Vector and, except as otherwise indicated, its directors and executive officers, is 100 S.E. Second Street, Miami, Florida 33131.

(d),(e) Neither the Reporting Person nor, to the knowledge of the Reporting Person, any of the persons listed in Exhibit A, during the last five years, (1) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (2) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) To the knowledge of the Reporting Person, each of the persons named in Exhibit A is a citizen of the United States.

ITEM 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price for the Securities acquired by Vector was approximately \$7,137,265, excluding commissions.

ITEM 4. Purpose of Transactions.

The Reporting Person has acquired the Securities because, in its opinion, such Securities represented an attractive investment. The Securities were also acquired with a view towards the Reporting Person influencing material business decisions relating to the future of the Company. The Reporting Person will monitor developments at the Company on a continuing basis, and may communicate with members of management of the Company, with other shareholders or potential shareholders of the Company, and/or with current lenders or potential lenders, concerning matters relating to the Company.

The Reporting Person may at any time and from time to time, in privately negotiated transactions or otherwise, acquire additional securities of the Company, dispose of all or a portion of the securities of the Company that the Reporting Person now owns or may hereafter acquire, and/or enter into derivative transactions with institutional counterparties with respect to the Company's securities.

Except as set forth in this Item 4, the Reporting Person does not have any present plans or proposals which relate to or would result in any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

The Reporting Person reserves the right to determine in the future whether to change the purpose or purposes described above and whether to adopt plans or proposals of the type specified above.

ITEM 5. Interest in Securities of the Issuer.

(a) As of the date hereof, the Reporting Person beneficially owns 5,333,526 shares of Common Stock of the Company, which constituted approximately 7.1% of the 75,174,335 shares of Common Stock of the Company outstanding as of May 6, 2009 (as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009). To the knowledge of the Reporting Person, none of the directors and executive officers of the Reporting Person may be deemed to be acting as a group with the Reporting Person.

(b) With respect to the 5,333,526 shares of Common Stock acquired by Vector, Vector exercises both sole voting power and sole dispositive power. To the knowledge of the Reporting Person, none of the directors and executive officers of the Reporting Person may be deemed to exercise voting power and dispositive power with respect to such shares.

(c) Between June 2, 2009 and July 8, 2009, Vector purchased in open market transactions on the New York Stock Exchange 5,333,526 shares of Common Stock as described in Exhibit B, which is attached hereto and incorporated herein by reference. Neither the Reporting Person has nor, to the knowledge of the Reporting Person, has any of its directors and executive officers, effected any other transactions in the Common Stock of the Company in the past 60 days.

(d) No person other than Vector has the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities.

(e) Not applicable.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

ITEM 7. Material to be Filed as Exhibits.

The following documents are attached as exhibits to this Schedule. Such documents are summarized in this Schedule, but the summaries are not complete and are qualified in their entirety by reference to the entire documents attached hereto.

Exhibit A: Executive Officers and Directors of the Reporting Person.

Exhibit B: Transactions in the Common Stock in the past 60 days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 20, 2009

VECTOR GROUP LTD.

By: /s/ J. Bryant Kirkland III

Name: J. Bryant Kirkland III

Title: Vice President, Treasurer and Chief Financial Officer

EXHIBIT A

EXECUTIVE OFFICERS AND DIRECTORS OF THE REPORTING PERSON

The names, present principal occupations or employment and business addresses of the executive officers and directors of the Reporting Person are set forth below. If no address is given, the executive officer's or director's business address is that of the Reporting Person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to the Reporting Person.

| Name | Present Principal Occupation or Employment; Business Address |
|------------------------|---|
| Howard M. Lorber | Director; President and Chief Executive Officer |
| Richard J. Lampen | Executive Vice President |
| J. Bryant Kirkland III | Vice President, Treasurer and Chief Financial Officer |
| Marc N. Bell | Vice President, Secretary and General Counsel |
| Ronald J. Bernstein | Director; President and Chief Executive Officer of Liggett Vector Brands Inc. and Liggett Group LLC |
| Bennett S. LeBow | Director; Chairman of the Board and Private Investor |
| Henry C. Beinstein | Director; Partner, Gagnon Securities LLC, 1370 Avenue of the Americas, New York, NY 10019 |
| Robert J. Eide | Director; Chairman and Chief Executive Officer, Aegis Capital Corp., 810 Seventh Avenue, New York, NY 10019 |
| Jeffrey S. Podell | Director; Chairman of the Board and President, Newsote, Inc., 173 Doral Court, Roslyn, NY 11576 |
| Jean E. Sharpe | Director; Private Investor, 350 Cherry Street, Bedford Hills, NY 10507 |

EXHIBIT B

TRANSACTIONS IN THE COMMON STOCK IN THE PAST 60 DAYS:

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|----------|-------------------------------|-----------------------------------|
| Vector Group Ltd. | 6/2/2009 | 400 | 1.1750 |
| Vector Group Ltd. | 6/2/2009 | 18,389 | 1.1800 |
| Vector Group Ltd. | 6/2/2009 | 700 | 1.1825 |
| Vector Group Ltd. | 6/2/2009 | 1,800 | 1.1830 |
| Vector Group Ltd. | 6/2/2009 | 19,400 | 1.1850 |
| Vector Group Ltd. | 6/2/2009 | 10,411 | 1.1900 |
| Vector Group Ltd. | 6/2/2009 | 700 | 1.1950 |
| Vector Group Ltd. | 6/2/2009 | 31,837 | 1.2000 |
| Vector Group Ltd. | 6/2/2009 | 300 | 1.2330 |
| Vector Group Ltd. | 6/2/2009 | 300 | 1.2400 |
| Vector Group Ltd. | 6/2/2009 | 100 | 1.2450 |
| Vector Group Ltd. | 6/2/2009 | 52,439 | 1.2500 |
| Vector Group Ltd. | 6/2/2009 | 28,700 | 1.2900 |
| Vector Group Ltd. | 6/2/2009 | 2,900 | 1.2925 |
| Vector Group Ltd. | 6/2/2009 | 700 | 1.2930 |
| Vector Group Ltd. | 6/2/2009 | 2,200 | 1.2950 |
| Vector Group Ltd. | 6/2/2009 | 1,300 | 1.2999 |
| Vector Group Ltd. | 6/2/2009 | 34,200 | 1.3000 |
| Vector Group Ltd. | 6/2/2009 | 52,000 | 1.3100 |
| Vector Group Ltd. | 6/2/2009 | 800 | 1.3130 |
| Vector Group Ltd. | 6/2/2009 | 2,600 | 1.3150 |
| Vector Group Ltd. | 6/2/2009 | 100 | 1.3199 |
| Vector Group Ltd. | 6/2/2009 | 59,270 | 1.3200 |
| Vector Group Ltd. | 6/2/2009 | 3,454 | 1.3300 |
| Vector Group Ltd. | 6/3/2009 | 200 | 1.2300 |
| Vector Group Ltd. | 6/3/2009 | 1,485 | 1.2350 |
| Vector Group Ltd. | 6/3/2009 | 76,900 | 1.2400 |
| Vector Group Ltd. | 6/3/2009 | 1,000 | 1.2410 |
| Vector Group Ltd. | 6/3/2009 | 12,600 | 1.2450 |
| Vector Group Ltd. | 6/3/2009 | 200 | 1.2499 |
| Vector Group Ltd. | 6/3/2009 | 28,795 | 1.2500 |
| Vector Group Ltd. | 6/3/2009 | 100 | 1.2599 |
| Vector Group Ltd. | 6/3/2009 | 45,146 | 1.2600 |
| Vector Group Ltd. | 6/3/2009 | 800 | 1.2699 |
| Vector Group Ltd. | 6/3/2009 | 18,720 | 1.2700 |
| Vector Group Ltd. | 6/3/2009 | 1,300 | 1.2799 |
| Vector Group Ltd. | 6/3/2009 | 16,800 | 1.2800 |
| Vector Group Ltd. | 6/3/2009 | 1,300 | 1.2900 |
| Vector Group Ltd. | 6/3/2009 | 10,254 | 1.3000 |
| Vector Group Ltd. | 6/3/2009 | 4,900 | 1.3100 |
| Vector Group Ltd. | 6/3/2009 | 4,600 | 1.3400 |
| Vector Group Ltd. | 6/3/2009 | 22,545 | 1.3500 |

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| | | | |
|-------------------|----------|-------|--------|
| Vector Group Ltd. | 6/3/2009 | 1,000 | 1.3510 |
| Vector Group Ltd. | 6/3/2009 | 1,000 | 1.3525 |
| Vector Group Ltd. | 6/3/2009 | 400 | 1.3550 |
| Vector Group Ltd. | 6/3/2009 | 100 | 1.3599 |

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|----------|-------------------------------|-----------------------------------|
| Vector Group Ltd. | 6/3/2009 | 30,255 | 1.3600 |
| Vector Group Ltd. | 6/3/2009 | 100 | 1.3625 |
| Vector Group Ltd. | 6/3/2009 | 2,700 | 1.3650 |
| Vector Group Ltd. | 6/3/2009 | 1,700 | 1.3699 |
| Vector Group Ltd. | 6/3/2009 | 11,800 | 1.3700 |
| Vector Group Ltd. | 6/3/2009 | 700 | 1.3750 |
| Vector Group Ltd. | 6/3/2009 | 2,600 | 1.3800 |
| Vector Group Ltd. | 6/4/2009 | 600 | 1.3000 |
| Vector Group Ltd. | 6/4/2009 | 100 | 1.3099 |
| Vector Group Ltd. | 6/4/2009 | 3,000 | 1.3100 |
| Vector Group Ltd. | 6/4/2009 | 2,500 | 1.3200 |
| Vector Group Ltd. | 6/4/2009 | 2,324 | 1.3300 |
| Vector Group Ltd. | 6/4/2009 | 700 | 1.3399 |
| Vector Group Ltd. | 6/4/2009 | 6,000 | 1.3400 |
| Vector Group Ltd. | 6/4/2009 | 1,300 | 1.3499 |
| Vector Group Ltd. | 6/4/2009 | 38,174 | 1.3500 |
| Vector Group Ltd. | 6/4/2009 | 16,302 | 1.3600 |
| Vector Group Ltd. | 6/4/2009 | 100 | 1.3699 |
| Vector Group Ltd. | 6/4/2009 | 26,500 | 1.3700 |
| Vector Group Ltd. | 6/4/2009 | 200 | 1.3798 |
| Vector Group Ltd. | 6/4/2009 | 200 | 1.3799 |
| Vector Group Ltd. | 6/4/2009 | 32,400 | 1.3800 |
| Vector Group Ltd. | 6/4/2009 | 1,000 | 1.3825 |
| Vector Group Ltd. | 6/4/2009 | 8,000 | 1.3850 |
| Vector Group Ltd. | 6/4/2009 | 11,000 | 1.3900 |
| Vector Group Ltd. | 6/4/2009 | 8,400 | 1.4000 |
| Vector Group Ltd. | 6/4/2009 | 13,750 | 1.4100 |
| Vector Group Ltd. | 6/4/2009 | 200 | 1.4125 |
| Vector Group Ltd. | 6/4/2009 | 4,300 | 1.4150 |
| Vector Group Ltd. | 6/4/2009 | 100 | 1.4199 |
| Vector Group Ltd. | 6/4/2009 | 52,050 | 1.4200 |
| Vector Group Ltd. | 6/4/2009 | 1,000 | 1.4210 |
| Vector Group Ltd. | 6/4/2009 | 1,000 | 1.4225 |
| Vector Group Ltd. | 6/4/2009 | 1,000 | 1.4230 |
| Vector Group Ltd. | 6/4/2009 | 7,000 | 1.4250 |
| Vector Group Ltd. | 6/4/2009 | 1,500 | 1.4300 |
| Vector Group Ltd. | 6/4/2009 | 100 | 1.4350 |
| Vector Group Ltd. | 6/4/2009 | 5,300 | 1.4400 |
| Vector Group Ltd. | 6/4/2009 | 16,700 | 1.4500 |
| Vector Group Ltd. | 6/4/2009 | 400 | 1.4599 |
| Vector Group Ltd. | 6/4/2009 | 4,200 | 1.4600 |
| Vector Group Ltd. | 6/4/2009 | 32,600 | 1.4700 |
| Vector Group Ltd. | 6/4/2009 | 500 | 1.4900 |
| Vector Group Ltd. | 6/4/2009 | 38,958 | 1.5000 |

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|-------------------|----------|--------|--------|
| Vector Group Ltd. | 6/4/2009 | 15,442 | 1.5100 |
| Vector Group Ltd. | 6/4/2009 | 28,800 | 1.5200 |
| Vector Group Ltd. | 6/4/2009 | 200 | 1.5600 |
| Vector Group Ltd. | 6/4/2009 | 1,100 | 1.5700 |
| Vector Group Ltd. | 6/5/2009 | 5,000 | 1.5200 |
| Vector Group Ltd. | 6/5/2009 | 8,400 | 1.5225 |

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|----------|----------------------------|-----------------------------------|
| Vector Group Ltd. | 6/5/2009 | 4,600 | 1.5230 |
| Vector Group Ltd. | 6/5/2009 | 2,000 | 1.5250 |
| Vector Group Ltd. | 6/5/2009 | 6,930 | 1.5300 |
| Vector Group Ltd. | 6/5/2009 | 1,000 | 1.5310 |
| Vector Group Ltd. | 6/5/2009 | 200 | 1.5325 |
| Vector Group Ltd. | 6/5/2009 | 200 | 1.5330 |
| Vector Group Ltd. | 6/5/2009 | 7,430 | 1.5350 |
| Vector Group Ltd. | 6/5/2009 | 10,000 | 1.5400 |
| Vector Group Ltd. | 6/5/2009 | 1,400 | 1.5425 |
| Vector Group Ltd. | 6/5/2009 | 5,770 | 1.5450 |
| Vector Group Ltd. | 6/5/2009 | 200 | 1.5498 |
| Vector Group Ltd. | 6/5/2009 | 2,300 | 1.5499 |
| Vector Group Ltd. | 6/5/2009 | 94,450 | 1.5500 |
| Vector Group Ltd. | 6/5/2009 | 300 | 1.5510 |
| Vector Group Ltd. | 6/5/2009 | 2,200 | 1.5550 |
| Vector Group Ltd. | 6/5/2009 | 6,300 | 1.5599 |
| Vector Group Ltd. | 6/5/2009 | 124,220 | 1.5600 |
| Vector Group Ltd. | 6/5/2009 | 1,200 | 1.5650 |
| Vector Group Ltd. | 6/5/2009 | 750 | 1.5699 |
| Vector Group Ltd. | 6/5/2009 | 30,704 | 1.5700 |
| Vector Group Ltd. | 6/5/2009 | 3,800 | 1.5710 |
| Vector Group Ltd. | 6/5/2009 | 9,900 | 1.5725 |
| Vector Group Ltd. | 6/5/2009 | 29,100 | 1.5730 |
| Vector Group Ltd. | 6/5/2009 | 27,811 | 1.5750 |
| Vector Group Ltd. | 6/5/2009 | 33,385 | 1.5800 |
| Vector Group Ltd. | 6/5/2009 | 20,800 | 1.5900 |
| Vector Group Ltd. | 6/5/2009 | 500 | 1.5910 |
| Vector Group Ltd. | 6/5/2009 | 850 | 1.5925 |
| Vector Group Ltd. | 6/5/2009 | 500 | 1.5930 |
| Vector Group Ltd. | 6/5/2009 | 7,700 | 1.5950 |
| Vector Group Ltd. | 6/5/2009 | 100 | 1.6000 |
| Vector Group Ltd. | 6/8/2009 | 400 | 1.4200 |
| Vector Group Ltd. | 6/8/2009 | 1,115 | 1.4300 |
| Vector Group Ltd. | 6/8/2009 | 100 | 1.4398 |
| Vector Group Ltd. | 6/8/2009 | 27 | 1.4400 |
| Vector Group Ltd. | 6/8/2009 | 2,200 | 1.4500 |
| Vector Group Ltd. | 6/8/2009 | 14,600 | 1.4700 |
| Vector Group Ltd. | 6/8/2009 | 24,200 | 1.4800 |
| Vector Group Ltd. | 6/8/2009 | 12,100 | 1.4900 |
| Vector Group Ltd. | 6/8/2009 | 12,500 | 1.4950 |
| Vector Group Ltd. | 6/8/2009 | 3,500 | 1.4999 |
| Vector Group Ltd. | 6/8/2009 | 27,256 | 1.5000 |
| Vector Group Ltd. | 6/8/2009 | 2,286 | 1.5099 |
| Vector Group Ltd. | 6/8/2009 | 16,014 | 1.5100 |
| Vector Group Ltd. | 6/8/2009 | 900 | 1.5199 |

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|-------------------|----------|--------|--------|
| Vector Group Ltd. | 6/8/2009 | 12,973 | 1.5200 |
| Vector Group Ltd. | 6/8/2009 | 2,300 | 1.5299 |
| Vector Group Ltd. | 6/8/2009 | 23,344 | 1.5300 |
| Vector Group Ltd. | 6/8/2009 | 600 | 1.5399 |
| Vector Group Ltd. | 6/8/2009 | 8,185 | 1.5400 |
| Vector Group Ltd. | 6/8/2009 | 200 | 1.5499 |

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|-----------|----------------------------|-----------------------------------|
| Vector Group Ltd. | 6/8/2009 | 13,300 | 1.5500 |
| Vector Group Ltd. | 6/8/2009 | 5,800 | 1.5600 |
| Vector Group Ltd. | 6/8/2009 | 9,900 | 1.5700 |
| Vector Group Ltd. | 6/8/2009 | 4,000 | 1.5800 |
| Vector Group Ltd. | 6/8/2009 | 2,200 | 1.5900 |
| Vector Group Ltd. | 6/9/2009 | 200 | 1.5400 |
| Vector Group Ltd. | 6/9/2009 | 1,000 | 1.5450 |
| Vector Group Ltd. | 6/9/2009 | 700 | 1.5499 |
| Vector Group Ltd. | 6/9/2009 | 29,257 | 1.5500 |
| Vector Group Ltd. | 6/9/2009 | 9,984 | 1.5600 |
| Vector Group Ltd. | 6/9/2009 | 1,000 | 1.5699 |
| Vector Group Ltd. | 6/9/2009 | 28,059 | 1.5700 |
| Vector Group Ltd. | 6/9/2009 | 500 | 1.5799 |
| Vector Group Ltd. | 6/9/2009 | 20,100 | 1.5800 |
| Vector Group Ltd. | 6/9/2009 | 26,400 | 1.5900 |
| Vector Group Ltd. | 6/9/2009 | 31,307 | 1.6000 |
| Vector Group Ltd. | 6/9/2009 | 800 | 1.6099 |
| Vector Group Ltd. | 6/9/2009 | 17,937 | 1.6100 |
| Vector Group Ltd. | 6/9/2009 | 7,100 | 1.6200 |
| Vector Group Ltd. | 6/9/2009 | 2,300 | 1.6300 |
| Vector Group Ltd. | 6/9/2009 | 9,800 | 1.6400 |
| Vector Group Ltd. | 6/9/2009 | 11,556 | 1.6500 |
| Vector Group Ltd. | 6/9/2009 | 10,400 | 1.6600 |
| Vector Group Ltd. | 6/9/2009 | 300 | 1.6699 |
| Vector Group Ltd. | 6/9/2009 | 11,933 | 1.6700 |
| Vector Group Ltd. | 6/9/2009 | 600 | 1.6799 |
| Vector Group Ltd. | 6/9/2009 | 43,027 | 1.6800 |
| Vector Group Ltd. | 6/9/2009 | 100 | 1.6899 |
| Vector Group Ltd. | 6/9/2009 | 67,616 | 1.6900 |
| Vector Group Ltd. | 6/9/2009 | 200 | 1.6999 |
| Vector Group Ltd. | 6/9/2009 | 12,900 | 1.7000 |
| Vector Group Ltd. | 6/9/2009 | 4,524 | 1.7100 |
| Vector Group Ltd. | 6/9/2009 | 400 | 1.7200 |
| Vector Group Ltd. | 6/10/2009 | 2,000 | 1.5600 |
| Vector Group Ltd. | 6/10/2009 | 1,400 | 1.5750 |
| Vector Group Ltd. | 6/10/2009 | 16,720 | 1.5800 |
| Vector Group Ltd. | 6/10/2009 | 400 | 1.5810 |
| Vector Group Ltd. | 6/10/2009 | 7,900 | 1.5850 |
| Vector Group Ltd. | 6/10/2009 | 18,478 | 1.5900 |
| Vector Group Ltd. | 6/10/2009 | 100 | 1.5910 |
| Vector Group Ltd. | 6/10/2009 | 200 | 1.5925 |
| Vector Group Ltd. | 6/10/2009 | 4,902 | 1.5950 |
| Vector Group Ltd. | 6/10/2009 | 29,600 | 1.6000 |
| Vector Group Ltd. | 6/10/2009 | 4,873 | 1.6050 |

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|-------------------|-----------|---------|--------|
| Vector Group Ltd. | 6/10/2009 | 16,501 | 1.6100 |
| Vector Group Ltd. | 6/10/2009 | 100 | 1.6110 |
| Vector Group Ltd. | 6/10/2009 | 3,539 | 1.6125 |
| Vector Group Ltd. | 6/10/2009 | 5,887 | 1.6150 |
| Vector Group Ltd. | 6/10/2009 | 3,300 | 1.6199 |
| Vector Group Ltd. | 6/10/2009 | 108,135 | 1.6200 |

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|-----------|-------------------------------|-----------------------------------|
| Vector Group Ltd. | 6/10/2009 | 100 | 1.6299 |
| Vector Group Ltd. | 6/10/2009 | 31,400 | 1.6300 |
| Vector Group Ltd. | 6/10/2009 | 400 | 1.6398 |
| Vector Group Ltd. | 6/10/2009 | 8,665 | 1.6400 |
| Vector Group Ltd. | 6/10/2009 | 100 | 1.6450 |
| Vector Group Ltd. | 6/10/2009 | 30,100 | 1.6500 |
| Vector Group Ltd. | 6/10/2009 | 7,000 | 1.6600 |
| Vector Group Ltd. | 6/10/2009 | 800 | 1.6700 |
| Vector Group Ltd. | 6/10/2009 | 1,300 | 1.6800 |
| Vector Group Ltd. | 6/10/2009 | 5,300 | 1.7000 |
| Vector Group Ltd. | 6/10/2009 | 2,769 | 1.7100 |
| Vector Group Ltd. | 6/10/2009 | 931 | 1.7200 |
| Vector Group Ltd. | 6/10/2009 | 3,900 | 1.7300 |
| Vector Group Ltd. | 6/10/2009 | 1,200 | 1.7350 |
| Vector Group Ltd. | 6/10/2009 | 200 | 1.7398 |
| Vector Group Ltd. | 6/10/2009 | 6,800 | 1.7400 |
| Vector Group Ltd. | 6/11/2009 | 200 | 1.5650 |
| Vector Group Ltd. | 6/11/2009 | 6,000 | 1.5700 |
| Vector Group Ltd. | 6/11/2009 | 1,700 | 1.5750 |
| Vector Group Ltd. | 6/11/2009 | 18,940 | 1.5800 |
| Vector Group Ltd. | 6/11/2009 | 200 | 1.5810 |
| Vector Group Ltd. | 6/11/2009 | 13,400 | 1.5850 |
| Vector Group Ltd. | 6/11/2009 | 29,605 | 1.5900 |
| Vector Group Ltd. | 6/11/2009 | 100 | 1.5925 |
| Vector Group Ltd. | 6/11/2009 | 200 | 1.5930 |
| Vector Group Ltd. | 6/11/2009 | 555 | 1.5950 |
| Vector Group Ltd. | 6/11/2009 | 2,445 | 1.5999 |
| Vector Group Ltd. | 6/11/2009 | 43,555 | 1.6000 |
| Vector Group Ltd. | 6/11/2009 | 2,200 | 1.6010 |
| Vector Group Ltd. | 6/11/2009 | 3,000 | 1.6025 |
| Vector Group Ltd. | 6/11/2009 | 3,000 | 1.6030 |
| Vector Group Ltd. | 6/11/2009 | 10,900 | 1.6050 |
| Vector Group Ltd. | 6/11/2009 | 16,131 | 1.6100 |
| Vector Group Ltd. | 6/11/2009 | 1,000 | 1.6110 |
| Vector Group Ltd. | 6/11/2009 | 400 | 1.6120 |
| Vector Group Ltd. | 6/11/2009 | 1,099 | 1.6125 |
| Vector Group Ltd. | 6/11/2009 | 1,300 | 1.6130 |
| Vector Group Ltd. | 6/11/2009 | 10,070 | 1.6150 |
| Vector Group Ltd. | 6/11/2009 | 6,742 | 1.6200 |
| Vector Group Ltd. | 6/11/2009 | 300 | 1.6210 |
| Vector Group Ltd. | 6/11/2009 | 1,900 | 1.6225 |
| Vector Group Ltd. | 6/11/2009 | 3,700 | 1.6250 |
| Vector Group Ltd. | 6/11/2009 | 8,358 | 1.6300 |
| Vector Group Ltd. | 6/11/2009 | 1,600 | 1.6310 |

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| | | | |
|-------------------|-----------|--------|--------|
| Vector Group Ltd. | 6/11/2009 | 600 | 1.6325 |
| Vector Group Ltd. | 6/11/2009 | 2,300 | 1.6330 |
| Vector Group Ltd. | 6/11/2009 | 55,400 | 1.6350 |
| Vector Group Ltd. | 6/11/2009 | 3,100 | 1.6400 |
| Vector Group Ltd. | 6/12/2009 | 1,526 | 1.5100 |
| Vector Group Ltd. | 6/12/2009 | 2,000 | 1.5150 |

| Name | Date | No. of Shares Purchased | Price Per Share ⁽¹⁾ |
|-------------------|-----------|----------------------------|-----------------------------------|
| Vector Group Ltd. | 6/12/2009 | 1,500 | 1.5200 |
| Vector Group Ltd. | 6/12/2009 | 200 | 1.5225 |
| Vector Group Ltd. | 6/12/2009 | 4,209 | 1.5300 |
| Vector Group Ltd. | 6/12/2009 | 1,100 | 1.5325 |
| Vector Group Ltd. | 6/12/2009 | 3,274 | 1.5350 |
| Vector Group Ltd. | 6/12/2009 | 1,600 | 1.5400 |
| Vector Group Ltd. | 6/12/2009 | 100 | 1.5450 |
| Vector Group Ltd. | 6/12/2009 | 1,054,807 | 1.5500 |
| Vector Group Ltd. | 6/12/2009 | 21,210 | 1.5550 |
| Vector Group Ltd. | 6/12/2009 | 4,709 | 1.5600 |
| Vector Group Ltd. | 6/12/2009 | 100 | 1.5650 |
| Vector Group Ltd. | 6/12/2009 | 200 | 1.5699 |
| Vector Group Ltd. | 6/12/2009 | 1,691 | 1.5700 |
| Vector Group Ltd. | 6/12/2009 | 300 | 1.5800 |
| Vector Group Ltd. | 7/8/2009 | 1,650,000 | 0.9600 |

(1) Excludes
brokerage
commissions.