

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

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)

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

Page 2 of 86 Pages

1 NAME OF REPORTING PERSON

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DBD AC 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
		0
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

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)
0

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104 Page 3 of 86 Pages

1 NAME OF REPORTING PERSON
Drawbridge DSO Securities 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
	6	SHARED VOTING POWER

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BENEFICIALLY 0

OWNED BY 7 SOLE DISPOSITIVE POWER
0

EACH

REPORTING 8 SHARED DISPOSITIVE POWER
0

PERSON

WITH

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)
0

12 TYPE OF REPORTING PERSON (See Instructions)
00

SCHEDULE 13G

CUSIP 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 PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
0

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 0

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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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)
0

12 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13G

CUSIP No. G0129K104 Page 5 of 86 Pages

1 NAME OF REPORTING PERSON
Drawbridge Special Opportunities 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
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
0

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 0

WITH

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)
0

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104 Page 6 of 86 Pages

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1 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 PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		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)
0

12 TYPE OF REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104 Page 7 of 86 Pages

1 NAME OF REPORTING PERSON
Drawbridge OSO Securities 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

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SHARES	-----	
	6	SHARED VOTING POWER
BENEFICIALLY		0

OWNED BY	7	SOLE DISPOSITIVE POWER
		0
EACH	-----	
REPORTING	8	SHARED DISPOSITIVE POWER
		0
PERSON		
WITH		

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)
		0

12		TYPE OF REPORTING PERSON (See Instructions)
		00

SCHEDULE 13G

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1		NAME OF REPORTING PERSON
		Drawbridge Special Opportunities Fund 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
		0
	SHARES	-----
		6
		SHARED VOTING POWER
	BENEFICIALLY	
		0

	OWNED BY	7
		SOLE DISPOSITIVE POWER
		0
	EACH	-----
	REPORTING	8
		SHARED DISPOSITIVE POWER
		0
	PERSON	
	WITH	

9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

 CUSIP No. G0129K104 Page 9 of 86 Pages

1 NAME OF REPORTING PERSON
 Drawbridge Special Opportunities 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
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0

WITH		

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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

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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 PLACE OF ORGANIZATION
 Cayman Islands

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

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)
 0

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

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1 NAME OF REPORTING PERSON
 Drawbridge Global Macro 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 PLACE OF ORGANIZATION
 Cayman Islands

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NUMBER OF	5	SOLE VOTING POWER
SHARES	0	

BENEFICIALLY	6	SHARED VOTING POWER
	0	

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH	0	

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON	0	

WITH		

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)	
	0	

12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

SCHEDULE 13G

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1	NAME OF REPORTING PERSON	
	DBGM Associates 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
	0	

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH	0	

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON	0	

WITH		

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 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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

 CUSIP No. G0129K104 Page 13 of 86 Pages

1 NAME OF REPORTING PERSON
 Principal Holdings 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

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

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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 PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER	
SHARES			0

BENEFICIALLY	6	SHARED VOTING POWER	
			0

OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH			0

REPORTING	8	SHARED DISPOSITIVE POWER	
PERSON			0

WITH

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)
 0

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

 CUSIP No. G0129K104 Page 15 of 86 Pages

1 NAME OF REPORTING PERSON
 Drawbridge Global Macro Fund 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

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Cayman Islands

NUMBER OF SHARES	5	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED 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) 0	
12	TYPE OF REPORTING PERSON (See Instructions) 00	

SCHEDULE 13G

CUSIP No. G0129K104 Page 16 of 86 Pages

1	NAME OF REPORTING PERSON Drawbridge Global Macro Fund 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 SHARES	5	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0

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WITH

 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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 PN

SCHEDULE 13G

 CUSIP No. G0129K104

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 1 NAME OF REPORTING PERSON
 Drawbridge Global Macro 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
 SHARES 0

 BENEFICIALLY 6 SHARED VOTING POWER
 0

 OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0

 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON 0

WITH

 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)
 0

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

 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

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
 0

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON 0

WITH

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)
 0

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

 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

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-3,664,581-
BENEFICIALLY	6	SHARED VOTING POWER
		0
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-3,664,581-
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-3,664,581-

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

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

SCHEDULE 13G

CUSIP No. G0129K104 Page 20 of 86 Pages

1 NAME OF REPORTING 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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-3,664,580-
BENEFICIALLY	6	SHARED VOTING POWER
		0
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-3,664,580-

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REPORTING 8 SHARED DISPOSITIVE POWER
0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-3,664,580-

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

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

SCHEDULE 13G

CUSIP No. G0129K104 Page 21 of 86 Pages

1 NAME OF REPORTING 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
-7,329,161-*

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
-7,329,161-*

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-7,329,161-*

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)
 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

* 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 Page 22 of 86 Pages

1 NAME OF REPORTING 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		-3,133,279-

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-3,133,279-

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0

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 REPORTING PERSON (See Instructions)
 OO

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SCHEDULE 13G

CUSIP No. G0129K104 Page 23 of 86 Pages

1 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 PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-3,133,279-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-3,133,279-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		0

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 REPORTING PERSON (See Instructions)
OO

SCHEDULE 13G

CUSIP No. G0129K104 Page 24 of 86 Pages

1 NAME OF REPORTING PERSON
Fortress Investment Fund III (Fund B) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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

(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
		-6,266,558-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-6,266,558-*

WITH		

* 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

CUSIP No. G0129K104 Page 25 of 86 Pages

1 NAME OF REPORTING 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

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-1,310,392-

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-1,310,392-

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0

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)	
	OO	

SCHEDULE 13G

CUSIP No. G0129K104 Page 26 of 86 Pages

1	NAME OF REPORTING 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	

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

NUMBER OF	5	SOLE VOTING POWER
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		-1,310,392-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
		-1,310,392-*

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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)
PN
-

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

SCHEDULE 13G

CUSIP 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
-
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
-
- | | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | -3,007,625- |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | -3,007,625- |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | 0 |
-

- 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)

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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 REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

CUSIP No. G0129K104

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1 NAME OF REPORTING 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
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		-3,007,625-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-3,007,625-*

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 REPORTING PERSON (See Instructions)
 PN

* Solely in its capacity as the sole managing member of each of Fortress

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Investment Fund III (Fund D) Sub Ltd.

SCHEDULE 13G

 CUSIP No. G0129K104 Page 29 of 86 Pages

1 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 OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 5 SOLE VOTING POWER
 SHARES -211,265-

BENEFICIALLY 6 SHARED VOTING POWER
 0

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH -211,265-

REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON 0

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 REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

 CUSIP No. G0129K104 Page 30 of 86 Pages

1 NAME OF REPORTING PERSON
 Fortress Investment Fund III (Fund E) L.P.

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
		0

SHARES BENEFICIALLY	6	SHARED VOTING POWER
		-211,265-*

OWNED BY	7	SOLE DISPOSITIVE POWER
		0

EACH REPORTING	8	SHARED DISPOSITIVE POWER
		-211,265-*

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 REPORTING PERSON (See Instructions)
 PN

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

SCHEDULE 13G

 CUSIP No. G0129K104 Page 31 of 86 Pages

1 NAME OF REPORTING 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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -616,255-
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER -616,255-
	8	SHARED DISPOSITIVE POWER 0
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) 00	

SCHEDULE 13G

CUSIP No. G0129K104 Page 32 of 86 Pages

1	NAME OF REPORTING 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER -616,255-*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER -616,255-*

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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

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

SCHEDULE 13G

CUSIP No. G0129K104

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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 PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -1,210,715-

BENEFICIALLY 6 SHARED VOTING POWER
0

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -1,210,715-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 0

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,210,715-

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

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SHARES (See Instructions)

11 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)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

CUSIP No. G0129K104 Page 34 of 86 Pages

1 NAME OF REPORTING 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

BENEFICIALLY	6	SHARED VOTING POWER
		-1,210,715-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-1,210,715-*

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -1,210,715-*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.52% (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)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

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

SCHEDULE 13G

 CUSIP No. G0129K104 Page 35 of 86 Pages

1 NAME OF REPORTING 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
SHARES		-311,825-

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-311,825-

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -311,825-

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

SCHEDULE 13G

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1 NAME OF REPORTING PERSON
 Fortress Investment Fund III (Coinvestment Fund C) LP

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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
		-311,825-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-311,825-*

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -311,825-*

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

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

SCHEDULE 13G

CUSIP No. G0129K104

Page 37 of 86 Pages

1 NAME OF REPORTING 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

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-1,486,206-

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-1,486,206-

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0

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)	
	OO	

SCHEDULE 13G

CUSIP No. G0129K104 Page 38 of 86 Pages

1	NAME OF REPORTING 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
		-1,486,206-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-1,486,206-*

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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.

SCHEDULE 13G

CUSIP No. G0129K104

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1 NAME OF REPORTING 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
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		-21,750,002-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-21,750,002-*

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-21,750,002-*

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

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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 (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

CUSIP No. G0129K104 Page 40 of 86 Pages

1 NAME OF REPORTING 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
OWNED BY		-21,750,002-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-21,750,002-*

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 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
27.37% (based on 79,471,068 outstanding shares of common shares

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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 sole managing member of Fortress Fund III GP LLC.

SCHEDULE 13G

 CUSIP No. G0129K104 Page 41 of 86 Pages

1 NAME OF REPORTING PERSON
 Fortress Partners Offshore Securities 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
		-50,875-
SHARES		

BENEFICIALLY	6	SHARED VOTING POWER
		0

OWNED BY	7	SOLE DISPOSITIVE POWER
		-50,875-

EACH	8	SHARED DISPOSITIVE POWER
REPORTING		0

PERSON

WITH

9 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 PERSON (See Instructions)
 OO

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1 NAME OF REPORTING PERSON
 Fortress Partners Master Fund 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
 Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
 SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
 -50,875-*

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0

REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON -50,875-*

WITH

9 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 PERSON (See Instructions)
 PN

* Solely in its capacity as the sole managing member of Fortress Partners
 Offshore Securities LLC.

 CUSIP No. G0129K104 Page 43 of 86 Pages

1 NAME OF REPORTING PERSON
 Fortress Partners Offshore Master GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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

(See Instructions)

(a) | |
(b) | |

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

 NUMBER OF 5 SOLE VOTING POWER
 SHARES 0

 BENEFICIALLY 6 SHARED VOTING POWER
 OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0

 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON -50,875-*
 WITH

9 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 PERSON (See Instructions)
 PN

* Solely in its capacity as the general partner of Fortress Partners Master Fund L.P.

SCHEDULE 13G

 CUSIP No. G0129K104 Page 44 of 86 Pages

1 NAME OF REPORTING PERSON
 Fortress Partners Securities 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

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		-235,000-
SHARES	-----	
	6	SHARED VOTING POWER
BENEFICIALLY		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 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	

SCHEDULE 13G

CUSIP No.	G0129K104	Page 45 of 86 Pages
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1	NAME OF REPORTING PERSON	
	Fortress Partners Fund 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
		0
SHARES	-----	
	6	SHARED VOTING POWER
BENEFICIALLY		-235,000-*

OWNED BY	7	SOLE DISPOSITIVE POWER
		0
EACH	-----	
	8	SHARED DISPOSITIVE POWER
REPORTING		-235,000-*
PERSON		

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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

* Solely in its capacity as the sole managing member of Fortress Partners
Securities LLC.

SCHEDULE 13G

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- 1 NAME OF REPORTING PERSON
Fortress Partners 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 |
| SHARES | | 0 |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | -235,000-* |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | -235,000-* |
- 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)

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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

* Solely in its capacity as the general partner of Fortress Partners Fund LP.

SCHEDULE 13G

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1 NAME OF REPORTING PERSON
 Fortress Partners 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
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		-285,875-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-285,875-*

PERSON

WITH

9 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 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

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* 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

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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 PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0

BENEFICIALLY	6	SHARED VOTING POWER
		-285,875-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-285,875-*

PERSON

WITH

9 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 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

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

SCHEDULE 13G

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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

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-22,035,877-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-22,035,877-*

9 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 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)
OO

* Solely in its capacity as the sole managing member of Fortress Partners Advisors LLC, and 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 Page 50 of 86 Pages

1 NAME OF REPORTING PERSON
Fortress Operating Entity I LP

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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
		-22,035,877-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		0

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-22,035,877-*

WITH

9 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 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

* Solely in its capacity as the sole managing member of each of FIG LLC and
 Fortress Principal Investment Holdings IV LLC.

SCHEDULE 13G

CUSIP No. G0129K104

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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) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

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NUMBER OF	5	SOLE VOTING POWER
SHARES	0	

BENEFICIAL	6	SHARED VOTING POWER