

Cullen Agricultural Holding Corp

Form 3

November 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Fortress Investment Group
LLC

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/22/2009

3. Issuer Name **and** Ticker or Trading Symbol
Cullen Agricultural Holding Corp [CAGZ]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Warrants	10/22/2009	10/21/2013	Common Shares	2,559,500	\$ 12	I	See Footnote ⁽¹⁾ <u>(2)</u> <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Principal Investment Holdings IV LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â

Signatures

/s/ David N. Brooks, as Authorized Signatory of Fortress Investment Group LLC	11/10/2009
_____ **Signature of Reporting Person	Date
/s/ Glenn Cummins, as Authorized Signatory of Drawbridge Special Opportunities Advisors LLC	11/10/2009
_____ **Signature of Reporting Person	Date
/s/ David N. Brooks, as Authorized Signatory of FIG Corp.	11/10/2009
_____ **Signature of Reporting Person	Date
/s/ David N. Brooks, as Authorized Signatory of FIG LLC	11/10/2009
_____ **Signature of Reporting Person	Date
/s/ David N. Brooks, as Authorized Signatory of FIG Corp., general partner of Fortress Operating Entity I LP	11/10/2009
_____ **Signature of Reporting Person	Date
	11/10/2009

/s/ David N. Brooks, as Authorized Signatory of Fortress Principal Investment Holdings IV LLC

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2,303,550 Warrants by Drawbridge DSO Securities LLC, and 255,950 Warrants by Drawbridge OSO Securities LLC.
 Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I and FIG Corp. is wholly-owned by FIG. Drawbridge DSO Securities LLC is wholly-owned by Drawbridge Special Opportunities Fund LP. Drawbridge Special Opportunities GP LLC is the general partner of Drawbridge Special Opportunities LP. Fortress Principal Investment Holdings IV LLC ("FPIH IV") is the sole managing member of Drawbridge Special Opportunities GP LLC. Drawbridge Special Opportunities Fund Ltd. ("DSOF Ltd.") owns 100% of Drawbridge OSO Securities LLC ("DOSO"). [Footnote Continues Below]
 Drawbridge Special Opportunities Intermediate Fund L.P. ("DSOIF") owns 100% of DSOF Ltd. Drawbridge Special Opportunities Offshore GP LLC ("DSOO GP") is the general partner of DSOIF, and Drawbridge Special Opportunities Offshore Fund Ltd. ("DSOOF") is the sole limited partner of DSOIF. Drawbridge Special Opportunities Advisors LLC ("DSOA") is the investment advisor of DSOF Ltd., Drawbridge Special Opportunities Fund LP, DSOIF, and DSOOF. FIG LLC is the sole managing member of DSOA, and FOE I is the sole managing member of FIG LLC, DSOO GP, and FPIH IV. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â ReportingÂ PersonsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SEC'sÂ EDGARÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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