INTRAWEST CORP
Form 6-K
February 26, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 or 15d-16

UNDER

THE SECURITIES EXCHANGE ACT OF 1934

FOR THE MONTH OF DECEMBER 2003

Commission File Number _______________

INTRAWEST CORPORATION

(Registrant s name)

Suite 800, 200 Burrard Street
Vancouver, British Columbia, Canada V6C 3L6

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [ ] Form 40-F [X]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _______

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7): _______

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes [ ] No [X]

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_______________

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2004

INTRAWEST CORPORATION

By: */s/ ROSS MEACHER*

Name: Ross Meacher
Title: Corporate Secretary and Chief Privacy Officer

TO OUR SHAREHOLDERS

With each quarter in our 2004 fiscal year we are seeing steady progress towards our objectives of generating significant free cash flow and reducing debt. In our second quarter we once again saw a significant swing in free cash flow as a result of strong real estate performance and a disciplined use of capital. The Leisura partnerships are an example of our move towards a less capital-intensive business model. We are steadily strengthening our balance sheet as the company becomes increasingly focused on growth through the application of reputation and expertise rather than capital.

Operating Results (All dollar amounts are in US currency)

Total Company EBITDA was $52.0 million in the fiscal 2004 second quarter compared with $36.4 million in the same period last year. A higher profit contribution from real estate development, due to increased closings, and managerial services offset a somewhat lower contribution from resort operations. Income from continuing operations, before costs in connection with redeeming some of our senior notes, increased to $10.6 million or $0.22 per share from $3.4 million or $0.07 in the second quarter last year. After expensing the redemption costs on the notes, income from continuing operations was $0.2 million or $0.01 per share.

For the six months ended December 31, 2003, Total Company EBITDA increased 80% to $77.5 million from $43.0 million mainly due to closing 658 real estate units, about twice as many as last year. This increase in closings and the impact of Leisura resulted in a year-over-year positive swing in free cash flow of $204.9 million.

Further information on our operating results (including a reconciliation of Total Company EBITDA and other non-GAAP measures to the most comparable GAAP measures) is contained in Management s Discussion and Analysis below.

<u>Latest company developments</u>

During the quarter we successfully refinanced a portion of our long-term debt through the redemption of all outstanding 9.75% senior notes and the sale of $350 million in 7.5% senior notes. In doing this we incurred early redemption costs of $12.1 million but were able to reduce the interest rate on our long-term debt by 2.25% for the remaining five-year term of the senior notes redeemed. We have secured this favorable rate to 2013.

By December 31, 2003, we had sold eight projects into the Leisura partnerships, with the sale of an additional two projects planned for early in 2004. Our partners in Leisura, Manulife and JPMorgan Fleming, are enthusiastic about the progress we have made with Leisura to date and we are currently planning the next round of Leisura projects.

<u>Outlook</u>

We have again demonstrated progress in the evolution of Intrawest towards a less capital-intensive model. Strong cash flow year over year reflects the impact of the Leisura partnerships and strong real estate closings. Beyond our goals of cash flow generation and debt reduction, we are on track to drive higher returns on capital and growth from recurring sources of income from management services. We are looking forward to providing you with further information on our progress towards these significant goals in the months ahead.

On behalf of the Board,

Joe S. Houssian
Chairman, President
and Chief Executive Officer
FEBRUARY 9, 2004

Daniel O. Jarvis
Executive Vice President
and Chief Financial Officer

MANAGEMENT S DISCUSSIONS AND ANALYSIS

The following management s discussion and analysis (MD&A) should be read in conjunction with the more detailed MD&A (which includes a discussion of business risks) contained in our June 30, 2003 annual report. Additional information relating to our company, including our annual information form, is on SEDAR at www.sedar.com. The date of this interim MD&A is February 9, 2004.

THREE MONTHS ENDED DECEMBER 31, 2003 (THE 2003 QUARTER)
COMPARED WITH THREE MONTHS ENDED DECEMBER 31, 2002 (THE 2002 QUARTER)

OPERATING SUMMARY

Total revenue for the 2003 quarter was $398.1 million compared with $212.7 million for the 2002 quarter. Total Company EBITDA increased 43% from $36.4 million to $52.0 million. Income from continuing operations in the 2003 quarter, before the after-tax cost of expensing the call premium and unamortized costs on senior notes redeemed, was $10.6 million or $0.22 per share compared with $3.4 million or $0.07 per share in the 2002 quarter. After expensing the call premium and unamortized costs on senior notes redeemed, income from continuing operations in the 2003 quarter was $0.2 million or $0.01 per share.

Free cash flow was $54.5 million in the 2003 quarter compared with negative free cash flow of $23.0 million in the 2002 quarter*. This positive swing in free cash flow of $77.5 million was mainly due to higher real estate closings and lower capital requirements as a result of the Leisura partnerships.

REVIEW OF RESORT OPERATIONS

Resort operations revenue was $111.3 million in the 2003 quarter, up from $98.6 million in the 2002 quarter. Revenue from the mountain resorts increased from $90.2 million to $102.3 million while revenue from the warm-weather resorts increased from $8.4 million to $9.0 million.

The $12.1 million increase in mountain resort revenue was due mainly to the inclusion of a full three months of revenue from Winter Park, which we took control of on December 24, 2002, and to the favorable impact on reported revenue of a stronger Canadian dollar (from an average rate of US$0.64 to Cdn$1.00 during the 2002 quarter to US$0.75 to Cdn$1.00 during the 2003 quarter). Excluding these two factors mountain resort revenue declined by $2.0 million in the 2003 quarter due mainly to a 2% decrease in skier visits on a same-resort basis. Skier visits at our eastern resorts decreased 16% due to warm weather through mid-December compared with excellent early season conditions last year. This decrease was somewhat offset by a 6% increase in skier visits at our western resorts where we saw strong growth at Whistler Blackcomb and Mammoth due to improved conditions compared with last year.

Same-resort revenue per skier visit, adjusted for a constant Canadian dollar exchange rate, increased 1% in the 2003 quarter. Our eastern resorts saw a 14% increase in revenue per skier visit as guests came to the resorts and spent more on non-ski services such as retail and food and beverage. At our western resorts revenue per skier visit decreased 6% due to a relative shift in the mix of visitors from destination to regional and day visitors, who typically purchase lower yielding tickets and spend less on non-ticket services.

The $0.6 million or 7% increase in revenue from the warm-weather resorts in the 2003 quarter was primarily due to a 5% increase in occupied room nights at Sandestin, which drove higher retail and food and beverage revenue.

The breakdown of resort operations revenue by business was as follows:

(MILLIONS)	2003 QUARTER	2002 QUARTER	INCREASE (DECREASE)	CHANGE(%)
Mountain operations	$ 49.2	$ 41.9	$ 7.3	17
Retail and rental	23.6	21.5	2.1	10
Food and beverage	15.6	14.1	1.5	11
Owned lodging	4.4	4.6	(0.2)	(4)
Ski school	9.9	7.4	2.5	34
Golf	3.3	3.7	(0.4)	(11)
Other	5.3	5.4	(0.1)	(2)

	$ 111.3	$ 98.6	$ 12.7	13

* For a reconciliation of free cash flow and other non-GAAP measures to the most comparable GAAP measures, see Additional Information below.

The increases in mountain operations, retail, and food and beverage revenue were mainly due to Winter Park and the higher Canadian dollar. Ski school revenue increased because of these factors and also because of strong performance at Whistler Blackcomb and Mammoth. The decrease in golf revenue was due to an 8% decline in golf rounds in the 2003 quarter due to some challenging weather and the lingering impact of the slow U.S. economy.

Resort operations expenses were $89.8 million in the 2003 quarter, up from $76.4 million in the 2002 quarter for the same reasons as the increase in revenue, i.e., the timing of taking over control of Winter Park and the higher Canadian dollar. Excluding these two factors resort operations expenses declined by $1.7 million due mainly to a slower ramp-up of labor at our eastern resorts in response to the later season start.

The profit contribution from resort operations was $21.4 million in the 2003 quarter, down from $22.2 million in the 2002 quarter mainly due to the slow start to the season at our eastern resorts and the decline in golf rounds.

REVIEW OF MANAGEMENT SERVICES

Management services mainly comprise lodging management fees, golf course management fees, RezRez reservations and licensing fees, and real estate development and sales services fees.

Management services revenue increased 65% from $14.7 million in the 2002 quarter to $24.4 million in the 2003 quarter. Fees from managed lodging increased by $3.7 million to $11.1 million due mainly to the new villages in Mammoth and Squaw Valley and a 5% increase in occupied room nights on a same-resort basis. Management fees from sources other than lodging increased by $6.0 million mainly due to development services fees from Leisura and higher commissions earned by Playground on sales for third-party developers.

The profit contribution from management services was $3.5 million in the 2003 quarter, up from $0.6 million in the 2002 quarter. About half of the increase in profit contribution was due to improved results from RezRez, which we restructured at the end of last year.

REVIEW OF REAL ESTATE OPERATIONS

Revenue from real estate development increased from $99.4 million in the 2002 quarter to $262.5 million in the 2003 quarter. Revenue for the 2003 quarter included $92.8 million for eight projects that were sold to Leisura. These sales proceeds comprise the fair market value of the land for the eight projects as well as accumulated project costs. Real estate development expenses of $244.1 million in the 2003 quarter also include $92.8 million for the projects sold to Leisura, comprising the cost of these projects and the land profit, which under Canadian generally accepted accounting principles (GAAP), must be deferred until the units complete construction and close. Excluding the sales to Leisura, revenue generated by the resort development group increased 76% from $91.8 million to $161.3 million while revenue generated by the resort club group increased 12% from $7.6 million to $8.4 million.

The resort development group closed 341 units in the 2003 quarter compared with 243 units in the 2002 quarter. The average revenue per closed unit increased 25% for the quarter (22% excluding the impact of the higher Canadian dollar), mainly due to unit type and resort mix. In the 2003 quarter we closed the first units at two Storied Places properties at Whistler and Snowmass. These are very high-end fractional projects that are subdivided into tenth shares (Whistler) and eighth shares (Snowmass). Excluding these two Storied Places projects and using a constant exchange rate, the average revenue per unit increased 5% in the 2003 quarter.

The profit contribution from real estate development increased from $11.8 million in the 2002 quarter to $18.4 million in the 2003 quarter due to the higher number of closings. Excluding the $92.8 million of sales to Leisura on which the profit was deferred, the margin on sales was 10.8% in the 2003 quarter, down from 11.9% in the 2002 quarter. The lower margin was due mainly to the impact of closings at the less mature resorts (e.g., Mountain Creek and Lake Las Vegas) where margins are typically lower than at the more mature resorts.

REVIEW OF CORPORATE OPERATIONS

Interest and other income increased from a loss of $0.2 million in the 2002 quarter to a gain of $0.7 million in the 2003 quarter due mainly to improved results on miscellaneous asset disposals.

Interest expense was $12.3 million in the 2003 quarter, up slightly from $12.0 million in the 2002 quarter due mainly to interest on the Winter Park capital lease partially offset by reduced interest on our senior notes.

Depreciation and amortization expense was $11.5 million in the 2003 quarter, up from $9.6 million in the 2002 quarter. The higher Canadian dollar increased reported depreciation of Canadian assets by $0.7 million and the balance of the increase was mainly due to accelerated depreciation of certain information technology assets and depreciation of Winter Park assets.

Corporate general and administrative expenses increased from $4.1 million in the 2002 quarter to $5.4 million in the 2003 quarter. About half of the increase was due to the stronger Canadian dollar and the balance resulted mainly from higher compensation costs and increased corporate governance expenses.

In the 2003 quarter we issued $350 million 7.5% senior notes and redeemed our $200 million 9.75% senior notes with the balance being used to pay down our senior credit facility. The call premium and unamortized costs on the senior notes redeemed of $12.1 million were expensed in the 2003 quarter. We will obtain the benefit of this refinancing through reduced interest costs in future years.

Non-controlling interest, which relates to the 23% limited partner s interest in Whistler Blackcomb, was $2.2 million in the 2003 quarter, down from $3.7 million in the 2002 quarter. The decrease was due mainly to lower real estate profits as a result of closing fewer units at Whistler Blackcomb in the 2003 quarter than the 2002 quarter.

SIX MONTHS ENDED DECEMBER 31, 2003 (THE 2003 PERIOD)
COMPARED WITH SIX MONTHS ENDED DECEMBER 31, 2002 (THE 2002 PERIOD)

OPERATING SUMMARY

Revenue and Total Company EBITDA for the 2003 period were $621.4 million and $77.5 million compared with $326.9 million and $43.0 million, respectively, for the 2002 period. Income from continuing operations for the 2003 period, before the after-tax cost of expensing the call premium and unamortized costs on senior notes redeemed, was $11.6 million or $0.24 per share compared with a loss from continuing operations of $7.6 million or $0.16 per share for the 2002 period. After expensing the call premium and unamortized costs on senior notes redeemed, income from continuing operations for the 2003 period was $1.2 million or $0.02 per share.

Free cash flow was $50.5 million in the 2003 period compared with negative free cash flow of $154.4 million in the 2002 period. This positive swing in free cash flow of $204.9 million was mainly due to closing about twice as many real estate units and lower capital requirements as a result of the Leisura partnerships.

REVIEW OF RESORT OPERATIONS

Resort operations revenue increased from $147.6 million in the 2002 period to $165.6 million in the 2002 period. Revenue from the mountain resorts increased from $125.3 million to $142.4 million due to the timing of taking over control of Winter Park and to the impact on reported revenue of the higher Canadian dollar. On a same-resort, constant exchange rate basis, mountain resort revenue declined by $2.1 million due mainly to the slow season start at our eastern resorts as described above. Revenue from the warm-weather resorts increased from $22.3 million in the 2002 period to $23.3 million in the 2003 period due mainly to an 8% increase in occupied room nights at Sandestin.

The profit contribution from resort operations increased from $23.9 million in the 2002 period to $24.9 million in the 2003 period due mainly to effective cost control during the first quarter.

REVIEW OF MANAGEMENT SERVICES

Management services revenue increased 49% from $32.8 million in the 2002 period to $48.8 million in the 2003 period. Lodging management fees increased by $5.9 million to $27.1 million. About half of the increase was due to fees from lodging at the new villages in Mammoth and Squaw Valley and the balance was due partly to the impact on reported revenue of the higher Canadian dollar and a 2% increase in occupied room nights on a same-resort basis. Management fees from sources other than lodging increased by $10.1 million mainly due to recording the first development services fees from Leisura and higher commissions earned by Playground on sales for third-party developers.

The increase in revenues and improved results from RezRez increased the profit contribution from management services from $3.0 million in the 2002 period to $6.1 million in the 2003 period.

REVIEW OF REAL ESTATE OPERATIONS

Revenue from real estate development increased from $146.4 million in the 2002 period to $407.0 million in the 2003 period. As discussed above, revenue for the 2003 period included $92.8 million for eight projects that were sold to Leisura. Excluding the sales to Leisura, revenue generated by the resort development group increased from $126.7 million to $293.4 million while revenue generated by the resort club group increased from $19.7 million to $20.8 million.

The resort development group closed 658 units in the 2003 period compared with 330 units in the 2002 period. Since we pre-sell the majority of our real estate, the timing of unit closings is tied to a significant degree to construction completion and more projects completed construction in the 2003 period than the 2002 period. For the fiscal year we expect to close 1,200 to 1,250 units, approximately the same number of units as in fiscal 2003.

The profit contribution from real estate development increased from $14.9 million in the 2002 period to $32.9 million in the 2003 period due to the higher number of closings. Excluding the $92.8 million of sales to Leisura on which the profit was deferred, the margin on sales was 10.5% in the 2003 period, up from 10.2% in the 2002 period.

REVIEW OF CORPORATE OPERATIONS

Interest and other income was $5.1 million in the 2003 period compared with $0.1 million in the 2002 period mainly due to collecting $2.4 million for fuel spill remediation costs expended in prior years at Mammoth and to higher interest and investment income. Other income in the 2002 period was reduced by a loss of $0.9 million on the sale of Whistler Blackcomb employee housing units.

Interest expense was $22.2 million in the 2003 period, up from $21.0 million in the 2002 period mainly due to interest on the Winter Park capital lease partially offset by reduced interest on our senior notes.

Depreciation and amortization expense increased from $18.3 million in the 2002 period to $21.6 million in the 2003 period. About 40% of the increase was due to the impact of the higher Canadian dollar on reported depreciation of Canadian assets and the balance was mainly due to accelerated depreciation of certain information technology assets and depreciation of Winter Park assets.

Corporate general and administrative expenses increased from $7.6 million in the 2002 period to $9.5 million in the 2003 period. About 60% of the increase was due to the higher Canadian dollar and the balance was mainly due to higher compensation costs and increased legal, audit and corporate governance expenses.

LIQUIDITY AND CAPITAL RESOURCES

The progress that we saw in our move towards free cash flow in the first quarter of fiscal 2004 continued in the second quarter. We have now generated free cash flow of $50.5 million in fiscal 2004 compared with negative cash flow of $154.4 million in the first six months of last year. This positive swing of $204.9 million was due mainly to two factors the significant increase in real estate closings and the impact of Leisura.

	SIX MONTHS ENDED DECEMBER 31		
MILLIONS	**2003**	**2002**	**CHANGE**
Cash flow from real estate	**$ 0.9**	**$ (125.7)**	**$ 126.6**
Impact of Leisura	**95.3**		**95.3**
Other factors	**(45.7)**	**(28.7)**	**(17.0)**
Free cash flow	**$ 50.5**	**$ (154.4)**	**$ 204.9**

The increase in proceeds from real estate closings (658 units this year versus 330 units last year) net of the increase in expenditures to develop properties generated incremental cash flow of $126.6 million in the first two quarters. This is expected to partially reverse in the third and fourth quarters as the distribution of closings was more heavily weighted towards the second half of fiscal 2003 than will be the case in fiscal 2004.

The Leisura structure enabled us to increase cash flow by $95.3 million in the first two quarters. We sold eight projects to Leisura during this period and received cash proceeds net of our investment in Leisura of $70.5 million. This amount includes 75% of the fair market value of the land for the eight projects (the remaining 25% will be received when the units close) plus reimbursement of project costs that we paid before the sale date. Two more projects are expected to be sold to Leisura in the third quarter, for a total of 10 projects in the first year. In addition to the cash that we received from Leisura, our cash flow benefited from not having to spend

$24.8 million of incremental costs on the eight projects since they were sold to Leisura.

The negative cash flow of $45.7 million in the first six months of fiscal 2004 relating to factors other than real estate and Leisura includes $9.8 million for the call premium on the senior notes that were redeemed during the second quarter and $38.0 million for expenditures on ski and resort operations assets (capex). In total we expect to spend approximately $65 million on capex in fiscal 2004, a similar amount as in fiscal 2003.

We expect to generate significant free cash flow in the final two quarters of fiscal 2004 as our resort operations and management services businesses move into their most profitable period and our real estate business continues to benefit from the impact of Leisura. As we complete construction and close units in the last major condo-hotel projects outside of the Leisura structure and Leisura undertakes spending on the most capital-intensive new projects, we will recover a significant portion of our investment in real estate. We plan to use the free cash flow that we generate in fiscal 2004 to reduce our debt, and this will improve our credit ratios and provide a solid foundation for future growth.

During the second quarter we issued $350 million 7.50% senior notes (due 2013) and used the proceeds to redeem our $200 million 9.75% senior notes (due 2008) and to pay down our senior credit facility. This refinancing reduces our interest costs and extends the average maturity date of our debt. At December 31, 2003, we had availability of approximately $150 million under various lines of credit to cover our liquidity requirements.

ADDITIONAL INFORMATION

TOTAL COMPANY EBITDA

(in thousands of United States dollars)(unaudited)

	THREE MONTHS ENDED DECEMBER 31		SIX MONTHS ENDED DECEMBER 31	
	2003	**2002**	**2003**	**2002**
Cash flow provided by (used in) continuing operating activities	**$ 84,656**	**$ (8,243)**	**$ 102,622**	**$ (123,115)**
Add (deduct):				
Changes in non-cash operating assets and liabilities	**(68,451)**	**25,963**	**(74,825)**	**138,109**
Current income tax expense	**381**	**1,468**	**528**	**(978)**
Interest expense	**12,257**	**12,033**	**22,151**	**21,037**
Interest in real estate costs	**14,035**	**5,907**	**23,036**	**8,891**
Call premium and unamortized costs on senior notes redeemed	**12,074**		**12,074**	
	54,952	**37,128**	**85,586**	**43,944**
Interest, other income and other, net of non-cash items	**(2,981)**	**(688)**	**(8,110)**	**(994)**
Total Company EBITDA	**$ 51,971**	**$ 36,440**	**$ 77,476**	**$ 42,950**

FREE CASH FLOW

(in thousands of United States dollars)(unaudited)

	THREE MONTHS ENDED DECEMBER 31		SIX MONTHS ENDED DECEMBER 31	
	2003	**2002**	**2003**	**2002**
Cash flow provided by (used in) continuing operating activities	**$ 84,656**	**$ (8,243)**	**$ 102,622**	**$ (123,115)**
Expenditures on ski and resort operations assets	**(22,620)**	**(14,726)**	**(38,013)**	**(31,289)**
Investment in Leisura	**(7,494)**		**(14,091)**	
Free cash flow	**$ 54,542**	**$ (22,969)**	**$ 50,518**	**$ (154,404)**

The terms EBITDA and Free Cash Flow do not have a standardized meaning prescribed by generally accepted accounting principles (GAAP) and may not be comparable to similarly titled measures presented by other publicly traded companies. Reconciliations with respect to EBITDA and Free Cash Flow and the most comparable GAAP measures, as determined in accordance with Canadian GAAP, are presented in the tables above. These non-GAAP measures are referred to in this disclosure document because management believes they are indicative measures of a company s performance and are generally used by investors to evaluate companies in the resort industry.

OUTSTANDING SHARE DATA

At February 9, 2004, Intrawest had outstanding 47,882,344 common shares and stock options exercisable for a total of 3,981,550 additional common shares.

Statements contained in this report that are not historical facts are forward-looking statements that involve risks and uncertainties. Intrawest s actual results could differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, Intrawest s ability to implement its business strategies, seasonality, weather conditions, competition, general economic conditions, currency fluctuations and other risks detailed in the Company s filings with the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission.

Consolidated Statements
of Operations and Retained Earnings

(in thousands of United States dollars, except per share amounts)(unaudited)

	THREE MONTHS ENDED DECEMBER 31		SIX MONTHS ENDED DECEMBER 31	
	2003	2002	2003	2002
RESORT OPERATIONS:				
Revenue	**$ 111,278**	**$ 98,574**	**$ 165,629**	**$ 147,632**
Expenses	**89,841**	**76,361**	**140,734**	**123,761**
Resort operations contribution	**21,437**	**22,213**	**24,895**	**23,871**
MANAGEMENT SERVICES:				
Revenue	**24,355**	**14,718**	**48,839**	**32,837**
Expenses	**20,897**	**14,139**	**42,764**	**29,880**
Management services contribution	**3,458**	**579**	**6,075**	**2,957**
REAL ESTATE DEVELOPMENT:				
Revenue	**262,503**	**99,362**	**406,979**	**146,414**
Expenses	**244,099**	**87,549**	**374,032**	**131,538**
Real estate development contribution	**18,404**	**11,813**	**32,947**	**14,876**
Income before undernoted items	**43,299**	**34,605**	**63,917**	**41,704**
Interest and other income (expense)	**657**	**(221)**	**5,110**	**85**
Interest expense	**(12,257)**	**(12,033)**	**(22,151)**	**(21,037)**
Corporate general and administrative expenses	**(5,363)**	**(4,072)**	**(9,477)**	**(7,645)**
Depreciation and amortization	**(11,480)**	**(9,646)**	**(21,563)**	**(18,279)**
Call premium and unamortized costs on senior notes redeemed	**(12,074)**		**(12,074)**	
Income (loss) before income taxes and non-controlling interest	**2,782**	**8,633**	**3,762**	**(5,172)**
Provision for income taxes	**(381)**	**(1,468)**	**(528)**	**978**
Non-controlling interest	**(2,163)**	**(3,732)**	**(2,058)**	**(3,433)**
Income (loss) from continuing operations	**238**	**3,433**	**1,176**	**(7,627)**
Results of discontinued operations		**(653)**		**(578)**
Income (loss) for the period	**238**	**2,780**	**1,176**	**(8,205)**
Retained earnings, beginning of period	**265,578**	**224,530**	**264,640**	**235,515**
Dividends	**(2,836)**	**(2,430)**	**(2,836)**	**(2,430)**
Retained earnings, end of period	**$ 262,980**	**$ 224,880**	**$ 262,980**	**$ 224,880**
Income (loss) per common share:				
Basic	**$ 0.01**	**$ 0.07**	**$ 0.02**	**$ (0.16)**
Diluted	**$ 0.01**	**$ 0.07**	**$ 0.02**	**$ (0.16)**

Weighted average number of common shares outstanding (in thousands):				
Basic	**47,586**	**47,260**	**47,580**	**47,258**
Diluted	**47,841**	**47,678**	**47,787**	**47,719**

See accompanying notes to consolidated financial statements.

Consolidated Balance Sheets

(in thousands of United States dollars)

	DECEMBER 31, 2003	JUNE 30, 2003	
	(UNAUDITED)	(AUDITED)	
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	**$ 110,026**	**$ 126,832**	
Amounts receivable	**114,596**	**126,725**	
Other assets	**185,381**	**123,610**	
Resort properties	**572,444**		(3,884)

	Net decrease in cash and cash equivalents	(31,724)	(86,241)
Cash and Cash Equivalents			
Beginning of period		139,879	185,042
End of period		$ 108,155	$ 98,801
Supplemental disclosure of cash flow information			
Cash paid during the period for:			
Interest		$ 94	$ 383
Income taxes		$ 2,045	$ 9,508
Supplemental disclosure of non-cash flow information			
Accrued capital withdrawal payable to Société Générale		$	$ 142

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements

1. Organization and Basis of Presentation

Cowen Group, Inc. (together with its subsidiaries, the "Company") was incorporated in Delaware on February 15, 2006 with the issuance of 100 shares of common stock with a par value of $0.01 per share. The Company completed an initial public offering ("IPO") of its common stock on July 12, 2006. Prior to July 12, 2006, the Company was a wholly-owned subsidiary of SG Americas Securities Holdings, Inc. ("SGASH"). SGASH was a wholly-owned subsidiary of SG Americas, Inc. ("SGAI"), which in turn was a wholly-owned subsidiary of Société Générale ("SG"). The Company is operated and managed on an integrated basis as a single operating segment and primarily provides research, institutional brokerage and investment banking services to its clients. Certain material subsidiaries of the Company and other entities in which the Company has a controlling financial interest are discussed below.

Cowen and Company, LLC ("Cowen"), a Delaware single member limited liability company, is the United States broker-dealer subsidiary of the Company. Cowen is a full-service investment banking and securities brokerage firm focused on the emerging growth sectors of healthcare, technology, media and telecommunications, consumer, aerospace & defense, and alternative energy, operating primarily in the United States. Cowen's predecessor was SG Cowen Securities Corporation. Effective January 26, 2007, Cowen clears its securities transactions on a fully disclosed basis through National Financial Services, LLC and does not carry customer funds or securities.

Cowen International Limited ("CIL"), a corporation formed under the laws of England and Wales, is the United Kingdom broker-dealer subsidiary of the Company. CIL is an investment banking and brokerage firm also focused on the emerging growth sectors of healthcare, technology, media and telecommunications, consumer, aerospace & defense, and alternative energy, primarily in Europe. CIL's predecessors were SG London Securities Limited and SG London Branch.

Cowen Asset Management, LLC ("CAM US"), a Delaware single member limited liability company, is a wholly-owned subsidiary of the Company. CAM US focuses on a growth-oriented investment style centered on small and mid-sized companies based in North America whose stocks are listed on the major exchanges. CAM US also serves as the investment manager for an equity long-short hedge fund.

Cowen Asset Management Limited ("CAM UK"), a corporation formed under the laws of England and Wales, is a wholly-owned subsidiary of the Company. CAM UK provides traditional asset management services for investors outside the United States, focusing on a global equity strategy.

Cowen Funds, p.l.c. ("Cowen Funds"), an open-ended investment company ("OEIC") with variable capital, is incorporated with limited liability in Ireland, regulated by the Irish Financial Services Regulatory Authority, and established as an undertaking for collective investment in transferable securities ("UCITS"). A UCITS is a public limited company that manages investment funds in the European Union. As such, Cowen Funds is structured as an umbrella fund with segregated liability between sub-funds which are listed on the Irish Stock Exchange. The Company, through Cowen, has a controlling financial interest in Cowen Funds.

Cowen Healthcare Royalty Management, LLC ("CHRP Management"), a Delaware single member limited liability company, is an indirect wholly-owned subsidiary of the Company. CHRP Management manages an investment program that invests principally in commercial-stage biopharmaceutical products and companies.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

1. Organization and Basis of Presentation (Continued)

Cowen Capital Partners, LLC ("Cowen Capital"), a Delaware single member limited liability company, is an indirect wholly-owned subsidiary of the Company. Cowen Capital focuses on providing investment management services to management teams who acquire significant equity positions in growing businesses engaged in business services, healthcare services and specialty manufacturing.

Concurrent with the Company's IPO, the Board of Directors of the Company approved a return of capital distribution to SGASH which left the Company with initial stockholders' equity of $207.0 million at July 12, 2006. In connection with the IPO, the Company distributed cash of $180.3 million to SGASH pursuant to this authorization. Under the terms of the separation agreement between the Company and SG (the "Separation Agreement"), the amount of this distribution was subject to adjustment based on a final review of the Company's separation from SG. See Note 12, "Separation from Société Générale and Other Related Matters" for further discussion of the Separation Agreement. At June 30, 2008 and December 31, 2007, the Company had accrued $2.1 million as a capital distribution to SG related to this final review, which is included in accounts payable, accrued expenses and other liabilities on the accompanying Condensed Consolidated Statements of Financial Condition. On July 1, 2008, the Company made a payment of $2.1 million to SG.

SGASH received all of the proceeds from the sale of 11,517,392 shares as a result of the IPO. In addition, 2,100,000 restricted shares were granted to employees of the Company. SGASH retained 1,382,608 shares of the Company out of the total 12,900,000 shares it held immediately prior to the IPO. On December 5, 2007, the Company filed a Registration Statement on Form S-3 on behalf of SG. As a result, SG may sell its remaining shares at any time.

Basis of Presentation

Management believes that these Condensed Consolidated Financial Statements include normally recurring adjustments and accruals necessary for a fair presentation of the Condensed Consolidated Statements of Financial Condition, Operations and Cash Flows for the periods presented. These Condensed Consolidated Financial Statements and related notes are unaudited and exclude some of the disclosures required in annual financial statements.

The Condensed Consolidated Statements of Operations do not include litigation expenses incurred by the Company in connection with certain litigation and other legal matters that are indemnified by SG through an indemnification agreement (the "Indemnification Agreement"). The legal reserves related to these indemnified matters are included in legal reserves and legal expenses payable in the Condensed Consolidated Statements of Financial Condition. Since the Company became a public company, these payments have been included as operating activities. The effect of this indemnification on the Company's consolidated results of operations is that when a future increase to a loss contingency reserve that is related to litigation covered by the Indemnification Agreement is recorded, the litigation cost and the indemnification recovery will be reflected as an increase in litigation and related expense and the indemnification recovery will be recorded as a reduction to the Company's litigation and related expense. See Note 11, "Commitments, Contingencies and Guarantees" and Note 12, "Separation from Société Générale and Other Related Matters" for further discussion.

The Condensed Consolidated Financial Statements include the accounts of the Company, its subsidiaries and entities in which the Company has a controlling financial interest. All intercompany accounts and transactions have been eliminated upon consolidation. Certain reclassifications have been made to conform prior-period amounts to the current-period presentation, including (i) commissions of

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

1. Organization and Basis of Presentation (Continued)

$22.2 million and principal transactions of $15.2 million for the three months ended June 30, 2007, and commissions of $46.2 million and principal transactions of $35.9 million for the six months ended June 30, 2007, have been combined for those periods into a new revenue line entitled brokerage in the Condensed Consolidated Statements of Operations and (ii) $1.1 million and $1.7 million for the three and six months ended June 30, 2007, respectively, related to fees paid to the Company for equity research, have been reclassified from other revenue to the new revenue line entitled brokerage in the Condensed Consolidated Statements of Operations.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The Condensed Consolidated Financial Statements include the accounts of Cowen Group, Inc., its subsidiaries, and all other entities in which the Company has a controlling financial interest. All intercompany accounts and transactions have been eliminated in consolidation. The Company determines whether it has a controlling financial interest by first evaluating whether the entity is a voting interest entity, or a variable interest entity ("VIE").

Voting interest entities are those in which the total equity investment at risk is sufficient to enable the entity to finance its activities independently. Voting interest entities provide equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity's activities in the Consolidated Statement of Cash Flows. Voting interest entities are consolidated in accordance with Accounting Research Bulletin No. 51, *Consolidated Financial Statements* ("ARB 51"). ARB 51 provides that ownership of a majority voting interest is a condition for a controlling financial interest in an entity.

According to Financial Accounting Standards Board ("FASB") Interpretation No. 46R, *Consolidation of Variable Interest Entities* ("FIN 46R"), VIEs lack one or more of the characteristics of a voting interest entity as described above. FIN 46R provides that a controlling financial interest in an entity is present when an entity has one or more variable interests that are expected to absorb a majority of the entity's expected losses, receive a majority of the entity's residual returns, or both. The entity that is determined to be the primary beneficiary holds the controlling financial interest and is required to consolidate the VIE. Accordingly, the Company consolidates VIEs in which the Company is deemed to be the primary beneficiary.

When the Company does not have a controlling financial interest in an entity but exerts significant influence over that entity's operating and financial policies, the Company accounts for its investment in accordance with the equity method of accounting prescribed by Accounting Principles Board Opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*. This generally applies to cases in which the Company owns a voting or economic interest of between 20 and 50 percent, or, in the case of investments in limited partnerships, more than 3 to 5 percent.

In addition to the situations described above, the Company evaluates partnerships, limited liability companies and similar entities that are not VIEs according to the provisions of EITF 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* ("EITF 04-5"). The Company consolidates any such entities over which the Company, as general partner or managing member, has the presumption of control according to EITF 04-5.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Minority Interest

The Company reports the proportionate share of equity interests held by minority interest holders in Cowen Healthcare Royalty GP, LLC, as minority interest on the Condensed Consolidated Financial Statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management believes that the estimates utilized in preparing its Condensed Consolidated Financial Statements are reasonable and prudent; however, actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less at the date of purchase to be cash equivalents.

Valuation of Financial Instruments

Substantially all of the Company's financial instruments are recorded at fair value or contract amounts that approximate fair value. Securities owned and securities sold, not yet purchased and derivative financial instruments including options and warrant positions are stated at fair value, with related changes in unrealized appreciation or depreciation reflected in brokerage revenue in the Condensed Consolidated Statements of Operations. Financial instruments carried at contract amounts include amounts receivable from and payable to brokers, dealers and clearing brokers, and corporate finance and syndicate receivables.

On January 1, 2008, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements* ("SFAS 157") as it relates to financial assets and financial liabilities. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This statement establishes a fair value hierarchy that distinguishes between valuations obtained from sources independent of the entity and those from the entity's own unobservable inputs that are not corroborated by observable market data.

For many financial instruments, fair value is based on independent sources such as quoted market prices or dealer price quotations. To the extent certain financial instruments trade infrequently or are not marketable, they may not have readily determinable fair values. In these instances, primarily for warrants, the Company estimates fair value using various pricing models and available information that management deems most relevant. Among the factors considered by the Company in determining the fair value of financial instruments are discounted anticipated cash flows, the cost, terms and liquidity of the instrument, the financial condition, operating results and credit ratings of the issuer or underlying company, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of financial instruments. See Note 10, "Fair Value Measurements" for further discussion.

Prior to January 1, 2008, the Company followed the American Institute of Certified Public Accountants ("AICPA") Audit and Accounting Guide, *Brokers and Dealers in Securities*, when determining fair value for financial instruments, which permitted the recognition of a discount to the

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

quoted price when determining the fair value for a substantial block of a particular security, when the quoted price was not considered to be readily realizable (*i.e.*, a block discount).

Receivable from and Payable to Brokers, Dealers and Clearing Brokers

Amounts receivable from and payable to brokers, dealers and clearing brokers primarily include proceeds from securities sold short including commissions and fees related to securities transactions, net receivables and payables for unsettled transactions, and deposits with the clearing brokers. Proceeds related to securities sold, not yet purchased, may be restricted until the securities are purchased.

Corporate Finance and Syndicate Receivables

Corporate finance and syndicate receivables include receivables relating to the Company's investment banking and advisory engagements. The Company records an allowance for doubtful accounts on these receivables on a specific identification basis. No valuation allowance has been recorded as of June 30, 2008 and December 31, 2007.

Investments

The Company's investment in Cowen Healthcare Royalty Partners-A, LP (the "CHRP Fund"), is accounted for under the equity method, with the Company's proportionate share of the income or loss of the CHRP Fund recorded in other revenue. See Note 8, "Investments" for further discussion.

Furniture, Fixtures, Equipment, and Leasehold Improvements

Furniture, fixtures, equipment, and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation of furniture, fixtures, and equipment is provided on the straight-line method over the estimated useful lives of the assets, which range from three to five years. Leasehold improvements are amortized over the lesser of the useful life of the improvement or the term of the lease.

Goodwill

Goodwill represents the excess of the purchase price of a business acquisition over the fair value of the net assets acquired. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"), goodwill is not amortized. The Company monitors goodwill annually or more frequently if events or circumstances indicate a possible impairment.

A two-step test is used to determine whether goodwill is impaired. The first step is to compare the carrying value of the Company with the fair value of the Company. If the carrying value of the Company exceeds the fair value of the Company, the second step is applied. The second step is to compare the carrying amount of the goodwill with the implied fair value of the goodwill as determined in accordance with SFAS 142. Goodwill impairment is recognized if its carrying value exceeds its implied fair value. The determination of fair value includes considerations of projected cash flows, relevant trading multiples of comparable exchange listed corporations, and the trading price of the Company's common shares.

Goodwill impairment tests are subject to significant judgment in determining the estimation of future cash flows, discount rates and other assumptions. Changes in these estimates and assumptions could have a significant impact on the fair value and any resulting impairment of goodwill.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Exchange Memberships

Exchange memberships representing both ownership interest and the right to conduct business on the exchange are carried at cost. The Company evaluates exchange memberships for other-than-temporary impairment annually or more frequently if events or circumstances indicate a possible impairment.

Share-Based Compensation

Share-based awards granted under the Company's equity and incentive compensation plans are accounted for according to the provisions of SFAS No. 123(R), *Share-Based Payment* ("SFAS 123R"). See Note 14, "Share-Based Compensation" for a description of these awards.

Legal Reserves

The Company estimates potential losses that may arise out of legal and regulatory proceedings and records a reserve and takes a charge to income when losses with respect to such matters are deemed probable and can be reasonably estimated, in accordance with SFAS No. 5, *Accounting for Contingencies* ("SFAS 5"). These amounts are reported in other expenses, net of recoveries, in the Condensed Consolidated Statements of Operations. The Condensed Consolidated Statements of Operations do not include litigation expenses incurred by the Company in connection with certain litigation matters. See Note 11, "Commitments, Contingencies, and Guarantees" and Note 12, "Separation from Société Générale and Other Related Matters" for additional information. As the successor of the named party in these litigation matters, the Company recognizes the related legal reserve in the Condensed Consolidated Statements of Financial Condition.

Revenue Recognition

Investment Banking

Investment banking revenue includes underwriting fees earned through the Company's participation in public offerings of equity securities. The Company acts as an underwriter and earns revenue including management fees, selling concessions and underwriting fees. Fee revenue relating to underwriting commitments is recorded when all significant items relating to the underwriting cycle have been completed and the amount of the underwriting revenue has been determined. This generally is the point at which all of the following have occurred: (i) the issuer's registration statement has become effective with the Securities and Exchange Commission ("SEC"), or the other offering documents are finalized, (ii) the Company has made a firm commitment for the purchase of shares from the issuer, and (iii) the Company has been informed of the number of shares that it has been allotted.

When the Company is not the lead manager for a registered equity underwriting transaction, management must estimate the Company's share of transaction-related expenses incurred by the lead manager in order to recognize revenue. Transaction-related expenses are deducted from the underwriting fee and therefore reduce the revenue the Company recognizes as co-manager. Such amounts are adjusted to reflect actual expenses in the period in which the Company receives the final settlement, typically within 90 days following the closing of the transaction.

Private placement fees, which include warrants received in certain transactions, strategic advisory fees and financial advisory fees, are recorded when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. Expenses

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded.

Brokerage

Brokerage revenue consists of commissions, principal transactions and equity research fees.

Commissions. Commission revenue includes fees from executing client transactions in listed securities. These fees are recognized on a trade date basis. The Company permits institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as soft dollar arrangements. Commissions on soft dollar brokerage are recorded net of the related expenditures on an accrual basis.

Principal Transactions. Principal transaction revenue includes net trading gains and losses from the Company's market-making activities in over-the-counter equity securities, listed options trading, trading of convertible securities, and trading gains and losses on inventory and other firm positions, which include warrants previously received as part of investment banking transactions. In certain cases, the Company provides liquidity to clients buying or selling blocks of shares of listed stocks without previously identifying the other side of the trade at execution, which subjects the Company to market risk. These positions are typically held for a very short duration.

Equity Research Fees. Equity research fees are paid to the Company for providing equity research. These fees are recognized as revenue when they are earned.

Other

Other revenue includes fees for managing assets and investments in private equity, traditional asset management and alternative asset management funds, as well as fees for managing a portfolio of merchant banking investments on behalf of SG and other third party investors, and miscellaneous income such as fees for managing venture capital investments. Management fees are recognized in the periods during which the related services are performed and the amounts have been contractually earned.

Revenue Recognition on Incentive Income

Incentive income is calculated as a percentage of the profits earned by CHRP Management, subject to clawback and waterfall provisions. The Company has elected to account for incentive income that is subject to contingencies in accordance with Method 1 of Emerging Issues Task Force Topic D-96, *Accounting for Management Fees Based on a Formula* ("D-96"). Under Method 1 of D-96, incentive income is recognized at the end of the contract period when all of the contingencies have been resolved. As of June 30, 2008, the Company has not yet recorded any incentive income related to this arrangement.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Derivative Financial Instruments

The Company uses futures contracts for proprietary trading activities and has, in the past, utilized credit default swaps to buy credit protection. The Company uses listed options for proprietary trading activities and to economically hedge trading positions. The Company also holds warrant positions. Warrants provide the holder the right to purchase securities from the issuer, and may be received in connection with certain private placement transactions.

The fair values of the credit default swaps and options are based on current market quotes. The fair value of warrants is based on a valuation model that considers contractual term, market price and volatility. Initially, the fair value of warrants received in connection with private placement transactions is included in investment banking revenues in the Condensed Consolidated Statement of Operations. Subsequent realized and unrealized gains and losses related to changes in the fair value of warrants are included in brokerage revenue in the Condensed Consolidated Statement of Operations. The fair value of listed options, warrants, and credit default swaps is included in securities owned and securities sold, not yet purchased in the Condensed Consolidated Statements of Financial Condition. There were no futures contracts or required margin deposits at June 30, 2008 or December 31, 2007.

Realized and unrealized gains and losses from changes in the fair value of derivatives are included in brokerage revenue in the Condensed Consolidated Statements of Operations. The Company does not use hedge accounting as described in SFAS No. 133, *Accounting for Derivatives and Hedging Activities.*

Earnings Per Share

The Company computes earnings per share in accordance with SFAS No. 128, *Earnings per Share.* Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is calculated by dividing net income by the weighted average outstanding shares assuming conversion of all potentially dilutive restricted stock and stock options, in accordance with the treasury stock method.

Leases

Leases are accounted for under SFAS No. 13, *Accounting for Leases*. All of the Company's leases are classified as operating leases.

Foreign Currency

The Company consolidates certain foreign subsidiaries that have designated a foreign currency as their functional currency. For entities that have designated a foreign currency as their functional currency, assets and liabilities are translated into U.S. dollars based on current rates, which are the rates prevailing at each statement of financial condition date, and revenues and expenses are translated at historical rates, which are the average rates for the relevant periods. The resulting translation gains and losses, and the tax effects of such gains and losses, are recorded in other comprehensive income, a separate component of stockholders' equity. Gains or losses resulting from foreign currency transactions are included in net income.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Income Taxes

The income tax provision reflected in the Condensed Consolidated Statements of Operations is consistent with the liability method described in SFAS No. 109, *Accounting for Income Taxes*. Under the liability method, deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under applicable tax laws and rates. A valuation allowance is provided for deferred tax assets when it is considered more likely than not that any benefits of net deductible temporary differences and net operating loss carryforwards will not be realized.

The Company follows the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109* ("FIN 48"). FIN 48 requires recognition and measurement of a tax position taken or expected be taken in a tax return and provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

3. Accounting Developments

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, ("SFAS 160"). SFAS 160 will significantly change financial accounting and reporting for noncontrolling (or minority) interests in consolidated financial statements. SFAS 160 is effective for the first annual reporting period beginning on or after December 15, 2008. Earlier application is prohibited. The Company is currently assessing the impact of SFAS 160 on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ("SFAS 141R"), which replaces SFAS 141. SFAS 141R establishes principles and requirements for how an acquirer in a business combination (i) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; (ii) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (iii) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for the first annual reporting period beginning on or after December 15, 2008. Earlier application is prohibited.

In February 2008, the FASB issued FASB Staff Position SFAS 157-2, *Effective Date of FASB Statement No. 157* ("FSP SFAS 157-2"). FSP SFAS 157-2 delays the effective date of SFAS 157 to fiscal years beginning after November 15, 2008 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of FSP SFAS 157-2 is not expected to have a material impact on the Company's consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133* ("SFAS 161"). SFAS 161 requires enhanced disclosures for derivative instruments and hedging activities that include how and why an entity uses derivatives, how these instruments and the related hedged items are accounted for under SFAS 133 and related interpretations, and how derivative instruments and related hedged items affect the entity's financial position, results of operations and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

3. Accounting Developments (Continued)

adoption is permitted. The Company is currently evaluating the impact that SFAS 161 will have on its consolidated financial statements.

4. Restricted Cash Pursuant to Escrow Agreement and Related Indemnification Agreement with Société Générale

In connection with the IPO, the Company entered into an Indemnification Agreement with SG under which (1) SG will indemnify, and will defend and hold harmless the Company and each of the Company's subsidiaries from and against certain liabilities assumed or retained by SG; and (2) SG will indemnify the Company for known, pending and threatened litigation (including the costs of such litigation) and certain known regulatory matters, in each case, that existed prior to the date of the IPO to the extent the cost of such litigation results in payments in excess of the amount placed in escrow to fund such matters. See Note 12, "Separation from Société Générale and Other Related Matters," for further discussion of the Indemnification Agreement.

On July 12, 2006, the Company entered into an escrow agreement with SGASH and a third-party escrow agent (the "Escrow Agreement") and deposited with the escrow agent $72.3 million for the payment of liabilities arising out of the matters for which SG has agreed to indemnify the Company. Subsequent to making this deposit, certain matters covered by the Escrow Agreement have been settled and excess reserves related to these settled matters were returned to SGASH. The escrow agent will, when and as directed by SGASH, distribute funds from the escrow account to satisfy specified contingent liabilities for which SG has assumed responsibility should such liabilities become due. Any amounts remaining in the escrow account after final conclusion of the related litigation will be paid to SGASH. SGASH is also entitled to any interest earned on such deposits held in escrow. The balance in the escrow account was $23.3 million as of June 30, 2008 and $23.5 million as of December 31, 2007.

The effect of this indemnification on the Company's consolidated results of operations is that when a future increase to a loss contingency reserve that is related to litigation covered by the Indemnification Agreement is recorded, the litigation cost and the indemnification recovery will be reflected as an increase in legal expenses and the indemnification recovery will be recorded as a reduction to the Company's legal expenses. Legal expenses are included within other expenses in the Condensed Consolidated Statements of Operations.

5. Securities Owned and Securities Sold, Not Yet Purchased

Securities owned and securities sold, not yet purchased, both at fair value, consist of the following at June 30, 2008 and December 31, 2007:

	June 30, 2008		December 31, 2007	
	Owned	Sold, Not Yet Purchased	Owned	Sold, Not Yet Purchased
	(in thousands)			
Equity securities	$23,690	$ 31,578	$16,715	$ 23,705
Options	2,640	2,470	3,247	1,363
Mutual funds	2,057		2,660	
Warrants	1,485		2,420	
Corporate debt securities			571	571
Total	$29,872	$ 34,048	$25,613	$ 25,639

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

5. Securities Owned and Securities Sold, Not Yet Purchased (Continued)

Securities sold, not yet purchased, represent obligations of the Company to deliver a specified security at a contracted price and, thereby, create a liability to purchase that security in the market at prevailing prices. The Company's liability for securities to be delivered is measured at their fair value as of the date of the financial statements. However, these transactions result in off-balance sheet risk, as the Company's ultimate cost to satisfy the delivery of securities sold, not yet purchased, may exceed the amount reflected in the Condensed Consolidated Statements of Financial Condition. Substantially all securities owned (equity securities and options) are pledged to the clearing broker under terms which permit the clearing broker to sell or re-pledge the securities to others subject to certain limitations.

6. Receivable from and Payable to Brokers, Dealers and Clearing Brokers

Amounts receivable from and payable to brokers, dealers and clearing brokers at June 30, 2008 and December 31, 2007 consist of the following:

	June 30, 2008		December 31, 2007	
	Receivable	Payable	Receivable	Payable
	(in thousands)			
Clearing brokers	$29,820	$1,644	$42,941	$ 34
Fees and commissions	9,128	4,196	5,835	339
Total	$38,948	$5,840	$48,776	$ 373

7. Exchange Memberships

Exchange memberships provide the Company with the right to do business on the exchanges of which it is a member. No impairment was recorded during the three and six months ended June 30, 2008 and 2007. The fair value of the exchange memberships was $0.7 million and $1.0 million at June 30, 2008 and December 31, 2007, respectively.

8. Investments

The Company applies the equity method of accounting for its ownership interests in the CHRP Fund, a fund which principally invests in commercial-stage biopharmaceutical products and companies. The carrying value of the investment at June 30, 2008 was $6.2 million, which included $0.5 million of minority interest in Cowen Healthcare Royalty GP, LLC, the General Partner of the CHRP Fund. The Company has a total investment commitment of $25 million to the CHRP Fund.

9. Goodwill

All of the Company's goodwill resulted from the 1998 acquisition of the former Cowen private partnership by SG. The entire goodwill balance is recorded at the Cowen entity, the U.S. broker-dealer subsidiary of the Company. Goodwill is reviewed for possible impairment at least annually, consistent with valuation methodologies pursuant to SFAS 142. There were no additions to goodwill and no impairment losses recorded during the six months ended June 30, 2008.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

10. Fair Value Measurements

The Company adopted the provisions of SFAS 157 on January 1, 2008. SFAS 157 defines fair value as 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. SFAS 157 also establishes a framework for measuring fair value and a valuation hierarchy based upon the transparency of inputs used in the valuation of an asset or liability. Classification within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The valuation hierarchy contains three levels:

Level 1 Valuation inputs are unadjusted quoted market prices for identical assets or liabilities in active markets.

Level 2 Valuation inputs are quoted prices for identical assets or liabilities in markets that are not active, quoted market prices for similar assets and liabilities in active markets and other observable inputs directly or indirectly related to the asset or liability being measured.

Level 3 Valuation inputs are unobservable and significant to the fair value measurement.

The following describes the valuation methodologies the Company uses to measure different financial instruments at fair value, including an indication of the level in the fair value hierarchy in which each instrument is generally classified.

Equity securities. Equity securities are valued based on quoted market prices. Equity securities that trade in active markets are classified within Level 1, and equity securities that trade in inactive markets are classified within Level 2.

Options. Listed options are valued based on quoted market prices. All options trade in active markets and are classified within Level 1.

Mutual funds. Mutual funds are valued based on quoted net asset values. All mutual funds trade in active markets and are classified within Level 1.

Warrants. Warrants in public companies are valued using a Black-Scholes valuation model, based on observable inputs directly related to the warrants. These warrants are classified within Level 2. Warrants in private companies are valued using inputs that are unobservable and significant to the fair value measurement, such as third party transactions in that security, and are classified within Level 3.

The Company maintains policies and procedures to value its financial instruments using the highest level and most relevant data available. In addition, management reviews valuations, including independent price validation, for certain instruments. In some instances, the Company retains an independent pricing vendor to assist in valuing certain instruments.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

10. Fair Value Measurements (Continued)

The following table summarizes the Company's financial assets and liabilities that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of June 30, 2008:

	Level 1	Level 2	Level 3	Total
		(in thousands)		
Assets:				
Equity securities	$23,615	$ 75	$	$23,690
Options	2,640			2,640
Mutual funds	2,057			2,057
Warrants		977	508	1,485
	$28,312	$1,052	$ 508	$29,872
Liabilities:				
Equity securities	$31,578	$	$	$31,578
Options	2,470			2,470
	$34,048	$	$	$34,048

The following is a summary of the change in balance sheet carrying values associated with Level 3 financial instruments for the six months ended June 30, 2008.

	Warrants	Total
	(in thousands)	
Balance at December 31, 2007	$ 434	$434
Realized gains or losses, net		
Unrealized gains	74	74
Purchases and sales, net		
Balance at June 30, 2008	$ 508	$508

Realized and unrealized gains and losses on warrants are reported in brokerage revenues in the Consolidated Statement of Operations. There were no transfers out of Level 3 for the period ended June 30, 2008. The change in unrealized gains above relates entirely to assets still held at the reporting date. For the three months ended March 31, 2008 there were no changes in the value of warrants classified as Level 3.

The Company has elected to defer the provisions of SFAS 157 related to disclosures surrounding nonfinancial assets, including goodwill, and nonfinancial liabilities in accordance with FSP SFAS 157-2, which deferred the required implementation of these disclosures until 2009.

11. Commitments, Contingencies and Guarantees

Legal Proceedings

The Company is involved in a number of legal and regulatory matters that arise from time to time in connection with the conduct of its businesses. The Company estimates potential losses that may arise out of these matters and records a reserve and takes a charge to income when losses with respect to

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

11. Commitments, Contingencies and Guarantees (Continued)

such matters are deemed probable and can be reasonably estimated, in accordance with SFAS 5. To the extent that the Company is indemnified by SG, indemnified legal expenses and liabilities will be paid out of escrow pursuant to the Escrow Agreement. See Note 4, "Restricted Cash Pursuant to Escrow Agreement and Related Indemnification Agreement with Société Générale" and Note 12, "Separation from Société Générale and Other Related Matters," for further discussion of the Escrow and Indemnification Agreements. Although there can be no assurances as to the ultimate outcome, Cowen has established reserves for litigation and regulatory matters that it believes are adequate as of June 30, 2008. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel, the Company's defenses and its experience in similar cases or proceedings as well as its assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. The Company may increase or decrease its legal reserves in the future, on a matter-by-matter basis, to account for developments in such matters.

Based on information currently available, the Company believes that the amount, or range, of reasonably possible losses will not have a material adverse effect on the Company's consolidated financial condition or cash flows. However, losses may be material to the Company's operating results in a future period depending, in part, on the operating results for such period and the extent to which the Company is indemnified by SG.

Lease commitments

The Company's headquarters is located in New York City and other office locations include Boston, San Francisco, Cleveland, Dallas, Stamford, Atlanta, Chicago, London and Geneva. Certain office space is leased under operating leases that extend up to 2015. In addition, certain lease agreements are subject to escalation clauses. Under the terms of the Boston office lease, which expires on November 30, 2014, there is a five-year extension option which would allow the Company to extend the lease through November 30, 2019. As of June 30, 2008, the Company had the following lease commitments related to these agreements:

	Minimum Lease Payments (in thousands)
Remainder of 2008	$ 4,761
2009	9,631
2010	9,741
2011	9,730
2012	9,232
Thereafter	11,477
	$ 54,572

Rent expense was $2.9 million and $2.7 million for the three months ended June 30, 2008 and 2007, respectively, and was $5.7 million and $5.5 million for the six months ended June 30, 2008 and 2007, respectively. Rent expenses above include building operating expenses which are charged to the Company.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

11. Commitments, Contingencies and Guarantees (Continued)

Guarantees

The Company has outsourced certain information technology services under agreements which are in place until 2010. As of June 30, 2008, the Company's annual minimum guaranteed payments under these agreements are as follows:

	Minimum Guaranteed Payments (in thousands)
Remainder of 2008	$ 6,138
2009	10,709
2010	4,485
	$ 21,332

The Company applies the provisions of the FASB's Interpretation No. 45, *Guarantor's Accounting and Disclosure Required for Guarantees, Including Indirect Indebtedness of Others*, which provides accounting and disclosure requirements for certain guarantees. In this regard, the Company has agreed to indemnify its clearing broker for losses that it may sustain from the customer accounts introduced by the Company. Pursuant to the clearing agreement, the Company is required to reimburse the clearing broker, without limit, for any losses incurred due to the counterparty's failure to satisfy its contractual obligations.

The Company is a member of various securities exchanges. Under the standard membership agreement, members are required to guarantee the performance of other members and, accordingly, if another member becomes unable to satisfy its obligations to the exchange, all other members would be required to meet the shortfall. The Company's liability under these arrangements is not quantifiable and could exceed the cash and securities it has posted as collateral. However, management believes that the potential for the Company to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is recorded in the Condensed Consolidated Statements of Financial Condition for these arrangements.

Capital Committment

The Company has committed to invest $25 million as a Limited Partner of the CHRP Fund. This commitment is expected to be called over a three to four year period. The Company is also a member of Cowen Healthcare Royalty GP, LLC, the General Partner of the CHRP Fund and will make its pro-rata investment in the Fund along with the other members of the General Partner.

12. Separation from Société Générale and Other Related Matters

In connection with the IPO, the Company entered into the Separation Agreement, the Indemnification Agreement and a number of other agreements for the purpose of accomplishing the separation from SG, the transfer of the Cowen and CIL businesses to the Company, the return of capital to SGASH, and various other matters regarding the separation and the IPO. These agreements provide, among other things, for the allocation of employee benefits, tax and other liabilities and obligations attributable or related to periods or events prior to, in connection with and after the IPO.

Under the Separation Agreement, both the Company and SG have assumed and/or retained certain actual or contingent liabilities. Specifically, the Company retained or assumed, among others,

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

12. Separation from Société Générale and Other Related Matters (Continued)

certain liabilities reflected in the Company's Condensed Consolidated Statements of Financial Condition, all liabilities associated with the Company's stock ownership and incentive compensation plans, liabilities associated with certain contracts and accounts that the Company shares with SG, liabilities associated with the breach of or failure to perform any of the Company's obligations under certain agreements, certain specified liabilities and all other liabilities expressly allocated to the Company in connection with the separation, and all other known and unknown liabilities (to the extent not specifically assumed by SG) relating to, arising out of or resulting from the Company's business, assets, liabilities or any business or operations conducted by the Company at any time prior to, on or after the date of separation. Liabilities retained or assumed by SG include, among others, liabilities associated with the sale and transfer of its interests in the SG Merchant Banking Fund L.P. to a third party, its portion of liabilities associated with certain contracts and accounts that it shares with the Company, liabilities associated with the breach of or failure to perform any of its obligations under certain agreements, liabilities arising from the operation of its business, liabilities associated with certain businesses previously conducted by the Company, certain liabilities associated with any known or unknown employee-related claims made by any current or former employees of SG or any of its subsidiaries (other than the Company), certain specific contingent liabilities to the extent that such liabilities exceed the aggregate dollar amount held in escrow pursuant to the Escrow Agreement, certain specified liabilities and all other liabilities expressly allocated to it under the Separation Agreement and the other agreements entered into in connection with the separation, and all other known and unknown liabilities relating to, arising out of or resulting from its business, assets, liabilities or any business or operations conducted by SG.

Under the Indemnification Agreement, the Company will indemnify, and will defend and hold harmless SG and its subsidiaries from and against all liabilities specifically retained or assumed by the Company following the IPO. SG will indemnify, and will defend and hold harmless the Company and each of the Company's subsidiaries from and against certain liabilities assumed or retained by them, and SG will indemnify the Company for known, pending and threatened litigation (including the costs of such litigation) and certain known regulatory matters, in each case, that existed prior to the date of the IPO to the extent the cost of such litigation results in payments in excess of the amount placed in escrow to fund such matters.

During the third quarter of 2007, the Company concluded that a receivable recorded on its Condensed Consolidated Statement of Financial Condition in the amount of $1.9 million owed to it from SG is in dispute. The receivable had been previously established on the Consolidated Statement of Financial Condition of the Company prior to the time of the IPO as a "Receivable from brokers, dealers and clearing brokers" and reported as such, and has since been reclassified to "Other assets." The Company has been informed that SG disputes its obligation to pay the receivable. The Company believes, based on current facts and circumstances and in consultation with counsel, that it holds a valid legal claim to the receivable. Based upon the validity of its legal claim, the Company believes the receivable is realizable. Therefore, no reserves have been established. The Company has taken steps to pursue its legal claim.

13. Related Party Transactions

The Company has related party transactions with Cowen Investments Holdings, LLC, an unconsolidated investment fund holding company and, beginning in the third quarter of 2007, the unconsolidated investment funds managed by CHRP Management.

13. Related Party Transactions (Continued)

Amounts receivable from related parties were $8.8 million and $2.7 million as of June 30, 2008 and December 31, 2007, respectively. There were no amounts payable to related parties as of June 30, 2008 and December 31, 2007. Revenues from related parties were $3.8 million and $0.5 million for the three months ended June 30, 2008 and 2007, respectively, and $5.4 million and $1.1 million for the six months ended June 30, 2008 and 2007, respectively, and are included in other revenues in the Condensed Consolidated Statements of Operations. The related party revenues and receivable balances primarily relate to management fees earned by the Company, and amounts receivable from the unconsolidated investment funds managed by CHRP Management.

14. Share-Based Compensation

Upon becoming a public company, the Company established the 2006 Equity and Incentive Plan (the "2006 Plan"). The 2006 Plan permits the grant of options, restricted shares, restricted stock units and other equity based awards to its employees, consultants and directors for up to 4,725,000 shares of common stock. On June 7, 2007, the Company's shareholders approved the 2007 Equity and Incentive Plan (the "2007 Plan"), which permits the grant of options, restricted shares, restricted stock units and other equity and cash based awards to its employees, consultants and directors for up to an additional 1,500,000 shares of common stock. Stock options granted generally vest over two to five year periods and expire seven years from the date of grant. Restricted shares issued generally vest over three to five year periods. Restricted stock units may be immediately vested or may generally vest over a three to five year period. As of June 30, 2008, there were approximately 2.0 million shares available for future issuance under the 2006 and 2007 Plans.

The Company measures compensation cost for these awards according to the fair value method prescribed by SFAS 123R. In accordance with the expense recognition provisions of SFAS 123R, unearned compensation associated with share-based awards with graded vesting periods is amortized using the accelerated method over the vesting period of the option or award.

In relation to these awards, the Company recognized expense of $4.4 million and $5.2 million for the three months ended June 30, 2008 and 2007, respectively, and expense of $2.7 million and $9.7 million for the six months ended June 30, 2008 and 2007, respectively. The income tax effect recognized for these awards was a benefit of $1.9 million and $2.2 million for the three months ended June 30, 2008 and 2007, respectively, and a benefit of $1.1 million and $4.1 million for the six months ended June 30, 2008 and 2007, respectively.

Effective March 4, 2008, Kim S. Fennebresque, formerly Chairman, President and Chief Executive Officer of the Company, resigned as President and Chief Executive Officer. In connection with Mr. Fennebresque's resignation, he forfeited, in its entirety, the equity award of 975,000 restricted shares he received in connection with the Company's IPO (the "IPO Award"). As a result, compensation expense for the six months ended June 30, 2008 includes a reversal of $5.1 million of expense previously recognized for Mr. Fennebresque's IPO award. This adjustment is partially offset by the reversal of associated income tax benefits of $2.2 million.

In addition, as part of his resignation agreement with the Company, Mr. Fennebresque will continue to vest in the equity awards he received as part of his 2006 and 2007 annual compensation. The fair value of the related shares were remeasured as a result of this vesting modification, and any remaining expense associated with these awards was expensed in the first quarter of 2008, as there is no longer a service period requirement relating to these awards. The net result of the remeasurement and acceleration of these awards was an expense of $0.1 million in the six months ended June 30, 2008.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

14. Share-Based Compensation (Continued)

Stock Options

The fair value of each option award is estimated on the date of grant utilizing a Black-Scholes option valuation model that uses the following assumptions:

Expected term Expected term represents the period of time that options granted are expected to be outstanding. The Company elected to use the "simplified" calculation method according to the provisions of SEC Staff Accounting Bulletin No. 107 ("SAB 107"): industry, market capitalization, stage of life cycle and capital structure, as applicable to companies that lack extensive historical data. The mid-point between the vesting date and the contractual expiration date is used as the expected term under this method.

Expected volatility Based on the lack of historical data for the Company's own shares, the Company based its expected volatility on a representative peer group that took into account the criteria outlined in SAB 107.

Risk free rate The risk-free rate for periods within the expected term of the option is based on the interest rate of a traded zero-coupon U.S. Treasury bond with a term equal to the options' expected term on the date of grant.

Dividend yield The Company has not paid and does not expect to pay dividends in the foreseeable future. Accordingly, the assumed dividend yield is zero.

There were no stock option grants during the six months ended June 30, 2008 and 2007. The following table summarizes the Company's stock option activity for the six months ended June 30, 2008:

	Shares Subject to Option	Weighted Average Exercise Price/Share(1)	Weighted Average Remaining Term (in years)	Aggregate Intrinsic Value(2) (in thousands)
Balance outstanding at December 31, 2007	977,861	$ 16.01		
Options granted				
Options exercised				
Options forfeited	(99,513)	16.00		
Options expired				
Balance outstanding at June 30, 2008	878,348	$ 16.02	5.10	$
Options exercisable at June 30, 2008		$		$

(1) No options were exercised through June 30, 2008.

(2) Based on the Company's closing stock price of $7.72 on June 30, 2008.

As of June 30, 2008, there was $1.5 million of unrecognized compensation expense related to the Company's grant of stock options. Unrecognized compensation expense related to stock options is expected to be recognized over a weighted-average period of 1.9 years. No stock options vested during the six months ended June 30, 2008.

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

14. Share-Based Compensation (Continued)

Restricted Shares

The following table summarizes the Company's restricted shares activity for the six months ended June 30, 2008:

	Nonvested Restricted Shares	Weighted-Average Grant Date Fair Value
Balance outstanding at December 31, 2007	2,999,031	$ 17.39
Granted	1,591,314	9.56
Vested	(210,606)	19.18
Forfeited	(1,250,046)	15.66
Balance outstanding at June 30, 2008	3,129,693	$ 13.68

The fair value of restricted stock is determined based on the number of shares granted and the quoted price of the Company's common stock on the date of grant.

As of June 30, 2008, there was $18.8 million of unrecognized compensation expense related to the Company's grant of nonvested restricted shares. Unrecognized compensation expense related to nonvested restricted shares is expected to be recognized over a weighted-average period of 1.9 years. The total fair value of shares vested during the three months ended June 30, 2008 was $1.9 million. No shares vested during the six months ended June 30, 2007.

Restricted Stock Units

As of June 30, 2008, there were 23,783 restricted stock units outstanding for awards to non-employee members of the Company's Board of Directors, which were immediately vested and expensed upon grant. During the six months ended June 30, 2008, the Company awarded 17,077 restricted stock units to its non-employee Board members. As of June 30, 2008, there were 18,766 restricted stock units outstanding for awards to employees, which generally vest over a three to five year period. During the six months ended June 30, 2008, the Company awarded 4,117 restricted stock units to employees.

15. Income Taxes

The taxable results of the Company's U.S. operations are included in the consolidated income tax returns of Cowen Group, Inc. as well as stand-alone state and local tax returns. For the period ended June 30, 2008, the tax results of the Company's U.K. operations are reported by CIL and CAM UK separately in their respective U.K. tax filings. If applicable, CIL and CAM UK share tax losses to the extent permitted by local law. The Company's U.K. operations for the period ended June 30, 2007 are included in CIL's U.K. tax filing since CAM UK did not commence operations until October 2007. The

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

15. Income Taxes (Continued)

reconciliation of the Company's federal statutory tax rate to the effective income tax rate for the three months and six months ended June 30, 2008 and 2007 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Statutory U.S. federal income tax rate	35.0%	35.0%	35.0%	35.0%
State and local taxes	9.1	4.8	9.1	4.8
Non-deductible placement fees	22.0		22.0	
Share-based compensation	13.0		13.0	
Discrete item share-based compensation	(1.3)		(29.3)	
Meals and entertainment	9.0	3.8	9.0	3.8
Other, net	(5.4)	(2.7)	(3.3)	(0.0)
Change in valuation allowance	(11.4)	0.0	(11.4)	0.0
Effective tax rate	70.0%	40.9%	44.1%	43.6%

For the three months ended June 30, 2008, the tax benefit of $1.7 million consisted of a current tax benefit of $0.4 million and a net deferred tax benefit of $1.3 million. For the six months ended June 30, 2008 the tax benefit of $45 thousand consisted of a current tax expense of $2 thousand offset by a net deferred tax benefit of $47 thousand.

The 2008 effective tax rate differs from the statutory rate of 35% primarily due to non-deductible placement fees, meals and entertainment, share-based compensation, and state and local taxes. The non-deductible placement agent fees are associated with CHRP Management, one of the Company's alternative asset management businesses. For the period ended June 30, 2007, the effective tax rate differed from the statutory rate of 35% primarily due to state and local taxes and meals and entertainment.

Due to the vesting of shares in January 2008, share-based compensation increased the effective tax rate, as the expense reported is based on the grant share price of $20.67 while the 2008 tax deduction is based on the vesting date share price of $9.25. This book-tax difference is permanent because the Company does not have a windfall of tax benefits under SFAS 123R. At December 31, 2007, the Company had established a valuation allowance to account for the decrease in share price and tax deduction. As such, the share-based compensation permanent difference for the period is offset by the release of the federal and state local valuation allowance.

Additionally, the Company recorded a discrete item during the quarter ended June 30, 2008 related to share-based compensation that vested on June 30, 2008 since such restricted stock had a grant price of $13.87 while the associated 2008 tax deduction is based on the vest date share price of $7.72. This book-tax difference is also permanent. The impact of such discrete item is magnified by the low absolute value of book income for the six months ended June 30, 2008.

The Company is subject to examination by the United States Internal Revenue Service, the United Kingdom Inland Revenue Service and state and local tax authorities in jurisdictions where the Company has significant operations, such as New York. The Company and its former parent SGAI are currently under examination by the Internal Revenue Service for the periods 2001 through 2003 and 2004 through 2006, as well as New York state and city for the period 2004 through 2006. During the

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

15. Income Taxes (Continued)

second quarter of 2008, the Company and its former parent, SGAI, settled the New York state audit for the period 2001 through 2003 with no changes to the tax returns as filed.

16. Earnings Per Share

The Company calculates its basic and diluted earnings per share in accordance with SFAS No. 128, *Earnings Per Share*. Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding for the period. As of June 30, 2008, there were 14,367,181 shares outstanding, of which 3,129,693 are restricted. To the extent that outstanding restricted shares are unvested, they are excluded from the calculation of basic earnings per share. The Company has included 23,783 fully vested, unissued restricted stock units in its calculation of basic earnings per share.

Diluted earnings per common share is calculated by adjusting the weighted average outstanding shares to assume conversion of all potentially dilutive nonvested restricted stock and stock options. The Company uses the treasury stock method to reflect the potential dilutive effect of the unvested restricted shares and unexercised stock options. In calculating the number of dilutive shares outstanding, the shares of common stock underlying unvested restricted shares are assumed to have been delivered, and options are assumed to have been exercised, on the grant date. The assumed proceeds from the assumed vesting, delivery and exercising were calculated as the sum of (a) the amount of compensation cost attributed to future services and not yet recognized as of the end of the period and (b) the amount of tax benefit that was credited to additional paid-in capital assuming vesting and delivery of the restricted shares. The tax benefit is the amount resulting from a tax deduction for compensation in excess of compensation expense recognized for financial statement reporting purposes. Stock options and restricted shares outstanding were not included in the computation of diluted earnings per common share for the three and six months ended June 30, 2008, as their inclusion would have been anti-dilutive. Stock options outstanding were not included in the computation of diluted earnings per common share for the three and six months ended June 30, 2007, as their inclusion would have been anti-dilutive.

The computation of earnings per share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
	(in thousands, except per share data)			
Net income	$ (711)	$ 224	$ (57)	$ 2,695
Shares for basic and diluted calculations:				
Average shares used in basic computation	11,238	12,912	11,246	12,911
Stock options				
Restricted shares		618		563
Average shares used in diluted computation	11,238	13,530	11,246	13,474
Earnings per share:				
Basic	$ (0.06)	$ 0.02	$ (0.01)	$ 0.21
Diluted	$ (0.06)	$ 0.02	$ (0.01)	$ 0.20

Cowen Group, Inc.

Notes to Condensed Consolidated Financial Statements (Continued)

17. Regulatory Requirements

As a registered broker-dealer, Cowen is subject to the Uniform Net Capital Rule 15c3-1 of the Securities Exchange Act of 1934. Under the alternative method permitted by this Rule, Cowen's minimum net capital requirement, as defined, is $1.0 million. Cowen is not permitted to withdraw equity if certain minimum net capital requirements are not met. As of June 30, 2008, Cowen had net capital of $74.5 million, which was $73.5 million in excess of its minimum net capital requirement of $1.0 million.

Pursuant to an exemption under Rule 15c3-3(k)(2)(ii), Cowen is not required to calculate a reserve requirement and segregate funds for the benefit of customers since it clears its securities transactions on a fully disclosed basis and promptly transmits all customer funds and securities to the clearing broker-dealer which carries the accounts, maintains and preserves such books and records pertaining to them pursuant to Rules 17a-3 and 17a-4.

Proprietary accounts of introducing brokers ("PAIB") held at the clearing broker are considered allowable assets for net capital purposes, pursuant to agreements between Cowen and the clearing broker, which require, among other things, that the clearing broker performs computations for PAIB and segregates certain balances on behalf of Cowen, if applicable.

CIL is subject to the capital requirements of the Financial Services Authority ("FSA") of the U.K. Financial Resources, as defined, must exceed the total Financial Resources requirement of the FSA. At June 30, 2008, CIL's Financial Resources of $8.3 million exceeded the minimum requirement of $3.6 million by $4.7 million.

CAM UK is subject to the capital requirements of the FSA of the U.K. and the Irish Financial Regulator ("IFR") in Ireland. As per U.K. FSA regulation, Financial Resources, as defined, must exceed the Total Capital requirement, as defined. At June 30, 2008, CAM UK's Financial Resources of $2.0 million exceeded the FSA's minimum requirement of $0.7 million by $1.3 million and IFR's minimum requirement of $1.0 million net shareholder's funds was exceeded by $1.0 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our unaudited Condensed Consolidated Financial Statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ significantly from those projected in forward-looking statements due to a number of factors, including those set forth in Item 1A "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

Overview

We are an investment bank dedicated to providing superior research, brokerage, and investment banking services to companies and institutional investor clients primarily in the healthcare, technology, media and telecommunications, consumer, aerospace & defense, and alternative energy sectors. We focus our investment banking efforts, principally equity and equity-linked capital raising and strategic advisory services, on small to mid-capitalization and private companies. We also offer traditional and alternative asset management services to institutional investors. Our asset management business includes teams based in the U.S. and the U.K. Our U.S. team focuses on a growth-oriented investment style centered on small and mid-sized companies based primarily in North America. Our U.K. team provides traditional asset management products, focusing on a global equity strategy. Our alternative asset management business consists of Cowen Healthcare Royalty Partners, which invests principally in commercial-stage biopharmaceutical products and companies, and Cowen Capital Partners, which manages a portfolio of middle market private equity investments for third party investors. We operate through a single reportable segment.

The securities business is a human capital business; accordingly, compensation and benefits comprise the largest component of our expenses, and our performance is dependent upon our ability to attract, develop and retain highly skilled employees who are motivated and committed to providing the highest quality of service and guidance to our clients.

External Factors Impacting Our Business

Many external factors affect our revenues and profitability, including: economic and market conditions, the level and volatility of interest rates, inflation, political events, investor sentiment, legislative and regulatory developments and competition. A favorable business environment is characterized by many factors, including a stable geopolitical climate, transparent financial markets, low inflation, low interest rates, low unemployment, strong business profitability and high market and investor confidence. These factors influence the levels of equity security issuance and merger and acquisition activity generally and in our target sectors, which affect our investment banking business. The same factors also affect trading volumes and valuations in secondary financial markets, which affect our brokerage business. Commission rates, market volatility and other factors also affect our brokerage revenues and may cause these revenues to vary from period to period. Because these business environment issues are unpredictable and beyond our control, our earnings may fluctuate significantly from period to period. We are also subject to various legal and regulatory actions that impact our business and financial results.

The challenging market environment that began during the second half of 2007 continued and increased during the second quarter of 2008. The unfavorable market conditions and poor market sentiment are negatively impacting financial services firms, including us, in the form of fewer and smaller investment banking and capital-raising transactions.

In addition, our business focuses primarily on small to mid-capitalization and private companies in specific industry sectors. These sectors may experience growth or downturns independently of general economic and market conditions, or may face market conditions that are disproportionately better or worse than those impacting the economy and markets generally. Therefore, our business could be affected differently than overall market trends.

Recent Developments

Management Changes

Kim S. Fennebresque, our former Chief Executive Officer, resigned as non-Executive Chairman and a member of the Board of Directors of the Company effective July 15, 2008. John E. Toffolon, Jr., the Company's Lead Director, was elected to succeed him as non-Executive Chairman of the Board of Directors as of that date. Mr. Fennebresque remains employed as a Senior Advisor to the Company.

Acquisition of Latitude Holdings Limited

On March 7, 2008, the Company announced that it had signed a definitive agreement with the stockholders of Latitude Holdings Limited ("LHL") to acquire 100% of LHL. LHL, through its wholly-owned subsidiaries, operates Latitude Capital Group, a boutique investment bank headquartered in Hong Kong with offices in mainland China. On July 30, 2008, the Company received Hong Kong Securities and Futures Commission approval of the transaction. The transaction is expected to close in the third quarter of 2008, subject to customary closing conditions. The anticipated consideration to be paid by the Company at closing is not expected to be material.

Closing of Cowen Healthcare Royalty Partners, L.P.

On July 21, 2008, the CHRP Fund was closed with capital commitments in excess of $500.0 million, the maximum size permitted under the CHRP Fund's limited partnership agreement. The CHRP Fund is managed by Cowen Healthcare Royalty Management, LLC ("CHRP Management"), an indirect wholly-owned subsidiary of the Company. CHRP Management makes long-term investments in commercial and near-commercial stage healthcare products and companies worldwide through the purchase and monetization of passive royalties, the creation of Synthetic Royalties(SM), and investments in royalties combined with equity or debt securities.

Basis of Presentation

The Condensed Consolidated Financial Statements for the three and six months ended June 30, 2008 included elsewhere in this Form 10-Q have been prepared in conformity with U.S. GAAP. The nature of the Company's business is such that the results of any interim period may not be indicative of the results to be expected for a full year.

The Condensed Consolidated Statements of Operations do not include litigation expenses incurred by us in connection with certain litigation and other legal matters that are indemnified by SG through the Indemnification Agreement. The legal reserves related to these indemnified matters are included in legal reserves and legal expenses payable in the Condensed Consolidated Statements of Financial Condition. Payments related to these matters are included in the Condensed Consolidated Statements of Cash Flows as operating activities. The effect of this indemnification on our consolidated results of operations is that when a future increase to a loss contingency reserve that is related to litigation covered by the Indemnification Agreement is recorded, the litigation cost and the indemnification recovery will be reflected as an increase in litigation and related expense and the indemnification recovery will be recorded as a reduction to our litigation and related expense. See Note 11 of the Notes to the Condensed Consolidated Financial Statements, "Commitments, Contingencies and Guarantees" and Note 12 of the Notes to the Condensed Consolidated Financial Statements, "Separation from Société Générale and Other Related Matters" for further discussion.

The Condensed Consolidated Financial Statements include the accounts of the Company, its subsidiaries and entities in which it has a controlling financial interest. All intercompany accounts and transactions have been eliminated upon consolidation. Certain reclassifications have been made to conform prior-period amounts to the current-period presentation, including (i) commissions of $22.2 million and principal transactions of $15.2 million for the three months ended June 30, 2007, and commissions of $46.2 million and principal transactions of $35.9 million for the six months ended June 30, 2007, have been combined for that period into a new revenue line entitled brokerage in the Condensed Consolidated Statements of Operations and (ii) $1.1 million and $1.7 million for the three and six months ended June 30, 2007, respectively, related to fees paid to the Company for equity research, have been reclassified from other revenue to the new revenue line entitled brokerage in the Condensed Consolidated Statements of Operations.

Revenues

We operate our business as a single segment. We derive the vast majority of our revenues from two primary sources, investment banking and brokerage.

Investment Banking

We earn investment banking revenue primarily from fees associated with public and private capital raising transactions and providing strategic advisory services. Our investment banking revenues are derived primarily from small and mid-capitalization companies within our target sectors of healthcare, technology, media and telecommunications, consumer, aerospace & defense, and alternative energy.

Underwriting fees. We earn underwriting revenues in securities offerings in which we act as an underwriter, such as initial public offerings, follow-on equity offerings and convertible security offerings. Our underwriting revenues include management fees, selling concessions and underwriting fees. Fee revenue relating to underwriting commitments is recorded when all significant items relating to the underwriting cycle have been completed and the amount of the underwriting revenue has been determined. This generally is the point at which all of the following have occurred: (i) the issuer's registration statement has become effective with the SEC, or the other offering documents are finalized; (ii) the Company has made a firm commitment for the purchase of shares from the issuer; and (iii) the Company has been informed of the number of shares that it has been allotted.

When the Company is not the lead manager for a registered equity underwriting transaction, management must estimate the Company's share of transaction-related expenses incurred by the lead manager in order to recognize revenue. Transaction-related expenses are deducted from the underwriting fee and therefore reduce the revenue the Company recognizes as co-manager. Such amounts are adjusted to reflect actual expenses in the period in which the Company receives the final settlement, typically within 90 days following the closing of the transaction.

Private placement fees. We earn agency placement fees, including warrants in certain transactions, in non-underwritten transactions such as private placements, PIPEs and Registered Direct transactions ("RDs"). We record private placement revenues when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded.

Strategic/financial advisory fees. Our strategic advisory revenues include success fees earned in connection with advising companies, both buyers and sellers, principally in mergers and acquisitions. We also earn fees for related advisory work such as providing fairness opinions. We record strategic advisory revenues when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded.

Since our investment banking revenues are generally recognized at the time of completion of each transaction or the services to be performed, these revenues typically vary between periods and may be considerably affected by the timing of the closing of significant transactions.

Brokerage

Our brokerage revenues consist of commissions, principal transactions and fees paid to us for equity research. Our management reviews brokerage revenue on a combined basis as the vast majority of the revenue is derived from the same group of clients. We derive our brokerage revenue primarily from trading equity and equity-linked securities on behalf of institutional investors. The majority of our trading gains and losses are a result of activities that support the facilitation of client orders in both listed and over-the-counter securities, although all trading gains and losses are recorded in brokerage.

Commissions. Our brokerage business generates commission revenue from securities trading commissions paid by institutional investor clients. Commissions are recognized on a trade date basis. The Company permits institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as soft dollar arrangements. Commissions on soft dollar brokerage are recorded net of the related expenditures on an accrual basis.

Principal transactions. Our brokerage revenues also include net trading gains and losses from principal transactions, which primarily include acting as a market-maker in over-the-counter equity securities, listed options trading, trading of convertible securities, and from trading gains and losses on inventory and other firm positions, which include warrants previously received as part of investment banking transactions. In certain cases, we commit our own capital to provide liquidity to clients buying or selling blocks of shares of listed stocks without previously identifying the other side of the trade at execution, which subjects us to market risk. These positions are typically held for a very short duration.

Equity research fees. Our brokerage revenues also include fees paid to us for providing equity research. These fees are recognized as revenue when they are earned.

Interest and Dividend Income

Interest and dividend income primarily consists of interest earned on our interest bearing assets and interest and dividends on securities maintained in trading accounts related to our brokerage business.

Other

Other revenues include fees for managing assets and investments in private equity, traditional asset management and alternative asset management funds, as well as fees for managing a portfolio of merchant banking investments on behalf of SG and other third party investors, and miscellaneous income such as fees for managing venture capital investments. Management fees are recognized in the periods during which the related services are performed and the amounts have been contractually earned.

Expenses

A significant portion of our expense base is variable, including employee compensation and benefits, brokerage and clearance, communications, and marketing and business development expenses. Certain of our expenses are largely fixed in nature, the most significant of which include expenses associated with rent and occupancy, outsourced services such as information technology infrastructure, presentation center, copy center and library services.

Compensation Expense

Our ongoing compensation expense includes salaries, employee benefits, amortization of equity compensation awards and cash bonuses. The annual base salary for each individual employee is based on their experience and position, but generally does not exceed $250 thousand. Amortization expense of equity awards relates to both the compensation expense associated with the initial grant of equity to our senior employees in connection with our IPO and the expense associated with awards under our ongoing equity and incentive plans. A significant portion of our equity awards are granted as a component of annual employee compensation. Employees who earn total compensation above a designated level will have a specified percentage of their compensation paid with restricted equity awards in lieu of cash. The amount of restricted equity awards paid to an employee is calculated using a pre-determined formula such that higher levels of compensation will dictate an increased percentage of total compensation paid in equity. As is typical in our industry, variable bonuses represent the most significant component of compensation expense.

We seek to maintain a ratio of compensation and benefits expense to revenue of between 58% and 60%, excluding the compensation expense associated with the initial grant of equity to our senior employees in connection with our IPO. We raised our compensation ratio to 65% in 2007, excluding expense associated with the initial grant of restricted equity in connection with our IPO. While the 2007 compensation and benefits expense to revenue ratio was above our target range, we believe the increase was necessary in order to provide competitive compensation for our employees in 2007. The success of our business is based largely on the quality of our employees and we must continually monitor the market for their services and seek to offer competitive compensation. We will continue to attempt to maintain compensation levels within our target range; however, we believe it is in our stockholders' best interest to attempt to do what we can to minimize employee turnover as a result of paying below market compensation. As a result, we have in the past and will continue to review our compensation to revenue ratio on a quarterly basis and there can be no assurance that we will be able to achieve our target levels under difficult market conditions.

The annual expense associated with the initial grant of equity to our senior employees in connection with our IPO is estimated to be a benefit of $0.2 million in 2008, and an expense of $2.1 million, $1.1 million, and $0.3 million in the years 2009, 2010, and 2011, respectively. The Company recorded an adjustment of $5.1 million in the first quarter of 2008 to reverse amounts previously expensed in 2006 and 2007 associated with the shares forfeited by Mr. Fennebresque upon his resignation as Chief Executive Officer and President. This adjustment is partially offset by the reversal of associated income tax benefits of $2.2 million.

The annual expense may be adjusted again in the future based on actual forfeiture rates. We have accounted for our equity awards in accordance with SFAS 123(R), *Share-Based Payment* ("SFAS 123R").

Non-compensation Expense

Floor brokerage and trade execution. These expenses include floor brokerage and trade execution costs that fluctuate depending on the volume of trades we complete.

Service fees. These expenses include fees for outsourcing services such as information technology infrastructure, management and support, and our trading and order management system.

Communications. These expenses include costs for telecommunication and data communication, primarily consisting of expenses for obtaining third-party market data.

Occupancy and equipment. These expenses include rent and utilities associated with our various offices, occupancy and premises taxes, support for software applications and other fixed asset service fees.

Marketing and business development. These expenses include costs such as business travel and entertainment, expenses related to holding conferences and advertising costs.

Depreciation and amortization. We incur depreciation and amortization expense related to capital assets, such as investments in technology and leasehold improvements.

Other. Other expenses include consulting fees, professional fees, legal and related costs, implementation costs related to outsourcing and other projects, insurance premiums, placement fees, exchange membership fees, research delivery costs and other related expenses.

Gain on Exchange Memberships

These realized gains or losses are recognized upon the sale, exchange or other disposition of the membership interests or the other-than-temporary impairment of the membership interests.

Provision for Income Taxes

The taxable results of the Company's U.S. operations are included in the consolidated income tax returns of Cowen Group, Inc. as well as in stand-alone state and local tax returns. For the period ended June 30, 2008, the tax results of the Company's U.K. operations are reported by CIL and CAM UK separately in their respective U.K. tax filings. If applicable, CIL and CAM UK share tax losses to the extent permitted by local law. The Company's U.K. operations for the period ended June 30, 2007 are included in CIL's U.K. tax filing since CAM UK did not commence operations until October 2007.

The income tax provision reflected in the Condensed Consolidated Statements of Operations is consistent with the liability method described in SFAS No. 109, *Accounting for Income Taxes*. Under the liability method, deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under applicable tax laws and rates. A valuation allowance is provided for deferred tax assets when it is considered more likely than not that any benefits of net deductible temporary differences and net operating loss carryforwards will not be realized.

The 2008 effective tax rate differs from the statutory rate of 35% primarily due to non-deductible placement fees, meals and entertainment, share-based compensation, and state and local taxes. The non-deductible placement agent fees are associated with CHRP Management, one of our alternative asset management businesses. For the period ended June 30, 2007, the effective tax rate differed from the statutory rate of 35% primarily due to state and local taxes and meals and entertainment.

The Company's effective tax rate depends on the results of its business. If the Company does not have sufficient income, it will not realize tax benefits, such as compensation and legal reserve deductions and foreign tax credits. Additionally, if the Company sustains losses, deferred tax assets will be subject to impairment through the establishment of a valuation allowance. Moreover, if the Company decides for business reasons to incur additional non-deductible placement fees, such expenses will increase the effective tax rate. Furthermore, a high proportion of the Company's deferred tax assets is attributable to share-based compensation. To the extent that share-based awards vest at a share price less than the grant price, such a shortfall will result in an unfavorable permanent book-tax difference.

The Company, in conjunction with its advisers, continues to evaluate the placement fee with the goal of identifying and quantifying the tax deductible portion, if any, of the fee. Generally, advice regarding fund formation and investor reporting requirements are tax deductible. The Company anticipates resolution of this evaluation in the third quarter of 2008. To the extent that a portion of the fee is tax deductible, such deduction will reduce on our effective tax rate, if other factors remain the same.

Results of Operations

Three Months Ended June 30, 2008 Compared with the Three Months Ended June 30, 2007

Overview

Total revenues decreased $8.5 million, or 12%, to $62.7 million for the three months ended June 30, 2008 compared with $71.2 million in the second quarter of 2007. This decrease was primarily due to a decrease in investment banking revenues of $9.6 million and a decrease in brokerage revenue of $1.4 million, partially offset by an increase in other revenues of $3.5 million.

Total expenses decreased $5.8 million, or 8%, to $65.0 million for the three months ended June 30, 2008 compared with $70.8 million in the second quarter of 2007, primarily due to a decrease in compensation expense. Compensation expense decreased as a result of the decrease in total revenues, offset by an increase in the compensation to revenue percentage from 58% to 60%. Total non-compensation expenses decreased $0.9 million, or 3%, during the three months ended June 30, 2008 compared with the second quarter of 2007, primarily due to a decrease in consulting costs related to a change in our trading and order management system, which also resulted in decreases to communication and depreciation costs. These decreases were partially offset by $2.0 million in placement fees related to the closings associated with CHRP Management, one of our alternative asset management businesses, and an increase in service fees. Excluding the $2.0 million of placement fees, total non-compensation expenses decreased $2.9 million, or 11%, during the three months ended June 30, 2008 compared with the second quarter of 2007. We recorded a net loss of $0.7 million for the three months ended June 30, 2008 compared with net income of $0.2 million in the second quarter of 2007.

The following table provides a comparison of our revenues and expenses for the periods presented:

	Three Months Ended June 30, 2008	Three Months Ended June 30, 2007	Period-to-Period $ Change	Period-to-Period % Change
		(in thousands)		
Revenues				
Investment banking	$ 20,502	$ 30,148	$ (9,646)	(32.0)%
Brokerage	37,116	38,539	(1,423)	(3.7)
Interest and dividend income	919	1,894	(975)	(51.5)
Other	4,133	642	3,491	543.8
Total revenues	62,670	71,223	(8,553)	(12.0)
Expenses				
Employee compensation and benefits	38,905	43,823	(4,918)	(11.2)
Floor brokerage and trade execution	3,073	3,187	(114)	(3.6)
Service fees, net	4,117	3,714	403	10.9
Communications	3,893	4,418	(525)	(11.9)
Occupancy and equipment	4,030	4,373	(343)	(7.8)
Marketing and business development	3,877	4,129	(252)	(6.1)
Depreciation and amortization	649	1,015	(366)	(36.1)
Interest	63	154	(91)	(59.1)
Other	6,430	6,031	399	6.6
Total expenses	65,037	70,844	(5,807)	(8.2)
Operating (loss) income	(2,367)	379	(2,746)	(724.5)
(Benefit) provision for income taxes	(1,656)	155	(1,811)	(1168.4)
Net (loss) income	$ (711)	$ 224	$ (935)	(417.4)%

Revenues

Investment Banking

Investment banking revenues decreased $9.6 million, or 32%, to $20.5 million for the three months ended June 30, 2008 compared with $30.1 million in the second quarter of 2007. Our underwriting revenues decreased $10.9 million, or 72%, to $4.3 million for the three months ended June 30, 2008 compared with $15.2 million during the same period in the prior year. The decrease in underwriting revenues was the result of a decrease in the number of transactions completed, due in part to the continued depressed capital markets environment. Our private placement revenues decreased $3.9 million, or 58%, to $2.8 million for the three months ended June 30, 2008 compared with $6.7 million in the second quarter of 2007. The decrease was primarily attributable to decreased transaction volume consistent with the overall slowdown in private capital raising activity. The decrease in capital raising revenues was partially offset by an increase of $5.1 million, or 61%, in strategic advisory fees to $13.4 million for the three months ended June 30, 2008 compared with $8.3 million in the second quarter of 2007. The increase in strategic advisory fees was primarily the result of an increase in the number of transactions and revenue per transaction completed in the second quarter of 2008 as compared to the second quarter of 2007.

Brokerage

Brokerage revenue decreased $1.4 million, or 4%, to $37.1 million for the three months ended June 30, 2008 compared with $38.5 million in the second quarter of 2007. The decrease resulted primarily from a decrease in the value of the Company's warrant positions that were received in connection with investment banking transactions in the second quarter of 2008 compared to an increase in the second quarter of 2007.

Interest and Dividend Income

Interest and dividend income decreased $1.0 million, or 51%, to $0.9 million for the three months ended June 30, 2008 compared with $1.9 million in the second quarter of 2007. The decrease was primarily attributable to lower average interest rates in the second quarter of 2008 compared with the second quarter of 2007.

Other

Other revenues increased $3.5 million, or 544%, to $4.1 million for the three months ended June 30, 2008 compared with $0.6 million in the second quarter of 2007. This increase was attributable to an increase in fees for managing the assets and investments of certain private equity and alternative asset management funds.

Expenses

Employee Compensation and Benefits

Employee compensation and benefits expense decreased $4.9 million, or 11%, to $38.9 million for the three months ended June 30, 2008 compared with $43.8 million in the second quarter of 2007. The decrease was primarily attributable to the application of the Company's compensation to revenue ratio to lower revenue in the second quarter of 2008, partially offset by the increase of the Company's compensation to revenue ratio, excluding the expense associated with the initial grant of equity, to 60% in the second quarter of 2008 compared to 58% in the second quarter of 2007. Employee compensation and benefits expense for the second quarter of 2008 included $1.3 million of expense associated with the initial grant of equity to the Company's employees in connection with its initial public offering which compares to $2.5 million of expense in the prior year period.

Service Fees

Service fees increased $0.4 million, or 11%, to $4.1 million for the three months ended June 30, 2008 compared with $3.7 million in the three months ended June 30, 2007. This increase was primarily attributable to additional services related to the outsourcing of our information technology infrastructure and our trading and order management system.

Communications

Communication expenses decreased $0.5 million, or 12%, to $3.9 million for the three months ended June 30, 2008 compared with $4.4 million in the three months ended June 30, 2007. This decrease was primarily attributable to a reduction in costs associated with certain third-party market data services.

Occupancy and Equipment

Occupancy and equipment expense decreased $0.4 million, or 8%, to $4.0 million for the three months ended June 30, 2008 compared with $4.4 million in the three months ended June 30, 2007. These results are primarily attributable to a decrease in maintenance costs related to our information technology infrastructure.

Depreciation and Amortization

Depreciation and amortization decreased $0.4 million, or 36%, to $0.6 million for the three months ended June 30, 2008 compared with $1.0 million in the three months ended June 30, 2007. This decrease was primarily attributable to the accelerated amortization of retired software in the second quarter of 2007.

Other

Other expenses increased $0.4 million, or 7%, to $6.4 million for the three months ended June 30, 2008 compared with $6.0 million in the three months ended June 30, 2007. This increase was primarily attributable to a $2.0 million placement fee related to the closings associated with an alternative asset fund managed by CHRP Management, partially offset by reduced employment fees and reduced consulting costs due to a change in our trading and order management system in 2007.

Provision for Income Taxes

For the three months ended June 30, 2008, the tax benefit of $1.7 million consisted of a current tax benefit of $0.4 million and a net deferred tax benefit of $1.3 million. The 2008 effective tax rate differs from the statutory rate of 35% primarily due to non-deductible placement fees associated with CHRP Management, one of our alternative asset management businesses, meals and entertainment, share-based compensation, and state and local taxes.

For the three months ended June 30, 2007, the effective tax rate differed from the statutory rate of 35% primarily due to state and local taxes, and meals and entertainment.

Six Months Ended June 30, 2008 Compared with the Six Months Ended June 30, 2007

Overview

Total revenues decreased $27.1 million, or 19%, to $117.7 million for the six months ended June 30, 2008 compared with $144.8 million in the first half of 2007. This decrease was primarily due to a decrease in investment banking revenues of $21.1 million and a decrease in brokerage revenue of $8.5 million, partially offset by an increase in other revenues of $4.4 million.

Total expenses decreased $24.0 million, or 17%, to $117.8 million for the six months ended June 30, 2008 compared with $141.8 million in the first half of 2007, primarily due to a decrease in compensation expense. Compensation expense decreased as a result of the decrease in total revenues and the reversal of share-based compensation expense related to the resignation of Mr. Fennebresque, offset by an increase in the Company's compensation to revenue ratio from 58% to 60%. Total non-compensation expenses decreased $2.7 million, or 5%, during the six months ended June 30, 2008 compared with the first half of 2007, primarily due to a reduction in floor brokerage and trade execution related expenses, communications related expenses, maintenance costs related to our information technology infrastructure, employment fees and consulting costs related to a change in our trading and order management system. These decreases were partially offset by an increase in service fees related to a change in our new trading and order management system and $2.2 million in placement fees related to closings associated with an alternative asset management fund managed by CHRP Management. Excluding the $2.2 million of placement fees, total non-compensation expenses decreased $4.9 million, or 9%, during the six months ended June 30, 2008 compared with the first half of 2007. We recorded a net loss of $0.1 million for the six months ended June 30, 2008 compared with net income of $2.7 million in the first half of 2007. Net income for the six months ended June 30, 2007 included a one-time gain on exchange memberships of $1.8 million realized upon the sale of our seat on the Chicago Board Options Exchange.

The following table provides a comparison of our revenues and expenses for the periods presented:

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007	Period-to-Period $ Change	Period-to-Period % Change
	(in thousands)			
Revenues				
Investment banking	$ 34,364	$ 55,511	$ (21,147)	(38.1)
Brokerage	75,199	83,750	(8,551)	(10.2)
Interest and dividend income	2,142	4,031	(1,889)	(46.9)
Other	5,955	1,472	4,483	304.6
Total revenues	117,660	144,764	(27,104)	(18.7)
Expenses				
Employee compensation and benefits	67,714	88,990	(21,276)	(23.9)
Floor brokerage and trade execution	5,513	6,641	(1,128)	(17.0)
Service fees, net	8,326	7,217	1,109	15.4
Communications	7,542	8,615	(1,073)	(12.5)
Occupancy and equipment	8,219	8,650	(431)	(5.0)
Marketing and business development	7,503	7,344	159	2.2
Depreciation and amortization	1,287	1,781	(494)	(27.7)
Interest	106	295	(189)	(64.1)
Other	11,552	12,228	(676)	(5.5)
Total expenses	117,762	141,761	(23,999)	(16.9)
Operating (loss) income	(102)	3,003	(3,105)	(103.4)
Gain on exchange memberships		1,775	(1,775)	(100.0)
(Loss) income before income taxes	(102)	4,778	(4,880)	(102.1)
(Benefit) provision for income taxes	(45)	2,083	(2,128)	(102.2)
Net (loss) income	$ (57)	$ 2,695	$ (2,752)	(102.1)

Revenues

Investment Banking

Investment banking revenues decreased $21.1 million, or 38%, to $34.4 million for the six months ended June 30, 2008 compared with $55.5 million in the first half of 2007. Our underwriting revenues decreased $22.7 million, or 80%, to $5.8 million for the six months ended June 30, 2008 compared with $28.5 million during the same period in the prior year. The decrease in underwriting revenues was the result of a decrease in transaction volume and a decrease in average revenue per transaction which was due in part to the continued depressed capital markets environment. Our private placement revenues decreased $6.7 million, or 62%, to $4.1 million for the six months ended June 30, 2008 compared with $10.7 million in the first half of 2007. The decrease was primarily attributable to decreased transaction volume which is consistent with the overall slowdown in private capital raising activity. The decrease in capital raising revenues was partially offset by an increase of $8.2 million, or 50%, in strategic advisory fees to $24.5 million for the six months ended June 30, 2008 compared with $16.3 million during the same period in the prior year. The increase in strategic advisory fees was primarily due to an increase in the number of transactions completed during the first half of 2008 compared to the first half of 2007.

Brokerage

Brokerage revenue decreased $8.6 million, or 10%, to $75.2 million for the six months ended June 30, 2008 compared with $83.8 million in the first half of 2007. The decrease resulted primarily from a decrease in the value of the Company's warrant positions that were received in connection with investment banking transactions in the first half of 2008 compared to an increase of $6.5 million in the first half of 2007.

Interest and Dividend Income

Interest and dividend income decreased $1.9 million, or 47%, to $2.1 million for the six months ended June 30, 2008 compared with $4.0 million in the first half of 2007, resulting primarily from lower average interest rates in the first half of 2008 compared with the first half of 2007.

Other

Other revenues increased $4.5 million, or 305%, to $6.0 million for the six months ended June 30, 2008 compared with $1.5 million in the first half of 2007. This increase was attributable to an increase in fees for managing the assets and investments of certain private equity and alternative asset management funds.

Expenses

Employee Compensation and Benefits

Employee compensation and benefits expense decreased $21.3 million, or 24%, to $67.7 million for the six months ended June 30, 2008 compared with $89.0 million in the first half of 2007. The decrease was primarily attributable to the application of the Company's compensation to revenue ratio to lower revenue in the first half of 2008, partially offset by the increase of the Company's compensation to revenue ratio, excluding the expense associated with the initial grant of equity, to 60% in the first half of 2008 compared to 58% in the first half of 2007. Employee compensation and benefits expense for the first half of 2008 included a net reversal of $2.9 million of expense associated with the initial grant of equity to the Company's employees in connection with its initial public offering which compares to $5.0 million of expense in the prior year period. The reversal in the first half of 2008 primarily relates to amounts previously expensed in 2006 and 2007 associated with the IPO awards that were forfeited by Mr. Fennebresque in connection with his resignation.

Floor Brokerage and Trade Execution

Floor brokerage and trade execution fees decreased $1.1 million, or 17%, to $5.5 million for the six months ended June 30, 2008 compared with $6.6 million in the first half of 2007. This decrease was primarily attributable to more favorable pricing under our clearing agreement with a non-affiliate, effective January 26, 2007.

Service Fees, net

Net service fees increased $1.1 million, or 15%, to $8.3 million for the six months ended June 30, 2008 compared with $7.2 million in the first half of 2007. This increase was primarily attributable to additional services related to the outsourcing of our information technology infrastructure and our trading and order management system.

Communications

Communications expenses decreased $1.1 million, or 13%, to $7.5 million for the six months ended June 30, 2008 compared with $8.6 million in the first half of 2007. This decrease was primarily attributable to a reduction in costs associated with certain third-party market data services.

Occupancy and Equipment

Occupancy and equipment expense decreased $0.4 million, or 5%, to $8.2 million for the six months ended June 30, 2008 compared with $8.6 million in the first half of 2007. These results are primarily attributable to a decrease in maintenance costs related to our information technology infrastructure.

Depreciation and Amortization

Depreciation and amortization expense decreased $0.5 million, or 28%, to $1.3 million for the six months ended June 30, 2008 compared with $1.8 million in the first half of 2007. This decrease was primarily attributable to the accelerated amortization of retired software in 2007.

Other

Other expenses decreased $0.7 million, or 5%, to $11.6 million for the six months ended June 30, 2008 compared with $12.2 million in the first half of 2007. This decrease was primarily attributable to a reduction in employment fees, lower renewal premiums on our insurance program, and reduced consulting costs due to a change in our trading and order management system in January of 2007. These decreases were partially offset by $2.2 million in placement fees for the six months ended June 30, 2008 related to the closings associated with an alternative asset management fund managed by CHRP Management.

Gain on exchange memberships

Gain on exchange memberships was $1.8 million in first half of 2007 as a result of the sale of our seat on the Chicago Board Options Exchange.

Provision for income taxes

For the six months ended June 30, 2008, the tax benefit of $45 thousand consisted of a current tax expense of $2 thousand offset by a net deferred tax benefit of $47 thousand. The 2008 effective tax rate differs from the statutory rate of 35% primarily due to non-deductible placement fees associated with CHRP Management, one of our alternative asset management businesses, meals and entertainment, share-based compensation, and state and local taxes.

For the six months ended June 30, 2007, the effective tax rate differed from the statutory rate of 35% primarily due to state and local taxes and meals and entertainment.

Liquidity and Capital Resources

Most of our assets consist of cash, cash equivalents and assets readily convertible into cash such as our securities held in inventory. Securities inventories are stated at fair value and are generally readily marketable. As of June 30, 2008, we had cash and cash equivalents of $108.2 million.

As part of our separation from SG, we made a payment to SGASH of $180.3 million in 2006. This distribution was the amount necessary to cause our stockholders' equity to be $207.0 million immediately after the IPO as agreed upon with SG. Under the terms of the separation agreement with SG (the "Separation Agreement"), the amount of this distribution was subject to adjustment based on a final review of the Company's separation from SG. See Note 12 "Separation from Société Générale and Other Related Matters," of the Notes to the Condensed Consolidated Financial Statements for further discussion of the Separation Agreement. We accrued $2.1 million as a capital distribution payable to SG related to this final review, and on July 1, 2008, we paid $2.1 million to SG.

During 2007, the Company concluded that a receivable recorded on its Condensed Consolidated Statement of Financial Condition in the amount of $1.9 million owed to it from SG is in dispute. The receivable had been previously established on the Consolidated Statement of Financial Condition of the Company prior to the time of the IPO as a "Receivable from brokers, dealers and clearing brokers" and reported as such, and has since been reclassified to "Other assets." The Company has been informed that SG disputes its obligation to pay the receivable. The Company believes, based on current facts and circumstances and in consultation with counsel, that it holds a valid legal claim to the receivable. Based upon the validity of its legal claim, the Company believes the receivable is realizable. Therefore, no reserves have been established. The Company has taken steps to pursue its legal claim.

The Company has committed to invest $25 million as a Limited Partner of the CHRP Fund. This commitment is expected to be called over a three to four year period. The Company is also a member of Cowen Healthcare Royalty GP, LLC, the General Partner of the CHRP Fund and will make its pro-rata investment in the CHRP Fund along with the other members of the General Partner.

As a registered broker-dealer and member firm of the NYSE, Cowen is subject to the Uniform Net Capital Rule of the SEC. We have elected to use the alternative method permitted by the Uniform Net Capital Rule, which generally requires that we maintain minimum net capital of $1.0 million. The NYSE may prohibit a member firm from expanding its business or paying dividends if resulting net capital would be below the regulatory limit. We expect these limits will not impact our ability to meet current and future obligations.

At June 30, 2008, Cowen's net capital under the SEC's Uniform Net Capital Rule was $74.5 million, or $73.5 million in excess of the minimum required net capital.

CIL is subject to the capital requirements of the FSA of the U.K. Financial Resources, as defined, must exceed the Total Financial Resources requirement of the FSA. At June 30, 2008, CIL's Financial Resources of $8.3 million exceeded the minimum requirement of $3.6 million by $4.7 million.

CAM UK is subject to the capital requirements of the FSA of the U.K. and the Irish Financial Regulator (IFR") in Ireland. As per U.K. FSA regulation, Financial Resources, as defined, must exceed the Total Capital requirement, as defined. At June 30, 2008, CAM UK's Financial Resources of $2.0 million exceeded the FSA's minimum requirement of $0.7 million by $1.3 million and IFR's minimum requirement of $1.0 million net shareholder's funds was exceeded by $1.0 million.

Cash Flows

Six Months Ended June 30, 2008.

Cash decreased by $31.7 million for the six months ended June 30, 2008, primarily as a result of cash used in operating activities.

Our operating activities used $21.0 million of cash due to a decrease in cash from changes in operating liabilities of $37.3 million and a net loss of $0.1 million, partially offset by an increase in cash from changes in operating assets of $12.5 million and non-cash charges of $3.9 million.

The change in operating liabilities of $37.3 million was primarily due to a decrease in employee compensation and benefits payable of $51.8 million, partially offset by an increase in securities sold, not yet purchased, at fair value, of $8.4 million. The decrease in employee compensation and benefits payable was due to the payment of 2007 bonus accruals in the first half of 2008. The six-month change in securities sold, not yet purchased, at fair value, caused cash to increase by that amount.

The change in operating assets of $12.5 million was primarily due to a decrease in receivable from brokers, dealers and clearing brokers of $9.8 million and a decrease in other assets of $7.7 million, partially offset by an increase in securities owned, at fair value, of $4.3 million. The decrease in receivable from brokers, dealers, and clearing brokers was primarily due to a reduction in net inventory and collections from clearing brokers. The decrease in other assets was primarily related to collections on taxes receivable. The change in securities owned, at fair value, caused cash to decrease by that amount. The non-cash charges primarily represent share-based compensation, deferred income taxes, and depreciation and amortization charges.

Our investing activities used $6.9 million of cash due to investment purchases of $6.2 million and purchases of fixed assets of $0.7 million.

Our financing activities used $3.9 million of cash in the first six months of 2008, primarily due to the use of $4.4 million for the purchase of shares under our stock repurchase program. For the six months ended June 30, 2008, the Company repurchased 0.5 million of its own shares in the open market, at an average price of $9.29. These shares have been permanently retired. The repurchase program is funded through the return of capital to the Company from Cowen.

Six Months Ended June 30, 2007.

Cash decreased by $86.2 million for the six months ended June 30, 2007, primarily as a result of cash used in operating activities.

Our operating activities used $85.5 million of cash due to a decrease in cash from changes in operating liabilities of $214.9 million, partially offset by an increase in cash from changes in operating assets of $118.7 million, net income of $2.7 million, and non-cash charges of $8.0 million. The change in operating liabilities of $214.9 million was primarily due to a decrease in securities sold, not yet purchased, at fair value, of $89.4 million, a decrease in employee compensation and benefits payable of $80.5 million, and a decrease in payable to brokers, dealers and clearing brokers of $29.0 million. The six-month change in securities sold, not yet purchased, at fair value, caused cash to increase by that amount. The decrease in employee compensation and benefits payable was due to the payment of 2006 bonus accruals in the first quarter of 2007. The change in operating assets of $118.7 million was primarily due to a decrease in securities owned, at fair value of $83.8 million, a decrease in receivable from brokers, dealers and clearing brokers of $16.7 million and a decrease in restricted cash pursuant to escrow agreement of $15.7 million. The non-cash charges primarily represent share-based compensation, income taxes, and depreciation and amortization charges.

Our investing activities used $0.8 million due to purchases of fixed assets.

Credit Facilities

We have an irrevocable Letter of Credit for $5.0 million, expiring on December 1, 2008, which supports obligations under Cowen's Boston office lease. The Company also has two additional irrevocable Letters of Credit, the first of which is for $100 thousand, expiring on July 26, 2009, supporting Cowen's workers' compensation insurance with Safety National Casualty Corporation, and the second of which is for $57 thousand, expiring on November 14, 2008, supporting CHRP Management's Stamford office lease. To the extent any Letter of Credit is drawn upon, interest will be assessed at the prime commercial lending rate. As of June 30, 2008, there were no amounts due related to these letters of credit.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of June 30, 2008; however, through indemnification provisions in our clearing agreement, customer activities may expose us to off-balance-sheet credit risk. Pursuant to the clearing agreement, we are required to reimburse our clearing broker, without limit, for any losses incurred due to a counterparty's failure to satisfy its contractual obligations. However, these transactions are collateralized by the underlying security, thereby reducing the associated risk to changes in the market value of the security through the settlement date. See Item 7A "Quantitative and Qualitative Disclosures about Market Risk Credit Risk" in our Annual Report on Form 10-K for the year ended December 31, 2007.

We are a member of various securities exchanges. Under the standard membership agreement, members are required to guarantee the performance of other members and, accordingly, if another member becomes unable to satisfy its obligations to the exchange, all other members would be required to meet the shortfall. Our liability under these arrangements is not quantifiable and could exceed the cash and securities we have posted as collateral. However, management believes that the potential for us to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried in the accompanying Condensed Consolidated Statements of Financial Condition for these arrangements.

Critical Accounting Policies and Estimates

The preparation of our Condensed Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and of revenues and expenses during the reporting periods. We base our estimates and assumptions on historical experience and on various other factors that we believe are reasonable under the circumstances. The use of different estimates and assumptions could produce materially different results. For example, if factors, such as those described in "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, cause actual events to differ from the assumptions we used in applying the accounting policies, our results of operations, financial condition and liquidity could be materially adversely affected.

Our significant accounting policies are summarized in Note 2 to our Condensed Consolidated Financial Statements in Part I, Item 1. On an ongoing basis, we evaluate our estimates and assumptions, particularly as they relate to accounting policies that we believe are most important to the presentation of our financial condition and results of operations. We regard an accounting estimate or assumption to be most important to the presentation of our financial condition and results of operations where:

- the nature of the estimate or assumption is material due to the level of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change; and

- the impact of the estimate or assumption on our financial condition or operating performance is material.

Using these criteria, we believe the following to be our critical accounting policies:

Revenue Recognition

Investment banking revenues include fees from public and private capital raising transactions and providing strategic advisory services.

- **Underwriting fees.** We earn underwriting revenues in securities offerings in which we act as an underwriter, such as IPOs, follow-on equity offerings and convertible security offerings. Our underwriting revenues include management fees, selling concessions and underwriting fees. Fee revenue relating to underwriting commitments is recorded when all significant items relating to the underwriting cycle have been completed and the amount of the underwriting revenue has been determined. This generally is the point at which all of the following have occurred: (i) the issuer's registration statement has become effective with the SEC, or the other offering documents are finalized; (ii) the Company has made a firm commitment for the purchase of shares from the issuer; and (iii) the Company has been informed of the number of shares that it has been allotted.

When the Company is not the lead manager for a registered equity underwriting transaction, management must estimate the Company's share of transaction related expenses incurred by the lead manager in order to recognize revenue. Transaction related expenses are deducted from the underwriting fee and therefore reduce the revenue the Company recognizes as co-manager. Such amounts are adjusted to reflect actual expenses in the period in which the Company receives the final settlement, typically within 90 days following the closing of the transaction.

Private placement fees. We earn agency placement fees in non-underwritten transactions such as private placements, PIPEs and RDs. We record private placement revenues when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded.

Strategic/financial advisory fees. Our strategic advisory revenues include success fees earned in connection with advising companies, both buyers and sellers, principally in mergers and acquisitions. We also earn fees for related advisory work such as providing fairness opinions. We record strategic advisory revenues when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded.

Valuation of Financial Instruments

Substantially all of our financial instruments are recorded at fair value or contract amounts that approximate fair value. Securities owned and securities sold, not yet purchased and derivative financial instruments including options and warrant positions are stated at fair value, with related changes in unrealized appreciation or depreciation reflected in brokerage revenue in the Consolidated Statements of Operations. Financial instruments carried at contract amounts include amounts receivable from and payable to brokers, dealers and clearing brokers, and corporate finance and syndicate receivables.

On January 1, 2008, we adopted SFAS No. 157, *Fair Value Measurements* ("SFAS 157") as it relates to financial assets and financial liabilities. SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This statement establishes a fair value hierarchy that distinguishes between valuations obtained from sources independent of the entity and those from the entity's own unobservable inputs that are not corroborated by observable market data.

Fair value is generally based on independent sources such as quoted market prices or dealer price quotations. To the extent certain financial instruments trade infrequently or are non-marketable securities, they may not have readily determinable fair values. In these instances, primarily for warrants, we estimate the fair value of these instruments using various pricing models and available information that management deems most relevant. Among the factors considered by us in determining the fair value of financial instruments are discounted anticipated cash flows, the cost, terms and liquidity of the instrument, the financial condition, operating results and credit ratings of the issuer or underlying company, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of financial instruments.

Goodwill

Goodwill represents the excess of the purchase price of a business acquisition over the fair value of the net assets acquired. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* ("SFAS 142"), goodwill is not amortized. We monitor goodwill annually or more frequently if events or circumstances indicate a possible impairment.

A two-step test is used to determine whether goodwill is impaired. The first step is to compare the carrying value of the Company with the fair value of the Company. If the carrying value of the Company exceeds the fair value of the Company, the second step is applied. The second step is to compare the carrying amount of the goodwill with the implied fair value of the goodwill as determined in accordance with SFAS 142. Goodwill impairment is recognized if its carrying value exceeds its implied fair value. The determination of fair value includes considerations of projected cash flows, relevant trading multiples of comparable exchange listed corporations, and the trading price of our common shares.

Goodwill impairment tests are subject to significant judgment in determining the estimation of future cash flows, discount rates and other assumptions. Changes in these estimates and assumptions could have a significant impact on the fair value and any resulting impairment of goodwill. While we currently believe that goodwill is not impaired, if the trading price of our common stock continues to indicate a fair value of the Company below its carrying value, we may need to recognize an impairment charge. An impairment in the carrying value of goodwill would also impact the Company's assessment of whether a valuation allowance against its deferred tax asset is required.

Legal and Regulatory Reserves

We are involved in a number of legal and regulatory matters that arise from time to time in connection with the conduct of our businesses. To the extent that we are indemnified by SG, indemnified legal expenses and liabilities will be paid out of escrow pursuant to our Escrow Agreement. See Note 4 of the Notes to the Condensed Consolidated Financial Statements, "Restricted Cash Pursuant to Escrow Agreement and Related Indemnification Agreement with Société Générale" and Note 12 of the Notes to the Condensed Consolidated Financial Statements, "Separation from Société Générale and Other Related Matters," for further discussion of the Escrow and Indemnification Agreements. To the extent that we are not indemnified by SG, we estimate potential losses that may arise out of these matters and record a reserve and take a charge to income when losses with respect to such matters are deemed probable and can be reasonably estimated, in accordance with SFAS 5. Such estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the litigation, claim or proceeding, the progress of the matter, the advice of legal counsel, our defenses and our experience in similar cases or proceedings as well as our assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. We may increase or decrease our legal reserves in the future, on a matter-by-matter basis, to account for developments in such matters. Any future increases to our loss contingency reserves or releases from these reserves may affect our results of operations. Historically, legal costs have significantly impacted our financial results.

Accounting Developments

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, ("SFAS 160"). SFAS 160 will significantly change financial accounting and reporting for noncontrolling (or minority) interests in consolidated financial statements. SFAS 160 is effective for the first annual reporting period beginning on or after December 15, 2008. Earlier application is prohibited. We are currently assessing the impact of SFAS 160 on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ("SFAS 141R"), which replaces SFAS 141. SFAS 141R establishes principles and requirements for how an acquirer in a business combination (1) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; (2) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (3) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for the first annual reporting period beginning on or after December 15, 2008. Earlier application is prohibited.

In February 2008, the FASB issued FASB Staff Position SFAS 157-2, *Effective Date of FASB Statement No. 157* ("FSP SFAS 157-2"). FSP SFAS 157-2 delays the effective date of SFAS 157 to fiscal years beginning after November 15, 2008 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of FSP SFAS 157-2 is not expected to have a material impact on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133* ("SFAS 161"). SFAS 161 requires enhanced disclosures for derivative instruments and hedging activities that include how and why an entity uses derivatives, how these instruments and the related hedged items are accounted for under SFAS 133 and related interpretations, and how derivative instruments and related hedged items affect the entity's financial position, results of operations and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early adoption is permitted. We are currently evaluating the impact that SFAS 161 will have on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

During the six months ended June 30, 2008, there were no material changes in our quantitative and qualitative disclosures about market risks from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007. For a detailed discussion concerning our market risk, see Item 7A "Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K.

Item 4. Controls and Procedures

Our management, with the participation of the Chief Executive Officer and the Chief Financial Officer (the principal executive officer and principal financial officer, respectively), evaluated our disclosure controls and procedures as of June 30, 2008. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of June 30, 2008, our disclosure controls and procedures are effective to provide a reasonable assurance that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer of the Company, as appropriate, to allow timely decisions regarding required disclosure.

There have been no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The following information reflects developments with respect to the Company's legal proceedings that occurred in the second quarter of 2008. These items should be read together with the Company's discussion in Note 11 "Commitments, Contingencies and Guarantees Legal Proceedings," in the Notes to the Condensed Consolidated Financial Statements in Part I, Item 1 and the Company's discussion set forth under Legal Proceedings in Part I, Item 3 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as updated by our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

IPO Antitrust Actions

On May 23, 2008, the parties to the two actions pending in the United States District Court for the Southern District of New York ("SDNY"), *In Re Issuer Plaintiff Initial Public Offering Antitrust Litigation*, 00 Civ. 7804 (LMM) and *In Re Public Offering Fee Antitrust Litigation*, 98 Civ. 7890 (LMM), filed Stipulations of Dismissal with the SDNY which dismissed with prejudice the two actions against the Company and other underwriters. These two stipulations were signed by the SDNY on May 27, 2008 and May 28, 2008, respectively.

Adelphia Communications Corp. Litigation

On April 7, 2008, the Stocke action was dismissed by stipulation and order following a ruling by the Second Circuit that affirmed in all respects Judge McKenna's approval of the class settlement, which ruling is now final. The claims made by all class members who did not opt out, including the Stocke plaintiffs, have accordingly been dismissed and released.

On June 17, 2008, the SDNY issued an Opinion and Order dismissing certain claims contained in the Amended Complaint filed in the bankruptcy court, including, without limitation, the equitable disallowance and equitable subordination claims. The SDNY is still considering motions to dismiss additional counts contained in the Amended Complaint that were not disposed of in the Opinion and Order.

Crossroads Systems, Inc. Litigation

On July 15, 2008, plaintiffs filed with the District Court of Travis County, Texas, a motion to dismiss the litigation against the Company with prejudice, and that same day, the court signed an order granting that motion.

Stanton Litigation

On May 16, 2008, the United States Bankruptcy Court for the Western District of Missouri denied the Trustee's motion for reconsideration of the Bankruptcy Court's summary judgment ruling.

WorldSpace Litigation

On July 21, 2008, the SDNY denied Defendants' motion to dismiss the Consolidated Amended Complaint.

BigBand Litigation

On May 30, 2008, plaintiffs in the federal securities class actions filed a Consolidated Amended Complaint in the United States District Court for the Northern District of California. On June 16, 2008, the Court granted the motion filed by state court plaintiffs to remand their complaint back to the

California Superior Court for the County of San Francisco. All defendants have moved to stay the state court action pending resolution of the federal securities class actions.

Regulatory Inquiries and Investigations

As previously disclosed, in October 2004, the Company received a request from the NYSE (now known as FINRA), as part of an industry-wide "sweep," for data and information relating to the Company's compliance with prospectus and product description delivery requirements with respect to certain securities. On June 16, 2008, the Company received a letter from FINRA indicating that the Department of Enforcement concluded its review and would not take formal disciplinary action against the Company. Instead, FINRA issued the Company a letter of admonition for certain violations of NYSE rules relating to the delivery of prospectuses and product descriptions.

Item 1A. Risk Factors

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. There are no material changes from the risk factors previously disclosed in our 2007 Form 10-K filed on March 13, 2008.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

As announced in November 2007 the Company's Board of Directors authorized the repurchase, subject to market conditions, of up to 2.0 million shares of the Company's outstanding common stock. There were no purchases made by or on the behalf of the Company or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended), of our common stock during the quarter ended June 30, 2008. As of June 30, 2008, there were 115,929 shares that may yet be purchased under the announced plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders of the Company was held on June 3, 2008.

The stockholders voted on proposals to:

1. Elect two directors to the Board of Directors of the Company to serve three-year terms expiring at the later of the annual meeting of stockholders in 2011 or upon a successor being elected and qualified.

2. Ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2008.

The two nominees for election as directors of the Company were elected, with terms expiring at the 2011 annual meeting of the Company or thereafter until their successors are duly elected and qualified. The following table shows the vote totals for each of these individuals.

Name	Votes For	Authority Withheld
Jeffrey Kurzweil	9,140,253	678,095
John E. Toffolon, Jr.	9,044,409	773,939

Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008. The number of votes cast for or against and the number of abstentions is set forth below.

Proposal	For	Against	Abstain	Broker Non-Votes
Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm	9,791,498	19,240	7,610	*

* Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

See Exhibit Index.

SIGNATURES

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

COWEN GROUP, INC.

By: /s/ DAVID M. MALCOLM

Name: David M. Malcolm
Title: *Chief Executive Officer and President*
(principal executive officer)

By: /s/ THOMAS K. CONNER

Name: Thomas K. Conner
Title: *Chief Financial Officer and Treasurer*
(principal financial officer and principal accounting officer)

Dated: August 6, 2008

Exhibit Index

Exhibit No.	Description
31.1	Certification of CEO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002
31.2	Certification of CFO Pursuant to Section 302 of Sarbanes-Oxley Act of 2002
32	Certification of CEO and CFO Pursuant to Section 906 of Sarbanes-Oxley Act of 2002

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