



<b>B #:</b>	11947-19
<b>Date:</b>	August 09, 2019
<b>To:</b>	All Participants
<b>Category:</b>	Underwriting
<b>From:</b>	Underwriting Operations
<b>Attention:</b>	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
<b>Subject:</b>	Section 3 (c) (7) restrictions for owners of the following issue: Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Finance Corporation 4.80% Senior Notes due 2022

(A) CUSIP Number(s): Rule 144A CUSIP No. 26150T AD1

(B) Security Description(s): Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Finance Corporation 4.80% Senior Notes due 2022

(C) Offering Amount(s): \$160,000,000

(D) Managing Underwriter: GreensLedge Capital Markets LLC

(E) Paying Agent: U.S. Bank National Association

(F) Closing Date: January 23, 2019

**Special Instructions:**

**Refer to the attachment for important instructions from the Co-Issuers.**

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**DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP  
DRAWBRIDGE SPECIAL OPPORTUNITIES FINANCE CORPORATION**

4.80% Senior Notes due 2022

Rule 144A CUSIP No. 26150T AD1

Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Finance Corporation (the “Co-Issuers”) and the lead Agent are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the the 4.80% Senior Notes due 2022 (the “Securities”) may only be made in minimum denominations of \$250,000 to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities (1) represents to and agrees with the Co-Issuers and the Agent that (i) the purchaser is a QIB who is a QP (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Co-Issuers; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Securities; (vii) the purchaser understands that the Co-Issuers may receive a list of participants holding positions in its securities from one or more book-entry depositories; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; and (2) acknowledges that the Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Co-Issuers and the Agent that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See “Notice to Investors” in the final private placement memorandum relating to the offering of the Securities dated December 15, 2017.

The Indenture, dated as of December 18, 2017, entered into between the Co-Issuers and U.S. Bank National Association, as trustee, provides that the Co-Issuers will have the right to (i) require any holder of Securities who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Co-Issuers have the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is not both a QIB and a QP.

The restrictions on transfer required by the Co-Issuers (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Any questions or comments regarding this subject may be directed to the Chief Financial Officer of Drawbridge Special Opportunities Fund LP’s general partner: (212) 798-6100, c/o Drawbridge Special Opportunities Fund GP LLC, c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, New York, New York 10105.