KKR & Co. L.P.
Form 10-Q
November 01, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2013

Or

o 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 001-34820

KKR & CO. L.P.

(Exact name of Registrant as specified in its charter)

Delaware	**26-0426107**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

9 West 57 th Street, Suite 4200

New York, New York 10019

Telephone: (212) 750-8300

(Address, zip code, and telephone number, including

area code, of registrant s principal executive office.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 and 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods 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 o

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

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

As of October 29, 2013, there were 288,143,327 Common Units of the registrant outstanding.

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KKR & CO. L.P.

FORM 10-Q

For the Quarter Ended September 30, 2013

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains 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, believe, expect, potential, continue, may, shoul approximately, predict, intend, will, plan, estimate, anticipate, the negative version of these words, other comparable words or other st that do not relate strictly to historical or factual matters. 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 those described under the section entitled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on February 22, 2013, and this report. These factors should be read in conjunction with the other cautionary statements that are included in this report and in our other periodic filings. We do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

In this report, references to KKR, we, us, our and our partnership refer to KKR & Co. L.P. and its consolidated subsidiaries. Prior to KKR & L.P. becoming listed on the New York Stock Exchange (NYSE) on July 15, 2010, KKR Group Holdings L.P. consolidated the financial results of KKR Management Holdings L.P. and KKR Fund Holdings L.P. (together, the KKR Group Partnerships) and their consolidated subsidiaries.

References to our Managing Partner are to KKR Management LLC, which acts as our general partner and unless otherwise indicated, references to equity interests in KKR s business, or to percentage interests in KKR s business, reflect the aggregate equity of the KKR Group Partnerships and are net of amounts that have been allocated to our principals in respect of the carried interest from KKR s business as part of our carry pool and certain minority interests. References to our principals are to our senior employees and non-employee operating consultants who hold interests in KKR s business through KKR Holdings L.P., which we refer to as KKR Holdings, and references to our senior principals are to principals who also hold interests in our Managing Partner entitling them to vote for the election of its directors.

Prior to October 1, 2009, KKR s business was conducted through multiple entities for which there was no single holding entity, but were under common control of senior KKR principals, and in which senior principals and KKR s other principals and individuals held ownership interests (collectively, the Predecessor Owners). On October 1, 2009, we completed the acquisition of all of the assets and liabilities of KKR & Co. (Guernsey) L.P. (f/k/a KKR Private Equity Investors, L.P. or KPE) and, in connection with such acquisition, completed a series of transactions pursuant to which the business of KKR was reorganized into a holding company structure. The reorganization involved a contribution of certain equity interests in KKR s business that were held by KKR s Predecessor Owners to the KKR Group Partnerships in exchange for equity interests in the KKR Group Partnerships held through KKR Holdings. We refer to the acquisition of the assets and liabilities of KPE and to our subsequent reorganization into a holding company structure as the KPE Transaction.

In this report, the term assets under management, or AUM , represents the assets from which KKR is entitled to receive fees or a carried interest and general partner capital. We believe this measure is useful to unitholders as it provides additional insight into KKR s capital raising activities and the overall activity in its investment funds and vehicles. KKR calculates the amount of AUM as of any date as the sum of: (i) the fair value of the investments of KKR s investment funds plus uncalled capital commitments from these funds; (ii) the fair value of investments in KKR s co-investment vehicles; (iii) the net asset value of certain of KKR s fixed income products; (iv) the value of outstanding structured finance vehicles and (v) the fair value of other assets managed by KKR. KKR s definition of AUM is not based on the definitions of AUM that may be set forth in agreements governing the investment funds, vehicles or accounts that it manages and is not calculated pursuant to any regulatory definitions.

In this report, the term fee paying assets under management, or FPAUM , represents only those assets under management from which KKR receives fees. We believe this measure is useful to unitholders as it provides additional insight into the capital base upon which KKR earns management fees. This relates to KKR s capital raising activities and the overall activity in its investment funds and vehicles, for only those funds and vehicles where KKR receives fees (i.e., excluding vehicles that receive only carried interest or general partner capital). FPAUM is the sum of all of the individual fee bases that are used to calculate KKR s fees and differs from AUM in the following respects: (i) assets from which KKR does not receive a fee are excluded (i.e., assets with respect to which it receives only carried interest); and (ii) certain assets, primarily in its private equity funds, are reflected based on capital commitments and invested capital as opposed to fair value because fees are not impacted by changes in the fair value of underlying investments.

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In this report, the term fee related earnings, or FRE , is comprised of segment operating revenues less segment operating expenses (other than certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income). This measure is used by management as an alternative measurement of the operating earnings of KKR and its business segments before investment income. We believe this measure is useful to unitholders as it provides additional insight into the operating profitability of our fee generating management companies and capital markets businesses. The components of FRE on a segment basis differ from the equivalent GAAP amounts on a consolidated basis as a result of: (i) the inclusion of management fees earned from consolidated funds that were eliminated in consolidation; (ii) the exclusion of fees and expenses of certain consolidated entities; (iii) the exclusion of charges relating to the amortization of intangible assets; (iv) the exclusion of charges relating to carry pool allocations; (v) the exclusion of non-cash equity charges and other non- cash compensation charges borne by KKR Holdings or incurred under the KKR & Co. L.P. 2010 Equity Incentive Plan; (vi) the exclusion of certain reimbursable expenses; and (vii) the exclusion of certain non-recurring items.

In this report, the term economic net income (loss), or ENI , is a measure of profitability for KKR s reportable segments and is used by management as an alternative measurement of the operating and investment earnings of KKR and its business segments. We believe this measure is useful to unitholders as it provides additional insight into the overall profitability of KKR s businesses inclusive of investment income and carried interest. ENI is comprised of: (i) FRE plus (ii) segment investment income (loss), which is reduced for carry pool allocations, management fee refunds, interest expense and certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income; less (iii) certain economic interests in KKR s segments held by third parties. ENI differs from net income (loss) on a GAAP basis as a result of: (i) the exclusion of the items referred to in FRE above; (ii) the exclusion of investment income (loss) relating to noncontrolling interests; and (iii) the exclusion of income taxes.

In this report, syndicated capital is the aggregate amount of debt or equity capital in transactions originated by KKR investment funds and vehicles, which has been distributed to third parties in exchange for a fee. It does not include (i) capital committed to such transactions by carry-yielding co-investment vehicles, which is instead reported in committed dollars invested and (ii) debt capital that is arranged as part of the acquisition financing of transactions originated by KKR investment funds and vehicles. Syndicated capital is used as a measure of investment activity for KKR and its business segments during a given period, and we believe that this measure is useful to unitholders as it provides additional insight into levels of syndication activity in KKR s Capital Markets and Principal Activities segment and across its investment platform.

You should note that our calculations of AUM, FPAUM, FRE, ENI, syndicated capital and other financial measures may differ from the calculations of other investment managers and, as a result, our measurements of AUM, FPAUM, FRE, ENI, syndicated capital and other financial measures may not be comparable to similar measures presented by other investment managers. For important information regarding these and other financial measures, please see Management s Discussion and Analysis of Financial Condition & Results of Operations Segment Operating and Performance Measures.

References to our funds or our vehicles refer to investment funds, vehicles and/or accounts advised, sponsored or managed by one or more subsidiaries of KKR, unless context requires otherwise.

In this report, the term GAAP refers to accounting principles generally accepted in the United States of America.

Unless otherwise indicated, references in this report to our fully diluted common units outstanding, or to our common units outstanding on a fully diluted basis, reflect (i) actual common units outstanding, (ii) common units into which KKR Group Partnership Units not held by us are exchangeable pursuant to the terms of the exchange agreement described in this report and (iii) common units issuable pursuant to any equity awards actually issued under the KKR & Co. L.P. 2010 Equity Incentive Plan, which we refer to as our Equity Incentive Plan, but do not reflect common units available for issuance pursuant to our Equity Incentive Plan for which grants have not yet been made.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (Unaudited)

(Amounts in Thousands, Except Unit Data)

	September 30, 2013	December 31, 2012
Assets		
Cash and Cash Equivalents	$ 1,112,316	$ 1,230,464
Cash and Cash Equivalents Held at Consolidated Entities	436,777	587,174
Restricted Cash and Cash Equivalents	45,490	87,627
Investments	44,263,123	40,697,848
Due from Affiliates	133,746	122,185
Other Assets	2,168,599	1,701,055
Total Assets	$ 48,160,051	$ 44,426,353
Liabilities and Equity		
Debt Obligations	$ 2,027,116	$ 1,123,414
Due to Affiliates	96,772	72,830
Accounts Payable, Accrued Expenses and Other Liabilities	2,527,876	1,824,655
Total Liabilities	4,651,764	3,020,899
Commitments and Contingencies		
Redeemable Noncontrolling Interests	574,065	462,564
Equity		
KKR & Co. L.P. Partners Capital (285,051,256 and 253,363,691 common units issued and outstanding as of September 30, 2013 and December 31, 2012, respectively)	2,501,518	2,008,965
Accumulated Other Comprehensive Income (Loss)	(6,425)	(4,606)
Total KKR & Co. L.P. Partners Capital	2,495,093	2,004,359
Noncontrolling Interests	40,439,129	38,938,531
Total Equity	42,934,222	40,942,890
Total Liabilities and Equity	$ 48,160,051	$ 44,426,353

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(Amounts in Thousands, Except Unit Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues				
Fees	$ 220,028	$ 162,154	$ 537,644	$ 390,821
Expenses				
Compensation and Benefits	329,182	366,350	860,905	1,019,400
Occupancy and Related Charges	17,637	14,344	46,036	43,636
General, Administrative and Other	108,676	65,825	279,906	177,480
Total Expenses	455,495	446,519	1,186,847	1,240,516
Investment Income (Loss)				
Net Gains (Losses) from Investment Activities	2,230,401	2,308,613	4,598,755	6,997,166
Dividend Income	121,059	10,440	370,014	263,298
Interest Income	114,861	95,578	352,250	259,669
Interest Expense	(25,056)	(17,868)	(72,693)	(52,757)
Total Investment Income (Loss)	2,441,265	2,396,763	5,248,326	7,467,376
Income (Loss) Before Taxes	2,205,798	2,112,398	4,599,123	6,617,681
Income Taxes	7,644	9,612	25,525	37,777
Net Income (Loss)	2,198,154	2,102,786	4,573,598	6,579,904
Net Income (Loss) Attributable to Redeemable Noncontrolling Interests	9,169	9,994	25,992	18,551
Net Income (Loss) Attributable to Noncontrolling Interests	1,984,245	1,965,381	4,134,293	6,097,245
Net Income (Loss) Attributable to KKR & Co. L.P.	$ 204,740	$ 127,411	$ 413,313	$ 464,108
Distributions Declared per KKR & Co. L.P. Common Unit	$ 0.23	$ 0.24	$ 0.92	$ 0.52
Net Income (Loss) Attributable to KKR & Co. L.P. Per Common Unit				
Basic	$ 0.73	$ 0.53	$ 1.53	$ 1.98
Diluted	$ 0.66	$ 0.49	$ 1.40	$ 1.86
Weighted Average Common Units Outstanding				
Basic	282,148,802	239,696,358	270,484,224	234,876,879
Diluted	308,135,191	257,646,622	296,181,070	249,359,200

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)

(Amounts in Thousands)

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Net Income (Loss)	$ 2,198,154	$ 2,102,786	$ 4,573,598	$ 6,579,904
Other Comprehensive Income (Loss), Net of Tax:				
Foreign Currency Translation Adjustments	(1,362)	5,768	(7,534)	362
Comprehensive Income (Loss)	2,196,792	2,108,554	4,566,064	6,580,266
Less: Comprehensive Income (Loss) Attributable to Redeemable Noncontrolling Interests	9,169	9,994	25,992	18,551
Less: Comprehensive Income (Loss) Attributable to Noncontrolling Interests	1,983,004	1,968,908	4,128,068	6,096,686
Comprehensive Income (Loss) Attributable to KKR & Co. L.P.	$ 204,619	$ 129,652	$ 412,004	$ 465,029

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)

(Amounts in Thousands, Except Unit Data)

[redacted]

Balance at January 1, 2012	227,150,182	$	1,330,887	$	(2,189)	$	36,080,445	$	37,409,143	$	275,507
Net Income (Loss)			464,108				6,097,245		6,561,353		18,551
Other Comprehensive Income (Loss)- Foreign Currency Translation (Net of Tax)					921		(559)		362		
Exchange of KKR Holdings L.P. Units to KKR & Co. L.P. Common Units	13,151,729		138,280		(161)		(138,119)				
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of KKR & Co. L.P. Common Units			1,320		(97)				1,223		
Net Delivery of Common Units- Equity Incentive Plan	1,105,894										
Equity Based Compensation			47,679				282,358		330,037		
Capital Contributions							2,276,163		2,276,163		179,767
Capital Distributions			(138,217)				(6,272,201)		(6,410,418)		(988)
Balance at September 30, 2012	241,407,805	$	1,844,057	$	(1,526)	$	38,325,332	$	40,167,863	$	472,837

[redacted]

Balance at January 1, 2013	253,363,691	$	2,008,965	$	(4,606)	$	38,938,531	$	40,942,890	$	462,564
Net Income (Loss)			413,313				4,134,293		4,547,606		25,992
Other Comprehensive Income (Loss)- Foreign Currency Translation (Net of Tax)					(1,309)		(6,225)		(7,534)		
Exchange of KKR Holdings L.P. Units to KKR & Co. L.P. Common Units	27,809,258		329,245		(764)		(328,481)				
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of			14,161		254				14,415		

KKR & Co. L.P. Common Units						
Net Delivery of Common Units- Equity Incentive Plan	3,878,307	16,563			16,563	
Equity Based Compensation		84,581		162,602	247,183	
Capital Contributions				4,615,392	4,615,392	138,063
Capital Distributions		(365,310)		(7,076,983)	(7,442,293)	(52,554)
Balance at September 30, 2013	285,051,256	2,501,518	(6,425)	40,439,129	42,934,222	574,065

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(Amounts in Thousands)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Operating Activities		
Net Income (Loss)	$ 4,573,598	$ 6,579,904
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided (Used) by Operating Activities:		
Equity Based Compensation	247,183	330,037
Net Realized (Gains) Losses on Investments	(2,356,388)	(3,240,874)
Change in Unrealized (Gains) Losses on Investments	(2,242,367)	(3,756,292)
Other Non-Cash Amounts	(48,142)	(35,113)
Cash Flows Due to Changes in Operating Assets and Liabilities:		
Change in Cash and Cash Equivalents Held at Consolidated Entities	150,960	605,227
Change in Due from / to Affiliates	(14,661)	(31,536)
Change in Other Assets	86,997	48,239
Change in Accounts Payable, Accrued Expenses and Other Liabilities	475,596	372,000
Investments Purchased	(23,712,434)	(8,006,391)
Cash Proceeds from Sale of Investments	24,635,228	11,754,084
Net Cash Provided (Used) by Operating Activities	1,795,570	4,619,285
Investing Activities		
Change in Restricted Cash and Cash Equivalents	42,137	20,246
Purchase of Furniture, Computer Hardware and Leasehold Improvements	(7,967)	(28,627)
Net Cash Provided (Used) by Investing Activities	34,170	(8,381)
Financing Activities		
Distributions to Partners	(365,310)	(138,217)
Distributions to Redeemable Noncontrolling Interests	(52,554)	(988)
Contributions from Redeemable Noncontrolling Interests	138,063	179,767
Distributions to Noncontrolling Interests	(7,076,983)	(6,233,832)
Contributions from Noncontrolling Interests	4,496,197	2,276,163
Net Delivery of Common Units - Equity Incentive Plan	16,563	
Proceeds from Debt Obligations	1,188,729	519,996
Repayment of Debt Obligations	(287,633)	(770,924)
Financing Costs Paid	(4,960)	(7,776)
Net Cash Provided (Used) by Financing Activities	(1,947,888)	(4,175,811)
Net Increase/(Decrease) in Cash and Cash Equivalents	(118,148)	435,093
Cash and Cash Equivalents, Beginning of Period	1,230,464	843,261
Cash and Cash Equivalents, End of Period	$ 1,112,316	$ 1,278,354

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (Continued)

(Amounts in Thousands)

	Nine Months Ended September 30, 2013		Nine Months Ended September 30, 2012	
Supplemental Disclosures of Cash Flow Information				
Payments for Interest	$	68,809	$	124,522
Payments for Income Taxes	$	74,217	$	59,041
Supplemental Disclosures of Non-Cash Investing and Financing Activities				
Non-Cash Contributions of Equity Based Compensation	$	247,183	$	330,037
Non-Cash Distributions to Noncontrolling Interests	$		$	38,369
Non-Cash Contributions from Noncontrolling Interests	$	119,195	$	
Foreign Exchange Gains (Losses) on Debt Obligations	$	(2,322)	$	(901)
Tax Effects Resulting from Exchange of KKR Holdings L.P. Units and delivery of KKR & Co. L.P. Common Units	$	14,415	$	1,223

See notes to condensed consolidated financial statements.

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KKR & CO. L.P.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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

1. ORGANIZATION

KKR & Co. L.P. (NYSE:KKR), together with its consolidated subsidiaries (KKR), is a leading global investment firm that offers a broad range of investment management services to fund investors and provides capital markets services for the firm, its portfolio companies and third parties. Led by Henry Kravis and George Roberts, KKR conducts business with offices around the world, which provides a global platform for sourcing transactions, raising capital and carrying out capital markets activities. KKR operates as a single professional services firm and generally carries out its investment activities under the KKR brand name.

KKR & Co. L.P. was formed as a Delaware limited partnership on June 25, 2007 and its general partner is KKR Management LLC (the Managing Partner). KKR & Co. L.P. is the parent company of KKR Group Limited, which is the non-economic general partner of KKR Group Holdings L.P. (Group Holdings), and KKR & Co. L.P. is the sole limited partner of Group Holdings. Group Holdings holds a controlling economic interest in each of (i) KKR Management Holdings L.P. (Management Holdings) through KKR Management Holdings Corp., a Delaware corporation which is a domestic corporation for U.S. federal income tax purposes, and (ii) KKR Fund Holdings L.P. (Fund Holdings and together with Management Holdings, the KKR Group Partnerships) directly and through KKR Fund Holdings GP Limited, a Cayman Island limited company which is a disregarded entity for U.S. federal income tax purposes. Group Holdings also owns certain economic interests in Management Holdings through a wholly owned Delaware corporate subsidiary of KKR Management Holdings Corp. and certain economic interests in Fund Holdings through a Delaware partnership of which Group Holdings is the general partner with a 99% economic interest and KKR Management Holdings Corp. is a limited partner with a 1% economic interest. KKR & Co. L.P., through its indirect controlling economic interests in the KKR Group Partnerships, is the holding partnership for the KKR business.

KKR & Co. L.P. both indirectly controls the KKR Group Partnerships and indirectly holds equity units in each KKR Group Partnership (collectively, KKR Group Partnership Units) representing economic interests in KKR s business. The remaining KKR Group Partnership Units are held by KKR s principals through KKR Holdings L.P. (KKR Holdings), which is not a subsidiary of KKR. As of September 30, 2013, KKR & Co. L.P. held 41.3% of the KKR Group Partnership Units and KKR s principals held 58.7% of the KKR Group Partnership Units through KKR Holdings. The percentage ownership in the KKR Group Partnerships will continue to change as KKR Holdings and/or KKR s principals exchange units in the KKR Group Partnerships for KKR & Co. L.P. common units.

The following table presents the effect of changes in the ownership interest in the KKR Group Partnerships on KKR & Co. L.P. s equity:

Net income (loss) attributable to KKR & Co. L.P.	$	204,740	$	127,411	$	413,313	$	464,108
Transfers from noncontrolling interests:								
Exchange of KKR Group Partnership units held by KKR Holdings L.P. (a)		87,431		31,308		337,054		139,342
Change from net income (loss) attributable to KKR & Co. L.P. and transfers from noncontrolling interests held by KKR Holdings	$	292,171	$	158,719	$	750,367	$	603,450

(a) Increase in KKR & Co. L.P. partners capital for exchange of 7,216,913 and 2,784,209 for the three months ended September 30, 2013 and 2012, respectively, and 27,809,258 and 13,151,729 for the nine months ended September 30, 2013 and 2012, respectively, KKR Group Partnership units held by KKR Holdings L.P., inclusive of deferred taxes.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of KKR & Co. L.P. 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 annual financial statements. Management believes it has made all necessary adjustments (consisting of only normal recurring items) such that the condensed consolidated financial statements are presented fairly and that estimates made in preparing the 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. The December 31, 2012 condensed consolidated balance sheet data was derived from audited consolidated financial statements included in KKR s Annual Report on Form 10-K for the year ended December 31, 2012, which include all disclosures required by GAAP. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in KKR & Co. L.P. s Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC).

The condensed consolidated financial statements (referred to hereafter as the financial statements) include the accounts of KKR s management and capital markets companies, the general partners of certain unconsolidated funds and vehicles, general partners of consolidated funds and their respective consolidated funds and certain other entities.

KKR & Co. L.P. consolidates the financial results of the KKR Group Partnerships and their consolidated subsidiaries. KKR Holdings ownership interest in the KKR Group Partnerships is reflected as noncontrolling interests in the accompanying financial statements.

References in the accompanying financial statements to KKR s principals are to KKR s senior employees and non-employee operating consultants who hold interests in KKR s business through KKR Holdings, including those principals who also hold interests in the Managing Partner entitling those principals to vote for the election of the Managing Partners directors (the Senior Principals).

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of fees, expenses and investment income (loss) during the reporting periods. Such estimates include but are not limited to the valuation of investments and financial instruments. Actual results could differ from those estimates, and such differences could be material to the financial statements.

Consolidation

General

KKR consolidates (i) those entities in which it holds a majority voting interest or has majority ownership and control over significant operating, financial and investing decisions of the entity, including the KKR funds and vehicles in which KKR, as general partner, is presumed to have control, or (ii) entities determined to be variable interest entities (VIEs) for which KKR is considered the primary beneficiary.

With respect to KKR s consolidated funds and vehicles, KKR generally has operational discretion and control, and fund investors have no substantive rights to impact ongoing governance and operating activities of the fund, including the ability to remove the general partner, also known as kick-out rights. As a result, a fund should be consolidated unless KKR has a nominal level of equity at risk. To the extent that KKR commits a nominal amount of equity to a given fund and has no obligation to fund any future losses, the equity at risk to KKR is not considered substantive and the fund is typically considered a VIE as described below. In these cases, the fund investors are generally deemed to be the primary beneficiaries and KKR does not consolidate the fund. In cases when KKR s equity at risk is deemed to be substantive, the fund is generally not considered to be a VIE and KKR generally consolidates the fund.

KKR s funds and vehicles are consolidated by KKR notwithstanding the fact that KKR has only a minority economic interest in those funds. KKR s financial statements reflect the assets, liabilities, fees, expenses, investment income (loss) and cash flows of the consolidated KKR funds and vehicles on a gross basis, and the majority of the economic interests in those funds, which are held by third party fund investors, are attributed to noncontrolling interests in the accompanying financial statements. All of the management fees and certain other amounts earned by KKR from those funds are eliminated in consolidation. However, because the eliminated amounts are earned from, and funded by, noncontrolling interests, KKR s attributable share of the net income (loss) from those funds is increased by the amounts eliminated. Accordingly, the elimination in consolidation of such amounts has no effect on net income (loss) attributable to KKR or KKR partners capital.

KKR s funds and vehicles are, for GAAP purposes, investment companies and therefore are not required to consolidate their investments, including investments in portfolio companies, even if majority-owned and controlled. Rather, the KKR funds and vehicles reflect their investments at fair value as described in the Fair Value Measurements section. All intercompany transactions and balances have been eliminated.

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Variable Interest Entities

KKR consolidates all VIEs in which it is considered the primary beneficiary. An enterprise is determined to be the primary beneficiary if it has a controlling financial interest under GAAP. A controlling financial interest is defined as (a) the power to direct the activities of a variable interest entity that most significantly impact the entity s business 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 variable interest entity. The consolidation rules which were revised effective January 1, 2010, require an analysis to determine (a) whether an entity in which KKR has a variable interest is a VIE and (b) whether KKR s involvement, through the holding of equity interests directly or indirectly in the entity or contractually through other variable interests unrelated to the holding of equity interests, would give it a controlling financial interest under GAAP. Performance of that analysis requires the exercise of judgment. Where KKR has an interest in an entity that has qualified for the deferral of the consolidation rules, the analysis is based on consolidation rules prior to January 1, 2010. These rules require an analysis to determine (a) whether an entity in which KKR has a variable interest is a VIE and (b) whether KKR s involvement, through the holding of equity interests directly or indirectly in the entity or contractually through other variable interests would be expected to absorb a majority of the variability of the entity. Under both guidelines, KKR determines whether it is the primary beneficiary of a VIE at the time it becomes involved with a VIE and reconsiders that conclusion at each reporting date. In evaluating whether KKR is the primary beneficiary, KKR evaluates its economic interests in the entity held either directly by KKR or indirectly through related parties. The consolidation analysis can generally be performed qualitatively; however, if it is not readily apparent that KKR is not the primary beneficiary, a quantitative analysis may also be performed. Investments and redemptions (either by KKR, affiliates of KKR or third parties) or amendments to the governing documents of the respective entities could affect an entity s status as a VIE or the determination of the primary beneficiary. At each reporting date, KKR assesses whether it is the primary beneficiary and will consolidate or not consolidate accordingly.

As of September 30, 2013 and December 31, 2012, the maximum exposure to loss, before allocations to the carry pool, if any, for those VIEs in which KKR is determined not to be the primary beneficiary but in which it has a variable interest is as follows:

	September 30, 2013	December 31, 2012
Investments	$ 201,197	$ 188,408
Due from Affiliates, net	5,209	2,266
Maximum Exposure to Loss	$ 206,406	$ 190,674

For those unconsolidated VIEs in which KKR is the sponsor, KKR may have an obligation as general partner to provide commitments to such funds. As of September 30, 2013 and December 31, 2012, KKR did not provide any support other than its obligated amount.

KKR s investment strategies differ by investment fund; however, the fundamental risks have similar characteristics, including loss of invested capital and loss of management fees and carried interests. Accordingly, disaggregation of KKR s involvement by type of VIE would not provide more useful information.

Business Combinations

Acquisitions are accounted for using the acquisition method of accounting. The purchase price of an acquisition is allocated to the assets acquired and liabilities assumed using the estimated fair values at the acquisition date. Transaction costs are expensed as incurred.

Intangible Assets

Intangible assets consist primarily of contractual rights to earn future fee income, including management and incentive fees, and are included in Other Assets within the statements of financial condition. Identifiable finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives and amortization expense is included within General, Administrative and Other in the accompanying condensed consolidated statements of operations. Intangible assets are reviewed for impairment when circumstances indicate an impairment may exist. KKR does not have any indefinite-lived intangible assets.

Goodwill

Goodwill represents the excess of acquisition cost over the fair value of net tangible and intangible assets acquired in connection with an acquisition. Goodwill will be assessed for impairment annually or more frequently if circumstances indicate impairment may have occurred. Goodwill is recorded in Other Assets within the condensed consolidated statements of financial condition.

Redeemable Noncontrolling Interests

Redeemable Noncontrolling Interests represent noncontrolling interests of certain investment vehicles and funds that are subject to periodic redemption by fund investors following the expiration of a specified period of time (typically between one and three years), or may be withdrawn subject to a redemption fee during the period when capital may not be otherwise withdrawn. Limited partner interests subject to redemption as described above are presented as Redeemable Noncontrolling Interests within the condensed consolidated statements of financial condition and presented as Net Income (Loss) attributable to Redeemable Noncontrolling Interests within the condensed consolidated statements of operations.

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When redeemable amounts become legally payable to fund 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 investment vehicles and funds in which redemption rights have not been granted, noncontrolling interests are presented within Equity in the condensed consolidated statements of financial condition as Noncontrolling Interests.

Noncontrolling Interests

Noncontrolling interests represent (i) noncontrolling interests in consolidated entities and (ii) noncontrolling interests held by KKR Holdings.

Noncontrolling Interests in Consolidated Entities

Noncontrolling interests in consolidated entities represent the non-redeemable ownership interests in KKR that are held primarily by:

(i) third party fund investors in KKR s funds;

(ii) a former principal and such person s designees representing an aggregate of 1% of the carried interest received by the general partners of KKR s funds and 1% of KKR s other profits (losses) until a future date;

(iii) certain of KKR s former principals and their designees representing a portion of the carried interest received by the general partners of KKR s private equity funds that was allocated to them with respect to private equity investments made during such former principals previous tenure with KKR;

(iv) certain of KKR s current and former principals representing all of the capital invested by or on behalf of the general partners of KKR s private equity funds prior to October 1, 2009 and any returns thereon; and

(v) third parties in KKR s capital markets business.

Noncontrolling Interests held by KKR Holdings

Noncontrolling interests held by KKR Holdings include economic interests held by KKR s principals in the KKR Group Partnerships. KKR s principals receive financial benefits from KKR s business in the form of distributions received from KKR Holdings and through their direct and indirect participation in the value of KKR Group Partnership Units held by KKR Holdings. These financial benefits are not paid by KKR and are borne by KKR Holdings.

The following table presents the calculation of noncontrolling interests held by KKR Holdings:

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Balance at the beginning of the period	$ 4,699,114	$ 4,795,697	$ 4,981,864	$ 4,342,157
Net income (loss) attributable to noncontrolling interests held by KKR Holdings (a)	300,169	249,460	662,387	946,484
Other comprehensive income (loss), net of tax (b)	(96)	3,396	(4,846)	(797)
Impact of the exchange of KKR Holdings units to KKR & Co. L.P. common units (c)	(84,838)	(31,203)	(328,481)	(138,119)
Equity based compensation	53,988	104,792	162,602	282,358
Capital contributions	600	437	1,399	1,658
Capital distributions	(172,719)	(78,106)	(678,707)	(389,268)
Balance at the end of the period	$ 4,796,218	$ 5,044,473	$ 4,796,218	$ 5,044,473

(a) Refer to the table below for calculation of Net income (loss) attributable to noncontrolling interests held by KKR Holdings.

(b) Calculated on a pro rata basis based on the weighted average KKR Group Partnership Units held by KKR Holdings during the reporting period.

(c) Calculated based on the proportion of KKR Holdings units exchanged for KKR & Co. L.P. common units pursuant to the exchange agreement during the reporting period. The exchange agreement provides for the exchange of KKR Group Partnership Units held by KKR Holdings for KKR & Co. L.P. common units.

Net income (loss) attributable to KKR & Co. L.P. after allocation to noncontrolling interests held by KKR Holdings, with the exception of certain tax assets and liabilities that are directly allocable to KKR Management Holdings Corp., is attributed based on the percentage of the weighted average KKR Group Partnership Units held by KKR and KKR Holdings, each of which hold equity of the KKR Group Partnerships. However, primarily because of the (i) contribution of certain expenses borne entirely by KKR Holdings, (ii) the periodic exchange of KKR

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Holdings units for KKR & Co. L.P. common units pursuant to the exchange agreement and (iii) the contribution of certain expenses borne entirely by KKR associated with the KKR & Co. L.P. 2010 Equity Plan (Equity Incentive Plan), equity allocations shown in the condensed consolidated statement of changes in equity differ from their respective pro-rata ownership interests in KKR s net assets.

The following table presents Net income (loss) attributable to noncontrolling interests held by KKR Holdings:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income (loss)	$ 2,198,154	$ 2,102,786	$ 4,573,598	$ 6,579,904
Less: Net income (loss) attributable to Redeemable Noncontrolling Interests	9,169	9,994	25,992	18,551
Less: Net income (loss) attributable to Noncontrolling Interests in consolidated entities	1,684,076	1,715,921	3,471,906	5,150,761
Plus: Income taxes attributable to KKR Management Holdings Corp.	3,020	7,070	12,894	28,187
Net income (loss) attributable to KKR & Co. L.P. and KKR Holdings	$ 507,929	$ 383,941	$ 1,088,594	$ 1,438,779
Net income (loss) attributable to noncontrolling interests held by KKR Holdings	$ 300,169	$ 249,460	$ 662,387	$ 946,484

Investments

Investments consist primarily of private equity, real assets, fixed income, equity method and other investments. Investments are carried at their estimated fair values, with unrealized gains or losses resulting from changes in fair value reflected as a component of Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations. Investments denominated in currencies other than the U.S. dollar are valued based on the spot rate of the respective currency at the end of the reporting period with changes related to exchange rate movements reflected as a component of Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations. Security and loan transactions are recorded on a trade date basis. Further disclosure on investments is presented in Note 4, Investments.

The following describes the types of securities held within each investment class.

Private Equity - Consists primarily of investments in companies with operating businesses.

Real Assets - Consists primarily of investments in (i) oil and natural gas properties (natural resources), (ii) infrastructure assets, and (iii) residential and commercial real estate assets and businesses (real estate).

Fixed Income - Consists primarily of investments in below investment grade corporate debt securities (primarily high yield bonds and syndicated bank loans), distressed and opportunistic debt and interests in collateralized loan obligations.

Equity Method - Consists primarily of investments in unconsolidated investment funds and vehicles that are accounted for using the equity method of accounting. Under the equity method of accounting, KKR s share of earnings (losses) from equity method investments is reflected as a component of Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations. Because the underlying investments of unconsolidated investment funds and vehicles are reported at fair value, the carrying value of KKR s equity method investments approximates fair value.

Other - Consists primarily of investments in common stock, preferred stock, warrants and options of companies that are not private equity, real assets or fixed income investments.

Fair Value Measurements

Investments and other financial instruments are measured and carried at fair value. The majority of investments and other financial instruments are held by the consolidated funds and vehicles. KKR s funds and vehicles are, for GAAP purposes, investment companies and reflect their investments and other financial instruments at fair value. KKR has retained the specialized accounting for the consolidated funds and vehicles in consolidation. Accordingly, the unrealized gains and losses resulting from changes in fair value of the investments held by KKR s funds and vehicles are reflected as a component of Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations.

For investments and other financial instruments that are not held in a consolidated fund or vehicle, KKR has elected the fair value option since these investments and other financial instruments are similar to those in the consolidated funds and vehicles. Such election is irrevocable and is applied on an investment by investment basis at initial recognition. Unrealized gains and losses resulting from changes in fair value are reflected as a component of Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations. The methodology for measuring the fair value of such investments and other financial instruments is consistent with the methodologies applied to investments and other financial instruments that are held in consolidated funds and vehicles.

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The carrying amounts of Other Assets, Accounts Payable, Accrued Expenses and Other Liabilities recognized on the statements of financial condition (excluding Fixed Assets, Goodwill, Intangible Assets, contingent consideration and certain debt obligations) approximate fair value due to their short term maturities. Further information on Fixed Assets is presented in Note 7, Other Assets and Accounts Payable, Accrued Expenses and Other Liabilities . Further information on Goodwill and Intangible Assets is presented in Note 14 Goodwill and Intangible Assets. Further information on contingent consideration is presented in Note 13 Acquisitions. KKR s debt obligations, except for KKR s 2020 and 2043 Senior Notes, bear interest at floating rates and therefore fair value approximates carrying value. Further information on KKR s 2020 and 2043 Senior Notes are presented in Note 8, Debt Obligations. The fair value for KKR s 2020 and 2043 Senior Notes were derived using Level II inputs similar to those utilized in valuing fixed income investments.

Fair value is the price 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. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation techniques are applied. These valuation techniques involve varying levels of management estimation and judgment, the degree of which is dependent on a variety of factors. See Note 5, Fair Value Measurements for further information on KKR s valuation techniques that involve unobservable inputs. Assets and liabilities recorded at fair value in the statements of financial condition are categorized based upon the level of judgment associated with the inputs used to measure their value. Hierarchical levels, as defined under GAAP, are directly related to the amount of subjectivity associated with the inputs to the valuation of these assets and liabilities. The hierarchical levels defined under GAAP are as follows:

Level I

Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. The type of investments and other financial instruments included in this category are publicly-listed equities and debt and securities sold short.

Level II

Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. Level II inputs include quoted prices for similar instruments in active markets, and inputs other than quoted prices that are observable for the asset or liability. The type of investments and other financial instruments included in this category are fixed income investments, convertible debt securities indexed to publicly-listed securities, and certain over-the-counter derivatives.

Level III

Inputs are unobservable for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. The types of assets and liabilities generally included in this category are private portfolio companies, real assets investments and fixed income investments for which a sufficiently liquid trading market does not exist.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. KKR s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset.

A significant decrease in the volume and level of activity for the asset or liability is an indication that transactions or quoted prices may not be representative of fair value because in such market conditions there may be increased instances of transactions that are not orderly. In those circumstances, further analysis of transactions or quoted prices is needed, and a significant adjustment to the transactions or quoted prices may be necessary to estimate fair value.

The availability of observable inputs can vary depending on the financial asset or liability and is affected by a wide variety of factors, including, for example, the type of instrument, whether the instrument has recently been issued, whether the instrument is traded on an active exchange or in the secondary market, and current market conditions. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by KKR in determining fair value is greatest for instruments categorized in Level III. The variability and availability of the observable inputs affected by the factors described above may cause transfers between Levels I, II, and III, which KKR recognizes at the beginning of the reporting period.

Investments and other financial instruments that have readily observable market prices (such as those traded on a securities exchange) are stated at the last quoted sales price as of the reporting date. KKR does not adjust the quoted price for these investments, even in situations where KKR holds a large position and a sale could reasonably affect the quoted price.

Level II Valuation Methodologies

Financial assets and liabilities categorized as Level II consist primarily of securities indexed to publicly-listed securities and fixed income and other investments. Fixed income investments generally have bid and ask prices that can be observed in the marketplace. Bid prices reflect the highest price that KKR and others are willing to pay for an asset. Ask prices represent the lowest price that KKR and others are willing to accept for an asset. For financial assets and liabilities whose inputs are based on bid-ask prices obtained from third party pricing services, fair value may

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not always be a predetermined point in the bid-ask range. KKR s policy is generally to allow for mid-market pricing and adjusting to the point within the bid-ask range that meets KKR s best estimate of fair value. For securities indexed to publicly listed securities, such as convertible debt, the securities are typically valued using standard convertible security pricing models. The key inputs into these models that require some amount of judgment are the credit spreads utilized and the volatility assumed. To the extent the company being valued has other outstanding debt securities that are publicly-traded, the implied credit spread on the company s other outstanding debt securities would be utilized in the valuation. To the extent the company being valued does not have other outstanding debt securities that are publicly-traded, the credit spread will be estimated based on the implied credit spreads observed in comparable publicly-traded debt securities. In certain cases, an additional spread will be added to reflect an illiquidity discount due to the fact that the security being valued is not publicly-traded. The volatility assumption is based upon the historically observed volatility of the underlying equity security into which the convertible debt security is convertible and/or the volatility implied by the prices of options on the underlying equity security.

Level III Valuation Methodologies

Financial assets and liabilities categorized as Level III consist primarily of the following:

Private Equity Investments: KKR generally employs two valuation methodologies when determining the fair value of a private equity investment. The first methodology is typically a market comparables analysis that considers key financial inputs and recent public and private transactions and other available measures. The second methodology utilized is typically a discounted cash flow analysis, which incorporates significant assumptions and judgments. Estimates of key inputs used in this methodology include the weighted average cost of capital for the investment and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. Other inputs are also used.

Upon completion of the valuations conducted using these methodologies, a weighting is ascribed to each method, and an illiquidity discount is typically applied where appropriate. The ultimate fair value recorded for a particular investment will generally be within a range suggested by the two methodologies.

When determining the weighting ascribed to each valuation methodology, KKR considers, among other factors, the availability of direct market comparables, the applicability of a discounted cash flow analysis and the expected hold period and manner of realization for the investment. These factors can result in different weightings among investments in the portfolio and in certain instances may result in up to a 100% weighting to a single methodology. Across the Level III private equity investment portfolio, approximately 93% of the fair value is derived from investments that are valued based exactly 50% on market comparables and 50% on a discounted cash flow analysis. Less than 5% of the fair value of the Level III private equity investment portfolio is derived from investments that are valued either based 100% on market comparables or 100% on a discounted cash flow analysis.

When determining the illiquidity discount to be applied, KKR seeks to take a uniform approach across its portfolio and generally applies a minimum 5% discount to all private equity investments. KKR then evaluates such private equity investments to determine if factors exist that could make it more challenging to monetize the investment and, therefore, justify applying a higher illiquidity discount. These factors generally include (i) whether KKR is unable to sell the portfolio company or conduct an initial public offering of the portfolio company due to the consent rights of a third party or similar factors, (ii) whether the portfolio company is undergoing significant restructuring activity or similar factors and (iii) characteristics about the portfolio company regarding its size and/or whether the portfolio company is experiencing, or expected to experience, a significant decline in earnings. These factors generally make it less likely that a portfolio company would be sold or publicly offered in the near term at a price indicated by using just a market multiples and/or discounted cash flow analysis, and these factors tend to reduce the number of opportunities to sell an investment and/or increase the time horizon over which an investment may be monetized.

Depending on the applicability of these factors, KKR determines the amount of any incremental illiquidity discount to be applied above the 5% minimum, and during the time KKR holds the investment, the illiquidity discount may be increased or decreased, from time to time, based on changes to these factors. The amount of illiquidity discount applied at any time requires considerable judgment about what a market participant would consider and is based on the facts and circumstances of each individual investment. Accordingly, the illiquidity discount ultimately considered by a market participant upon the realization of any investment may be higher or lower than that estimated by KKR in its valuations.

Real Assets Investments: For natural resources and infrastructure investments, KKR generally utilizes a discounted cash flow analysis, which incorporates significant assumptions and judgments. Estimates of key inputs used in this methodology include the weighted average cost of capital for the investment and assumed inputs used to calculate terminal values, such as exit EBITDA multiples. For real estate investments, KKR generally utilizes a combination of direct income capitalization and discounted cash flow analysis, which incorporates significant assumptions and judgments. Estimates of key inputs used in these methodologies include an unlevered discount rate and terminal capitalization rate. The valuations of real assets investments also use other inputs. Certain investments in real estate and natural resources generally do not include a minimum illiquidity discount.

Fixed Income Investments: Fixed income investments are valued using values obtained from dealers or market makers, and where these values are not available, fixed income investments are valued by KKR using internally developed valuation models. Valuation models are based on discounted cash flow analyses, for which the key inputs are determined based on market comparables, which incorporate similar instruments from similar issuers.

Other Investments: KKR generally employs the same valuation methodologies as described above for private equity investments when valuing these other investments.

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Key unobservable inputs that have a significant impact on KKR s Level III investment valuations as described above are included in Note 5 Fair Value Measurements. KKR utilizes several unobservable pricing inputs and assumptions in determining the fair value of its Level III investments. These unobservable pricing inputs and assumptions may differ by investment and in the application of KKR s valuation methodologies. KKR s reported fair value estimates could vary materially if KKR had chosen to incorporate different unobservable pricing inputs and other assumptions or, for applicable investments, if KKR only used either the discounted cash flow methodology or the market comparables methodology instead of assigning a weighting to both methodologies.

Level III Valuation Process

The valuation process involved for Level III measurements for private equity, real assets, fixed income, and other investments is completed on a quarterly basis and is designed to subject the valuation of Level III investments to an appropriate level of consistency, oversight, and review. KKR has a Private Markets valuation committee for private equity and real assets investments and a valuation committee for fixed income and other investments. The Private Markets valuation committee may be assisted by subcommittees for example in the valuation of real estate investments. Each of the Private Markets valuation committee and the fixed income valuation committee is assisted by a valuation team, which, except as noted below, is comprised only of employees who are not investment professionals responsible for preparing preliminary valuations or for oversight of any of the investments being valued. The valuation teams for natural resources, infrastructure and real estate investments contain investment professionals who participate in the preparation of preliminary valuations and oversight for those investments. The valuation committees and teams are responsible for coordinating and consistently implementing KKR s quarterly valuation policies, guidelines and processes. For investments classified as Level III, investment professionals prepare preliminary valuations based on their evaluation of financial and operating data, company specific developments, market valuations of comparable companies and other factors. These preliminary valuations are reviewed with the investment professionals by the applicable valuation team and are also reviewed by an independent valuation firm engaged by KKR to perform certain procedures in order to assess the reasonableness of KKR s valuations for all Level III investments, except for certain investments other than KKR private equity investments. All preliminary valuations are then reviewed by the applicable valuation committee, and after reflecting any input by their respective valuation committees, the preliminary valuations are presented to a single committee consisting of Senior Principals involved in various aspects of the KKR business. When these valuations are approved by this committee after reflecting any input from it, the valuations of Level III investments, as well as the valuations of Level I and Level II investments, are presented to the audit committee of KKR s board of directors and are then reported on to the board of directors.

Derivatives

Derivative contracts include forward, swap and option contracts related to foreign currencies and credit standing of reference entities to manage foreign exchange risk and credit risk arising from certain assets and liabilities. All derivatives are recognized in Other Assets or Accounts Payable, Accrued Expenses and Other Liabilities and are presented gross in the condensed consolidated statements of financial condition and measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. KKR s derivative financial instruments contain credit risk to the extent that its counterparties may be unable to meet the terms of the agreements. KKR attempts to minimize this risk by limiting its counterparties to major financial institutions with strong credit ratings.

Fees

Fees consist primarily of (i) monitoring fees from providing services to portfolio companies, (ii) consulting and other fees earned by consolidated entities from providing advisory and other services, (iii) management and incentive fees from providing investment management services to unconsolidated funds, a specialty finance company, structured finance and other vehicles, and separately managed accounts, and (iv) transaction fees earned in connection with successful investment transactions and from capital markets activities. These fees are based on the contractual terms of the governing agreements and are recognized when earned, which coincides with the period during which the related services are performed.

For the three and nine months ended September 30, 2013 and 2012, fees consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
Transaction Fees	$ 105,387	$ 74,168	$ 202,107	$ 161,290
Management Fees	45,787	21,070	130,402	61,841
Monitoring Fees	43,155	38,752	119,571	100,946
Consulting and Other Fees	25,261	10,396	50,873	35,249
Incentive Fees	438	17,768	34,691	31,495
Total Fees	$ 220,028	$ 162,154	$ 537,644	$ 390,821

Substantially all fees presented in the table above are earned from affiliates.

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Recently Issued Accounting Pronouncements

Disclosures About Offsetting Assets and Liabilities

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-11, Disclosures about Offsetting Assets and Liabilities (ASU 2011-11), which requires entities to disclose information about offsetting and related arrangements of financial instruments and derivative instruments. In February 2013, the FASB issued ASU 2013-01, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements established by ASU 2011-11. ASU 2011-11 was effective for KKR s fiscal year beginning January 1, 2013 and was applied retrospectively. The adoption of this guidance did not have a material impact on KKR s financial statements.

Disclosures About Reclassification Adjustments Out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (AOCI), which requires entities to disclose additional information about reclassification adjustments, including: (i) changes in AOCI balances by component and (ii) significant items reclassified out of AOCI. ASU 2013-02 was effective for KKR s fiscal year beginning January 1, 2013. The adoption of this guidance, which is related to disclosure only, did not have a material impact on KKR s financial statements. With respect to KKR, AOCI is comprised of only one component, foreign currency translation adjustments and for the three and nine months ended September 30, 2013 and 2012, there were no items reclassified out of AOCI. See KKR s condensed consolidated statements of comprehensive income and changes in equity.

Foreign Currency Matters

In March 2013, the FASB issued ASU 2013-05, Foreign Currency Matters, which indicates that the entire amount of a cumulative translation adjustment (CTA) related to an entity s investment in a foreign entity should be released when there has been a (i) sale of a subsidiary or group of net assets within a foreign entity and the sale represents the substantially complete liquidation of the investment in the foreign entity, (ii) loss of a controlling financial interest in an investment in a foreign entity, or (iii) step acquisition for a foreign entity. This guidance is effective for KKR s fiscal year beginning January 1, 2014, and is to be applied prospectively. The adoption of this guidance is not expected to have a material impact on KKR s financial statements.

Amendments to Investment Company Scope, Measurement, and Disclosures

In June 2013, the FASB issued ASU 2013-08, Financial Services Investment Companies Topic 946 (ASU 2013-08) which amends the scope, measurement, and disclosure requirements for investment companies. ASU 2013-08 (i) amends the criteria for an entity to qualify as an investment company, (ii) requires an investment company to measure noncontrolling ownership interests in other investment companies at fair value rather than using the equity method of accounting, and (iii) introduces new disclosures. This guidance is effective for KKR s fiscal year beginning January 1, 2014. Earlier application is prohibited. The adoption of this guidance is not expected to have a material impact on KKR s financial results and consolidated financial statements.

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3. NET GAINS (LOSSES) FROM INVESTMENT ACTIVITIES

Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations consist primarily of the realized and unrealized gains and losses on investments (including foreign exchange gains and losses attributable to foreign denominated investments and related activities) and other financial instruments, including those for which the fair value option has been elected. Unrealized gains or losses result from changes in the fair value of these investments and other financial instruments during a period. Upon disposition of an investment or financial instrument, previously recognized unrealized gains or losses are reversed and an offsetting realized gain or loss is recognized in the current period.

The following table summarizes total Net Gains (Losses) from Investment Activities for the three and nine months ended September 30, 2013 and 2012, respectively:

	Three Months Ended September 30, 2013		Three Months Ended September 30, 2012		Nine Months Ended September 30, 2013		Nine Months Ended September 30, 2012	
	Net Realized Gains (Losses)	**Net Unrealized Gains (Losses)**	**Net Realized Gains (Losses)**	**Net Unrealized Gains (Losses)**	**Net Realized Gains (Losses)**	**Net Unrealized Gains (Losses)**	**Net Realized Gains (Losses)**	**Net Unrealized Gains (Losses)**
Private Equity (a)	$ 692,932	$ 1,626,536	$ 1,204,668	$ 1,301,670	$ 2,180,059	$ 2,140,102	$ 3,066,087	$ 4,022,193
Fixed Income and Other (a)	63,032	72,901	8,694	153,260	202,623	20,638	65,780	198,803
Real Assets (a)		47,053		(180,288)	14,855	133,610	54,419	(325,545)
Equity Method (a)	10,016	13,123	46,028	(11,383)	35,532	27,863	80,439	55,865
Foreign Exchange Forward Contracts (b)	(528)	(235,792)	5,736	(174,299)	24,408	(77,043)	21,891	(129,679)
Foreign Currency Options (b)		(11,636)		(2,597)		198	(10,740)	3,939
Securities Sold Short (b)	(29,652)	(16,241)	(21,083)	(3,226)	(71,459)	(14,115)	(26,527)	(6,836)
Other Derivatives	(2,056)	1,229	(11,577)	(2,756)	(20,454)	4,907	(10,538)	(4,972)
Contingent Carried Interest Repayment Guarantee (c)								(55,937)
Foreign Exchange Gains (Losses) (d)	(2,849)	2,333	248	(4,482)	(9,176)	6,207	63	(1,539)
Total Net Gains (Losses) from Investment Activities	**$ 730,895**	**$ 1,499,506**	**$ 1,232,714**	**$ 1,075,899**	**$ 2,356,388**	**$ 2,242,367**	**$ 3,240,874**	**$ 3,756,292**

(a) See Note 4 Investments.

(b) See Note 7 Other Assets and Accounts Payable, Accrued Expenses and Other Liabilities.

(c) See Note 15 Commitments and Contingencies.

(d) Foreign Exchange Gains (Losses) includes foreign exchange gains (losses) on debt obligations, cash and cash equivalents, and cash and cash equivalents held at consolidated entities.

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4. INVESTMENTS

Investments consist of the following:

	Fair Value		Cost	
	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Private Equity	$ 35,268,074	$ 34,114,623	$ 27,354,669	$ 28,336,315
Fixed Income	4,846,730	3,396,067	4,732,436	3,266,846
Real Assets	2,434,733	1,775,683	4,388,965	3,861,792
Equity Method	533,677	200,831	325,282	20,847
Other	1,179,909	1,210,644	1,113,136	1,161,569
Total Investments	$ 44,263,123	$ 40,697,848	$ 37,914,488	$ 36,647,369

As of September 30, 2013, investments which represented greater than 5% of total investments consisted of Alliance Boots GmbH of $4.1 billion. As of December 31, 2012, investments which represented greater than 5% of the total investments consisted of Alliance Boots GmbH of $3.5 billion and HCA, Inc. of $2.1 billion. In addition, as of September 30, 2013 and December 31, 2012, investments totaling $2.9 billion and $2.1 billion, respectively, were pledged as direct collateral against various financing arrangements. See Note 8 Debt Obligations.

The following table represents private equity investments by industry as of September 30, 2013 and December 31, 2012, respectively:

	Fair Value	
	September 30, 2013	December 31, 2012
Health Care	$ 8,509,698	$ 7,708,080
Technology	4,770,255	4,566,236
Manufacturing	4,492,445	3,240,474
Retail	4,410,526	4,970,092
Other	13,085,150	13,629,741
	$ 35,268,074	**$ 34,114,623**

In the table above, other investments represents private equity investments in the following industries: Education, Financial Services, Forestry, Consumer Products, Media, Services, Telecommunications, Transportation and Recycling. None of these industries represents more than 10% of total private equity investments as of September 30, 2013.

The majority of the securities underlying private equity investments represent equity securities. As of September 30, 2013 and December 31, 2012, the fair value of investments that were other than equity securities amounted to $547.6 million and $364.5 million, respectively.

Equity Method

Equity method investments include certain investments in private equity and real assets funds, funds of hedge funds, and alternative credit funds, which are not consolidated, but in which KKR is deemed to exert significant influence for accounting purposes. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these investments.

KKR evaluates each of its equity method investments to determine if any were significant as defined by guidance from the SEC. As of and for the three and nine months ended September 30, 2013 and 2012, KKR s equity method investments did not meet the significance criteria either on an individual or group basis. As such, presentation of separate financial statements for any of its equity method investments or summarized financial information on an individual or group basis is not required.

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5. FAIR VALUE MEASUREMENTS

The following tables summarize the valuation of KKR s investments and other financial instruments measured and reported at fair value by the fair value hierarchy levels described in Note 2 Summary of Significant Accounting Policies as of September 30, 2013 and December 31, 2012 including those investments and other financial instruments for which the fair value option has been elected. Equity Method Investments have been excluded from the tables below.

Assets, at fair value:

	September 30, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Private Equity	$ 6,326,503	$ 1,830,426	$ 27,111,145	$ 35,268,074
Fixed Income		2,990,184	1,856,546	4,846,730
Real Assets	21,286		2,413,447	2,434,733
Other	739,702	197,182	243,025	1,179,909
Total	7,087,491	5,017,792	31,624,163	43,729,446
Foreign Exchange Forward Contracts		95,526		95,526
Foreign Currency Options		6,741		6,741
Other Derivatives		5,160		5,160
Total Assets	$ 7,087,491	$ 5,125,219	$ 31,624,163	$ 43,836,873

	December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Private Equity	$ 8,015,680	$ 364,543	$ 25,734,400	$ 34,114,623
Fixed Income		1,809,021	1,587,046	3,396,067
Real Assets			1,775,683	1,775,683
Other	648,108	323,306	239,230	1,210,644
Total	8,663,788	2,496,870	29,336,359	40,497,017
Foreign Exchange Forward Contracts		137,786		137,786
Foreign Currency Options		4,992		4,992
Other Derivatives		882		882
Total Assets	$ 8,663,788	$ 2,640,530	$ 29,336,359	$ 40,640,677

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Liabilities, at fair value:

	September 30, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Securities Sold Short	$ 564,963	$ 47,137	$	$ 612,100
Foreign Currency Options		4,913		4,913
Foreign Exchange Forward Contracts		264,097		264,097
Unfunded Revolver Commitments		368		368
Other Derivatives		5,208		5,208
Total Liabilities	$ 564,963	$ 321,723	$	$ 886,686

	December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Securities Sold Short	$ 321,977	$ 28,376	$	$ 350,353
Foreign Currency Options		3,362		3,362
Foreign Exchange Forward Contracts		229,314		229,314
Unfunded Revolver Commitments		2,568		2,568
Other Derivatives		3,751		3,751
Total Liabilities	$ 321,977	$ 267,371	$	$ 589,348

The following tables summarize changes in private equity, fixed income, real assets and other investments measured and reported at fair value for which Level III inputs have been used to determine fair value for the three and nine months ended September 30, 2013 and 2012, respectively:

	Three Months Ended September 30, 2013				
	Private Equity	Fixed Income	Real Assets	Other	Total Level III Investments
Balance, Beginning of Period	$ 25,992,622	$ 1,416,016	$ 2,198,427	$ 184,213	$ 29,791,278
Transfers In (1)		44,503		34,978	79,481
Transfers Out (2)	(904,039)	(17,594)		(4,040)	(925,673)
Purchases	1,071,808	503,140	167,967	35,922	1,778,837
Sales	(15,945)	(117,103)		(5,064)	(138,112)
Settlements		16,002			16,002
Net Realized Gains (Losses)	15,945	2,240		(557)	17,628
Net Unrealized Gains (Losses)	950,754	9,342	47,053	(2,427)	1,004,722
Balance, End of Period	$ 27,111,145	$ 1,856,546	$ 2,413,447	$ 243,025	$ 31,624,163
Changes in Net Unrealized Gains (Losses) Included in Net Gains	$ 966,779	$ 9,547	$ 47,053	$ (2,427)	$ 1,020,952

(Losses) from Investment Activities (including foreign exchange gains and losses attributable to foreign-denominated investments) related to Investments still held at Reporting Date

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	Three Months Ended September 30, 2012				
	Private Equity	Fixed Income	Real Assets	Other	Total Level III Investments
Balance, Beginning of Period	$ 23,683,081	$ 1,136,459	$ 1,561,661	$ 140,019	$ 26,521,220
Transfers In (1)		32,076			32,076
Transfers Out (2)		(22,839)			(22,839)
Purchases	395,953	319,180	215,997	30,137	961,267
Sales	(2,383,412)	(63,797)		(191)	(2,447,400)
Settlements		12,031			12,031
Net Realized Gains (Losses)	1,204,668	2,075		(1,081)	1,205,662
Net Unrealized Gains (Losses)	845,128	40,040	(180,268)	12,847	717,747
Balance, End of Period	$ 23,745,418	$ 1,455,225	$ 1,597,390	$ 181,731	$ 26,979,764
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities (including foreign exchange gains and losses attributable to foreign-denominated investments) related to Investments still held at Reporting Date	$ 1,806,675	$ 42,141	$ (180,268)	$ 12,847	$ 1,681,395

(1) The Transfers In noted in the tables above for fixed income and other investments are principally attributable to certain investments that experienced an insignificant level of market activity during the period and thus were valued in the absence of observable inputs.

(2) The Transfers Out noted in the tables above for private equity investments are attributable to portfolio companies that are now valued using their publicly traded market price. The Transfers Out noted above for fixed income and other investments are principally attributable to certain investments that experienced a higher level of market activity during the period and thus were valued using observable inputs.

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	Nine Months Ended September 30, 2013				
	Private Equity	Fixed Income	Real Assets	Other	Total Level III Investments
Balance, Beginning of Period	$ 25,734,400	$ 1,587,046	$ 1,775,683	$ 239,230	$ 29,336,359
Transfers In (1)		53,439		34,978	88,417
Transfers Out (2)	(1,819,651)	(252,323)		(23,304)	(2,095,278)
Purchases	2,346,126	954,462	545,424	46,574	3,892,586
Sales	(1,042,698)	(534,852)	(56,275)	(59,730)	(1,693,555)
Settlements		59,043			59,043
Net Realized Gains (Losses)	649,534	(2,683)	14,930	1,797	663,578
Net Unrealized Gains (Losses)	1,243,434	(7,586)	133,685	3,480	1,373,013
Balance, End of Period	$ 27,111,145	$ 1,856,546	$ 2,413,447	$ 243,025	$ 31,624,163
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities (including foreign exchange gains and losses attributable to foreign-denominated investments) related to Investments still held at Reporting Date	$ 1,817,352	$ 980	$ 169,051	$ 3,480	$ 1,990,863

	Nine Months Ended September 30, 2012				
	Private Equity	Fixed Income	Real Assets	Other	Total Level III Investments
Balance, Beginning of Period	$ 20,384,253	$ 1,016,759	$ 1,526,732	$ 96,179	$ 23,023,923
Transfers In (1)		32,387		1,061	33,448
Transfers Out (2)		(35,466)		(613)	(36,079)
Purchases	1,011,162	538,043	396,184	46,363	1,991,752
Sales	(2,630,914)	(146,288)	(54,419)	(2,852)	(2,834,473)
Settlements		13,439			13,439
Net Realized Gains (Losses)	1,318,993	10,326	54,419	98	1,383,836
Net Unrealized Gains (Losses)	3,661,924	26,025	(325,526)	41,495	3,403,918
Balance, End of Period	$ 23,745,418	$ 1,455,225	$ 1,597,390	$ 181,731	$ 26,979,764
Changes in Net Unrealized Gains (Losses) Included in Net Gains (Losses) from Investment Activities (including foreign exchange gains and losses attributable to foreign-denominated investments) related to Investments still held at Reporting Date	$ 4,740,397	$ 32,058	$ (284,410)	$ 41,711	$ 4,529,756

(1) The Transfers In noted in the tables above for fixed income and other investments are principally attributable to certain investments that experienced an insignificant level of market activity during the period and thus were valued in the absence of observable inputs.

(2) The Transfers Out noted in the tables above for private equity investments are attributable to portfolio companies that are now valued using their publicly traded market price. The Transfers Out noted above for fixed income and other investments are principally attributable to certain investments that experienced a higher level of market activity during the period and thus were valued using observable inputs.

Total realized and unrealized gains and losses recorded for Level III investments are reported in Net Gains (Losses) from Investment Activities in the condensed consolidated statements of operations. There were no transfers between Level I and Level II during the three and nine months ended September 30, 2013 and 2012, respectively.

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The following table presents additional information about valuation methodologies and inputs used for investments that are measured at fair value and categorized within Level III as of September 30, 2013:

[redacted]							
Private Equity Investments	**$**	**27,111,145**					
[redacted]							
Healthcare	$	6,040,325	Inputs to both market comparable	Illiquidity Discount	7%	5% - 15%	Decrease
[redacted]							
				Weight Ascribed to Discounted Cash Flow	50%	50% - 50%	(5)
[redacted]							
			Market comparables	Enterprise Value/LTM EBITDA Multiple	10x	9x - 12x	Increase
[redacted]							
[redacted]							
				Enterprise Value/LTM EBITDA Exit Multiple	11x	9x - 12x	Increase
[redacted]							
Retail	$	4,256,587	Inputs to both market comparable	Illiquidity Discount	8%	5% - 20%	Decrease
[redacted]							
				Weight Ascribed to Discounted Cash Flow	50%	50% - 100%	(5)
[redacted]							
			Market comparables	Enterprise Value/LTM EBITDA Multiple	10x	7x - 12x (6)	Increase
[redacted]							
[redacted]							
				Enterprise Value/LTM EBITDA Exit Multiple	8x	6x - 9x	Increase
[redacted]							
Technology	$	3,490,811	Inputs to both market comparable	Illiquidity Discount	10%	5% - 15%	Decrease
[redacted]							
				Weight Ascribed to Discounted Cash Flow	50%	50% - 50%	(5)
[redacted]							
			Market comparables	Enterprise Value/LTM EBITDA Multiple	11x	5x - 13x	Increase
[redacted]							
				Control Premium	2%	0% - 20% (7)	Increase
[redacted]							
			Discounted cash flow	Weighted Average Cost of Capital	11%	8% - 14%	Decrease
[redacted]							

[redacted]							
Manufacturing	$	3,488,553	Inputs to both market comparable	Illiquidity Discount	9%	5% - 15%	Decrease
[redacted]							
				Weight Ascribed to Discounted Cash Flow	54%	33% - 67%	(5)
[redacted]							
			Market comparables	Enterprise Value/LTM EBITDA Multiple	12x	6x - 14x	Increase
[redacted]							
				Control Premium	2%	0% - 20% (7)	Increase
[redacted]							
			Discounted cash flow	Weighted Average Cost of Capital	13%	9% - 19%	Decrease
[redacted]							
			and discounted cash flow	Weight Ascribed to Market Comparables	50%	50% - 50%	(4)
[redacted]							
				Enterprise Value/Forward EBITDA Multiple	10x	7x - 14x	Increase
[redacted]							
			Discounted cash flow	Weighted Average Cost of Capital	10%	8% - 18%	Decrease
[redacted]							
			and discounted cash flow	Weight Ascribed to Market Comparables	50%	0% - 100%	(4)
[redacted]							
				Enterprise Value/Forward EBITDA Multiple	11x	6x - 13x	Increase
[redacted]							
				Enterprise Value/LTM EBITDA Exit Multiple	10x	5x - 12x	Increase
[redacted]							
Real Assets	**$**	**2,413,447**					
[redacted]							
Natural Resources/Infrastructure	$	1,965,734	Discounted cash flow	Weighted Average Cost of Capital	11%	6% - 21%	Decrease
[redacted]							
			and discounted cash flow	Weight Ascribed to Discounted Cash Flow	82%	50% - 100%	(5)
[redacted]							

[redacted]					
	Direct Income Capitalization	Current Capitalization Rate	7%	6% - 8%	Decrease
[redacted]					
	Discounted cash flow	Unlevered Discount Rate	12%	9% - 23%	Decrease
[redacted]					
[redacted]					
		Yield	12%	8% - 24%	Decrease
[redacted]					
		Illiquidity Discount	8%	5% - 10%	Decrease

In the table above, other investments, within private equity investments, represents the following industries: Education, Financial Services, Forestry, Media, Services, Telecommunications, Transportation and Recycling. None of these industries represents more than 10% of total Level III private equity investments as of September 30, 2013.

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(1) In determining certain of these inputs, management evaluates a variety of factors including economic conditions, industry and market developments, market valuations of comparable companies and company specific developments including exit strategies and realization opportunities. Management has determined that market participants would take these inputs into account when valuing the investments. LTM means Last Twelve Months and EBITDA means Earnings Before Interest Taxes Depreciation and Amortization.

(2) Inputs were weighted based on the fair value of the investments included in the range.

(3) Unless otherwise noted, this column represents the directional change in the fair value of the Level III investments that would result from an increase to the corresponding unobservable input. A decrease to the unobservable input would have the opposite effect. Significant increases and decreases in these inputs in isolation could result in significantly higher or lower fair value measurements.

(4) The directional change from an increase in the weight ascribed to the market comparables approach would increase the fair value of the Level III investments if the market comparables approach results in a higher valuation than the discounted cash flow approach. The opposite would be true if the market comparables approach results in a lower valuation than the discounted cash flow approach.

(5) The directional change from an increase in the weight ascribed to the discounted cash flow approach would increase the fair value of the Level III investments if the discounted cash flow approach results in a higher valuation than the market comparables approach. The opposite would be true if the discounted cash flow approach results in a lower valuation than the market comparables approach.

(6) Ranges shown exclude inputs relating to a single portfolio company that was determined to lack comparability with other investments in KKR s private equity portfolio. This portfolio company had a fair value representing less than 0.5% of the total fair value of Private Equity Investments and had an Enterprise Value/LTM EBITDA Multiple and Enterprise Value/Forward EBITDA Multiple of 24x and 18x, respectively. The exclusion of this investment does not impact the weighted average.

(7) Level III private equity investments whose valuations include a control premium represent less than 5% of total Level III private equity investments. The valuations for the remaining investments do not include a control premium.

(8) Amounts include $529.7 million of investments that were valued using dealer quotes or third party valuation firms.

(9) The directional change from an increase in the weight ascribed to the direct income capitalization approach would increase the fair value of the Level III investments if the direct income capitalization approach results in a higher valuation than the discounted cash flow approach. The opposite would be true if the direct income capitalization approach results in a lower valuation than the discounted cash flow approach.

The table above excludes Other Investments in the amount of $243.0 million comprised primarily of privately-held equity and equity-like securities (e.g. warrants) in companies that are neither private equity, real assets nor fixed income investments. These investments were valued using Level III valuation methodologies that are generally the same as those shown for private equity investments.

The various unobservable inputs used to determine the Level III valuations may have similar or diverging impacts on valuation. Significant increases and decreases in these inputs in isolation and interrelationships between those inputs could result in significantly higher or lower fair value measurements as noted in the table above.

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6. NET INCOME (LOSS) ATTRIBUTABLE TO KKR & CO. L.P. PER COMMON UNIT

For the three and nine months ended September 30, 2013 and 2012, basic and diluted Net Income (Loss) attributable to KKR & Co. L.P. per common unit were calculated as follows:

	Three Months Ended September 30, 2013		Three Months Ended September 30, 2012		Nine Months Ended September 30, 2013		Nine Months Ended September 30, 2012	
	Basic	**Diluted**	**Basic**	**Diluted**	**Basic**	**Diluted**	**Basic**	**Diluted**
Net Income (Loss) Attributable to KKR & Co. L.P.	$ 204,740	$ 204,740	$ 127,411	$ 127,411	$ 413,313	$ 413,313	$ 464,108	$ 464,108
Net Income (Loss) Attributable to KKR & Co. L.P. Per Common Unit	$ 0.73	$ 0.66	$ 0.53	$ 0.49	$ 1.53	$ 1.40	$ 1.98	$ 1.86
Weighted-Average Common Units Outstanding	282,148,802	308,135,191	239,696,358	257,646,622	270,484,224	296,181,070	234,876,879	249,359,200

For the three and nine months ended September 30, 2013 and 2012, KKR Holdings units have been excluded from the calculation of diluted Net Income (Loss) attributable to KKR & Co. L.P. per common unit since the exchange of these units would proportionally increase KKR & Co. L.P. s interests in the KKR Group Partnerships and would have an anti-dilutive effect on earnings per common unit as a result of certain tax benefits KKR & Co. L.P. is assumed to receive upon the exchange.

Diluted Net Income (Loss) attributable to KKR & Co. L.P. per common unit includes unvested equity awards that have been granted under the Equity Incentive Plan since these equity awards dilute KKR and KKR Holdings pro rata in accordance with their respective ownership interests in the KKR Group Partnerships.

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7. OTHER ASSETS AND ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER LIABILITIES

Other assets consist of the following:

	September 30, 2013	December 31, 2012
Due from Broker (a)	$ 572,551	$ 189,202
Interest and Notes Receivable (b)	410,786	469,456
Unsettled Investment Sales (c)	267,397	90,666
Intangible Assets, net (d)	182,529	197,484
Deferred Tax Assets, net	172,680	105,654
Oil & Gas Assets, net	151,526	
Foreign Exchange Forward Contracts (e)	95,526	137,786
Goodwill (f)	89,000	89,000
Fixed Assets, net (g)	77,842	79,570
Receivables	31,457	267,126
Deferred Financing Costs	23,179	20,918
Prepaid Taxes	20,595	706
Deferred Transaction Costs	18,540	14,633
Prepaid Expenses	11,279	11,373
Refundable Security Deposits	7,046	7,428
Foreign Currency Options (h)	6,741	4,992
Other	29,925	15,061
	$ 2,168,599	$ 1,701,055

(a) Represents amounts held at clearing brokers resulting from securities transactions.

(b) Represents interest receivable and promissory notes due from third parties. The promissory notes bear interest at rates ranging from 1.5% - 3.0% per annum and mature between 2015 and 2016.

(c) Represents amounts due from third parties for investments sold for which cash settlement has not occurred.

(d) Net of accumulated amortization of $36,357 and $21,402 as of September 30, 2013 and December 31, 2012, respectively. Amortization expense totaled $4,985 and $947 for the three months ended September 30, 2013 and 2012, respectively, and $14,955 and $2,841 for the nine months ended September 30, 2013 and 2012, respectively.

(e) Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign denominated investments. Such instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these instruments.

(f) See Note 14 Goodwill and Intangible Assets.

(g) Net of accumulated depreciation and amortization of $102,995 and $92,467 as of September 30, 2013 and December 31, 2012, respectively. Depreciation and amortization expense totaled $3,619 and $3,157 for the three months ended September 30, 2013 and 2012, respectively, and $11,042 and $8,987 for the nine months ended September 30, 2013 and 2012, respectively.

(h) Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign denominated investments. The instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these instruments. The cost bases for these instruments at September 30, 2013 and December 31, 2012 was $2,332.

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7. OTHER ASSETS AND ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER LIABILITIES (Continued)

Accounts Payable, Accrued Expenses and Other Liabilities consist of the following:

	September 30, 2013	December 31, 2012
Amounts Payable to Carry Pool (a)	$ 927,082	$ 776,750
Securities Sold Short (b)	612,100	350,353
Foreign Exchange Forward Contracts (c)	264,097	229,314
Unsettled Investment Purchases (d)	227,191	172,583
Accounts Payable and Accrued Expenses	156,493	97,389
Accrued Compensation and Benefits	154,249	17,265
Contingent Consideration Obligation (e)	93,400	71,300
Due to Broker (f)	39,601	49,204
Deferred Rent and Income	28,247	19,228
Interest Payable	8,189	11,746
Foreign Currency Options (g)	4,913	3,362
Taxes Payable	3,965	9,250
Other Liabilities	8,349	16,911
	$ 2,527,876	$ 1,824,655

(a) Represents the amount of carried interest payable to KKR s principals, professionals and other individuals with respect to KKR s active funds and co-investment vehicles that provide for carried interest.

(b) Represents the obligations of KKR to deliver a specified security at a future point in time. Such securities are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these instruments. The cost bases for these instruments at September 30, 2013 and December 31, 2012 were $591,072 and $343,440, respectively.

(c) Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign denominated investments. Such instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these instruments.

(d) Represents amounts owed to third parties for investment purchases for which cash settlement has not occurred.

(e) See Note 13 Acquisitions.

(f) Represents amounts owed for securities transactions initiated at clearing brokers.

(g) Represents derivative financial instruments used to manage foreign exchange risk arising from certain foreign denominated investments. The instruments are measured at fair value with changes in fair value recorded in Net Gains (Losses) from Investment Activities in the accompanying condensed consolidated statements of operations. See Note 3 Net Gains (Losses) from Investment Activities for the net changes in fair value associated with these instruments. The cost bases for these instruments at September 30, 2013 and December 31, 2012 was $0.

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8. DEBT OBLIGATIONS

KKR borrows and enters into credit agreements for its general operating and investment purposes and certain of its investment vehicles borrow to meet financing needs of their operating and investing activities.

Debt obligations as of September 30, 2013 and December 31, 2012 were $2,027,116 and $1,123,414, respectively, which consist of the following:

	September 30, 2013		December 31, 2012	
	Carrying Value	**Fair Value (a)**	**Carrying Value**	**Fair Value (a)**
Senior Notes				
2020 Senior Notes - KKR Issued 6.375% Notes Due 9/29/2020, $500 Million Principal Amount	$ 498,544	$ 575,000	$ 498,388	$ 579,200
2043 Senior Notes - KKR Issued 5.500% Notes Due 2/1/2043, $500 Million Principal Amount	494,407	422,550		
	$ 992,951	$ 997,550	$ 498,388	$ 579,200

(a) Fair value is determined by third party broker quotes and these notes are classified as Level II within the fair value hierarchy.

	September 30, 2013		December 31, 2012	
	Outstanding	**Available**	**Outstanding**	**Available**
Investment Financing Arrangements (a)				
Investment Financing Arrangements (b) (c)	$ 1,034,165	$ 353,640	$ 625,026	$ 377,055

(a) Certain of KKR s investment vehicles have entered into financing arrangements with major financial institutions, generally in connection with specific investments with the objective of enhancing returns or to provide liquidity to such vehicles. These financing arrangements are generally not direct obligations of the general partners of KKR s investment vehicles or its management companies.

(b) Weighted average interest rate is 2.80% and 3.09% as of September 30, 2013 and December 31, 2012.

(c) Weighted average years to maturity is 2.0 years and 3.2 years as of September 30, 2013 and December 31, 2012.

	September 30, 2013		December 31, 2012	
	Outstanding	**Available**	**Outstanding**	**Available**
Revolving Credit Arrangements				
Revolving Credit Arrangements	$	$ 1,250,000	$	$ 1,250,000

2043 Senior Notes

On February 1, 2013, KKR Group Finance Co. II LLC, a subsidiary of KKR Management Holdings Corp., issued $500 million aggregate principal amount of 5.50% Senior Notes (the 2043 Senior Notes), which were issued at a price of 98.856%. The 2043 Senior Notes are unsecured and unsubordinated obligations of KKR Group Finance Co. II LLC and will mature on February 1, 2043, unless earlier redeemed or repurchased. The 2043 Senior Notes are fully and unconditionally guaranteed, jointly and severally, by KKR & Co. L.P. and the KKR Group Partnerships. The guarantees are unsecured and unsubordinated obligations of the guarantors.

The 2043 Senior Notes bear interest at a rate of 5.50% per annum, accruing from February 1, 2013. Interest is payable semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2013.

The indenture, as supplemented by a first supplemental indenture, relating to the 2043 Senior Notes includes covenants, including limitations on KKR Group Finance Co. II LLC and the guarantors ability to, subject to exceptions, 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 indenture, as supplemented, also provides for events of default and further provides that the trustee or the holders of not less than 25% in aggregate principal amount of the outstanding 2043 Senior Notes may declare the 2043 Senior Notes immediately due and payable upon the occurrence and during the continuance of any event of default after expiration of any applicable grace period. In the case of specified events of bankruptcy, insolvency, receivership or reorganization, the principal amount of the 2043 Senior Notes and any accrued and unpaid interest on the 2043 Senior Notes automatically becomes due and payable. All or a portion of the 2043 Senior Notes may be redeemed at the issuer s 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 2043 Senior Notes. If a change of control repurchase event occurs, the 2043 Senior Notes are subject to repurchase by the issuer at a repurchase price in cash equal to 101% of the aggregate principal amount of the 2043 Senior Notes repurchased plus any accrued and unpaid interest on the 2043 Senior Notes repurchased to, but not including, the date of repurchase.

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Investment Financing Arrangements

Special Situations Credit Agreement

In March 2013, a KKR investment vehicle entered into a $75.0 million multi-currency three-year borrowing base revolving credit facility that bears interest at LIBOR plus 1.60% (the Special Situations Investment Credit Agreement). During the year, KKR increased the credit facility to $175.0 million. As of September 30, 2013, there were $97.6 million of borrowings outstanding and the interest rate on the borrowings outstanding was 1.8% under the Special Situations Investment Credit Agreement. This financing arrangement is non-recourse to KKR beyond the specific capital commitments pledged as collateral.

Real Estate Partners Americas Credit Agreement

In July 2013, KKR investment vehicles entered into a $150.0 million multi-currency four-year borrowing base revolving credit facility (the Real Estate Partners Credit Agreement). KKR may request to increase the borrowing capacity of the credit facility up to $300.0 million subject to availability of sufficient capital commitments of the investment vehicles. The per annum rate of interest for each borrowing under the Real Estate Partners Credit Agreement is LIBOR plus 1.60%. As of September 30, 2013, there were $58.2 million of borrowings outstanding and the interest rate on the borrowings outstanding was 1.8%. This financing arrangement is non-recourse to KKR beyond the specific assets and capital commitments pledged as collateral.

9. INCOME TAXES

The consolidated entities of KKR are generally treated as partnerships or disregarded entities for U.S. and non-U.S. tax purposes. However, certain consolidated subsidiaries are treated as corporations for U.S. and non-U.S tax purposes and are therefore subject to U.S. federal, state and/or local income taxes and/or non- U.S. taxes at the entity-level. In addition, certain consolidated entities which are treated as partnerships for U.S. tax purposes are subject to the New York City Unincorporated Business Tax or other local taxes.

The effective tax rate was 0.35% and 0.46% for the three months ended September 30, 2013 and 2012, respectively and 0.55% and 0.57% for the nine months ended September 30, 2013 and 2012. The effective tax rate differs from the statutory rate for the three and nine months ended September 30, 2013 and 2012, primarily due to the following: (a) a substantial portion of the reported net income (loss) before taxes is attributable to noncontrolling interests held in consolidated entities or KKR Holdings, (b) a significant portion of the amount of the reported net income (loss) before taxes attributable to KKR is from certain subsidiaries that are not subject to U.S. federal, state or local income taxes and/or non- U.S. taxes, and (c) certain compensation charges attributable to KKR are not deductible for tax purposes.

During the three and nine month period ending September 30, 2013, there were no material changes to KKR s uncertain tax positions and KKR believes there will be no significant increase or decrease to the uncertain tax positions within 12 months of the reporting date.

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10. EQUITY BASED COMPENSATION

The following table summarizes the expense associated with equity based compensation for the three and nine months ended September 30, 2013 and 2012, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
KKR Holdings Principal Awards	$ 33,740	$ 68,309	$ 85,309	$ 202,977
KKR Holdings Restricted Equity Units	765	4,346	3,173	8,650
Equity Incentive Plan Units	31,227	17,366	84,581	47,678
Discretionary Compensation	19,483	32,136	74,120	70,732
Total	**$ 85,215**	**$ 122,157**	**$ 247,183**	**$ 330,037**

KKR Holdings Equity Awards Principal Awards

KKR principals and certain non-employee consultants and service providers received grants of KKR Holdings units (Principal Awards) which are exchangeable for KKR Group Partnership Units. These units are generally subject to minimum retained ownership requirements and in certain cases, transfer restrictions, and allow for their exchange into common units of KKR & Co. L.P. on a one-for-one basis. As of September 30, 2013, KKR Holdings owned approximately 58.7%, or 404,744,018, of the outstanding KKR Group Partnership Units.

Except for any Principal Awards that vested on the date of grant, Principal Awards are subject to service based vesting, generally over a three to five year period from the date of grant. The transfer restriction period will generally last for a minimum of (i) one year with respect to one-half of the interests vesting on any vesting date and (ii) two years with respect to the other one-half of the interests vesting on such vesting date. While providing services to KKR, these individuals may also be subject to minimum retained ownership rules requiring them to continuously hold 25% of their vested interests. Upon separation from KKR, certain individuals will be subject to the terms of a non-compete agreement that may require the forfeiture of certain vested and unvested units should the terms of the non-compete agreement be violated. Holders of KKR Group Partnership Units held through KKR Holdings are not entitled to participate in distributions made on KKR Group Partnership Units until such units are vested.

Because KKR Holdings is a partnership, all of the 404,744,018 KKR Holdings units have been legally allocated, but the allocation of 30,556,806 of these units has not been communicated to each respective principal. The units that have not been communicated are subject to performance based vesting conditions, which include profitability and other similar criteria. These criteria are not sufficiently specific to constitute performance conditions for accounting purposes, and the achievement, or lack thereof, will be determined based upon the exercise of judgment by the general partner of KKR Holdings. Each principal will ultimately receive between zero and 100% of the units initially allocated. The allocation of these units has not yet been communicated to the award recipients as this was management s decision on how to best incentivize its principals. It is anticipated that additional service-based vesting conditions will be imposed at the time the allocation is initially communicated to the respective principals. KKR applied the guidance of Accounting Standards Code (ASC) 718 and concluded that these KKR Holdings units do not yet meet the criteria for recognition of compensation cost because neither the grant date nor the service inception date has occurred. In reaching a conclusion that the service inception date has not occurred, KKR considered (a) the fact that the vesting conditions are not sufficiently specific to constitute performance conditions for accounting purposes, (b) the significant judgment that can be exercised by the general partner of KKR Holdings in determining whether the vesting conditions are ultimately achieved, and (c) the absence of communication to the principals of any information related to the number of units they were initially allocated. The allocation of these units will be communicated to the award recipients when the performance-based vesting conditions have been met, and currently there is no plan as to when the communication will occur. The determination as to whether the award recipients have satisfied the performance-based vesting conditions is made by the general partner of KKR Holdings, and is based on multiple factors primarily related to the award recipients individual performance.

The fair value of Principal Awards is based on the closing price of KKR & Co. L.P. common units on the date of grant. KKR determined this to be the best evidence of fair value as a KKR & Co. L.P. common unit is traded in an active market and has an observable market price. Additionally, a KKR Holdings unit is an instrument with terms and conditions similar to those of a KKR & Co. L.P. common unit. Specifically, units in both KKR Holdings and KKR & Co. L.P. represent ownership interests in KKR Group Partnership Units and, subject to any vesting, minimum retained ownership requirements and transfer restrictions referenced above, each KKR Holdings unit is exchangeable into a KKR Group Partnership Unit and then into a KKR & Co. L.P. common unit on a one-for-one basis.

Principal Awards give rise to equity-based payment charges in the condensed consolidated statements of operations based on the grant-date fair value of the award. For units vesting on the grant date, expense is recognized on the date of grant based on the fair value of a KKR & Co. L.P. common unit on the grant date multiplied by the number of vested units. Equity-based payment expense on unvested units is calculated based on the fair value of a KKR & Co. L.P. common unit at the time of grant, discounted for the lack of participation rights in the expected distributions on unvested units which currently ranges from 7% to 52%, multiplied by the number of unvested units on the grant date. The grant date fair value of a KKR & Co. L.P. common unit reflects a discount for lack of distribution participation rights because equity awards are not entitled to receive distributions while unvested. The discount range was based on management s estimates of future distributions that unvested equity awards will not be entitled to receive between the grant date and the vesting date. Therefore, units that vest in the earlier periods have a lower discount as compared to units that vest in later periods, which have a higher discount. The discount range will generally increase

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when the level of expected annual distributions increases relative to the grant date fair value of a KKR & Co. L.P. common unit. A decrease in expected annual distributions relative to the grant date fair value of a KKR & Co. L.P. common unit would generally have the opposite effect.

Principal Awards granted to certain non-employee consultants and service providers give rise to general, administrative and other charges in the condensed consolidated statements of operations. For units vesting on the grant date, expense is recognized on the date of grant based on the fair value of a KKR & Co. L.P. common unit on the grant date multiplied by the number of vested units. General, administrative and other expense recognized on unvested units is calculated based on the fair value of a KKR & Co. L.P. common unit on each reporting date and subsequently adjusted for the actual fair value of the award at each vesting date. Accordingly, the measured value of these units will not be finalized until each vesting date.

The calculation of equity-based payment expense and general administrative and other expense on unvested Principal Awards assumes forfeiture rates of up to 4% annually based upon expected turnover by class of principal, consultant, or service provider.

As of September 30, 2013, there was approximately $66.7 million of estimated unrecognized equity-based payment and general administrative and other expense related to unvested Principal Awards. That cost is expected to be recognized over a weighted-average period of 0.7 years, using the graded attribution method, which treats each vesting portion as a separate award.

A summary of the status of unvested Principal Awards from January 1, 2013 through September 30, 2013 is presented below:

	Units		Weighted Average Grant Date Fair Value
Balance, January 1, 2013	64,569,667	$	7.42
Granted	1,761,382		12.07
Vested	(1,302,727)		11.50
Forfeited	(2,809,918)		7.18
Balance, September 30, 2013	62,218,404	$	7.48

The weighted average remaining vesting period over which unvested units are expected to vest is 0.6 years.

The following table summarizes the remaining vesting tranches of Principal Awards:

Vesting Date	Units
October 1, 2013	27,928,684
April 1, 2014	1,244,528
October 1, 2014	27,959,323
April 1, 2015	1,244,581
October 1, 2015	2,281,657

April 1, 2016	82,429
October 1, 2016	1,320,909
April 1, 2017	30,000
October 1, 2017	111,293
April 1, 2018	15,000
	62,218,404

KKR Holdings Equity Awards Restricted Equity Units

Grants of restricted equity units based on KKR Group Partnership Units held by KKR Holdings were made to professionals, support staff, and other personnel (Holdings REU Awards). These grants will be funded by KKR Holdings and will not dilute KKR s interests in the KKR Group Partnerships. The vesting of these Holdings REU Awards occur in installments, generally over a three to five year period from the date of grant. Holdings REU Awards are measured and recognized on a basis similar to Principal Awards except that the fair value of a KKR & Co. L.P. common unit at the time of grant is not discounted for the lack of distribution participation rights since unvested units are entitled to distributions. The calculation assumes a forfeiture rate of up to 4% annually based upon expected turnover by class of professionals, support staff, and other personnel.

As of September 30, 2013, there was approximately $1.8 million of estimated unrecognized expense related to unvested awards. That cost is expected to be recognized over a weighted average period of 0.6 years, using the graded attribution method, which treats each vesting portion as a separate award.

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A summary of the status of unvested Holdings REU Awards from January 1, 2013 through September 30, 2013 is presented below:

	Units	Weighted Average Grant Date Fair Value
Balance, January 1, 2013	1,064,712	$ 12.03
Granted		
Vested	(200,341)	13.72
Forfeited	(23,578)	14.20
Balance, September 30, 2013	840,793	$ 11.57

The weighted average remaining vesting period over which unvested units are expected to vest is 0.7 years.

A summary of the remaining vesting tranches of Holdings REU Awards is presented below:

Vesting Date	Units
October 1, 2013	259,411
April 1, 2014	164,579
October 1, 2014	252,751
April 1, 2015	138,521
October 1, 2015	25,531
	840,793

KKR & Co. L.P. 2010 Equity Incentive Plan

Under the Equity Incentive Plan, KKR is permitted to grant equity awards representing ownership interests in KKR & Co. L.P. common units. Vested awards under the Equity Incentive Plan dilute KKR & Co. L.P. common unitholders and KKR Holdings pro rata in accordance with their respective percentage interests in the KKR Group Partnerships.

The total number of common units that may be issued under the Equity Incentive Plan is equivalent to 15% of the number of fully diluted common units outstanding, subject to annual adjustment. As of September 30, 2013, equity awards relating to 33,625,057 KKR & Co. L.P. common units have been granted under the Equity Incentive Plan and are subject to service based vesting, which vest generally over a three to five year period from the date of grant. In certain cases, these awards are subject to transfer restrictions and minimum retained ownership requirements. The transfer restriction period, if applicable, lasts for (i) one year with respect to one-half of the interests vesting on any vesting date and (ii) two years with respect to the other one-half of the interests vesting on such vesting date. While providing services to KKR, if applicable, certain of these recipients are also subject to minimum retained ownership rules requiring them to continuously hold common unit equivalents equal to at least 15% of their cumulatively vested interests.

Expense associated with the vesting of these awards is based on the closing price of the KKR & Co. L.P. common units on the date of grant, discounted for the lack of participation rights in the expected distributions on unvested units, which currently ranges from 7% to 52% multiplied by the number of unvested units on the grant date. The grant date fair value of a KKR & Co. L.P. common unit reflects a discount for lack of distribution participation rights because equity awards are not entitled to receive distributions while unvested. The discount range was based on management s estimates of future distributions that unvested equity awards will not be entitled to receive between the grant date and the vesting date. Therefore, units that vest in earlier periods have a lower discount as compared to units that vest in later periods, which have a higher discount. The discount range will generally increase when the level of expected annual distributions increases relative to the grant date fair value of a KKR & Co. L.P. common unit. A decrease in expected annual distributions relative to the grant date fair value of a KKR & Co. L.P. common unit would generally have the opposite effect. Expense is recognized on a straight line basis over the life of the award and assumes a forfeiture rate of up to 4% annually based upon expected turnover by class of recipient.

As of September 30, 2013, there was approximately $184.3 million of estimated unrecognized expense related to unvested awards. That cost is expected to be recognized over a weighted average period of 1.3 years, using the straight line method.

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A summary of the status of awards granted under the Equity Incentive Plan from January 1, 2013 through September 30, 2013 is presented below:

	Units		Weighted Average Grant Date Fair Value
Balance, January 1, 2013	17,920,926	$	9.11
Granted	11,646,952		12.08
Vested	(2,953,853)		11.32
Forfeited	(671,715)		9.61
Balance, September 30, 2013	25,942,310	$	10.18

The weighted average remaining vesting period over which unvested awards are expected to vest is 1.5 years.

A summary of the remaining vesting tranches of awards granted under the Equity Incentive Plan is presented below:

Vesting Date	Units
October 1, 2013	3,759,732
April 1, 2014	4,550,214
October 1, 2014	4,324,538
April 1, 2015	4,381,402
October 1, 2015	3,347,091
April 1, 2016	2,160,645
October 1, 2016	2,121,415
April 1, 2017	84,189
October 1, 2017	480,987
April 1, 2018	6,917
October 1, 2018	725,180
	25,942,310

Discretionary Compensation

All KKR principals and other employees of certain consolidated entities are eligible to receive discretionary cash bonuses. While cash bonuses paid to most employees are borne by KKR and certain consolidated entities and result in customary compensation and benefits expense, cash bonuses that are paid to certain of KKR s principals are currently borne by KKR Holdings. These bonuses are funded with distributions that KKR Holdings receives on KKR Group Partnership Units held by KKR Holdings but are not then passed on to holders of unvested units of KKR Holdings. Because KKR principals are not entitled to receive distributions on units that are unvested, any amounts allocated to principals in excess of a principal s vested equity interests are reflected as employee compensation and benefits expense. These compensation charges are recorded based on the unvested portion of quarterly earnings distributions received by KKR Holdings at the time of the distribution.

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11. RELATED PARTY TRANSACTIONS

Due from and to Affiliates consists of:

	September 30, 2013	December 31, 2012
Due from Related Entities	$ 67,444	$ 73,357
Due from Portfolio Companies	66,302	48,828
Due from Affiliates	$ 133,746	$ 122,185

	September 30, 2013	December 31, 2012
Due to KKR Holdings in Connection with the Tax Receivable Agreement	$ 96,772	$ 70,375
Due to Related Entities		2,455
Due to Affiliates	$ 96,772	$ 72,830

KFN

KFN is a publicly traded specialty finance company whose limited liability company interests are listed on the NYSE under the symbol KFN. KFN is managed by KKR but is not consolidated by KKR. KFN was organized in August 2004 and completed its initial public offering on June 24, 2005. As of September 30, 2013 and December 31, 2012, KFN had consolidated assets of $8.5 billion and $8.4 billion, respectively, and shareholders equity of $2.5 billion and $1.8 billion, respectively. There were no shares of KFN held by KKR as of September 30, 2013. Shares of KFN held by KKR represented less than 0.1% of KFN s outstanding shares as of December 31, 2012. If KKR were to exercise all of its outstanding vested options, KKR s ownership interest in KFN would be 0.30% and 0.35% of KFN s outstanding shares as of September 30, 2013 and December 31, 2012, respectively.

Discretionary Investments

Certain of KKR s investment professionals, including its principals and other qualifying personnel, are permitted to invest, and have invested, their own capital in side-by-side investments with KKR s investment vehicles. Side-by-side investments are made on the same terms and conditions as those acquired by the applicable investment vehicle, except that the side-by-side investments are not subject to management fees, incentive fees or a carried interest. The cash invested by these individuals aggregated $96.0 million and $16.5 million for the three months ended September 30, 2013 and 2012, respectively and $226.4 million and $71.1 million for the nine months ended September 30, 2013 and 2012, respectively.

Aircraft and Other Services

Certain of the Senior Principals own aircraft that KKR uses for business purposes in the ordinary course of its operations. These Senior Principals paid for the purchase of these aircraft with personal funds and bear all operating, personnel and maintenance costs associated with their operation. The hourly rates that KKR pays for the use of these aircraft are based on current market rates for chartering private aircraft of the same type. KKR incurred $0.9 million and $0.7 million for the use of these aircraft for the three months ended September 30, 2013 and 2012, respectively and $2.3 million and $3.2 million for the nine months ended September 30, 2013 and 2012, respectively.

Facilities

Certain trusts, whose beneficiaries include children of Mr. Kravis and Mr. Roberts, and certain other Senior Principals who are not executive officers of KKR, are partners in a real-estate based partnership that maintains an ownership interest in KKR s Menlo Park location. Payments made to this partnership were $1.8 million and $1.7 million for the three months ended September 30, 2013 and 2012, respectively and $5.4 million and $5.1 million for the nine months ended September 30, 2013 and 2012, respectively.

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12. SEGMENT REPORTING

KKR operates through three reportable business segments. These segments, which are differentiated primarily by their investment objectives and strategies, consist of the following:

Private Markets

Through the Private Markets segment, KKR manages and sponsors a group of private equity funds and co-investment vehicles that invest capital for long-term appreciation, either through controlling ownership of a company or strategic minority positions. KKR also manages and sources investments in real assets like infrastructure, natural resources and real estate. These investment funds, vehicles and accounts are managed by Kohlberg Kravis Roberts & Co. L.P., an SEC registered investment adviser.

Public Markets

Through the Public Markets segment, KKR manages KKR Financial Holdings LLC, or KFN, which is a specialty finance company, as well as a number of investment funds, structured finance vehicles and separately managed accounts that invest capital in (i) leveraged credit strategies, such as leveraged loans and high yield bonds, (ii) liquid long/short equity strategies, (iii) alternative credit strategies such as mezzanine investments, special situations investments and direct senior lending and (iv) hedge funds solutions. These funds, vehicles and accounts, including four investment companies registered under the 1940 Act, are managed by KKR Asset Management LLC, or KAM, and Prisma Capital Partners LP, or Prisma. Both KAM and Prisma are SEC registered investment advisers.

Capital Markets and Principal Activities

The Capital Markets and Principal Activities segment combines KKR s principal assets with its global capital markets business. KKR s capital markets business supports the firm, its portfolio companies and select third parties by providing tailored capital markets advice and by developing and implementing both traditional and non-traditional capital solutions for investments and companies seeking financing. KKR s capital markets services include arranging debt and equity financing for transactions, placing and underwriting securities offerings, structuring new investment products and providing capital markets services. KKR s principal asset base primarily includes investments in its private equity and real asset funds, co-investments in certain portfolio companies of such private equity funds, general partner interests in various KKR-sponsored investment funds, and other principal assets.

Key Performance Measures

The segment key performance measures that follow are used by management in making operating and resource deployment decisions as well as assessing the overall performance of each of KKR s reportable business segments. The reportable segments for KKR s business are presented prior to giving effect to the allocation of income (loss) between KKR & Co. L.P. and KKR Holdings and as such represents the business in total. In addition, KKR s reportable segments are presented without giving effect to the consolidation of the funds that KKR manages.

FRE

FRE is comprised of segment operating revenues less segment operating expenses (other than certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income). This measure is used by management as an alternative measurement of the operating earnings of KKR and its business segments before investment income. The components of FRE on a segment basis differ from the equivalent GAAP amounts on a consolidated basis as a result of: (i) the inclusion of management fees earned from consolidated funds that were eliminated in consolidation; (ii) the exclusion of fees and expenses of certain consolidated entities; (iii) the exclusion of charges relating to the amortization of intangible assets; (iv) the exclusion of charges relating to carry pool allocations; (v) the exclusion of non-cash equity charges and other non-cash compensation charges borne by KKR Holdings or incurred under the KKR & Co. L.P. 2010 Equity Incentive Plan; (vi) the exclusion of certain reimbursable expenses; and (vii) the exclusion of certain non-recurring items.

ENI

ENI is a measure of profitability for KKR s reportable segments and is used by management as an alternative measurement of the operating and investment earnings of KKR and its business segments. ENI is comprised of: (i) FRE plus (ii) segment investment income (loss), which is reduced for carry pool allocations, management fee refunds, interest expense and certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income; less (iii) certain economic interests in KKR s segments held by third parties. ENI differs from net income (loss) on a GAAP basis as a result of: (i) the exclusion of the items referred to in FRE above; (ii) the exclusion of investment income (loss) relating to noncontrolling interests; and (iii) the exclusion of income taxes.

Book Value

Book Value is a measure of the net assets of KKR s reportable segments and is used by management primarily in assessing the unrealized value of KKR s investment portfolio, including carried interest, as well as KKR s overall liquidity position. Book value differs from KKR & Co. L.P. Partners Capital on a GAAP basis primarily as a result of the exclusion of ownership interests attributable to KKR Holdings.

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The following table presents the financial data for KKR s reportable segments as of and for the three months ended September 30, 2013:

	As of and for the Three Months Ended September 30, 2013			
	Private Markets	**Public Markets**	**Capital Markets and Principal Activities**	**Total Reportable Segments**
Fees				
Management and incentive fees:				
Management fees	$ 119,410	$ 53,835	$	$ 173,245
Incentive fees		1,225		1,225
Management and incentive fees	119,410	55,060		174,470
Monitoring and transaction fees:				
Monitoring fees	33,010			33,010
Transaction fees	54,968	20,534	53,625	129,127
Fee credits (1)	(46,597)	(15,185)		(61,782)
Net monitoring and transaction fees	41,381	5,349	53,625	100,355
Total fees	160,791	60,409	53,625	274,825
Expenses				
Compensation and benefits	65,400	18,606	8,223	92,229
Occupancy and related charges	13,367	1,906	401	15,674
Other operating expenses	37,586	19,670	3,628	60,884
Total expenses	116,353	40,182	12,252	168,787
Fee related earnings	44,438	20,227	41,373	106,038
Investment income (loss)				
Realized carried interest	81,532			81,532
Unrealized carried interest	263,982	14,022		278,004
Gross carried interest	345,514	14,022		359,536
Less: Allocation to KKR carry pool (2)	(139,903)	(5,609)		(145,512)
Less: Management fee refunds (3)	(7,767)			(7,767)
Net carried interest	197,844	8,413		206,257
Other investment income (loss)	3,357	(4)	300,119	303,472
Total investment income (loss)	201,201	8,409	300,119	509,729
Income (loss) before noncontrolling interests in income of consolidated entities	245,639	28,636	341,492	615,767
Income (loss) attributable to noncontrolling interests (4)	433	202	1,385	2,020
Economic net income (loss)	$ 245,206	$ 28,434	$ 340,107	$ 613,747
Total Assets	$ 1,456,008	$ 382,423	$ 6,676,613	$ 8,515,044
Book Value	$ 1,311,513	$ 330,073	$ 5,566,162	$ 7,207,748

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(1) KKR s agreements with the fund investors of certain of its investment funds require KKR to share with these fund investors an agreed upon percentage of monitoring and transaction fees received from portfolio companies (Fee Credits). Fund investors receive Fee Credits only with respect to monitoring and transaction fees that are allocable to the fund s investment in the portfolio company and not, for example, any fees allocable to capital invested through co-investment vehicles. Fee Credits are calculated after deducting certain fund-related expenses

and generally amount to 80% of allocable monitoring and transaction fees after fund-related expenses are recovered, although the actual percentage may vary from fund to fund as well as among different classes of investors within a fund.

(2) With respect to KKR s active and future investment funds and co-investment vehicles that provide for carried interest, KKR will allocate to its principals, other professionals and selected other individuals a portion of the carried interest earned in relation to these funds as part of its carry pool.

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(3) Certain of KKR s private equity funds require the management company to refund up to 20% of any cash management fees earned from fund investors in the event that the funds recognize a carried interest. At such time as the fund recognizes a carried interest in an amount sufficient to cover 20% of the cash management fees earned or a portion thereof, a liability to the fund investors is recorded and revenue is reduced for the amount of the carried interest recognized, not to exceed 20% of the cash management fees earned. As of September 30, 2013, carried interest earned was sufficient to cover 20% of the cash management fees earned. The refunds to the fund investors are paid, and the liabilities relieved, at such time that the underlying investments are sold and the associated carried interests are realized. In the event that a fund s carried interest is not sufficient to cover any of the amount that represents 20% of the cash management fees earned, these fees would not be returned to the fund investors, in accordance with the respective fund agreements.

(4) Represents economic interests that will (i) allocate to a former principal an aggregate of 1% of profits and losses of KKR s management companies until a future date and (ii) allocate to third party investors certain profits and losses in KKR s capital markets and principal activities segment.

The following table reconciles KKR s total reportable segments to the financial statements as of and for the three months ended September 30, 2013:

	As of and for the Three Months Ended September 30, 2013		
	Total Reportable Segments	**Adjustments**	**Consolidated**
Fees(a)	$ 274,825	$ (54,797)	$ 220,028
Expenses(b)	$ 168,787	$ 286,708	$ 455,495
Investment income (loss)(c)	$ 509,729	$ 1,931,536	$ 2,441,265
Income (loss) before taxes	$ 615,767	$ 1,590,031	$ 2,205,798
Income (loss) attributable to redeemable noncontrolling interests	$	$ 9,169	$ 9,169
Income (loss) attributable to noncontrolling interests	$ 2,020	$ 1,982,225	$ 1,984,245
Total Assets(d)	$ 8,515,044	$ 39,645,007	$ 48,160,051
Book Value (e)	$ 7,207,748	$ (4,712,655)	$ 2,495,093

(a) The fees adjustment primarily represents (i) the elimination of management fees of $127,458 upon consolidation of KKR s funds and vehicles, (ii) the elimination of Fee Credits of $48,641 upon consolidation of the KKR funds and vehicles, (iii) inclusion of reimbursable expenses of $10,145 and (iv) other adjustments of $13,875.

(b) The expenses adjustment primarily represents (i) the inclusion of non-cash equity based charges borne by KKR Holdings or granted under the Equity Incentive Plan, which amounted to $85,215, (ii) allocations to the carry pool of $145,512, (iii) a gross up of reimbursable expenses of $15,516, (iv) operating expenses of $22,706 primarily associated with the inclusion of operating expenses upon consolidation of KKR s funds and vehicles and other entities, (v) inclusion of certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income of $2,807 and (vi) other adjustments of $14,952.

(c) The investment income (loss) adjustment primarily represents (i) the inclusion of net investment income of $1,775,450 attributable to noncontrolling interests upon consolidation of KKR s funds and vehicles, (ii) exclusion of allocations to the carry pool of $145,512, (iii) exclusion of management fee refunds of $7,767 and (iv) exclusion of certain compensation and general and administrative expenses incurred in the generation of net realized principal investment income of $2,807.

(d) Substantially all of the total assets adjustment represents the inclusion of investments that are attributable to noncontrolling interests upon consolidation of KKR s funds and vehicles.

(e) The book value adjustment represents the exclusion of noncontrolling interests held by KKR Holdings of $4,796,218 and the equity impact of KKR Management Holdings Corp. equity and other of $83,563.

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The reconciliation of net income (loss) attributable to KKR & Co. L.P. as reported in the condensed consolidated statements of operations to economic net income (loss) and fee related earnings consists of the following:

		Three Months Ended September 30, 2013
Net income (loss) attributable to KKR & Co. L.P.	$	204,740
Plus: Net income (loss) attributable to noncontrolling interests held by KKR Holdings		300,169
Plus: Equity based compensation		85,215
Plus: Amortization of intangibles and other, net		15,979
Plus: Income taxes		7,644
Economic net income (loss)		613,747
Plus: Income attributable to segment noncontrolling interests		2,020
Less: Investment income (loss)		509,729
Fee related earnings	$	106,038

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The following table presents the financial data for KKR s reportable segments as of and for the three months ended September 30, 2012:

	As of and for the Three Months Ended September 30, 2012			
	Private Markets	Public Markets	Capital Markets and Principal Activities	Total Reportable Segments
Fees				
Management and incentive fees:				
Management fees	$ 105,035	$ 21,448	$	$ 126,483
Incentive fees		17,768		17,768
Management and incentive fees	105,035	39,216		144,251
Monitoring and transaction fees:				
Monitoring fees	29,969			29,969
Transaction fees	32,788	8,780	33,696	75,264
Fee credits (1)	(26,293)	(5,414)		(31,707)
Net monitoring and transaction fees	36,464	3,366	33,696	73,526
Total fees	141,499	42,582	33,696	217,777
Expenses				
Compensation and benefits	48,905	13,997	8,438	71,340
Occupancy and related charges	12,049	1,343	213	13,605
Other operating expenses	35,885	3,897	2,346	42,128
Total expenses	96,839	19,237	10,997	127,073
Fee related earnings	44,660	23,345	22,699	90,704
Investment income (loss)				
Realized carried interest	166,908			166,908
Unrealized carried interest	224,260	19,568		243,828
Gross carried interest	391,168	19,568		410,736
Less: Allocation to KKR carry pool (2)	(161,805)	(7,828)		(169,633)
Less: Management fee refunds (3)	(61,499)			(61,499)
Net carried interest	167,864	11,740		179,604
Other investment income (loss)	1,779	25	239,072	240,876
Total investment income (loss)	169,643	11,765	239,072	420,480
Income (loss) before noncontrolling interests in income of consolidated entities	214,303	35,110	261,771	511,184
Income (loss) attributable to noncontrolling interests (4)	444	233	633	1,310
Economic net income (loss)	$ 213,859	$ 34,877	$ 261,138	$ 509,874
Total Assets	$ 1,228,471	$ 112,664	$ 6,246,123	$ 7,587,258
Book Value	$ 1,104,611	$ 82,820	$ 5,707,350	$ 6,894,781

(1) KKR s agreements with the fund investors of certain of its investment funds require KKR to share with these fund investors an agreed upon percentage of monitoring and transaction fees received from portfolio companies. Fund investors receive Fee Credits only with respect to monitoring and transaction fees that are allocable to the fund s investment in the portfolio company and not, for example, any fees allocable to capital invested through co-investment vehicles. Fee Credits are calculated after deducting certain fund-related expenses and generally amount to 80% of allocable monitoring and transaction fees after fund-related expenses are recovered, although the actual percentage

may vary from fund to fund as well as among different classes of investors within a fund.

(2) With respect to KKR s active and future investment funds and co-investment vehicles that provide for carried interest, KKR will allocate to its principals, other professionals and selected other individuals a portion of the carried interest earned in relation to these funds as part of its carry pool.

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(3) Certain of KKR s private equity funds require the management company to refund up to 20% of any cash management fees earned from fund investors in the event that the funds recognize a carried interest. At such time as the fund recognizes a carried interest in an amount sufficient to cover 20% of the cash management fees earned or a portion thereof, a liability to the fund s fund investors is recorded and revenue is reduced for the amount of the carried interest recognized, not to exceed 20% of the cash management fees earned. As of September 30, 2012, carried interest earned was sufficient to cover 20% of the cash management fees earned. The refunds to the fund investors are paid, and the liabilities relieved, at such time that the underlying investments are sold and the associated carried interests are realized. In the event that a fund s carried interest is not sufficient to cover any of the amount that represents 20% of the cash management fees earned, these fees would not be returned to the fund investors, in accordance with the respective fund agreements.

(4) Represents economic interests that will (i) allocate to a former principal an aggregate of 1% of profits and losses of KKR s management companies until a future date and (ii) allocate to third party investors certain profits and losses in KKR s capital markets and principal activities segment.

The following table reconciles KKR s total reportable segments to the financial statements as of and for the three months ended September 30, 2012:

	As of and for the Three Months Ended September 30, 2012		
	Total Reportable Segments	**Adjustments**	**Consolidated**
Fees(a)	$ 217,777	$ (55,623)	$ 162,154
Expenses(b)	$ 127,073	$ 319,446	$ 446,519
Investment income (loss)(c)	$ 420,480	$ 1,976,283	$ 2,396,763
Income (loss) before taxes	$ 511,184	$ 1,601,214	$ 2,112,398
Income (loss) attributable to redeemable noncontrolling interests	$	$ 9,994	$ 9,994
Income (loss) attributable to noncontrolling interests	$ 1,310	$ 1,964,071	$ 1,965,381
Total Assets(d)	$ 7,587,258	$ 36,061,362	$ 43,648,620
Book Value (e)	$ 6,894,781	$ (5,052,250)	$ 1,842,531

(a) The fees adjustment primarily represents (i) the elimination of management fees of $105,413 upon consolidation of KKR s funds and vehicles, (ii) the elimination of Fee Credits of $30,611 upon consolidation of KKR s funds and vehicles, (iii) inclusion of reimbursable expenses of $8,783 and (iv) other adjustments of $10,396.

(b) The expenses adjustment primarily represents (i) the inclusion of non-cash equity based charges borne by KKR Holdings or granted under the Equity Incentive Plan, which amounted to $122,157, (ii) allocations to the carry pool of $169,633, (iii) a gross up of reimbursable expenses of $11,221, (iv) operating expenses of $13,492 primarily associated with the inclusion of operating expenses upon consolidation of KKR s funds and vehicles and other entities and (v) other adjustments of $2,943.

(c) The investment income (loss) adjustment primarily represents (i) the inclusion of a net investment income of $1,745,151 attributable to noncontrolling interests upon consolidation of KKR s funds and vehicles, (ii) exclusion of allocations to the carry pool of $169,633, and (iii) exclusion of management fee refunds of $61,499.

(d) Substantially all of the total assets adjustment represents the inclusion of investments that are attributable to noncontrolling interests upon consolidation of KKR s funds and vehicles.

(e) The book value adjustment represents the exclusion of noncontrolling interests held by KKR Holdings of $5,044,473 and the equity impact of KKR Management Holdings Corp. equity and other of $7,777.

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The reconciliation of net income (loss) attributable to KKR & Co. L.P. as reported in the condensed consolidated statements of operations to economic net income (loss) and fee related earnings consists of the following:

	Three Months Ended September 30, 2012