

**FORTRESS INVESTMENT GROUP LLC**  
**REGULATION FD POLICY**  
**CURRENT AS OF OCTOBER 21, 2010**

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**PURPOSE**

As a public company, Fortress Investment Group LLC (the “**Company**”) is committed, consistent with legal and regulatory requirements, to maintaining an active and open disclosure policy with its shareholders and potential investors. This policy (the “**Reg FD Policy**” or, as sometimes referred to herein, the “**policy**”) regards communications with shareholders, analysts and others.

The Securities and Exchange Commission’s (“**SEC**”) Regulation FD (“**Regulation FD**”) prohibits the selective disclosure of material nonpublic information to certain Enumerated Persons (as defined below). The regulation is intended to eliminate situations where a company may disclose material nonpublic information, such as statements regarding expected future distributable earnings, to securities analysts or selected investors, before disclosing the information to the general public.

Regulation FD requires that whenever:

- the Company or a person acting on behalf of the Company;
- discloses material nonpublic information;
- to certain specified persons (including broker-dealers, analysts and shareholders);

*then*

- the Company must **simultaneously** disseminate the information to the public.

If the Company learns that it or anyone acting on its behalf has unintentionally disclosed material nonpublic information, it must make public disclosure of the information “promptly,” meaning no later than 24 hours after discovering the unintentional disclosure or the opening of trading on the New York Stock Exchange, whichever is later.<sup>1</sup>

“Public disclosure” can be made either by furnishing or filing a current report on Form 8-K, press release, posting on the Company’s website or any other method that the Company’s management believes is reasonably designed to distribute the information in a broad, non-exclusive manner.

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<sup>1</sup> In the case of an unintentional disclosure, the disclosure must be made “promptly,” which means as soon as reasonably practicable, but no later than either 24 hours after discovery of the unintentional disclosure or prior to the commencement of the next day’s trading on the New York Stock Exchange, if later. Rule 101(d).

The Company adopted this Reg FD Policy to ensure that it and any persons acting on its behalf comply with Regulation FD. This policy applies to every Company employee and is a supplement to the Company's Insider Trading Policy. This policy will be posted in the "Public Shareholders" or equivalent section of the Company's web site to evidence that the Company has such a policy and, if helpful, to allow employees to refer to a publicly available document to support their inability to provide certain Company information to others. This policy may be amended, terminated or reinstated at any time at the discretion of the Company's General Counsel.

## **REGULATION FD OVERVIEW**

*Regulation FD* – Regulation FD is specific: whenever the Company, or person acting on its behalf, discloses material nonpublic information to specified persons (generally, securities market professionals or holders of the Company's securities who may trade on the basis of such information), the Company must publicly disclose the same information, either simultaneously or promptly.

### *Simultaneous Disclosure vs. Prompt Disclosure*

"Simultaneous" disclosure is required when the Company (or person acting on the Company's behalf) **intentionally** discloses material nonpublic information.

*Intentional Disclosures* – A disclosure is intentional if the person making the statement either knows, or is reckless in not knowing, before making the disclosure that the information is both material and nonpublic. Intentional disclosure to market professionals or investors must be made simultaneously (see "Information Dissemination" below) to the public.

"Prompt" disclosure is required when the Company (or person acting on the Company's behalf) **unintentionally** discloses material nonpublic information.

*Unintentional Disclosures* – The Company must make public disclosure of material nonpublic information promptly after any "**senior official**" (e.g., CEO, CFO, General Counsel, Director of Investor Relations, Director of Media Relations or person performing similar functions) of the Company learns of the unintentional disclosure and knows that the information was both material and nonpublic. The SEC deems "**prompt**" disclosure to be within 24 hours or before the beginning of the next trading day, whichever is later.

If any of the Company's senior officials realize that he or she has – or learns that another person has – unintentionally selectively disclosed material public information, and such realization is made immediately after the selective disclosure, they may be able to obtain the recipient's agreement not to disclose or trade on the information until the Company has publicly disseminated the information. This agreement must be express and may be either written or oral

(written is preferable). If you believe this type of disclosure has occurred, please contact the General Counsel or his or her designee immediately.

*Persons Covered* – Regulation FD covers persons including any senior official of the Company (e.g., CEO, CFO, General Counsel, Director of Investor Relations, Director of Media Relations or person performing similar functions) or any other officer, employee, or agent of the Company who regularly communicates with market professionals or shareholders who may trade on the information. As a matter of course, such employees include members of the Company’s Investor Relations department or any department performing similar functions (the “**Investor Relations Department**”). For the avoidance of doubt, the Company’s Investor Relations Department does not include investor relations professionals who primarily perform services for investment funds managed by the Company or its affiliates.

*Audience Covered* – The audience broadly includes shareholders and market professionals. Shareholders include any holder of the Company’s securities who, under the circumstances, foreseeably could trade on the information, regardless of the number of shares owned. Such shareholders include both individual and institutional investors. Market professionals include broker-dealers, investment advisors, institutional investment managers, mutual funds, hedge funds and any analysts or other persons associated with these types of entities.

*Material Nonpublic Information* – Information is material if “there is a substantial likelihood that a reasonable shareholder would consider it important when making an investment decision, or if the information could be viewed as altering the total mix of available information.” Although the statement is subjective, the SEC has indicated the following items be carefully reviewed for materiality:

- Earnings information or earnings guidance;
- Mergers, acquisitions, tender offers, joint ventures or sales of assets;
- Changes in control or management;
- Changes in auditors or notification that the auditor’s report can not be relied upon;
- New products, discoveries or developments regarding customers, suppliers, contracts, etc.;
- Events regarding the Company’s securities (stock splits, changes in dividends, public or private sales of additional securities, default on senior securities, etc); and
- Significant change in financial viability.

**Please keep in mind: This is a non-exhaustive list. Please see “Public Disclosure of Significant Company Information – Item 2” below for additional items of information to review carefully.**

“Nonpublic information” is simply information that has not been distributed broadly to the investing public.

*Distributable Earnings Information* – The SEC specifically warns against communications with an analyst or a small group of analysts regarding earnings. **Such discussions involve a “high degree of risk under Regulation FD.”** Any kind of communication regarding the Company’s distributable earnings – even signaling that the Company may or may not meet previous estimates – may result in liability under Regulation FD. The SEC notes that these cautions apply both to direct guidance on forecasts and also on indirect guidance. In addition, these cautions apply regardless of whether it is labeled as “guidance.”

Similarly, if the Company reviews analyst reports (draft form or otherwise), the SEC will likely regard comments (and even confirmation that there are no comments) as material nonpublic information. “Entanglement” and “adoption” theories of liability hold that where a company has either been too involved with the preparation or review of a report, or distributes or otherwise appears to approve a report, it may become liable for the contents of the report. Please consult the policy’s procedures regarding any review of analyst reports.

*Statements Excluded from Regulation FD* – Regulation FD does not apply to statements made to:

- “Temporary” insiders – bankers, attorneys, accountants and other persons who owe the Company a duty of trust or confidence (typically as a result of working on a securities offering or similar project and only during such engagement);
- Rating agencies (provided the rating is made public);
- Persons who expressly agree not to disclose or trade on the information by signing a “confidentiality agreement” or otherwise expressly agreeing to keep such information confidential and not to use such information;
- The media (see special comment regarding “Media Disclosure” below); or
- Suppliers.

*Media Disclosure* – Note that although disclosing material nonpublic information to the media will not trigger the disclosure requirements under Regulation FD, disclosing such information only to the media generally will not be a substitute for issuing a press release or taking other steps to publicly disseminate material nonpublic information.

*Public Offerings and Private Placements* – Regulation FD does not apply to statements made in connection some registered public offerings, but it does apply to oral and written information provided in connection with private placements and other non-registered offerings. As a result, roadshows and one-on-one meetings for registered underwritten offerings are generally exempt from disclosure requirements under Regulation FD (but will continue to be subject to all existing prohibitions and public disclosure requirements applicable to public offerings under the Securities Act of 1933 and related rules). Further, the exemption is not available for registered secondary

offerings, DRIP plans, employee benefit plan offerings and exercises of outstanding options, warrants or convertible securities.

*Information Dissemination* – Public disclosure can be made by the following methods:

- Any method or combination thereof, that is “reasonably designed to effect a broad and non-exclusionary distribution of information to the public.” Such methods may include any of the following steps if the public has adequate advance notice and access:
  - 1) A filing or furnishment of the information on Form 8-K with the SEC;
  - 2) Dissemination of a press release through a widely circulated wire or news service;
  - 3) An announcement during a press conference or conference call (provided adequate advance notice is given); or
  - 4) Posting information on the Company’s website.

*Failure to Comply with Regulation FD* – Enforcement of Regulation FD by the SEC may take the form of:

- Administrative action seeking a cease-and-desist order;
- A civil action seeking an injunction and/or civil money penalties; or
- An enforcement action against the Company and its officials. **Note – Prior enforcements have focused on the chief financial officer and investor relations personnel.**

## POLICY

Reducing the flow of communications would be counterproductive to maintaining good investor relations and the Company's business. A consistent dialogue is – and will always be – important to attracting and maintaining investor support. At the same time, Regulation FD requires more forethought in having private conversations and may lead to the disclosure of more information publicly than would otherwise be required.

### *Authorized Spokespersons*

1. The only persons authorized to speak on behalf of the Company to securities analysts, broker-dealers, shareholders and any other Enumerated Persons (as described below) are the Company's Chief Executive Officer, Principals, Chief Financial Officer, General Counsel, the Director of Investor Relations and Director of Media Relations or other persons specifically designated by them to speak with respect to a particular topic or purpose (each an "**Authorized Spokesperson**").
2. To the extent practicable, Authorized Spokespersons must contact the Investor Relations Department and the General Counsel (or his or her designee) before having conversations with securities analysts, broker-dealers and shareholders (or any other Enumerated Persons) in order to review as much of the precise substance of the intended communication as possible.
3. Pre-written speeches, written statements, presentations and other external communications should, to the extent practicable or appropriate, be reviewed by the General Counsel (or his or her designee) and a member of the Investor Relations Department.
4. ***Common Sense* – If you think that a piece of information may be material and it has not been disclosed to the general public, talk to the General Counsel before discussing it or, if that approach is not practical under the circumstances, do not discuss such information.**
5. ***Common Sense* – Do not disclose any information privately that the Company has declined to disclose publicly.**

### *Disclosure to “Enumerated Persons”*

1. Regulation FD prohibits selective disclosure to specific persons, including, but not limited to: (a) broker-dealers and persons associated with them, including investment analysts; (b) investment advisers, certain institutional investment managers and their associated persons; and (c) investment companies, hedge funds, and affiliated persons.
2. Selective disclosure is also prohibited if made to any shareholder under circumstances in which it is reasonably foreseeable that the shareholder would purchase or sell the Company’s securities on the basis of the information.
3. Communications in the ordinary course of business with fund investors in their capacity as fund investors (e.g., through their receipt of regular quarterly letters), suppliers or strategic partners, as well as communications with news organizations or the government, are not covered by Regulation FD.

### *Day-to-Day Communications*

1. Inquiries from analysts, shareholders and other Enumerated Persons received in any department other than the Investor Relations Department and the offices of the Chief Executive Officer, any Principal, Chief Financial Officer or General Counsel must be forwarded to the Director of Investor Relations, or, in his or her absence, the General Counsel, Chief Financial Officer or another Authorized Spokesperson. **Under no circumstances should any attempt be made to handle these inquiries without prior authorization from an Authorized Spokesperson.**
2. Planned conversations should always include a second person, if practicable, and must include at least one Authorized Spokesperson. It should be determined in advance whether it is intended that any material nonpublic information be disclosed. If so, the material nonpublic information should be disclosed prior to or simultaneously with the planned conversation by the issuance of a press release, posting information on the Company’s website and/or the filing or “furnishing” of a report on a Form 8-K with the SEC. While other means reasonably designed to provide broad, non-exclusionary distribution of the information to the public are available, a press release and/or Form 8-K report unquestionably provides for broad dissemination of information.
3. Subject to point 4 below, the Investor Relations Department will prepare a written record of each call received and a summary of any discussion and will periodically forward a copy to the Company’s General Counsel or his or her designee.

4. The Investor Relations Department may identify the most commonly asked questions and types of information sought and may prepare and circulate written responses to those questions to Authorized Spokespersons and update such written responses as necessary or appropriate. To the extent the Authorized Spokesperson simply follows or refers to the script, the written record of the call only needs to identify the caller and note that the script was followed.

*Public Disclosure of Significant Company Information*

1. Any time an Authorized Spokesperson determines to disclose or discuss Company information with anyone, particularly an analyst, broker-dealer or shareholder, the Authorized Person should consult with the General Counsel and, if practicable, Chief Financial Officer (or their respective designees) to determine whether the information is material. Material information is any information that a reasonable shareholder would consider important in a decision to buy, hold, or sell securities. In short, it is any information that could reasonably affect the price of the Company's securities. Both positive and negative information may be material.
2. Possible material information or events include, but are not limited to:
  - Distributable earnings information and quarterly results;
  - Statements regarding distributable earnings estimates;
  - Fund performance;
  - Redemption requests;
  - Significant increases or decreases in AUM;
  - Mergers, acquisitions, tender offers, joint ventures, or changes in assets;
  - New investments or financings or developments regarding investments or financings;
  - Changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
  - Events regarding the Company's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of shareholders, public or private sales of additional securities or information related to any additional funding);
  - Bankruptcies or receiverships; and
  - Regulatory approvals or changes in regulations and any analysis of how they affect the Company.

Furthermore, the SEC has explicitly stated:

- "When an issuer official engages in a private discussion with an analyst who is seeking guidance about earnings estimates, he or she takes on a high degree of risk under Regulation FD. If the issuer official

communicates selectively to the analyst nonpublic information that the Company's anticipated earnings will be higher than, lower than, or even the same as what analysts have been forecasting, the issuer likely will have violated Regulation FD. This is true whether the information about earnings is communicated expressly or through indirect 'guidance,' the meaning of which is apparent though implied [**Note: this could include physical gestures such as shrugging shoulders, smiling, winking or similar expressions**]. Similarly, an issuer cannot render material information immaterial simply by breaking it into ostensibly non-material pieces."

3. If the determination is made that the information that is going to be disclosed is material, these two steps should be taken:

(a) A press release must be prepared in accordance with the Company's standard procedures. The press release must be issued before or at the same time that the information is disclosed to the analyst, broker-dealer or shareholder. The press release may either disclose the material information or, if it will be issued in sufficient time prior to the planned disclosure to the analyst, broker-dealer or shareholder to notify the public, the press release may (i) disclose that a conference call and/or webcast will be held to disclose the information, (ii) provide the applicable information to access the event and (iii) identify the amount of time after the event during which the call, webcast or related transcript will be available for review (and how such information can be accessed). Any conference call and/or webcast must be given as much advance notice as practicable.

(b) If the General Counsel (or his or her designee) determines advisable, the Legal Department will furnish or file a copy of the press release as a current report on Form 8-K.

### *Earnings Calls*

1. Adequate advance public notice shall be given of all quarterly earnings conference calls and/or webcasts.<sup>2</sup> Notice shall include a press release issued to the major news wires and a posting on the Company's website with information including the date, time, telephone number and webcast URL for the earnings call. The press release shall also state the period, if any, for which a replay of the webcast will be available.<sup>3</sup> Also, copy of the release will be provided to the New York Stock Exchange prior to issuance.

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<sup>2</sup> See Regulation FD Telephone Interpretations, at Question 3 ("Public notice should be provided a reasonable period of time ahead of the conference call. For example, for a quarterly earnings announcement that the issuer makes on a regular basis, notice of several days would be reasonable. It is recognized, however, that the period of notice may be shorter when unexpected events occur and the information is critical or time sensitive.").

<sup>3</sup> An applicable SEC Release encourages companies that webcast their conference calls to archive their webcasts for "some reasonable period of time" to enable persons who might have missed the original call

2. The quarterly earnings conference call and/or webcast will be open to analysts, media representatives and the general public. The conference call will be recorded and a tape and transcript of the call maintained by the Company for at least one year.<sup>4</sup>

*Guidance, Quiet Period and Analyst Reports*

1. The Company and its employees cannot give earnings guidance in any form (including “soft” or indirect guidance) in nonpublic settings. To the extent practicable, analysts will be requested to provide a written agenda or questions in advance to avoid inadvertent disclosures or to allow the preparation and simultaneous public release of information the Company is willing to disclose. Two Company representatives, to the extent practicable, including at least one member of the Investor Relations Department, will be present during any analyst calls or meetings. Any statements regarding earnings expectations will be limited to press releases and publicly available earnings calls.
2. Whenever the Company has issued any estimate or comment regarding distributable earnings, earnings or other financial measures (which will ordinarily be issued through a press release and the filing or furnishment of a Form 8-K), no employee will comment on those projections during the quarter. **In response to any question about such information, Authorized Spokespersons will say that it is the Company’s policy not to comment on projections during the quarter. The Company will not comment on its intention to update these materials.**
3. No Authorized Spokesperson will provide “comfort” with respect to an earnings estimate or otherwise “walk the Street” up or down. If an analyst inquires as to the reliability of a previously, publicly disseminated projection, the spokesperson should follow the “no comment” policy.
4. The Company will observe a “quiet period,” during which the Company shall not comment on the financial outlook for the Company. **Unless the General Counsel determines otherwise, the quiet period is designated as any time**

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or webcast to access the information at some later time. According to PR Newswire, the average archive period for webcasts is five to seven days. The Company will archive its webcast call for a period of no more than ten business days.

In anticipation of archiving its webcasts, the Company will orally recite the date of the conference call as part of its initial forward-looking information disclaimer in the call so that the date of the information discussed in the call is unmistakable to listeners of the archived webcast. In addition, because an archived webcast becomes a written communication, the Company will conspicuously include on its archive site the safe harbor language for written communications, which differs from the oral safe harbor language commonly recited at the beginning of conference calls.

<sup>4</sup> As records and tapes would likely be discoverable in the context of a lawsuit or SEC enforcement action, the Company will make certain that the oral safe harbor language recited at the beginning of the call is included on the tape.

**other than the week immediately following the Company's periodic earnings disclosure for which any comment may have been made on the Company's financial outlook.**

5. Analyst reports will only be reviewed to correct errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other analyst feedback or guidance on earnings models may be communicated with an analyst. A written record should be kept of any comments provided on an analyst's report. Such reports must be promptly forwarded to the General Counsel or his or her designee. Any review of an analyst report may only be done after obtaining the express approval of the General Counsel.
6. No Company employee may distribute (including via a web link) copies of analysts' reports to anyone outside the Company without the express approval of the General Counsel (or his or her designee). If approved, any such distribution must include a statement to this effect:

**“This report has been prepared and distributed by an unaffiliated third party and is being provided to you simply for your information. The Company makes no statement regarding the report or its contents. You should not regard the statements made in the report as being affiliated with or confirmed or denied by the Company in any way.”**

*Investment Banker Conferences/Roadshows*

1. The policy described above applies to communications between Authorized Spokespersons and Enumerated Persons at investment banker conferences and roadshows (other than roadshows undertaken in connection with certain public offering of the Company's securities since Regulation FD does not apply to communications made “in connection with” a non-shelf public offering). Accordingly, prior to the conference or roadshow, the Company will disclose either through a press release (accompanied by a current report on Form 8-K), an open conference call or a webcast, or any combination of these methods, any material information that may be discussed or presented at the conference or the roadshow.
2. If it is determined that material nonpublic information may have been disclosed unintentionally during the conference or roadshow, the General Counsel and the Chief Financial Officer should be notified immediately. If the General Counsel and Chief Financial Officer determine that an inadvertent disclosure of material nonpublic information has occurred, a press release (accompanied by a current report on Form 8-K) will be issued disclosing the information no later than either 24 hours after discovery of the unintentional

disclosure or prior to the commencement of the next day's trading on the New York Stock Exchange, if later.

*Press Release Policy*

1. Press releases should be reviewed and prepared in accordance with the Company's standard procedures.
2. If a forward-looking statement has been made, *i.e.*, one that has a forward intent and connotation upon which parties are expected to rely, and there is a clear meaning to that statement, an employee shall report to the General Counsel or Chief Financial Officer any facts or events which might cause that meaning to change.
3. If a meeting or conference call is held after the issuance of a press release the purpose of which is to give analysts or major shareholders an opportunity to seek more information or ask questions concerning the information disclosed in a press release, the meeting or call shall be preceded by a press release as soon as the meeting or call is planned, which shall announce such meeting or call and provide information including the date, time, telephone number and webcast URL for the meeting or call. The meeting or call shall be open to analysts, media representatives and the general public.
4. If a director, member of management or employee of the Company learns of information that causes him or her to believe that a disclosure may have been misleading or inaccurate when made or may no longer be true, such person should report that information to the General Counsel and Chief Financial Officer.
5. Subsequent to any press release or other official disclosure, Investor Relations will make reasonable efforts to ensure the accurate reporting (e.g., review of reports, common websites summarizing corporate information, common compilers and disseminators of research such as Thompson Financial, Yahoo!, Bloomberg, etc.) of such disclosure and may, but are not required to, take corrective measures, when necessary.

*Rumors: No Comment Policy*

1. The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, Authorized Spokespersons should respond to any inquiries regarding rumors that it is Company policy to not comment on rumors. If the source of the

rumor is found to be internal, General Counsel should be consulted to determine the appropriate response.

*Monitor Trading*

1. The trading activity of Company stock will be generally monitored by management for unusual trading activity. In addition, Investor Relations will monitor the financial and news media for stories about the Company. Unusual trading volume or price swings may indicate the inadvertent disclosure of material information that may need to be remedied by a press release.

*Violation of this Policy*

1. Any violation of this policy shall be brought to the attention of the General Counsel and may constitute grounds for termination of employment.