Aircastle LTD Form SC 13G/A February 16, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Aircastle Limited
(Name of Issuer)
Common Shares, par value \$0.01 per share
(Title of Class of Securities)
G0129K104
(CUSIP Number)
December 31, 2010
(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)
X 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

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DBD AC LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION NUMBER OF 5 SOLE VOTING POWER Ω SHARES SHARED VOTING POWER BENEFICIALLY 0 SOLE DISPOSITIVE POWER OWNED BY 0 EACH SHARED DISPOSITIVE POWER REPORTING 0 PERSON WITH ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 TYPE OF REPORTING PERSON (See Instructions) 00 SCHEDULE 13G CUSIP No. G0129K104 Page 3 of 86 Pages ______ NAME OF REPORTING PERSON Drawbridge DSO Securities LLC ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) | | (b) | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION SOLE VOTING POWER NUMBER OF 5 0 SHARES 6 SHARED VOTING POWER

BENEFICIALLY			0				
	OWNED BY		SOLE DISPOSITIVE POWER 0				
	EACH	8	SHARED DISPOSITIVE POWER				
	REPORTING		0				
	PERSON						
	WITH						
9	AGGREGATE AMOUN 0	T BENEFI	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN				
11	PERCENT OF CLAS	S REPRES	SENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORTI	NG PERSO	ON (See Instructions)				
			SCHEDULE 13G				
CUSIE	P No. G0129K104		Page 4 of 86 Pages				
1	NAME OF REPORTING PERSON Drawbridge Special Opportunities Fund LP						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)						
3	SEC USE ONLY						
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION				
	NUMBER OF	5	SOLE VOTING POWER 0				
	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0				
	OWNED BY	7	SOLE DISPOSITIVE POWER 0				
	EACH	8	SHARED DISPOSITIVE POWER				
	REPORTING		0				
	PERSON						
	WITH						
9	AGGREGATE AMOUN 0	T BENEFI	CCIALLY OWNED BY EACH REPORTING PERSON				

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORTING	F PERSON	(See Instructions)		
			SCHEDULE 13		
CUSIP	No. G0129K104		Page 5 of 86 Pages		
1	NAME OF REPORTING Drawbridge Specia	G PERSON			
2	CHECK THE APPROPE		K IF A MEMBER OF A GROUP (a) (b)		
3	SEC USE ONLY				
4	CITIZENSHIP OR PI Delaware	LACE OF C	DRGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0		
	OWNED BY	7	SOLE DISPOSITIVE POWER 0		
	EACH	8	SHARED DISPOSITIVE POWER		
	REPORTING		0		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT 0	BENEFICI	IALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGE SHARES (See Insti		MOUNT IN ROW (9) EXCLUDES CERTAIN		
11	PERCENT OF CLASS	REPRESEN	NTED BY AMOUNT IN ROW (9)		
12	TYPE OF REPORTING				
			SCHEDULE 13		

CUSIP No. G0129K104

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1	NAME OF REPORTIN	NAME OF REPORTING PERSON DBO AC LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)				
3	SEC USE ONLY				
4	CITIZENSHIP OR F Delaware	LACE OF O	DRGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER		
	OWNED BY	7	SOLE DISPOSITIVE POWER		
	EACH	8	SHARED DISPOSITIVE POWER		
	REPORTING PERSON		0		
	WITH				
9	AGGREGATE AMOUNT	BENEFICI	IALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AGG SHARES (See Inst		MOUNT IN ROW (9) EXCLUDES CERTAIN		
11					
12	TYPE OF REPORTIN	G PERSON	(See Instructions)		
			SCHEDULE 130		
	P No. G0129K104		Page 7 of 86 Pages		
1	NAME OF REPORTIN Drawbridge OSO S		s LLC		
2	(See Instruction		(IF A MEMBER OF A GROUP (a) (b)		
3	SEC USE ONLY				
4	CITIZENSHIP OR F Delaware	LACE OF O	DRGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER 0		

	SHARES				
	BENEFICIALLY	6	0		
	OWNED BY	7	SOLE DISPOSITIVE POWER 0		
	EACH	8	SHARED DISPOSITIVE POWER		
	REPORTING		0		
	PERSON				
	WITH				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0				
0	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
1	PERCENT OF CLAS	S REPRESE	ENTED BY AMOUNT IN ROW (9)		
2	TYPE OF REPORTI	NG PERSON	N (See Instructions)		
CUSII	IP No. G0129K104 Page 8 of 86 Pages NAME OF REPORTING PERSON Drawbridge Special Opportunities Fund Ltd.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)				
		(b)			
	SEC USE ONLY				
	SEC USE ONLY CITIZENSHIP OR Cayman Islands	 PLACE OF	ORGANIZATION		
	CITIZENSHIP OR	PLACE OF	ORGANIZATION SOLE VOTING POWER 0		
	CITIZENSHIP OR Cayman Islands		SOLE VOTING POWER 0		
	CITIZENSHIP OR Cayman Islands NUMBER OF	5 	SOLE VOTING POWER		
	CITIZENSHIP OR Cayman Islands NUMBER OF SHARES	5 	SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0		
	CITIZENSHIP OR Cayman Islands NUMBER OF SHARES BENEFICIALLY	5 6	SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER		
	CITIZENSHIP OR Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY	5 6 7	SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0		
	CITIZENSHIP OR Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5 6 7	SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER		

	0			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTIN	G PERSON	(See Instructions)	
			SCHEDULE 13	
 CUSIP	No. G0129K104		Page 9 of 86 Pages	
1	NAME OF REPORTIN Drawbridge Speci		tunities Advisors 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	6	SHARED VOTING POWER	
	BENEFICIALLY		0	
	OWNED BY	7	SOLE DISPOSITIVE POWER 0	
	EACH	 8	SHARED DISPOSITIVE POWER	
	REPORTING		0	
	PERSON			
	WITH			
9	0		IALLY OWNED BY EACH REPORTING PERSON	
10		REGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN	
 11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTIN	G PERSON	(See Instructions)	

CUSIP	No. G0129K104		Page 10 of 86 Pages		
1	NAME OF REPORTING PERSON Drawbridge Global Macro Master Fund Ltd.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)				
3	SEC USE ONLY				
4	CITIZENSHIP OR Cayman Islands				
	NUMBER OF	5	0		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0		
	OWNED BY	 7	SOLE DISPOSITIVE POWER 0		
	EACH REPORTING	8	SHARED DISPOSITIVE POWER		
	PERSON				
	WITH				
9	AGGREGATE AMOUN 0	IT BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN		
11	PERCENT OF CLAS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTI	ING PERSO	ON (See Instructions)		
			SCHEDULE		
CUSIP	No. G0129K104		Page 11 of 86 Pages		
1	NAME OF REPORTI Drawbridge Glob	ING PERSO	ON Intermediate Fund LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)				
3	SEC USE ONLY				
4	CITIZENSHIP OR Cayman Islands	PLACE OF			

SOLE VOTING POWER

NUMBER OF

WITH

SHARES			0
	BENEFICIALLY		SHARED VOTING POWER 0
	OWNED BY	 7	SOLE DISPOSITIVE POWER
	EACH		0
		8	SHARED DISPOSITIVE POWER
	REPORTING		U .
	PERSON		
	WITH		
9	AGGREGATE AMOUNT 0	BENEF.1	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE AGG SHARES (See Inst		AMOUNT IN ROW (9) EXCLUDES CERTAIN
11	PERCENT OF CLASS	REPRES	ENTED BY AMOUNT IN ROW (9)
12	TYPE OF REPORTIN PN	G PERSO	N (See Instructions)
CUSIP	No. G0129K104		Page 12 of 86 Pages
CUSIP 1	No. G0129K104 NAME OF REPORTIN		
		G PERSO	N
	DBGM Associates		N
2	DBGM Associates	LLC RIATE B	N OX IF A MEMBER OF A GROUP (a) (b)
	DBGM AssociatesCHECK THE APPROP (See Instruction	LLC RIATE B(s)	OX IF A MEMBER OF A GROUP
	DBGM Associates CHECK THE APPROP (See Instruction	LLC RIATE BO	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION
 3 	DBGM Associates CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF	LLC	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0
 3 	DBGM Associates CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF SHARES	LLC	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER
 3 	DBGM Associates CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF	LLC RIATE BO S) LACE OF	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0
 3 	DBGM Associates CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF SHARES	LLC RIATE BO S) LACE OF	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 0
 3 	CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	LLC RIATE BO S) LACE OF 5	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER
 3 	DBGM Associates CHECK THE APPROP (See Instruction SEC USE ONLY CITIZENSHIP OR P Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY	LLC RIATE BOSS) LACE OF 5 6	OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 0

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
12	TYPE OF REPORTI	NG PERSON	N (See Instructions)			
			SCHEDULE 1			
 CUSIF	P No. G0129K104		Page 13 of 86 Pages			
1	NAME OF REPORTI Principal Holdi					
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			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH REPORTING	8	SHARED DISPOSITIVE POWER 0			
	PERSON					
	WITH					
9	AGGREGATE AMOUN	T BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
 11	PERCENT OF CLAS	S REPRESI	ENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTI	NG PERSON	N (See Instructions)			

CUSI	P No. G0129K104			Page	14 of 86 Pages
1	NAME OF REPORTING PERSON FIG Asset Co. LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)				
3	SEC USE ONLY				
4	CITIZENSHIP OR E Delaware	LACE OF	ORGANIZATION		
	NUMBER OF SHARES	5	SOLE VOTING POW	ER	
	BENEFICIALLY	6	SHARED VOTING P 0		
	OWNED BY	7	SOLE DISPOSITIV	E POWER	
	EACH REPORTING	8	SHARED DISPOSIT	IVE POWER	
	PERSON				
	WITH				
9	AGGREGATE AMOUNT	BENEFIC	CIALLY OWNED BY EAC	H REPORTING	PERSON
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF REPORTIN	IG PERSON	N (See Instructions		
					SCHEDULE 1
 CUSI	P No. G0129K104			Page	 15 of 86 Pages
1	NAME OF REPORTIN		Fund Ltd.		
2	(See Instruction		OX IF A MEMBER OF A		
3	SEC USE ONLY				
4	CITIZENSHIP OR E	LACE OF	ORGANIZATION		

	Cayman Islands		
	NUMBER OF		SOLE VOTING POWER 0
	SHARES	6	SHARED VOTING POWER
	BENEFICIALLY	Ü	0
	OWNED BY	7	SOLE DISPOSITIVE POWER 0
	EACH	8	SHARED DISPOSITIVE POWER
	REPORTING		0
	PERSON		
	WITH		
)	AGGREGATE AMOUN 0	T BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
.0	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN
.1	PERCENT OF CLAS	S REPRES	SENTED BY AMOUNT IN ROW (9)
.2	TYPE OF REPORTI	NG PERS	ON (See Instructions)
USIP	No. G0129K104		SCHEDULE 1 Page 16 of 86 Pages
CUSIP	NAME OF REPORTI Drawbridge Glob	al Macro	Page 16 of 86 Pages ON OF Fund LP
	NAME OF REPORTI Drawbridge Glob	al Macro	Page 16 of 86 Pages
	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a)
·	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO (See Instructio	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a) (b)
	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO (See Instructio SEC USE ONLY	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a) (b) F ORGANIZATION SOLE VOTING POWER
	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO (See Instructio SEC USE ONLY CITIZENSHIP OR Delaware	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a) (b) F ORGANIZATION
	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO (See Instructio SEC USE ONLY CITIZENSHIP OR Delaware NUMBER OF	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a) (b) F ORGANIZATION SOLE VOTING POWER 0
	NAME OF REPORTI Drawbridge Glob CHECK THE APPRO (See Instructio SEC USE ONLY CITIZENSHIP OR Delaware NUMBER OF SHARES	al Macro	Page 16 of 86 Pages ON o Fund LP BOX IF A MEMBER OF A GROUP (a) (b) F ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 0

SHARED DISPOSITIVE POWER

0

REPORTING

PERSON

	WITH					
9	AGGREGATE AMOUNT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
12	TYPE OF REPORTIN	IG PERSO	N (See Instructions)			
			SCHEDULE 13			
CUSI	P No. G0129K104		Page 17 of 86 Pages			
1	NAME OF REPORTIN Drawbridge Globa					
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			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH	8	SHARED DISPOSITIVE POWER			
	REPORTING		0			
	PERSON					
	WITH					
9	AGGREGATE AMOUNT 0	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
L 0	CHECK IF THE AGO SHARES (See Inst		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
11	PERCENT OF CLASS	REPRES	ENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTIN	IG PERSO	N (See Instructions)			

CUSIP	No. G0129K104			Page 18 of 86 Pages				
1	NAME OF REPORTING PERSON Drawbridge Global Macro Advisors LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)							
3	SEC USE ONLY	SEC USE ONLY						
4	CITIZENSHIP OR Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF	5	SOLE VOTING POWN					
	SHARES BENEFICIALLY	6	SHARED VOTING PO	OWER				
	OWNED BY	7	SOLE DISPOSITIVE	E POWER				
	EACH REPORTING	8	SHARED DISPOSIT:	IVE POWER				
	PERSON							
	WITH							
9	AGGREGATE AMOUN 0	T BENEFI	CIALLY OWNED BY EAC	H REPORTING PERSON				
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EX	XCLUDES CERTAIN				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
12	TYPE OF REPORTI	NG PERSO	N (See Instructions))				
				SCHEDULE 13				
CUSIP	No. G0129K104			Page 19 of 86 Pages				
1	NAME OF REPORTING PERSON Fortress Investment Fund III Sub LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)							
3	SEC USE ONLY							

	NUMBER OF	5	SOLE VOTING POWER		
	SHARES		-3,664,581- 		
	BENEFICIALLY	6	SHARED VOTING POWER 0		
	OWNED BY	7	SOLE DISPOSITIVE POWER		
	EACH REPORTING		-3,664,581-		
		8	SHARED DISPOSITIVE POWER 0		
	PERSON				
	WITH				
9	AGGREGATE AMOUN -3,664,581-	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN s)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.61% (based on 79,471,068 outstanding shares of common shares 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) OO				
12		NG PERSO	N (See Instructions)		
		NG PERSO			
		NG PERSO	SCHEDULE		
 CUSIP	No. G0129K104	 NG PERSO	SCHEDULE Page 20 of 86 Pages		
 CUSIP 1	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio	 NG PERSO ment Fun PRIATE B ns)	SCHEDULE Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b)		
CUSIP	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio	 NG PERSO ment Fun PRIATE B ns)	SCHEDULE Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a)		
CUSIP1 12	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio	NG PERSO ment Fun PRIATE B ns)	Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b)		
CUSIP1 12	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio	NG PERSO ment Fun PRIATE B ns)	SCHEDULE Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER		
CUSIP 1 2	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio) SEC USE ONLY CITIZENSHIP OR Delaware	NG PERSO ment Fun PRIATE B ns) PLACE OF	Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER -3,664,580-		
	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio) SEC USE ONLY CITIZENSHIP OR Delaware NUMBER OF	NG PERSO ment Fun PRIATE B ns) PLACE OF	Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER -3,664,580-		
CUSIP1 12	No. G0129K104 NAME OF REPORTI Fortress Invest CHECK THE APPRO (See Instructio) SEC USE ONLY CITIZENSHIP OR Delaware NUMBER OF SHARES	NG PERSO ment Fun PRIATE B ns) PLACE OF	SCHEDULE Page 20 of 86 Pages N d III Sub Two LLC OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER -3,664,580- SHARED VOTING POWER 0		

	REPORTING	8	SHARED DISPOSITIVE POWER 0		
	PERSON				
	WITH				
9	AGGREGATE AMOUN -3,664,580-	T BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN		
11	4.61% (based on of October 29,	79,471, 2010 as was file	SENTED BY AMOUNT IN ROW (9) ,068 outstanding shares of common shares as reported by Aircastle Limited in its ed with the U.S. Securities and Exchange 5, 2010)		
12	TYPE OF REPORTI	NG PERSC	ON (See Instructions)		
			SCHEDULE 130		
CUSI	P No. G0129K104		Page 21 of 86 Pages		
1	NAME OF REPORTI Fortress Invest				
2	CHECK THE APPRO (See Instructio		BOX IF A MEMBER OF A GROUP (a) (b)		
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -7,329,161-*		
	OWNED BY	7	SOLE DISPOSITIVE POWER 0		
	EACH	 8	SHARED DISPOSITIVE POWER		
	REPORTING		-7,329,161-*		
	PERSON				
	WITH				
9	AGGREGATE AMOUN -7,329,161-*	T BENEFI	ICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN		

			· 		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.22% (based on 79,471,068 outstanding shares of common shares 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				
			sole managing membe: Fortress Investment		
 CUSIP	No. G0129K104			 Page 22	of 86 Pages
 1	NAME OF REPORT Fortress Inves	ING PERSO	N d III (Fund B) Sub :		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)				
3	SEC USE ONLY				
 1	CITIZENSHIP OR Delaware	PLACE OF			
	NUMBER OF	5	SOLE VOTING POWI	ER	
	SHARES BENEFICIALLY	6	SHARED VOTING PO	 OWER	
	OWNED BY	7	SOLE DISPOSITIVE -3,133,279-	E POWER	
	EACH REPORTING	8	SHARED DISPOSIT	IVE POWER	
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -3,133,279-				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.94% (based on 79,471,068 outstanding shares of common shares 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 REPORT	 ING PERSO	N (See Instructions)	

CUSIE	P No. G0129K104		Page 23 of 86 Pages		
 L	NAME OF REPORTING 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 Delaware	PLACE OF	F ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER -3,133,279-		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0		
	OWNED BY	7	SOLE DISPOSITIVE POWER -3,133,279-		
	EACH REPORTING	8	SHARED DISPOSITIVE POWER 0		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -3,133,279-				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.94% (based on 79,471,068 outstanding shares of common shares a 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 REPORT	ING PERSO	DN (See Instructions)		
			SCHEDULE		
 CUSIE	P No. G0129K104		Page 24 of 86 Pages		
 1	NAME OF REPORT	ING PERSO	DN nd III (Fund B) LP		
 2	CHECK THE APPR	 OPRIATE B	BOX IF A MEMBER OF A GROUP		

	(See Instructio	ns)	(a) (b)			
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	F ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER 0			
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -6,266,558-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH	 8	SHARED DISPOSITIVE POWER			
	REPORTING	O	-6,266,558-*			
	PERSON					
	WITH					
9	AGGREGATE AMOUN -6,266,558-*	T BENEFI	CCIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
11	7.89% (based on October 29, 201 that was filed	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.89% (based on 79,471,068 outstanding shares of common shares 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 REPORTI PN	NG PERSO	ON (See Instructions)			
Inves			sole managing member of each of Fortress LLC and Fortress Investment Fund III (Fund B) SCHEDULE 13G			
CUSI	P No. G0129K104		Page 25 of 86 Pages			
1	NAME OF REPORTI	NG PERSO	ON nd III (Fund C) Sub LLC			
2	(See Instructio	ns)	BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	F ORGANIZATION			

	J				
	NUMBER OF SHARES BENEFICIALLY OWNED BY	5	SOLE VOTING POWER -1,310,392-		
		6	SHARED VOTING POWER		
			0		
		7	SOLE DISPOSITIVE POWER -1,310,392-		
	EACH	8 SHARED DISPOSITIVE POWER			
	REPORTING	O	0		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,310,392-				
10	CHECK IF THE AGGI		MOUNT IN ROW (9) EXCLUDES CERTAIN		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.65% (based on 79,471,068 outstanding shares of common shares 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)				
	TYPE OF REPORTING PERSON (See Instructions)				
12	TYPE OF REPORTING	G PERSON			
		G PERSON	(See Instructions) SCHEDULE 1 Page 26 of 86 Pages		
	No. G0129K104 NAME OF REPORTING Fortress Investme	G PERSON ent Fund	SCHEDULE 1 Page 26 of 86 Pages III (Fund C) LP		
CUSIP	No. G0129K104 NAME OF REPORTING Fortress Investme CHECK THE APPROPE (See Instructions	G PERSON ent Fund RIATE BOX	Page 26 of 86 Pages III (Fund C) LP K IF A MEMBER OF A GROUP (a) (b)		
 CUSIP	No. G0129K104 NAME OF REPORTING Fortress Investme CHECK THE APPROPE (See Instructions	G PERSON ent Fund RIATE BOX	Page 26 of 86 Pages III (Fund C) LP X IF A MEMBER OF A GROUP (a)		
CUSIP	NO. G0129K104 NAME OF REPORTING Fortress Investme CHECK THE APPROPI	G PERSON ent Fund RIATE BOX	Page 26 of 86 Pages III (Fund C) LP X IF A MEMBER OF A GROUP (a) (b)		
CUSIP	NO. G0129K104 NAME OF REPORTING FORTRESS INVESTME CHECK THE APPROPM (See Instructions) SEC USE ONLY CITIZENSHIP OR PROPERTY OF PROPERTY	G PERSON ent Fund RIATE BOX	Page 26 of 86 Pages III (Fund C) LP X IF A MEMBER OF A GROUP (a) (b) DRGANIZATION SOLE VOTING POWER		
CUSIP	NO. G0129K104 NAME OF REPORTING FORTRESS INVESTME CHECK THE APPROPM (See Instructions) SEC USE ONLY CITIZENSHIP OR PUDELaware	G PERSON ent Fund RIATE BOX s) LACE OF C	Page 26 of 86 Pages III (Fund C) LP K IF A MEMBER OF A GROUP (a) (b) DRGANIZATION SOLE VOTING POWER 0		
CUSIP	NO. G0129K104 NAME OF REPORTING FORTRESS INVESTME CHECK THE APPROPM (See Instructions) SEC USE ONLY CITIZENSHIP OR PODEL SEED OF S	G PERSON ent Fund RIATE BOX s) LACE OF C	Page 26 of 86 Pages III (Fund C) LP K IF A MEMBER OF A GROUP (a) (b) DRGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -1,310,392-*		
CUSIP	NO. G0129K104 NAME OF REPORTING FORTRESS INVESTME (See Instructions) SEC USE ONLY CITIZENSHIP OR PIDELAWARE NUMBER OF SHARES	G PERSON ent Fund RIATE BOX s) LACE OF C	Page 26 of 86 Pages III (Fund C) LP X IF A MEMBER OF A GROUP (a) (b) DRGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER		

PERSON

	WITH
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,310,392-*
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.65% (based on 79,471,068 outstanding shares of common shares 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)

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

CUSI	IP No. G0129K104		Page 27 of 86 Pages		
1	NAME OF REPORTING 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	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands				
	NUMBER OF	5	SOLE VOTING POWER -3,007,625-		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER		
	BENEF ICIALLY		·		
	OWNED BY	7	SOLE DISPOSITIVE POWER -3,007,625-		
	EACH				
	REPORTING	8	SHARED DISPOSITIVE POWER 0		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -3,007,625-				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.78% (based on 79,471,068 outstanding shares of common shares 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 REPORTI	ING PERSON (See Instructions)				
			SCHEDULE 13			
 CUSIF	P No. G0129K104		Page 28 of 86 Pages			
1	NAME OF REPORTI Fortress Invest		N d III (Fund D) L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)					
3	SEC USE ONLY					
1	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
	NUMBER OF	5	SOLE VOTING POWER			
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -3,007,625-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER			
	EACH					
	REPORTING	8	SHARED DISPOSITIVE POWER -3,007,625-*			
	PERSON					
	WITH					
)	AGGREGATE AMOUN -3,007,625-*	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.78% (based on 79,471,068 outstanding shares of common shares 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 REPORTI	NG PERSO	N (See Instructions)			

 $^{^{\}star}$ Solely in its capacity as the sole managing member of each of Fortress

Investment Fund III (Fund D) Sub Ltd.

CUSI	P No. G0129K104		Page 29 of 86 Page:		
L	NAME OF REPORTING 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 OF Delaware	PLACE OF	F ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER -211,265-		
	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0		
	OWNED BY	7	SOLE DISPOSITIVE POWER -211,265-		
	EACH REPORTING	8	SHARED DISPOSITIVE POWER 0		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -211,265-				
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 79,471,068 outstanding shares of common shares 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 REPORT	ING PERSO	DN (See Instructions)		
			SCHEDULE		
 CUSI	P No. G0129K104		Page 30 of 86 Page:		
 1	NAME OF REPORT	ING PERSO	DN nd III (Fund E) L.P.		
2	CHECK THE APPR	OPRIATE B	BOX IF A MEMBER OF A GROUP		

(See Instructions)			(a) (b)			
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER			
	SHARES					
	BENEFICIALLY	6	SHARED VOTING POWER -211,265-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH	8	SHARED DISPOSITIVE POWER			
	REPORTING		-211,265-* 			
	PERSON					
	WITH					
9	AGGREGATE AMOU -211,265-*	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE A SHARES (See In		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
11	Less than 1% (shares as of O in its Form 10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 79,471,068 outstanding shares of common shares 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 REPORT PN	ING PERSC	ON (See Instructions)			
	lely in its capacit stment Fund III (Fu		sole managing member of each of Fortress Ltd. SCHEDULE 13			
CUSIE	P No. G0129K104		Page 31 of 86 Pages			
1	NAME OF REPORT	ING PERSO	DN nd III (Coinvestment Fund A) Sub LLC			
2	CHECK THE APPR (See Instructi		BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY					

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	NUMBER OF	5	SOLE VOTING POWER -616,255-
	SHARES		SHARED VOTING POWER
BENEFICIALLY			0
	OWNED BY	7	SOLE DISPOSITIVE POWER -616,255-
	EACH	 8	SHARED DISPOSITIVE POWER
	REPORTING	J	0
	PERSON		
	WITH		
9	AGGREGATE AMOUNT	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE AGG		AMOUNT IN ROW (9) EXCLUDES CERTAIN s)
11	Less than 1% (bashares as of Octin its Form $10-Q$	sed on cober 29 that w	ENTED BY AMOUNT IN ROW (9) 79,471,068 outstanding shares of common , 2010 as reported by Aircastle Limited as filed with the U.S. Securities and November 5, 2010)
 12 		IG PERSOI	N (See Instructions)
	TYPE OF REPORTIN	JG PERSOI	SCHEDULE
 CUSIP	TYPE OF REPORTIN OO No. G0129K104 NAME OF REPORTIN	IG PERSO	SCHEDULE Page 32 of 86 Pages
 CUSIP 1	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investment	IG PERSOI nent Func	SCHEDULE Page 32 of 86 Pages
CUSIP	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investment CHECK THE APPROP	IG PERSOI nent Func PRIATE BO	Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b)
CUSIP1 12	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investment CHECK THE APPROPE (See Instruction	IG PERSON Nent Fund PRIATE BO	Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b)
CUSIP	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investment CHECK THE APPROPOLY (See Instruction SEC USE ONLY CITIZENSHIP OR P	IG PERSON Nent Fund PRIATE BO	Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER
CUSIP	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investm CHECK THE APPROPOLY (See Instruction SEC USE ONLY CITIZENSHIP OR POPP Delaware	JG PERSON FUNCTION OF THE PRINTER BOTTON OF T	SCHEDULE Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0
CUSIP	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING Fortress Investment CHECK THE APPROPOLY (See Instruction SEC USE ONLY CITIZENSHIP OR POPOLY Delaware NUMBER OF	JG PERSON HENT FUNCTION PRIATE BO	Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -616,255-*
 CUSIP 1 2	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING FORTERS INVESTOR INV	JG PERSON FUNCTION OF THE PRINTER BOTTON OF T	SCHEDULE Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER
	TYPE OF REPORTING OO No. G0129K104 NAME OF REPORTING FORTERS Investment of the second of the secon	IG PERSON HENT FUNCTION PRIATE BOSS CLACE OF	SCHEDULE Page 32 of 86 Pages N d III (Coinvestment Fund A) LP OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -616,255-* SOLE DISPOSITIVE POWER

PERSON

	WITH
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -616,255-*
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 79,471,068 outstanding shares of common shares 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

 $^{^{\}star}$ Solely in its capacity as the sole managing member of each of Fortress Investment Fund III (Coinvestment Fund A) Sub LLC.

CUSI	P No. G0129K104		Page 33 of 86 Pages
1	NAME OF REPORTING PERSON Fortress Investment Fund III (Coinvestment 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 Delaware	PLACE OF	
	NUMBER OF	5	SOLE VOTING POWER -1,210,715-
	SHARES BENEFICIALLY	6	SHARED VOTING POWER
	OWNED BY	7	SOLE DISPOSITIVE POWER -1,210,715-
	EACH REPORTING	8	SHARED DISPOSITIVE POWER 0
	PERSON		
	WITH		
9	AGGREGATE AMOUI -1,210,715-	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE A	 GGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN

SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.52% (based on 79,471,068 outstanding shares of common shares 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) TYPE OF REPORTING PERSON (See Instructions) SCHEDULE 13G CUSIP No. G0129K104 Page 34 of 86 Pages NAME OF REPORTING PERSON Fortress Investment Fund III (Coinvestment Fund B) LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) | | (b) | | _____ SEC USE ONLY ______ CITIZENSHIP OR PLACE OF ORGANIZATION NUMBER OF 5 SOLE VOTING POWER 0 SHARES 6 SHARED VOTING POWER BENEFICIALLY -1,210,715-* _____ OWNED BY 7 SOLE DISPOSITIVE POWER 0 EACH 8 SHARED DISPOSITIVE POWER REPORTING -1,210,715-* PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,210,715-* CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.52% (based on 79,471,068 outstanding shares of common shares 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) TYPE OF REPORTING PERSON (See Instructions)

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

CUSIP 1	No. G0129K104		Page 35 of 86 Pages	
1	NAME OF REPORTING PERSON Fortress Investment Fund III (Coinvestment Fund C) Sub LLC			
2	CHECK THE APPF (See Instructi		BOX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4	CITIZENSHIP OF Delaware	R PLACE OF	ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER -311,825-	
1	SHARES BENEFICIALLY	6	SHARED VOTING POWER 0	
	OWNED BY	7	SOLE DISPOSITIVE POWER -311,825-	
	EACH REPORTING	8	SHARED DISPOSITIVE POWER 0	
	PERSON			
	WITH			
9	AGGREGATE AMOU -311,825-	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	Less than 1% (shares as of C in its Form 10	(based on October 29 O-Q that w	SENTED BY AMOUNT IN ROW (9) 79,471,068 outstanding shares of common 9, 2010 as reported by Aircastle Limited vas filed with the U.S. Securities and November 5, 2010)	
12	TYPE OF REPORT	ING PERSO	ON (See Instructions)	
			SCHEDULE 1	
CUSIP	 No. G0129K104		Page 36 of 86 Pages	
1	NAME OF REPORT Fortress Inves	ING PERSO	ON nd III (Coinvestment Fund C) LP	

2	CHECK THE APPRO (See Instruction		BOX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4	CITIZENSHIP OR Delaware	PLACE O	F ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -311,825-*	
	OWNED BY	7	SOLE DISPOSITIVE POWER 0	
	EACH	 8	SHARED DISPOSITIVE POWER	
	REPORTING	0	-311,825-*	
	PERSON			
	WITH			
9	AGGREGATE AMOUN -311,825-*	T BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN	
11	Less than 1% (b shares as of Oc in its Form 10-	ased on tober 2: Q that	SENTED BY AMOUNT IN ROW (9) 79,471,068 outstanding shares of common 9, 2010 as reported by Aircastle Limited was filed with the U.S. Securities and November 5, 2010)	
12	TYPE OF REPORTI	NG PERS	ON (See Instructions)	
	olely in its capacity estment Fund III (Coi		sole managing member of each of Fortress nt Fund C) Sub LLC	
			SCHEDULE 13G	
	IP No. G0129K104		Page 37 of 86 Pages	
1	NAME OF REPORTI	NG PERSO	nd III (Coinvestment Fund D) Sub Ltd.	
2	CHECK THE APPRO (See Instruction	PRIATE 1	BOX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4		CITIZENSHIP OR PLACE OF ORGANIZATION		

	NUMBER OF	5	SOLE VOTING POWER -1,486,206-
В	SHARES ENEFICIALLY	6	SHARED VOTING POWER 0
	OWNED BY		SOLE DISPOSITIVE POWER -1,486,206-
	EACH	 8	SHARED DISPOSITIVE POWER
	REPORTING	-	0
	PERSON		
	WITH		
9	AGGREGATE AMOUNT	r BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE AGO SHARES (See Inst		AMOUNT IN ROW (9) EXCLUDES CERTAIN
11	1.87% (based on as of October 29	79,471, 9, 2010 was file	ENTED BY AMOUNT IN ROW (9) 068 outstanding shares of common shares as reported by Aircastle Limited in its d with the U.S. Securities and Exchange 5, 2010)
12	TYPE OF REPORTING	NG PERSO	N (See Instructions)
CUSIP N			SCHEDULE 13GPage 38 of 86 Pages
CUSIP N	o. G0129K104		Page 38 of 86 Pages
	o. G0129K104 NAME OF REPORTIN Fortress Investm CHECK THE APPROF	nent Fun PRIATE B ns)	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b)
1 2	o. G0129K104 NAME OF REPORTIN Fortress Investm CHECK THE APPROF	nent Fun PRIATE B ns)	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a)
1 2	o. G0129K104 NAME OF REPORTIN Fortress Investm CHECK THE APPROF	nent Fun PRIATE B	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION
1 2 2 3	O. G0129K104 NAME OF REPORTINE FORTRESS INVESTOR CHECK THE APPROPOSE (See Instruction SEC USE ONLY	nent Fun PRIATE B	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER
1 2 2 3	O. G0129K104 NAME OF REPORTING FORTRESS INVESTOR CHECK THE APPROSE (See Instruction SEC USE ONLY CITIZENSHIP OR EDelaware	ment Fun PRIATE B ns) PLACE OF	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION
1 2 3 4	O. G0129K104 NAME OF REPORTIN FORTRESS INVESTOR CHECK THE APPROF (See Instruction SEC USE ONLY CITIZENSHIP OR F Delaware NUMBER OF	ment Fun PRIATE B ns) PLACE OF	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -1,486,206-*
1 2 3 4	O. G0129K104 NAME OF REPORTIN Fortress Investm CHECK THE APPROF (See Instruction SEC USE ONLY CITIZENSHIP OR F Delaware NUMBER OF SHARES	PRIATE B ns) PLACE OF	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER
1 2 3 4	O. G0129K104 NAME OF REPORTIN FORTRESS INVESTOR CHECK THE APPROF (See Instruction SEC USE ONLY CITIZENSHIP OR F Delaware NUMBER OF SHARES ENEFICIALLY	PRIATE B ns) PLACE OF	Page 38 of 86 Pages N d III (Coinvestment Fund D) L.P. OX IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -1,486,206-* SOLE DISPOSITIVE POWER

PERSON

	WITH
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,486,206-*
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.87% (based on 79,471,068 outstanding shares of common shares 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 (Coinvestment Fund D) Sub Ltd.

CUSIP No. G0129K1	104	Page 39 of 86 Pages	
	REPORTING PERS Fund III GP L	ON	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)		
3 SEC USE (
4 CITIZENSH Delaware	HIP OR PLACE O	F ORGANIZATION	
NUMBER OF	5	SOLE VOTING POWER 0	
SHARES BENEFICIALLY	 6 Y	SHARED VOTING POWER -21,750,002-*	
OWNED BY	7	SOLE DISPOSITIVE POWER 0	
EACH REPORTING	8	SHARED DISPOSITIVE POWER -21,750,002-*	
PERSON			
WITH			
9 AGGREGATE -21,750,0		ICIALLY OWNED BY EACH REPORTING PERSON	
10 CHECK IF	THE AGGREGATE	AMOUNT IN ROW (9) EXCLUDES CERTAIN	

	SHARES (See Instructions)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.37% (based on 79,471,068 outstanding shares of common shares 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) 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 (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund III (Coinves

CUSI	P No. G0129K104		Page 40 of 86 Pages	
1	NAME OF REPORTI	NG PERSO	N agement Fund GP (Holdings) LLC	
2	(See Instruction	ns)	OX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER 0	
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -21,750,002-*	
	OWNED BY	7	SOLE DISPOSITIVE POWER 0	
	EACH	 8		
	REPORTING	8	SHARED DISPOSITIVE POWER -21,750,002-*	
	PERSON			
	WITH			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -21,750,002-*			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11			ENTED BY AMOUNT IN ROW (9) ,068 outstanding shares of common shares	

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)

 * Solely in its capacity as the sole managing member of Fortress Fund III GP $_{\rm LLC.}$

CUSI	P No. G0129K104			Page 41 of 86	Pages
1	NAME OF REPORTING PERSON Fortress Partners Offshore Securities LLC				
2	CHECK THE APPRO			 	
3 	SEC USE ONLY				
4	CITIZENSHIP OR I Delaware	PLACE OF	ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER -50,875-		
	SHARES	6	SHARED VOTING POWER		
	BENEFICIALLY		0		
	OWNED BY	7	SOLE DISPOSITIVE POWER -50,875-	R	
	EACH	 8			
	REPORTING	δ	SHARED DISPOSITIVE POW	WEK	
	PERSON				
	WITH				
9	AGGREGATE AMOUN' -50,875-	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -50,875-			
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 79,471,068 outstanding shares of common shares 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	NG PERSO	N (See Instructions)		

SCHEDULE 13G

OSIF NO	. G0129K104		Page 42 of 86 Pages			
	NAME OF REPORTING PERSON Fortress Partners Master Fund L.P.					
2	(See Instructi	ons)	OX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY					
l	CITIZENSHIP OF		ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER			
	SHARES					
BE	NEFICIALLY	6	SHARED VOTING POWER -50,875-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH REPORTING	8	SHARED DISPOSITIVE POWER -50,875-*			
	PERSON					
	WITH					
)	AGGREGATE AMOU	JNT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON			
.0	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% based on 79,471,068 outstanding shares of common shares 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)					
.1						
.2	TYPE OF REPORTING PERSON (See Instructions) PN					
	in its capacit Securities LLC		sole managing member of Fortress Partners			
			SCHEDULE			
USIP No	. G0129K104		Page 43 of 86 Pages			
		ING PERSON				

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(See Instructions)				(a) (b)		
3	SEC USE ONLY					
4	CITIZENSHIP OR Cayman Islands	PLACE OF	ORGANIZATION			
	NUMBER OF	5	SOLE VOTING PO	WER		
	SHARES BENEFICIALLY	6	SHARED VOTING 1			
	OWNED BY	7	SOLE DISPOSITI	VE POWER		
	EACH REPORTING	8	SHARED DISPOSI' -50,875-*	 FIVE POWER		
	PERSON					
	WITH					
9	AGGREGATE AMOUN	T BENEFI	CIALLY OWNED BY EA	CH REPORTING PERSON		
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	Less than 1% (k shares as of Oc its Form 10-Q t	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 79,471,068 outstanding shares of common shares 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 REPORTI	TYPE OF REPORTING PERSON (See Instructions) PN				
* Sol	ely in its capacity	as the	general partner of	Fortress Partners Master Fun		
				SCHEDULE 13		
CUSIP	No. G0129K104			Page 44 of 86 Pages		
1	NAME OF REPORTI Fortress Partne	ING PERSC	N			
2	(See Instruction	ons)	OX IF A MEMBER OF A	A GROUP (a) (b)		
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION			
	NUMBER OF	 5	SOLE VOTING PO	 Wer		

SHARES			-235,000-				
	BENEFICIALLY		SHARED VOTING POWER 0				
	OWNED BY	7 SOLE DISPOSITIVE POWER -235,000-					
	EACH	8	SHARED DISPOSITIVE POWER				
	REPORTING		0				
	PERSON						
	WITH						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -235,000-						
10	CHECK IF THE AGG SHARES (See Inst:		MOUNT IN ROW (9) EXCLUDES CERTAIN				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 79,471,068 outstanding shares of common shares 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	G PERSON	(See Instructions)				
			SCHEDULE 13G				
 CUSI	P No. G0129K104		SCHEDULE 13GPage 45 of 86 Pages				
 CUSI: 	P No. G0129K104 NAME OF REPORTING Fortress Partner:		Page 45 of 86 Pages				
	NAME OF REPORTING Fortress Partner:	s Fund L RIATE BO	Page 45 of 86 Pages				
1	NAME OF REPORTING Fortress Partner: CHECK THE APPROPI	s Fund L RIATE BO	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a)				
12	NAME OF REPORTING FORTING FORTING CHECK THE APPROPE (See Instructions	s Fund L RIATE BO s)	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a) (b) ORGANIZATION				
1 2	NAME OF REPORTING FORTINGS FORTINGS CHECK THE APPROPE (See Instructions SEC USE ONLY CITIZENSHIP OR P. Delaware NUMBER OF	s Fund L RIATE BO s)	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0				
1 2	NAME OF REPORTING FORTING FORTING CHECK THE APPROPM (See Instructions SEC USE ONLY CITIZENSHIP OR PE	s Fund L RIATE BO s) LACE OF	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER				
1 2	NAME OF REPORTING FORTITESS PARTNERS CHECK THE APPROPE (See Instructions) SEC USE ONLY CITIZENSHIP OR PODEL AWARE NUMBER OF SHARES	s Fund L RIATE BO s) LACE OF 5	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER				
1 2	NAME OF REPORTING FORTRESS PARTNERS CHECK THE APPROPE (See Instructions) SEC USE ONLY CITIZENSHIP OR PODELAWARE NUMBER OF SHARES BENEFICIALLY	s Fund L RIATE BO s) LACE OF 5 6	Page 45 of 86 Pages P X IF A MEMBER OF A GROUP (a) (b) ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER -235,000-* SOLE DISPOSITIVE POWER				

	WITH
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -235,000-*
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 79,471,068 outstanding shares of common shares 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

 $^{^{\}star}$ Solely in its capacity as the sole managing member of Fortress Partners Securities LLC.

CUSIE	P No. G0129K104		Page 46 of 86 Pages			
1	NAME OF REPORT Fortress Partn	N				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b)					
3	SEC USE ONLY					
4	CITIZENSHIP OF Delaware	PLACE OF	ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER 0			
	SHARES	 6	SHARED VOTING POWER			
	BENEFICIALLY	0	-235,000-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER			
	EACH		·			
	REPORTING	8	SHARED DISPOSITIVE POWER -235,000-*			
	PERSON					
	WITH					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -235,000-*					
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 79,471,068 outstanding shares of common shares 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) OO					
* Sol	ely in its capacity	as the o	general partner of Fortress Partners Fund LP. SCHEDULE 13			
 CUSIP	No. G0129K104		Page 47 of 86 Pages			
1	NAME OF REPORTI Fortress Partne	NG PERSOI				
2	CHECK THE APPRO (See Instruction		OX IF A MEMBER OF A GROUP (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 -285,875-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH REPORTING	8	SHARED DISPOSITIVE POWER -285,875-*			
	PERSON					
	WITH					
 9		T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
 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 79,471,068 outstanding shares of common shares 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 REPORTI	NG PERSOI	N (See Instructions)			

 * Solely in its capacity as the investment advisor of Fortress Partners Fund LP, Fortress Partners Master Fund L.P. and Fortress Partners Offshore Fund L.P.

SCHEDULE 13G

CUSIP	No. G0129K104			Page 48 of 86 Pages			
1	NAME OF REPORTING PERSON Fortress Principal Investment Holdings IV LLC						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)						
3	SEC USE ONLY						
4	CITIZENSHIP OR E	LACE OF	ORGANIZATION				
	NUMBER OF	5	SOLE VOTING POWER 0				
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -285,875-*				
	OWNED BY	7	SOLE DISPOSITIVE POW	VER			
	EACH REPORTING	8 SHARED DISPOSITIVE POWER -285,875-*					
	PERSON						
	WITH						
9	AGGREGATE AMOUNT -285,875-*	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -285,875-*					
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
11	Less than 1% (bashares as of Octits Form 10-Q th	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 79,471,068 outstanding shares of common shares 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 REPORTIN	TYPE OF REPORTING PERSON (See Instructions) OO					
* Sole	ly in its capacity	as the	sole managing member of	Fortress Partners GP			
				SCHEDULE			

CUSIP No. G0129K104

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1	NAME OF REPORTING PERSON FIG LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)							
3	SEC USE ONLY	SEC USE ONLY						
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION					
	NUMBER OF	5	SOLE VOTING POWER 0					
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -22,035,877-*					
	OWNED BY	7	SOLE DISPOSITIVE POWER 0					
	EACH REPORTING		SHARED DISPOSITIVE POWER -22,035,877-*					
	PERSON							
	WITH							
9	AGGREGATE AMOUN -22,035,877-*	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -22,035,877-*						
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
11	27.73% (based o as of October 2 Form 10-Q that	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.73% (based on 79,471,068 outstanding shares of common shares 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 REPORTI	TYPE OF REPORTING PERSON (See Instructions) OO						
Advison LP, Fo	ors LLC, and the in ortress Investment , Fortress Investme	vestment Fund III nt Fund	sole managing member of Fortress Partners advisor of each of Fortress Investment Fund II (Fund B) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III ent Fund III (Coinvestment Fund A) LP, Fortress					

ΙI nd Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP, Fortress Investment Fund III (Coinvestment Fund D) L.P.

CUSIP No. G0129K104	Page 50 of 86 Pages
1 NAME OF REPORTING PERSON Fortress Operating Entity I 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						
1	NUMBER OF	5	SOLE VOTING POWER				
	SHARES	6	SHARED VOTING POW				
BE	NEFICIALLY	0	-22,035,877-*				
OWNED BY		7 SOLE DISPOSITIVE POWER 0					
	EACH	8 SHARED DISPOSITIVE POWER					
]	REPORTING	-22,035,877-*					
	PERSON						
	WITH						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -22,035,877-*				 NN		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 27.73% (based on 79,471,068 outstanding shares of common shares 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						
_	in its capacity a Principal Investm		e managing member ngs IV LLC.	of each of FIG	LLC and		
					SCHEDULE 13		

3G

					5СП1	SDULE	13	
CUSIP No	CUSIP No. G0129K104 Page 51 of 86 Pages							
1	NAME OF REPORTING PERSON Fortress Operating Entity II LP*							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)	1 1						
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						-	

NUMBER OF	5	SOLE VOTING POWER
SHARES		QUADED VOTING DOUBD
BENEFICIALL	6	SHARED VOTING POWER