

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)
 00

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

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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

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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

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CUSIP No. G0129K104

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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

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

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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	
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

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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	

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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
 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

 CUSIP No. G0129K104 Page 14 of 86 Pages

1 NAME OF REPORTING PERSON
 FIG Asset Co. LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR 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

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	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

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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 BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 0
	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

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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
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

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

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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
-6,266,558-*

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0

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

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-6,266,558-*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.89% (based on 79,471,068 outstanding shares of common shares as of
October 29, 2010 as reported by Aircastle Limited in its Form 10-Q
that was filed with the U.S. Securities and Exchange Commission on
November 5, 2010)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

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

SCHEDULE 13G

CUSIP No. G0129K104

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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

Page 28 of 86 Pages

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	6	SHARED VOTING POWER
BENEFICIALLY		-211,265-*

OWNED BY	7	SOLE DISPOSITIVE POWER
		0

EACH	8	SHARED DISPOSITIVE POWER
REPORTING		-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

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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

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

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

Page 33 of 86 Pages

1 NAME OF REPORTING PERSON
Fortress Investment Fund III (Coinvestment Fund B) Sub LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR 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

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

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

 CUSIP No. G0129K104 Page 36 of 86 Pages

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

 CUSIP No. G0129K104 Page 42 of 86 Pages

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER -50,875-* SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER -50,875-*
--	------------------------------	--

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

CUSIP No. G0129K104 Page 46 of 86 Pages

- 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

CUSIP No. G0129K104 Page 47 of 86 Pages

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

CUSIP No. G0129K104 Page 48 of 86 Pages

1 NAME OF REPORTING PERSON
Fortress Principal Investment Holdings IV LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR 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-*

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

CUSIP No. G0129K104 Page 49 of 86 Pages

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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

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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	

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	

* Fortress Operating Entity II LP merged with Fortress Operating Entity I LP on December 31, 2009.

SCHEDULE 13G

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1	NAME OF REPORTING 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
		-22,035,877-*

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH	0	

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

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PERSON

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)
 CO

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

SCHEDULE 13G

 CUSIP No. G0129K104 Page 53 of 86 Pages

 1 NAME OF REPORTING 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 7 SOLE DISPOSITIVE POWER
 EACH 0

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

 PERSON

 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)

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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 holder of all the issued and outstanding shares
of FIG Corp.

Item 1.

(a) Name of Issuer:

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

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

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

Item 2.

(a) Name of Person Filing:

This statement is filed by:

- (i) DBD AC LLC, a Delaware limited liability company;
- (ii) Drawbridge DSO Securities LLC, a Delaware limited liability company;
- (iii) Drawbridge Special Opportunities Fund LP, a Delaware limited
partnership,
- (iv) Drawbridge Special Opportunities GP LLC, a Delaware limited liability
company;
- (v) DBO AC LLC, a Delaware limited liability company;
- (vi) Drawbridge OSO Securities LLC, a Delaware limited liability;
- (vii) Drawbridge Special Opportunities Fund Ltd., a Cayman Islands
corporation;
- (viii) Drawbridge Special Opportunities Advisors LLC, a Delaware limited
liability company;
- (ix) Drawbridge Global Macro Master Fund Ltd., a Cayman Islands
corporation;
- (x) Drawbridge Global Macro Intermediate Fund LP, a Cayman Islands
limited partnership;
- (xi) DBGM Associates LLC, a Delaware limited liability company;
- (xii) Principal Holdings I LP, a Delaware limited partnership;

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- (xiii) FIG Asset Co. LLC, a Delaware limited liability company;
- (xiv) Drawbridge Global Macro Fund Ltd., a Cayman Islands corporation;
- (xv) Drawbridge Global Macro Fund LP, a Delaware limited partnership;
- (xvi) Drawbridge Global Macro GP LLC, a Delaware limited liability company;
- (xvii) Drawbridge Global Macro Advisors LLC, a Delaware limited liability company;
- (xviii) Fortress Investment Fund III Sub LLC, a Delaware limited liability company;
- (xix) Fortress Investment Fund III Sub Two LLC, a Delaware limited liability company;

- (xx) Fortress Investment Fund III LP, a Delaware limited partnership;
- (xxi) Fortress Investment Fund III (Fund B) Sub LLC, a Delaware limited liability company;
- (xxii) Fortress Investment Fund III (Fund B) Sub Two LLC, a Delaware limited liability company;
- (xxiii) Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership;
- (xxiv) Fortress Investment Fund III (Fund C) Sub LLC, a Delaware limited liability company;
- (xxv) Fortress Investment Fund III (Fund C) LP, a Delaware limited partnership;
- (xxvi) Fortress Investment Fund III (Fund D) Sub Ltd., a Cayman Islands corporation;
- (xxviii) Fortress Investment Fund III (Fund D) L.P., a Cayman Islands partnership;
- (xxix) Fortress Investment Fund III (Fund E) Sub Ltd., a Cayman Islands corporation;
- (xxx) Fortress Investment Fund III (Fund E) L.P., a Cayman Islands partnership;
- (xxxi) Fortress Investment Fund III (Coinvestment Fund A) Sub LLC, a Delaware limited liability company;
- (xxxii) Fortress Investment Fund III (Coinvestment Fund A) LP, a Delaware limited partnership;
- (xxxiii) Fortress Investment Fund III (Coinvestment Fund B) Sub LLC, a Delaware limited liability company;
- (xxxiv) Fortress Investment Fund III (Coinvestment Fund B) LP, a Delaware limited partnership;
- (xxxv) Fortress Investment Fund III (Coinvestment Fund C) Sub LLC, a Delaware limited liability company;

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- (xxxvi) Fortress Investment Fund III (Coinvestment Fund C) LP, a Delaware limited partnership;
- (xxxvii) Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd., a Cayman Islands Corporation;
- (xxxviii) Fortress Investment Fund III (Coinvestment Fund D) L.P., a Cayman Islands partnership;
- (xxxix) Fortress Fund III GP LLC, a Delaware limited liability company;
- xxxix) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company;
- (xxix) Fortress Partners Offshore Securities LLC, a Delaware limited liability company;
- (xxx) Fortress Partners Master Fund L.P., a Cayman Islands limited partnership;
- (xxxi) Fortress Partners Offshore Master GP LLC, a Delaware limited liability company;
- (xxxii) Fortress Partners Securities LLC, a Delaware limited liability company;
- (xxxiii) Fortress Partners Fund LP, a Delaware limited partnership;
- (xxxiv) Fortress Partners GP LLC, a Delaware limited liability company;
- (xxxv) Fortress Partners Advisors LLC, a Delaware limited liability company;
- (xxxvi) Fortress Principal Investment Holdings IV LLC, a Delaware limited liability company;
- (xxxvii) FIG LLC, a Delaware limited liability company;
- (xxxviii) Fortress Operating Entity I LP, a Delaware limited partnership;
- (xxxix) FIG Corp., a Delaware corporation; and
- (xl) 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 DBD AC LLC, Drawbridge DSO Securities LLC, DBSO PSP LLC, DBO AYR SP

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LLC, DBO AC LLC, Drawbridge OSO Securities LLC, Drawbridge Special Opportunities GP LLC, Drawbridge Special Opportunities Advisors LLC, DBGM Associates LLC, FIG Asset Co. LLC, Drawbridge Global Macro Advisors LLC, Drawbridge Global Macro GP LLC, 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, Fortress Partners Offshore Securities LLC, Fortress Partners Offshore Master GP LLC, Fortress Partners Securities LLC, Fortress Partners GP LLC, Fortress Partners Advisors LLC, Fortress Principal Investment Holdings IV LLC, FIG LLC, and Fortress Investment Group LLC is a limited liability company organized under the laws of the State of Delaware. Each of Drawbridge Special Opportunities Fund LP, Principal Holdings I LP, Drawbridge Global Macro Fund LP, 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, Fortress Partners Fund LP, and Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. Each of Drawbridge Special Opportunities Fund Ltd., Drawbridge Global Macro Master Fund Ltd. and Drawbridge Global Macro Fund Ltd., 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., Fortress Investment Fund III (Coinvestment Fund D) L.P., Fortress Partners Master Fund L.P. and Drawbridge Global Macro Intermediate Fund LP is a limited partnership organized under the laws of the Cayman Islands. FIG Corp. is a corporation organized under the laws of the State of Delaware.

(d) Title of Class of Securities:

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

(e) CUSIP Number:

G0129K104

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

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

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with ss.240.13d-1(b)(1)(ii)(G).

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

Item 4. Ownership.

The percentages used in this Item 4 are calculated based upon 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

A. DBD AC LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge DSO Securities LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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

C. Drawbridge Special Opportunities Fund LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Special Opportunities GP LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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

E. DBO AC LLC

- (a) Amount beneficially owned: 0

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- (b) Percent of class: 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. Drawbridge OSO Securities LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Special Opportunities Fund Ltd.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Special Opportunities Advisors LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro Master Fund Ltd.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro Intermediate Fund LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. DBGM Associates LLC

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- (a) Amount beneficially owned: 0
- (b) Percent of class: 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

L. Principal Holdings I LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. FIG Asset Co. LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro Fund Ltd.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro Fund LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro GP LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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. Drawbridge Global Macro Advisors LLC

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- (a) Amount beneficially owned: 0
 - (b) Percent of class: 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 Sub LLC
- (a) Amount beneficially owned: 3,664,581
 - (b) Percent of class: 4.61%
 - (c) (i) Sole power to vote or direct the vote: 3,664,581
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 3,664,581

 - (iv) Shared power to dispose or direct the disposition: 0
- S. Fortress Investment Fund III Sub Two LLC
- (a) Amount beneficially owned: 3,664,581
 - (b) Percent of class: 4.61%
 - (c) (i) Sole power to vote or direct the vote: 3,664,581
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 3,664,581
 - (iv) Shared power to dispose or direct the disposition: 0
- T. Fortress Investment Fund III LP
- (a) Amount beneficially owned: 7,329,161
 - (b) Percent of class: 9.22%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 7,329,161
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 7,329,161
- U. Fortress Investment Fund III (Fund B) Sub LLC
- (a) Amount beneficially owned: 3,133,279
 - (b) Percent of class: 3.94%
 - (c) (i) Sole power to vote or direct the vote: 3,133,279
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 3,133,279
 - (iv) Shared power to dispose or direct the disposition: 0
- V. Fortress Investment Fund III (Fund B) Sub Two LLC
- (a) Amount beneficially owned: 3,133,279
 - (b) Percent of class: 3.94%
 - (c) (i) Sole power to vote or direct the vote: 3,133,279
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 3,133,279
 - (iv) Shared power to dispose or direct the disposition: 0
- W. Fortress Investment Fund III (Fund B) LP

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- (a) Amount beneficially owned: 6,266,558
- (b) Percent of class: 7.89%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 6,266,558
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 6,266,558

X. Fortress Investment Fund III (Fund C) Sub LLC

- (a) Amount beneficially owned: 1,310,392
- (b) Percent of class: 1.65%

- (c) (i) Sole power to vote or direct the vote: 1,310,392
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 1,310,392
- (iv) Shared power to dispose or direct the disposition: 0

Y. Fortress Investment Fund III (Fund C) LP

- (a) Amount beneficially owned: 1,310,392
- (b) Percent of class: 1.65%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,310,392
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 1,310,392

Z. Fortress Investment Fund III (Fund D) Sub Ltd.

- (a) Amount beneficially owned: 3,007,625
- (b) Percent of class: 3.78%
- (c) (i) Sole power to vote or direct the vote: 3,007,625
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 3,007,625
- (iv) Shared power to dispose or direct the disposition: 0

AA. Fortress Investment Fund III (Fund D) L.P.

- (a) Amount beneficially owned: 3,007,625
- (b) Percent of class: 3.78%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 3,007,625
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 3,007,625

BB. Fortress Investment Fund III (Fund E) Sub Ltd.

- (a) Amount beneficially owned: 211,265
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 211,265
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 211,265
- (iv) Shared power to dispose or direct the disposition: 0

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CC. Fortress Investment Fund III (Fund E) L.P.

- (a) Amount beneficially owned: 211,265
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 211,265
 - (iii) Sole power to dispose or direct the disposition:
 - (iv) Shared power to dispose or direct the disposition: 211,265

DD. Fortress Investment Fund III (Coinvestment Fund A) Sub LLC

- (a) Amount beneficially owned: 616,255
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 616,255
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 616,255
 - (iv) Shared power to dispose or direct the disposition: 0

EE. Fortress Investment Fund III (Coinvestment Fund A) L.P.

- (a) Amount beneficially owned: 616,255
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 616,255
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 616,255

FF. Fortress Investment Fund III (Coinvestment Fund B) Sub LLC

- (a) Amount beneficially owned: 1,210,715
- (b) Percent of class: 1.52%
- (c) (i) Sole power to vote or direct the vote: 1,210,715
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 1,210,715
 - (iv) Shared power to dispose or direct the disposition: 0

GG. Fortress Investment Fund III (Coinvestment Fund B) L.P.

- (a) Amount beneficially owned: 1,210,715
- (b) Percent of class: 1.52%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,210,715
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 0

HH. Fortress Investment Fund III (Coinvestment Fund C) Sub LLC

- (a) Amount beneficially owned: 311,825
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 311,825
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 311,825
 - (iv) Shared power to dispose or direct the disposition: 0

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- II. Fortress Investment Fund III (Coinvestment Fund C) L.P.
- (a) Amount beneficially owned: 311,825
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 311,825
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 311,825
- JJ. Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd.
- (a) Amount beneficially owned: 1,486,206
 - (b) Percent of class: 1.87%
 - (c) (i) Sole power to vote or direct the vote: 1,486,206
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 1,486,206
 - (iv) Shared power to dispose or direct the disposition: 0
- KK. Fortress Investment Fund III (Coinvestment Fund D) L.P.
- (a) Amount beneficially owned: 1,486,206
 - (b) Percent of class: 1.87%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,486,206
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,486,206
- LL. Fortress Fund III GP LLC
- (a) Amount beneficially owned: 21,750,002
 - (b) Percent of class: 27.37%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 21,750,002
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 21,750,002
- MM. Fortress Investment Fund GP (Holdings) LLC
- (a) Amount beneficially owned: 21,750,002
 - (b) Percent of class: 27.37%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 21,750,002
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 21,750,002
- NN. Fortress Partners Offshore Securities LLC
- (a) Amount beneficially owned: 50,875
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: 50,875
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 50,875
 - (iv) Shared power to dispose or direct the disposition: 0

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OO. Fortress Partners Master Fund L.P.

- (a) Amount beneficially owned: 50,875
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 50,875
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 50,875

PP. Fortress Partners Offshore Master GP LLC

- (a) Amount beneficially owned: 50,875
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 50,875
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 50,875

QQ. Fortress Partners Securities LLC

- (a) Amount beneficially owned: 235,000
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 235,000
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 235,000
 - (iv) Shared power to dispose or direct the disposition: 0

RR. Fortress Partners Fund LP

- (a) Amount beneficially owned: 235,000
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 235,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 235,000

SS. Fortress Partners GP LLC

- (a) Amount beneficially owned: 235,000
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 235,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 235,000

TT. Fortress Partners Advisors LLC

- (a) Amount beneficially owned: 285,875
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 285,875
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 285,875

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UU. Fortress Principal Investment Holdings IV LLC

- (a) Amount beneficially owned: 285,875
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 285,875
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 285,875

VV. FIG LLC

- (a) Amount beneficially owned: 22,035,877
- (b) Percent of class: 27.73%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 22,035,877
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition:
 22,035,877

WW. Fortress Operating Entity I LP

- (a) Amount beneficially owned: 22,035,877
- (b) Percent of class: 27.73%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 22,035,877
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition:
 22,035,877

XX. Fortress Operating Entity II LP

- (a) Amount beneficially owned: 0
- (b) Percent of class: 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

YY. FIG Corp.

- (a) Amount beneficially owned: 22,035,877
- (b) Percent of class: 27.73%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 22,035,877
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition:
 22,035,877

ZZ. Fortress Investment Group LLC

- (a) Amount beneficially owned: 22,035,877
- (b) Percent of class: 27.73%
- (c) (i) Sole power to vote or direct the vote: 0

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(ii) Shared power to vote or direct the vote: 22,035,877

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition:
22,035,877

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

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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

Dated: February 14, 2011

DBD AC LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins

Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE DSO SECURITIES LLC

By: /s/ Glenn Cummins

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

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE SPECIAL OPPORTUNITIES FUND
LP

By: DRAWBRIDGE SPECIAL OPPORTUNITIES
GP LLC its general partner

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE SPECIAL OPPORTUNITIES GP LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DBO AC LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

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

DRAWBRIDGE OSO SECURITIES LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LTD.

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE SPECIAL OPPORTUNITIES
ADVISORS LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO MASTER FUND
LTD.

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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.

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO INTERMEDIATE
FUND LP

By: DBGM ASSOCIATES LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

DBGM ASSOCIATES LLC

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

PRINCIPAL HOLDINGS I LP

By: FIG Asset Co. LLC, its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FIG ASSET CO. LLC

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO FUND LTD.

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO FUND LP

By: DRAWBRIDGE GLOBAL MACRO FUND GP LLC,
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO GP LLC

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

DRAWBRIDGE GLOBAL MACRO ADVISORS LLC

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

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III (FUND B) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III (FUND C) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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.

FORTRESS INVESTMENT FUND III (FUND D) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III (FUND E) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III
(COINVESTMENT FUND A) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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.

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III
(COINVESTMENT FUND B) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND III
(COINVESTMENT FUND C) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS FUND III GP LLC

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

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT FUND GP
(HOLDINGS) LLC

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS OFFSHORE SECURITIES LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS MASTER FUND L.P.

By: FORTRESS PARTNERS OFFSHORE MASTER
GP LLC, its general partner

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

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.

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

Dated: February 14, 2011

FORTRESS PARTNERS OFFSHORE MASTER GP LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS SECURITIES LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS FUND LP

By: FORTRESS PARTNERS GP LLC
its general partner

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS GP LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins
Title: Chief Financial Officer

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

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PARTNERS ADVISORS LLC

By: /s/ Glenn Cummins

Name: Glenn Cummins

Title: Chief Financial Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS PRINCIPAL INVESTMENT
HOLDINGS IV LLC

By: /s/ Michael Cohn

Name: Michael Cohn

Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FIG LLC

By: /s/ Michael Cohn

Name: Michael Cohn

Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS OPERATING ENTITY I LP

By: FIG CORP.
its general partner

By: /s/ Michael Cohn

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

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FIG CORP.

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

FORTRESS INVESTMENT GROUP LLC

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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.

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

Fortress Investment Fund III (Fund D)
Sub Ltd.

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

Fortress Investment Fund III (Fund E)
Sub Ltd.

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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.

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

SIGNATURE

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

Dated: February 14, 2011

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/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer

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

SIGNATURE

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

Dated: February 14, 2011

Fortress Investment Fund III
(Coinvestment Fund D) Sub Ltd

By: /s/ Michael Cohn

Name: Michael Cohn
Title: Chief Compliance Officer