

## **BFC FINANCIAL CORPORATION**

### **POLICY STATEMENT ON INSIDER TRADING**

**ADOPTED BY THE BOARD OF DIRECTORS  
ON FEBRUARY 14, 2005**

BFC Financial Corporation (the “Company”) has established this policy for securities transactions, such as buying or selling our stock. This policy applies to *all* officers, directors and employees of the Company. This policy prohibits each person who possesses material inside information from trading in our securities. Federal securities laws impose significant civil and criminal penalties on persons who improperly obtain or use material inside information in connection with a purchase or sale of securities. This policy and accompanying procedures arise from our responsibilities as a public company. It is important that you review this policy carefully. Compliance with this policy is necessary to protect the Company’s business and reputation and to prevent violations of law by you and by the Company and to avoid the appearance of impropriety.

References in this policy statement to the “Company” also refer to each of the Company’s subsidiaries, including BankAtlantic Bancorp and Levitt Corporation.

#### EXPLANATION OF THE LAW

The federal securities laws prohibit the purchase or sale of a security by any person who possesses material, non-public (or “inside”) information concerning the issuer of the security. The person in possession of such information is prohibited from trading securities of the issuer and from communicating the inside information to a third party, where improper trading can be anticipated, and from recommending that a third party buy or sell the securities. These prohibitions apply to trading in stock or any security.

#### **How do you know if information is “material”?**

Information is material if a reasonable person would think that it is important in deciding whether to buy, sell or hold the stock or other security, or if the information could affect the market price of the stock or other security. Either good or bad information could be material. Common examples of information that will frequently be regarded as **material** include:

- Estimates of future earnings or losses;
- news of a pending or proposed merger or acquisition, or a tender offer or exchange offer;
- news of a significant purchase or sale of property or assets;
- changes in dividend policies or the declaration of a stock split or the offering of additional securities;
- company financial problems;
- plans to repurchase securities or retire indebtedness;

- changes in senior management;
- significant new products or plans to enter significant new businesses;
- the gain or loss of a substantial customer;
- environmental or permitting problems affecting Company property;
- the institution of significant litigation or regulatory proceedings or investigations;  
or
- impending bankruptcy or financial liquidity problems.

If you are unsure whether the information is material, you should assume it is material rather than risk violating the securities laws by trading while possessing the information.

### **What is “inside” information?**

Information is considered “inside” information if it has not been publicly disclosed. The information may be about the Company or any subsidiary. Inside information may also include information that you learn about another company through your employment, such as information about current or prospective customers or suppliers or potential transactions.

Information is considered to be available to the public only (1) *after* it has been released to the public through appropriate channels (*e.g.*, by means of a press release or SEC filing) *and* (2) enough time has elapsed to permit the investment market to absorb and evaluate the information. Once information has been released to the public, information will normally be regarded as absorbed and evaluated on the second business day after it is made public. You may determine whether information that you know has been disclosed by the Company in its public filings, which are available at [www.sec.gov](http://www.sec.gov).

### **TRADING AND DISCLOSURE RESTRICTIONS**

In order to prevent the misuse of material, inside information and to avoid potential liability to the Company and its officers, directors and employees under the federal securities laws, the following restrictions on communications of inside information and on trading in Company stock and other securities generally, are to be observed by *all* employees, officers and directors.

- 1) Company employees, officers and directors are prohibited from disclosing material, inside information to anyone, inside or outside of the Company, other than to those within the Company who “need to know” such information in order to carry out their duties on behalf of the Company. If there is any doubt as to whether information can be disclosed or whether a person seeking the information has a legitimate business need to know, then the General Counsel or Chief Financial Officer should be consulted.
- 2) Company employees, officers and directors may not buy or sell stock or conduct any other transaction in a Company security for personal or “related” accounts while in possession of material, inside information. Examples of personal and

related accounts include IRA, 401(k), Keogh and similar accounts and accounts of a spouse, child or other relative that you have the ability to control. You are also prohibited from advising others to buy or sell the Company's stock or other securities while you possess material, inside information. **Further, once publicly disclosed, the information must be available to the public for at least two business days before trading is allowed.**

- 3) The restrictions described above also apply to the securities of any other company concerning which you possess material, inside information.
- 4) The Sarbanes-Oxley Act of 2002 also requires the Company to absolutely prohibit all purchases, sales or transfers of Company securities by directors and executive officers during a pension fund blackout period. A pension fund blackout period exists whenever 50% or more of the plan participants are unable to conduct transactions in their accounts for more than three consecutive business days. These blackout periods typically occur when there is a change in the retirement plan's trustee, record keeper or investment manager. You will be notified when these restricted trading periods are instituted.
- 5) Company officers and directors who are subject to Section 16 of the Securities Exchange Act of 1934 ("Reporting Persons") must pre-clear with the General Counsel or Chief Financial Officer all personal transactions (including transactions by others where the Reporting Person has a beneficial interest in the security involved). This includes sales of Company common stock acquired upon exercise of Stock Options and elections to purchase or sell Company stock in the Company's 401(k) plan.
- 6) **NO OFFICER, DIRECTOR OR EMPLOYEE WHO HAS ACCESS TO INFORMATION CONCERNING THE COMPANY'S OR ITS SUBSIDIARIES' FINANCIAL PERFORMANCE SHALL ENGAGE IN ANY TRANSACTIONS INVOLVING THE COMPANY'S STOCK (PURCHASES, SALES, TRANSFERS, ETC.) DURING THE PERIOD COMMENCING TEN DAYS BEFORE THE END OF ANY FISCAL QUARTER OF THE COMPANY AND ENDING AT THE END OF TWO FULL BUSINESS DAY AFTER THE RESULTS OF OPERATIONS OF THE COMPANY FOR THAT FISCAL QUARTER HAVE BEEN ANNOUNCED.**

OPTION EXERCISES AND ELECTIONS TO INVEST IN COMPANY STOCK THROUGH THE COMPANY'S 401(K) PLAN

Nothing in this policy prohibits your exercise of Stock Options *provided* you are not exercising Stock Options in a cashless exercise. If you are exercising Stock Options in a cashless exercise, then you must operate under this policy to determine the permissible times within which you

may sell Company stock. Similarly, your initial election to invest in the Company's stock through the Company's self-directed 401(k) Plan and any subsequent elections you make to increase or decrease the amount you invest in the Company stock must be in compliance with this policy.

### CONSEQUENCES FOR VIOLATIONS

- 1) Criminal. Individuals can be fined up to \$1,000,000 or imprisoned for up to 10 years or both upon conviction for willfully violating the federal securities laws relating to insider trading.
- 2) Civil. Persons who purchase or sell a security while in possession of material, inside information and persons who communicate material, inside information concerning an issuer to a person who engages in a transaction involving a security of the issuer ("tippers") can be subject to a civil penalty of as much as the greater of \$1,000,000 or three times the profit gained or loss avoided as a result of the violation.
- 3) Controlling persons. The laws provide for penalties for "controlling persons" who fail to take appropriate actions when they either know or should know that people under their control were violating those rules. Controlling persons, whether individuals or business entities, can be subject to a fine not to exceed the greater of \$1,000,000 or three times the profit gained or loss avoided as a result of the controlled persons violation, limited in case of tippers to the profit gained or loss avoided by the person or persons to whom the controlled person unlawfully communicated the information.
- 4) Disciplinary Action and Discharge. For officers and employees, the failure to comply with this policy will be grounds for discharge for cause or other disciplinary action.

### APPLICATION

This policy statement applies to BFC Financial Corporation and all of its subsidiaries. This policy supplements the Company's employee and other similar codes/policies/manuals.

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