

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

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

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

Aircastle Limited

-----  
(Name of Issuer)

Common Shares, par value \$0.01 per share

-----  
(Title of Class of Securities)

G0129K104

-----  
(CUSIP Number)

August 10, 2012

-----  
(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

SCHEDULE 13G

-----  
CUSIP No. G0129K104

-----  
1 NAME OF REPORTING PERSON

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

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(See Instructions)

(a) | |  
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
-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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

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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) 0.0%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions) OO	
-----		

SCHEDULE 13G

-----  
CUSIP No. G0129K104  
-----

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III LP	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	
	(b)	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
-----		
NUMBER OF	5	SOLE VOTING POWER -0-
SHARES		
-----		
BENEFICIALLY	6	SHARED VOTING POWER -0-
OWNED BY	7	SOLE DISPOSITIVE POWER -0-
EACH		
-----		
REPORTING	8	SHARED DISPOSITIVE POWER -0-
PERSON		
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)  
 0.0%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 PN  
 -----

SCHEDULE 13G

-----  
 CUSIP No. G0129K104  
 -----

1 NAME OF REPORTING PERSON  
 -----  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Investment Fund III (Fund B) Sub LLC  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (See Instructions) (a) | |  
 (b) | |  
 -----

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
	6	SHARED VOTING POWER
BENEFICIALLY		-0-
	7	SOLE DISPOSITIVE POWER
OWNED BY		-0-
EACH	8	SHARED DISPOSITIVE POWER
REPORTING		-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)  
 0.0%  
 -----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
 -----

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SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Fund III (Fund B) 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 -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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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Fortress Investment Fund III (Fund B) LP

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
 -0-

OWNED BY 7 SOLE DISPOSITIVE POWER  
 EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER  
 PERSON -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)  
 0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
 PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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-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 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)  
 0.0%

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 OO

-----

SCHEDULE 13G

-----  
 CUSIP No. G0129K104

-----  
 1 NAME OF REPORTING PERSON  
 -----  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress Investment Fund III (Fund 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  
 -0-

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

OWNED BY 7 SOLE DISPOSITIVE POWER  
 -0-

EACH -----  
 8 SHARED DISPOSITIVE POWER  
 REPORTING -0-

PERSON

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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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
-0-

OWNED BY 7 SOLE DISPOSITIVE POWER  
-0-

EACH 8 SHARED DISPOSITIVE POWER  
-0-

REPORTING 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)  
0.0%



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12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Fund III (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  
Cayman Islands

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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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-----

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

-----

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

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----

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)  
0.0%

-----

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

-----

SCHEDULE 13G

-----

CUSIP No. G0129K104

-----

1 NAME OF REPORTING PERSON

-----

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

-----

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

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER -0- 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) 0.0%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

SCHEDULE 13G

CUSIP No. G0129K104

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

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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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
-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)

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0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a) | |  
(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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

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-----

1 NAME OF REPORTING PERSON

-----

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Fund III (Coinvestment Fund 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
		-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)  
0.0%

-----

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

-----

SCHEDULE 13G

-----

CUSIP No. G0129K104

-----

1 NAME OF REPORTING PERSON

-----

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

-----

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

-----

3 SEC USE ONLY

-----

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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)  
0.0%

---

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

---

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

---

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

---

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

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

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

---

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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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
-0-

OWNED BY 7 SOLE DISPOSITIVE POWER  
EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON -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)



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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

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-

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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

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

-----  
 CUSIP No. G0129K104  
 -----

1 NAME OF REPORTING PERSON  
 -----

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

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

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-

SHARES	-----	
BENEFICIALLY	6	SHARED VOTING POWER
		-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)  
 0.0%  
 -----

12 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
 -----

SCHEDULE 13G

-----  
 CUSIP No. G0129K104  
 -----

1 NAME OF REPORTING PERSON  
 -----

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

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

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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)  
0.0%

---

12 TYPE OF REPORTING PERSON (See Instructions)  
OO

---

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

---

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
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
		-0-
OWNED BY	7	SOLE DISPOSITIVE POWER

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-0-

EACH  
 -----  
 8 SHARED DISPOSITIVE POWER  
 REPORTING -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)  
 0.0%

-----  
 12 TYPE OF REPORTING PERSON (See Instructions)  
 OO  
 -----

SCHEDULE 13G

-----  
 CUSIP No. G0129K104  
 -----

1 NAME OF REPORTING PERSON  
 -----  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Fortress 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  
 -----

NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-

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 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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

SCHEDULE 13G

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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)  
0.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
CO

-----  
CUSIP No. G0129K104  
-----

1 NAME OF REPORTING PERSON  
-----  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Fortress Investment Group LLC  
-----

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

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
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)  
0.0%  
-----

12 TYPE OF REPORTING PERSON (See Instructions)  
OO  
-----

Item 1.

(a) Name of Issuer:

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

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

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

Item 2.

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

(a) Name of Person Filing:

This statement is filed by:

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

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Islands partnership;

(xxi) Fortress Fund III GP LLC, a Delaware limited liability company;

(xxii) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company;

(xxiii) FIG LLC, a Delaware limited liability company;

(xxiv) Fortress Operating Entity I LP, a Delaware limited partnership;

(xxv) FIG Corp., a Delaware corporation; and

(xxvi) Fortress Investment Group LLC, a Delaware limited liability company

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

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

(c) Citizenship:

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

(d) Title of Class of Securities:

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

(e) CUSIP Number:

G0129K104

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



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- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

### Item 4. Ownership.

#### A. Fortress Investment Fund III Sub LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

#### B. Fortress Investment Fund III Sub Two LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

#### C. Fortress Investment Fund III LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0

#### D. Fortress Investment Fund III (Fund B) Sub LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0

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- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 0
- E. Fortress Investment Fund III (Fund B) Sub Two LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- F. Fortress Investment Fund III (Fund B) LP
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- G. Fortress Investment Fund III (Fund C) Sub LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- H. Fortress Investment Fund III (Fund C) LP
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- I. Fortress Investment Fund III (Fund D) Sub Ltd
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- J. Fortress Investment Fund III (Fund D) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
- K. Fortress Investment Fund III (Fund E) Sub Ltd
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0

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- L. Fortress Investment Fund III (Fund E) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  
  - (iv) Shared power to dispose or direct the disposition: 0
  
- M. Fortress Investment Fund III (Coinvestment Fund A) Sub LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- N. Fortress Investment Fund III (Coinvestment Fund A) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- O. Fortress Investment Fund III (Coinvestment Fund B) Sub LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- P. Fortress Investment Fund III (Coinvestment Fund B) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- Q. Fortress Investment Fund III (Coinvestment Fund C) Sub LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- R. Fortress Investment Fund III (Coinvestment Fund C) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0

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- S. Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- T. Fortress Investment Fund III (Coinvestment Fund D) L.P.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- U. Fortress Fund III GP LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- V. Fortress Investment Fund GP (Holdings) LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- W. FIG LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- X. Fortress Operating Entity I LP
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- Y. FIG Corp.
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 0
  
- Z. Fortress Investment Group LLC
  - (a) Amount beneficially owned: 0
  - (b) Percent of class: 0.0%

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

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be beneficial owner of more than 5 percent of the class of securities, check the following [x].

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

Not applicable.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

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FORTRESS INVESTMENT FUND III (FUND B) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (FUND C) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (FUND D) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (FUND E) LP

By: FORTRESS FUND III GP LLC

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its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND A) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND B) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND C) LP

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

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

SIGNATURE

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

Dated: August 10, 2012

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

By: FORTRESS FUND III GP LLC  
its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS FUND III GP LLC

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012



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FIG LLC

By: /s/ David N. Brooks

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

SIGNATURE

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

Dated: August 10, 2012

FORTRESS OPERATING ENTITY I LP

By: FIG CORP.  
its general partner

By: /s/ David N. Brooks

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

SIGNATURE

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

Dated: August 10, 2012

FIG CORP.

By: /s/ David N. Brooks

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

SIGNATURE

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

Dated: August 10, 2012

FORTRESS INVESTMENT GROUP LLC

By: /s/ David N. Brooks

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

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

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III Sub LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III Sub Two LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Fund B) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Fund B) Sub Two LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Fund C) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Fund D) Sub Ltd

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

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Dated: August 10, 2012

Fortress Investment Fund III (Fund E) Sub Ltd

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Coinvestment Fund A)  
Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Coinvestment Fund B)  
Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

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

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

Dated: August 10, 2012

Fortress Investment Fund III (Coinvestment Fund C)  
Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary

SIGNATURE

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

Dated: August 10, 2012

Fortress Investment Fund III (Coinvestment Fund D)  
Sub Ltd

By: /s/ David N. Brooks

-----  
Name: David N. Brooks  
Title: Secretary