

Edgar Filing: Aircastle LTD - Form SC 13G/A

Aircastle LTD
Form SC 13G/A
February 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Aircastle Limited

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G0129K104

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III Sub LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -2,822,149-

BENEFICIALLY 6 SHARED VOTING POWER
-0-

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -2,822,149-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -0-

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-2,822,149-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.91% (based on 72,258,472 outstanding shares of common stock as of October 31,
2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III Sub Two LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -2,822,148- |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -0- |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -2,822,148- |
| ----- | | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |
| ----- | | |
| WITH | | |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | -2,822,148- | |
| ----- | | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 3.91% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | |
| | OO | |
| ----- | | |

SCHEDULE 13G

CUSIP No. G0129K104

| | | |
|--------------|---|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Fortress Investment Fund III LP | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (See Instructions) | |
| | (a) | |
| | (b) | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| ----- | | |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -5,644,297-* |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| ----- | | |
| | 8 | SHARED DISPOSITIVE POWER |

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REPORTING -5,644,297-*

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,644,297-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.81%* (based on 72,258,472 outstanding shares of common stock as of October
31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the sole managing member of each of Fortress
Investment Fund III Sub LLC and Fortress Investment Fund III Sub Two LLC

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Fund B) Sub LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -2,412,985-

BENEFICIALLY 6 SHARED VOTING POWER
-0-

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -2,412,985-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -0-

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-2,412,985-

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.34% (based on 72,258,472 outstanding shares of common stock as of October 31,
 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
 U.S. Securities and Exchange Commission on November 8, 2011)

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III (Fund B) Sub Two LLC

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -2,412,985- |
| | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | -0- |
| | 7 | SOLE DISPOSITIVE POWER |
| OWNED BY | | -2,412,985- |
| EACH | 8 | SHARED DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | | |
| WITH | | |

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -2,412,985-

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.34% (based on 72,258,472 outstanding shares of common stock as of October 31,
 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
 U.S. Securities and Exchange Commission on November 8, 2011)

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SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III (Fund B) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -4,825,970-* |

| | | |
|----------|---|------------------------|
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |

| | | |
|-----------|---|--------------------------|
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -4,825,970-* |

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -4,825,970-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 6.68% (based on 79,471,068 outstanding shares of common stock as of October
 29, 2010 as reported by Aircastle Limited in its Form 10-Q that was filed with
 the U.S. Securities and Exchange Commission on November 5, 2010)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

* Solely in its capacity as the sole managing member of each of Fortress
 Investment Fund III (Fund B) Sub LLC and Fortress Investment Fund III (Fund B)
 Sub Two LLC

SCHEDULE 13G

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CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Fund C) Sub LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -1,009,152- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -0- |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -1,009,152- |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,009,152-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.40% (based on 72,258,472 outstanding shares of common stock as of October 31,
2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
U.S. Securities and Exchange Commission on November 8, 2011)

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Fund C) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | -1,009,152- |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | -1,009,152- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -1,009,152-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.40% (based on 72,258,472 outstanding shares of common stock as of October 31,
 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
 U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

* Solely in its capacity as the sole managing member of Fortress Investment
 Fund III (Fund C) Sub LLC.

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III (Fund D) Sub Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

| | | |
|-----------|---|---------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -2,316,217- |
| | 6 | SHARED VOTING POWER |

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BENEFICIALLY -0-

OWNED BY 7 SOLE DISPOSITIVE POWER
-2,316,217-

EACH 8 SHARED DISPOSITIVE POWER

REPORTING -0-

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-2,316,217-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.21% (based on 72,258,472 outstanding shares of common stock as of October 31,
2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Fund D) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY -2,316,217-*

OWNED BY 7 SOLE DISPOSITIVE POWER
0

EACH 8 SHARED DISPOSITIVE POWER

REPORTING -2,316,217-*

PERSON

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WITH

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -2,316,217-*

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.21% (based on 72,258,472 outstanding shares of common stock as of October 31,
 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
 U.S. Securities and Exchange Commission on November 8, 2011)

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

* Solely in its capacity as the sole managing member of Fortress Investment
 Fund III (Fund D) Sub Ltd.

SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III (Fund E) Sub Ltd.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 NUMBER OF 5 SOLE VOTING POWER
 SHARES -162,698-

 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH -162,698-

 8 SHARED DISPOSITIVE POWER
 REPORTING -0-

 PERSON
 WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -162,698-

 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

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 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 Less than 1% (based on 72,258,472 outstanding shares of common stock as of
 October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
 filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III (Fund E) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -162,698-* |

| | | |
|----------|---|------------------------|
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |

| | | |
|-----------|---|--------------------------|
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -162,698-* |

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -162,698-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 Less than 1% (based on 72,258,472 outstanding shares of common stock as of
 October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
 filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

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* Solely in its capacity as the sole managing member of Fortress Investment Fund III (Fund E) Sub Ltd.

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund A) Sub LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -474,587- |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -0- |

| | | |
|----------|---|------------------------|
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -474,587- |

| | | |
|-----------|---|--------------------------|
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-474,587-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 1% (based on 72,258,472 outstanding shares of common stock as of
October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund A) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -474,587-* |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -474,587-* |
| WITH | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-474,587-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 1%(based on 72,258,472 outstanding shares of common stock as of
October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the sole managing member of Fortress Investment Fund III (Coinvestment Fund A) Sub LLC.

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund B) Sub LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |

Edgar Filing: Aircastle LTD - Form SC 13G/A

(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -932,390- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -0- |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -932,390- |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-932,390-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.29%(based on 72,258,472 outstanding shares of common stock as of October 31,
2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund B) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | 0 |

Edgar Filing: Aircastle LTD - Form SC 13G/A

| | | |
|--------------|--|--|
| BENEFICIALLY | 6 | SHARED VOTING POWER -932,390-* |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER 0 |
| EACH | | |
| ----- | | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER -932,390-* |
| PERSON | | |
| WITH | | |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -932,390-* | |
| ----- | | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.29% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) PN | |

* Solely in its capacity as the sole managing member of Fortress Investment Fund III (Coinvestment Fund B) Sub LLC

SCHEDULE 13G

CUSIP No. G0129K104

| | | |
|--------------|---|-------------------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund C) Sub LLC | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | |
| | (a) | |
| | (b) | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| ----- | | |
| NUMBER OF | 5 | SOLE VOTING POWER -240,141- |
| SHARES | | |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER -0- |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER -240,141- |
| EACH | | |

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REPORTING 8 SHARED DISPOSITIVE POWER
-0-

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-240,141-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 1% (based on 72,258,472 outstanding shares of common stock as of
October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund C) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
-240,141-*

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
-240,141-*

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-240,141-*

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 1% (based on 72,258,472 outstanding shares of common stock as of
October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was
filed with the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the sole managing member of Fortress Investment
Fund III (Coinvestment Fund C) Sub LLC

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -1,144,550- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -0- |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -1,144,550- |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,144,550-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.58% (based on 72,258,472 outstanding shares of common stock as of October 31,
2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the
U.S. Securities and Exchange Commission on November 8, 2011)

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12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Coinvestment Fund D) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
-1,144,550-*

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -1,144,550-*

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,144,550-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.58% (based on 72,258,472 outstanding shares of common stock as of October
31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the sole managing member of Fortress Investment
Fund III (Coinvestment Fund D) Sub Ltd.

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SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Fund III GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| | | -0- |

| | | |
|--------------|-------|---------------------|
| SHARES | ----- | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -16,750,002-* |

| | | |
|----------|---|------------------------|
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| | | -0- |

| | | |
|-----------|-------|--------------------------|
| EACH | ----- | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| | | -16,750,002-* |

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -16,750,002-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 23.18% (based on 72,258,472 outstanding shares of common stock as of October
 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
 the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the general partner of each of Fortress Investment
 Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund
 III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress
 Investment Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment
 Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress
 Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III
 (Coinvestment Fund D) L.P.

SCHEDULE 13G

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 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Management Fund GP (Holdings) LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|-----------|---|-------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |

| | | |
|--------------|---|---------------------|
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -16,750,002-* |

| | | |
|----------|---|------------------------|
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |

| | | |
|-----------|---|--------------------------|
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -16,750,002-* |

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -16,750,002-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 23.18% (based on 72,258,472 outstanding shares of common stock as of October
 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
 the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the sole managing member of Fortress Fund III
 GP LLC.

SCHEDULE 13G

 CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 FIG LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions) (a) | |
 (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
 -16,750,002-*

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON -16,750,002-*

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -16,750,002-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 23.18% (based on 72,258,472 outstanding shares of common stock as of October
 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
 the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the investment advisor of each of Fortress
 Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress
 Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P.,
 Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund III
 (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B)
 LP, Fortress Investment Fund III (Coinvestment Fund C) LP, Fortress Investment
 Fund III (Coinvestment Fund D) L.P.

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Operating Entity I LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(See Instructions)

(a) | |

(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
-16,750,002-*

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -16,750,002-*

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-16,750,002-*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
23.18% (based on 72,258,472 outstanding shares of common stock as of October
31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with
the U.S. Securities and Exchange Commission on November 8, 2011)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the sole managing member of FIG LLC.

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
FIG Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a) | |

(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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| | | |
|--------------|--|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -16,750,002-* |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | -0- |
| ----- | | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | -16,750,002-* |
| ----- | | |
| WITH | | |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | -16,750,002-* | |
| ----- | | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 23.18% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON (See Instructions) | |
| | CO | |
| ----- | | |

* Solely in its capacity as the general partner of Fortress Operating Entity I LP.

SCHEDULE 13G

CUSIP No. G0129K104

| | | |
|--------------|---|------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Fortress Investment Group LLC | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | (See Instructions) | |
| | (a) | |
| | (b) | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| ----- | | |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -0- |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -16,750,002-* |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |

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-0-

| | |
|------------------|---|
| EACH | ----- |
| REPORTING PERSON | 8 SHARED DISPOSITIVE POWER -16,750,002-* |
| PERSON | |
| WITH | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -16,750,002-* |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 23.18% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) |
| 12 | TYPE OF REPORTING PERSON (See Instructions) OO |

* Solely in its capacity as the holder of all the issued and outstanding shares of FIG Corp.

Item 1.

(a) Name of Issuer:

The name of the issuer is Aircastle Limited (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at c/o Aircastle Advisor LLC, 300 Stamford Place, 5th Floor, Stamford Connecticut 06902.

Item 2.

(a) Name of Person Filing:

This statement is filed by:

(i) Fortress Investment Fund III Sub LLC, a Delaware limited liability company;

(ii) Fortress Investment Fund III Sub Two LLC, a Delaware limited liability company;

(iii) Fortress Investment Fund III LP, a Delaware limited partnership;

(iv) Fortress Investment Fund III (Fund B) Sub LLC, a Delaware limited liability company;

(v) Fortress Investment Fund III (Fund B) Sub Two LLC, a Delaware limited liability company;

(vi) Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership;

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- (vii) Fortress Investment Fund III (Fund C) Sub LLC, a Delaware limited liability company
- (viii) Fortress Investment Fund III (Fund C) LP, a Delaware limited partnership;
- (ix) Fortress Investment Fund III (Fund D) Sub Ltd., a Cayman Islands corporation;
- (x) Fortress Investment Fund III (Fund D) L.P., a Cayman Islands partnership;
- (xi) Fortress Investment Fund III (Fund E) Sub Ltd., a Cayman Islands corporation;
- (xii) Fortress Investment Fund III (Fund E) L.P., a Cayman Islands partnership;
- (xiii) Fortress Investment Fund III (Coinvestment Fund A) Sub LLC, a Delaware limited liability company;
- (xiv) Fortress Investment Fund III (Coinvestment Fund A) LP, a Delaware limited partnership;
- (xv) Fortress Investment Fund III (Coinvestment Fund B) Sub LLC, a Delaware limited liability company;
- (xvi) Fortress Investment Fund III (Coinvestment Fund B) LP, a Delaware limited partnership;
- (xvii) Fortress Investment Fund III (Coinvestment Fund C) Sub LLC, a Delaware limited liability company;
- (xviii) Fortress Investment Fund III (Coinvestment Fund C) LP, a Delaware limited partnership;

- (xix) Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd., a Cayman Islands Corporation;
- (xx) Fortress Investment Fund III (Coinvestment Fund D) L.P., a Cayman Islands partnership;
- (xxi) Fortress Fund III GP LLC, a Delaware limited liability company;
- (xxii) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company;
- (xxiii) FIG LLC, a Delaware limited liability company;
- (xxiv) Fortress Operating Entity I LP, a Delaware limited partnership;
- (xxv) FIG Corp., a Delaware corporation; and
- (xxvi) Fortress Investment Group LLC, a Delaware limited liability company

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than

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the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office, or if none, Residence:

The address of the business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, New York 10105, Attention: Michael Cohn.

(c) Citizenship:

Each of Fortress Investment Fund III Sub LLC, Fortress Investment Fund III Sub Two LLC, Fortress Investment Fund III (Fund B) Sub LLC, Fortress Investment Fund III (Fund B) Sub Two LLC, Fortress Investment Fund III (Fund C) Sub LLC, Fortress Investment Fund III (Coinvestment Fund A) Sub LLC, Fortress Investment Fund III (Coinvestment Fund B) Sub LLC, Fortress Investment Fund III (Coinvestment Fund C) Sub LLC, Fortress Fund III GP LLC, Fortress Investment Fund GP (Holdings) LLC, FIG LLC, and Fortress Investment Group LLC is a limited liability company organized under the laws of the State of Delaware. Each of Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B), LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP, and Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. Each of Fortress Investment Fund III (Fund D) Sub Ltd., Fortress Investment Fund III (Fund E) Sub Ltd., and Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd. is a corporation organized under the laws of the Cayman Islands. Each of Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., and Fortress Investment Fund III (Coinvestment Fund D) L.P. is a limited partnership organized under the laws of the Cayman Islands. FIG Corp. is a corporation organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

Common Shares, par value \$0.01 per share (the "Common Shares")

(e) CUSIP Number:

G0129K104

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).

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- (g) [] A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) [] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The percentages used in this Item 4 are calculated based upon 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011.

- A. Fortress Investment Fund III Sub LLC
 - (a) Amount beneficially owned: 2,822,149
 - (b) Percent of class: 3.91%
 - (c) (i) Sole power to vote or direct the vote: 2,822,149
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,822,149
 - (iv) Shared power to dispose or direct the disposition: 0
- B. Fortress Investment Fund III Sub Two LLC
 - (a) Amount beneficially owned: 2,822,148
 - (b) Percent of class: 3.91%
 - (i) Sole power to vote or direct the vote: 2,822,148
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,822,148
 - (iv) Shared power to dispose or direct the disposition: 0
- C. Fortress Investment Fund III LP
 - (a) Amount beneficially owned: -5,644,297-
 - (b) Percent of class: 7.81%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -5,644,297-
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: -5,644,297-
- D. Fortress Investment Fund III (Fund B) Sub LLC
 - (a) Amount beneficially owned: 2,412,985
 - (b) Percent of class: 3.34%
 - (c) (i) Sole power to vote or direct the vote: 2,412,985
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,412,985
 - (iv) Shared power to dispose or direct the disposition: 0
- E. Fortress Investment Fund III (Fund B) Sub Two LLC
 - (a) Amount beneficially owned: 2,412,985
 - (b) Percent of class: 3.34%
 - (c) (i) Sole power to vote or direct the vote: 2,412,985
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,412,985
 - (iv) Shared power to dispose or direct the disposition: 0
- F. Fortress Investment Fund III (Fund B) LP

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- (a) Amount beneficially owned: 4,825,970
 - (b) Percent of class: 6.68%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 4,825,970

 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 4,825,970
- G. Fortress Investment Fund III (Fund C) Sub LLC
- (a) Amount beneficially owned: -1,009,152-
 - (b) Percent of class: 1.40%
 - (c) (i) Sole power to vote or direct the vote: -1,009,152-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -1,009,152-
 - (iv) Shared power to dispose or direct the disposition: -0-
- H. Fortress Investment Fund III (Fund C) LP
- (a) Amount beneficially owned: -1,009,152-
 - (b) Percent of class: 1.40%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -1,009,152-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -1,009,152-
- I. Fortress Investment Fund III (Fund D) Sub Ltd.
- (a) Amount beneficially owned: -2,316,217-
 - (b) Percent of class: 3.21%
 - (c) (i) Sole power to vote or direct the vote: -2,316,217-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -2,316,217-
 - (iv) Shared power to dispose or direct the disposition: -0-
- J. Fortress Investment Fund III (Fund D) L.P.
- (a) Amount beneficially owned: -2,316,217-
 - (b) Percent of class: 3.21%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -2,316,217-
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: -2,316,217-
- K. Fortress Investment Fund III (Fund E) Sub Ltd.
- (a) Amount beneficially owned: -162,698-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -162,698-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -162,698-
 - (iv) Shared power to dispose or direct the disposition: -0-
- L. Fortress Investment Fund III (Fund E) L.P.
- (a) Amount beneficially owned: -162,698-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -162,698-
 - (iii) Sole power to dispose or direct the disposition: 0

 - (iv) Shared power to dispose or direct the disposition: -162,698-
- M. Fortress Investment Fund III (Coinvestment Fund A) Sub LLC

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- (a) Amount beneficially owned: -474,587-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -474,587-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -474,587-
(iv) Shared power to dispose or direct the disposition: -0-
- N. Fortress Investment Fund III (Coinvestment Fund A) L.P.
- (a) Amount beneficially owned: -474,587-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -474,587-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -474,587-
(iv) Shared power to dispose or direct the disposition: -0-
- O. Fortress Investment Fund III (Coinvestment Fund B) Sub LLC
- (a) Amount beneficially owned: -932,390-
 - (b) Percent of class: 1.29%
 - (c) (i) Sole power to vote or direct the vote: -932,390-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -932,390-
(iv) Shared power to dispose or direct the disposition: -0-
- P. Fortress Investment Fund III (Coinvestment Fund B) L.P.
- (a) Amount beneficially owned: -932,390-
 - (b) Percent of class: 1.29%
 - (c) (i) Sole power to vote or direct the vote: -932,390-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -932,390-
(iv) Shared power to dispose or direct the disposition: -0-
- Q. Fortress Investment Fund III (Coinvestment Fund C) Sub LLC
- (a) Amount beneficially owned: -240,141-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -240,141-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -240,141-
(iv) Shared power to dispose or direct the disposition: -0-
- R. Fortress Investment Fund III (Coinvestment Fund C) L.P.
- (a) Amount beneficially owned: -240,141-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: -240,141-
(iii) Sole power to dispose or direct the disposition: 0
(iv) Shared power to dispose or direct the disposition: -240,141-
- S. Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd.
- (a) Amount beneficially owned: -1,144,550-
 - (b) Percent of class: 1.58%
 - (c) (i) Sole power to vote or direct the vote: -1,144,550-
(ii) Shared power to vote or direct the vote: -0-
(iii) Sole power to dispose or direct the disposition: -1,144,550-
(iv) Shared power to dispose or direct the disposition: -0-
- T. Fortress Investment Fund III (Coinvestment Fund D) L.P.
- (a) Amount beneficially owned: -1,144,550-
 - (b) Percent of class: 1.58%
 - (c) (i) Sole power to vote or direct the vote: -1,144,550-

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- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -1,144,550-
- (iv) Shared power to dispose or direct the disposition: -0-

U. Fortress Fund III GP LLC

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

V. Fortress Investment Fund GP (Holdings) LLC

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

W. FIG LLC

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

X. Fortress Operating Entity I LP

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

Y. FIG Corp.

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

Z. Fortress Investment Group LLC

- (a) Amount beneficially owned: -16,750,002-
- (b) Percent of class: 23.18%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -16,750,002-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -16,750,002-

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND B) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

Edgar Filing: Aircastle LTD - Form SC 13G/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND C) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND D) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND E) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND A) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND B) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND C) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND D) L.P.

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By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS FUND III GP LLC

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FIG LLC

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary and Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify

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that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS OPERATING ENTITY I LP

By: FIG CORP.
its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary and Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FIG CORP.

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary and Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

FORTRESS INVESTMENT GROUP LLC

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary and Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III Sub LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

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By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III Sub Two LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Fund B) Sub LLC

By: FORTRESS INVESTMENT FUND III (Fund B) LP, its
sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Fund B) Sub Two LLC

By: FORTRESS INVESTMENT FUND III (Fund B) LP, its
sole member

By: FORTRESS FUND III GP LLC, its general partner

Edgar Filing: Aircastle LTD - Form SC 13G/A

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Fund C) Sub LLC

By: FORTRESS INVESTMENT FUND III (Fund C) LP, its
sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Fund D) Sub Ltd.

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Fund E) Sub Ltd.

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

Edgar Filing: Aircastle LTD - Form SC 13G/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund A)
Sub LLC

By: FORTRESS INVESTMENT FUND III (Coinvestment Fund A)
LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund B)
Sub LLC

By: FORTRESS INVESTMENT FUND III (Coinvestment Fund B)
LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund C)
Sub LLC

By: FORTRESS INVESTMENT FUND III (Coinvestment Fund C)
LP, its sole member

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By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund D)
Sub Ltd

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary