

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with OMB APPROVAL, SEC USE ONLY, and DATE RECEIVED sections.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

1178291

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6)

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



02048494

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) FORTRESS INVESTMENT FUND II LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business: INVESTMENT VEHICLE ORGANIZED AS A LIMITED LIABILITY COMPANY

Type of Business Organization: corporation, limited partnership, already formed, other (please specify): limited liability company, business, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: MONTH 06 YEAR 02 Actual

PROCESSED JUL 24 2002 THOMSON FINANCIAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE CN of Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten signature

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner (Manager)

Full Name (Last name first, if individual)

NARDONE, RANDAL

Business or Residence Address (Number and Street, City, State, Zip Code)

1251 AVENUE OF THE AMERICAS, 16TH FLOOR, NEW YORK, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full name (Last name first, if individual)

ROSENTHAL, JEFFREY

Business or Residence Address (Number and Street, City, State, Zip Code)

1251 AVENUE OF THE AMERICAS, 16TH FLOOR, NEW YORK, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

THE NORINCHUKIN BANK

Business or Residence Address (Number and Street, City, State, Zip Code)
1-13-2, YURAKUCHO, CHIYODA-KU, TOKYO, 100-8420 JAPAN

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Resident Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) (estimated)	\$ 0	\$ 0
Partnership Interest	\$ 0	\$ 0
Other (Specify <u>Limited Liability Company Interests</u>)	\$ 427,984,600	\$ 427,984,600
Total.....	<u>\$ 427,984,600</u>	<u>\$ 427,984,600</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	16	\$ 427,984,600
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only).....	<u>0</u>	<u>\$ 0</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees <input type="checkbox"/>	\$
Printing and Engraving Costs <input checked="" type="checkbox"/>	\$ 25,000
Legal Fees <input checked="" type="checkbox"/>	\$ 1,100,000
Accounting Fees <input checked="" type="checkbox"/>	\$ 20,000
Engineering Fees <input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) <input type="checkbox"/>	\$
Other Expenses (identify) <u>Miscellaneous Expenses/Travel/Offering Expense</u> <input checked="" type="checkbox"/>	\$ 240,000
Total <input checked="" type="checkbox"/>	\$ 1,385,000 up to \$1,000,000 of expenses borne by the issuer

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS


b. Enter the difference the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$426,984,600

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the asset or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify): <u>Investments of Proceeds of Offering</u>	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$426,984,600</u>
Column Totals.....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$426,984,600</u>
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> <u>\$426,984,600</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) FORTRESS INVESTMENT FUND II LLC	Signature 	Date 7/9/02
Name of Signer (Print or Type) RANDAL A. NARDONE	Title of Signer (Print or Type) CHIEF OPERATING OFFICER OF MANAGING MEMBER	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)