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

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Aircastle Limited

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G0129K104

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

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

| Rule 13d-1(b)

| | Rule 13d-1(c)

|X| Rule 13d-1(d)

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

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

CUSIP No. G0129K104

1 NAME OF REPORTING PERSON

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

2	CHECK THE APPRO (See Instruction		OOX IF A MEMBER OF A GROUP (a) (b)						
3	SEC USE ONLY	SEC USE ONLY							
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION						
	NUMBER OF	5	SOLE VOTING POWER -2,822,149-						
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -0-						
	OWNED BY	 7	SOLE DISPOSITIVE POWER -2,822,149-						
		8	SHARED DISPOSITIVE POWER						
	REPORTING PERSON		-0-						
	WITH								
9	AGGREGATE AMOUN	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON						
	-2,822,149-								
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN						
2011	% (based on 72,258,4 as reported by Airc	72 outstastle Li	ENTED BY AMOUNT IN ROW (9) anding shares of common stock as of October 31, mited in its Form 10-Q that was filed with the mission on November 8, 2011)						
12	TYPE OF REPORTI	NG PERSO	N (See Instructions)						
			SCHEDULE 13G						
CUSI	TP No. G0129K104								
1	NAME OF REPORTI	NG PERSO	М						
			CATION NO. OF ABOVE PERSON and III Sub Two LLC						
2	(See Instruction	ns)	OX IF A MEMBER OF A GROUP (a) (b)						
3	SEC USE ONLY								
4	CITIZENSHIP OR Delaware	PLACE OF							

	NUMBER OF	5	SOLE VOTING POWER -2,822,148-
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -0-
	OWNED BY	7	SOLE DISPOSITIVE POWER -2,822,148-
	EACH	 8	SHARED DISPOSITIVE POWER
	REPORTING	O	-0-
	PERSON		
	WITH		
9	AGGREGATE AMOUNT	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE AGG SHARES (See Inst		AMOUNT IN ROW (9) EXCLUDES CERTAIN
2011	(based on 72,258,47 as reported by Airca	2 outst stle Li	ENTED BY AMOUNT IN ROW (9) anding shares of common stock as of October 31, mited in its Form $10-Q$ that was filed with the mission on November 8, 2011)
12	TYPE OF REPORTING	G PERSO	N (See Instructions)
	No. G0129K104		SCHEDULE 13G
1	NAME OF REPORTIN	G PERSO	N
	S.S. OR I.R.S. I Fortress Investm		CATION NO. OF ABOVE PERSON d III LP
2	CHECK THE APPROP		OX IF A MEMBER OF A GROUP (a) (b)
3	SEC USE ONLY		
4	CITIZENSHIP OR P Delaware	LACE OF	ORGANIZATION
	NUMBER OF	5	SOLE VOTING POWER -0-
	SHARES	 6	SHARED VOTING POWER
	BENEFICIALLY		-5,644,297-*
	OWNED BY	7	SOLE DISPOSITIVE POWER 0
	SHARED DISPOSITIVE POWER		

REPORTING -5,644,297-* PERSON WITH ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.81%* (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) ______ TYPE OF REPORTING PERSON (See Instructions) * 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 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Fund B) Sub LLC _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) | | (b) | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER -2,412,985-SHARES _____ SHARED VOTING POWER BENEFICIALLY -0-OWNED BY 7 SOLE DISPOSITIVE POWER -2,412,985-EACH 8 SHARED DISPOSITIVE POWER REPORTING -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERSON

-2,412,985-______ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.34% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) TYPE OF REPORTING PERSON (See Instructions) 12 SCHEDULE 13G CUSIP No. G0129K104 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Fund B) Sub Two LLC ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b) | | _____ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ SOLE VOTING POWER NUMBER OF 5 -2**,**412**,**985-SHARES ______ SHARED VOTING POWER BENEFICIALLY -0-OWNED BY SOLE DISPOSITIVE POWER -2,412,985-EACH _____ SHARED DISPOSITIVE POWER 8 REPORTING -0-PERSON AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -2,412,985-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.34% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011)

SCHEDULE 13G

CUSIP N	 o. G0129K104						
1	NAME OF REPORTING PERSON						
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Fund B) LP						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b)						
3	SEC USE ONLY						
4	CITIZENSHIP OR PI Delaware	LACE OF	ORGANIZATION				
	NUMBER OF	5	SOLE VOTING POWER 0				
В	SHARES ENEFICIALLY	6	SHARED VOTING POWER -4,825,970-*				
	OWNED BY	7	SOLE DISPOSITIVE POWER 0				
	EACH REPORTING	8 SHARED DISPOSITIVE POWER -4,825,970-*					
	PERSON WITH						
9	AGGREGATE AMOUNT -4,825,970-*	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE AGGI SHARES (See Inst:		AMOUNT IN ROW (9) EXCLUDES CERTAIN				
29, 201	based on 79,471,000 as reported by As	8 outs ircastl	ENTED BY AMOUNT IN ROW (9) tanding shares of common stock as of October e Limited in its Form 10-Q that was filed with Commission on November 5, 2010)				
12	TYPE OF REPORTING	F PERSO	N (See Instructions)				
	ent Fund III (Fund		sole managing member of each of Fortress LLC and Fortress Investment Fund III (Fund B)				

SCHEDULE 13G

CUSIP	No. G0129K104							
1	NAME OF REPORTING	NAME OF REPORTING PERSON						
			CATION NO. OF ABOVE PERSON					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b)							
3	SEC USE ONLY							
4	CITIZENSHIP OR PI Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF	5	SOLE VOTING POWER -1,009,152-					
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -0-					
	OWNED BY	7	SOLE DISPOSITIVE POWER -1,009,152-					
	EACH REPORTING	8	SHARED DISPOSITIVE POWER					
	PERSON							
	WITH							
9	AGGREGATE AMOUNT -1,009,152-	BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON					
10	CHECK IF THE AGGF SHARES (See Instr		AMOUNT IN ROW (9) EXCLUDES CERTAIN					
2011 a	(based on 72,258,472 s reported by Aircas	? outsta stle Lim	ENTED BY AMOUNT IN ROW (9) anding shares of common stock as of October 3 mited in its Form 10-Q that was filed with the mission on November 8, 2011)					
			SCHEDULE 1	30				
CUSIP	No. G0129K104							
1	NAME OF REPORTING	F PERSON	1					
	S.S. OR I.R.S. II Fortress Investme		CATION NO. OF ABOVE PERSON d III (Fund C) LP					
2	CHECK THE APPROPF (See Instructions		OX IF A MEMBER OF A GROUP (a) (b)					
3	SEC USE ONLY							

	NUMBER OF	5	SOLE VOTING POWER			
	SHARES					
BENEFICIALLY		6	SHARED VOTING POWER -1,009,152-			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH	8	SHARED DISPOSITIVE POWER			
REPORTING			-1,009,152-			
	PERSON					
	WITH					
9	AGGREGATE AMOUN -1,009,152-	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN s)			
	s reported by Aircastle Limited in its Form 10-Q that was filed with the ecurities and Exchange Commission on November 8, 2011) TYPE OF REPORTING PERSON (See Instructions)					
* Sole	PN ely in its capacity	as the	sole managing member of Fortress Investment			
			sole managing member of Fortress Investment			
Fund I	ely in its capacity		sole managing member of Fortress Investment			
Fund I	Ply in its capacity II (Fund C) Sub LL No. G0129K104 NAME OF REPORTI	C.	sole managing member of Fortress Investment SCHEDULE 130			
Fund I	Ply in its capacity II (Fund C) Sub LL No. G0129K104 NAME OF REPORTI S.S. OR I.R.S.	C. NG PERSO	sole managing member of Fortress Investment SCHEDULE 130			
Fund I	No. G0129K104 NAME OF REPORTI S.S. OR I.R.S. Fortress Invest: CHECK THE APPRO (See Instructio	C. NG PERSO DENTIFI ment Fun PRIATE Bens)	sole managing member of Fortress Investment SCHEDULE 130 N CATION NO. OF ABOVE PERSON d III (Fund D) Sub Ltd. OX IF A MEMBER OF A GROUP (a) (b)			
Fund I CUSIP 1 2	No. G0129K104 NAME OF REPORTI S.S. OR I.R.S. Fortress Invest: CHECK THE APPRO (See Instructio	NG PERSON DEPTH TO THE PRIATE BOTH TO THE BOTH TO THE PRIATE BOTH TO THE PRIATE BOTH TO THE PRIATE BOTH TO T	sole managing member of Fortress Investment SCHEDULE 130 N CATION NO. OF ABOVE PERSON d III (Fund D) Sub Ltd. OX IF A MEMBER OF A GROUP (a) (b)			
 CUSIP 1 1 2	No. G0129K104 NAME OF REPORTI S.S. OR I.R.S. Fortress Invest: CHECK THE APPRO (See Instructio	NG PERSON DEPTH TO THE PRIATE BOTH TO THE BOTH TO THE PRIATE BOTH TO THE PRIATE BOTH TO THE PRIATE BOTH TO T	sole managing member of Fortress Investment SCHEDULE 130 N CATION NO. OF ABOVE PERSON d III (Fund D) Sub Ltd. OX IF A MEMBER OF A GROUP (a) (b)			
Fund I	No. G0129K104 NAME OF REPORTI S.S. OR I.R.S. Fortress Invest CHECK THE APPRO (See Instructio	NG PERSO	sole managing member of Fortress Investment SCHEDULE 136 N CATION NO. OF ABOVE PERSON d III (Fund D) Sub Ltd. OX IF A MEMBER OF A GROUP (a) (b)			

BENEFICIALLY			-0-				
	OWNED BY	7	SOLE DISPOSITIVE POWER -2,316,217-				
	EACH	 8	SHARED DISPOSITIVE POWER				
	REPORTING		-0-				
	PERSON						
	WITH						
9	AGGREGATE AMOUNT -2,316,217-	BENEFI	CIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
2011	b (based on 72,258,47 as reported by Airca	2 outst stle Li	SENTED BY AMOUNT IN ROW (9) canding shares of common stock as of October 31, imited in its Form 10-Q that was filed with the nmission on November 8, 2011)				
12	TYPE OF REPORTIN	G PERSC	ON (See Instructions)				
CUSIF	No. G0129K104						
CUSIE	No. G0129K104						
1	NAME OF REPORTIN	G PERSC	NC				
			ICATION NO. OF ABOVE PERSON nd III (Fund D) L.P.				
2	(See Instruction	s)	BOX IF A MEMBER OF A GROUP (a) (b)				
3	SEC USE ONLY						
4	CITIZENSHIP OR P Delaware	LACE OF	F ORGANIZATION				
	NUMBER OF	5	SOLE VOTING POWER 0				
	SHARES						
	BENEFICIALLY	6	SHARED VOTING POWER -2,316,217-*				
	OWNED BY	7	SOLE DISPOSITIVE POWER				
	EACH						
	REPORTING	8	SHARED DISPOSITIVE POWER -2,316,217-*				
	PERSON						

	WITH						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -2,316,217-*						
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
2011 a	(based on 72,258, s reported by Air	472 outsta castle Lir	ENTED BY AMOUNT IN ROW (9) anding shares of common stock as of October 31, mited in its Form 10-Q that was filed with the mission on November 8, 2011)				
12	TYPE OF REPORTING PERSON (See Instructions) PN						
	ly in its capacit II (Fund D) Sub L	_	sole managing member of Fortress Investment SCHEDULE 13G				
	 No. G0129K104						
1		TNC DEDCON	NT				
	NAME OF REPORT						
			CATION NO. OF ABOVE PERSON d III (Fund E) Sub Ltd.				
2	CHECK THE APPR (See Instructi		OX IF A MEMBER OF A GROUP (a) (b)				
3	SEC USE ONLY						
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION				
	NUMBER OF	5	SOLE VOTING POWER -162,698-				
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -0-				
	OWNED BY	7	SOLE DISPOSITIVE POWER -162,698-				
	EACH REPORTING	8	SHARED DISPOSITIVE POWER				
	PERSON						
9	WITH AGGREGATE AMOU -162,698-	 NT BENEFIC	CIALLY OWNED BY EACH REPORTING PERSON				
10			AMOUNT IN ROW (9) EXCLUDES CERTAIN				

Octob	than 1% (based on er 31, 2011 as rep	72,258,47 orted by	ENTED BY AMOUNT IN ROW (9) 2 outstanding shares of common stock as of Aircastle Limited in its Form 10-Q that was nd Exchange Commission on November 8, 2011)			
12	TYPE OF REPORT	ING PERSO	N (See Instructions)			
			SCHEDULE 13G			
CUSIP	No. G0129K104					
1	NAME OF REPORT	 ING PERSO	N			
			CATION NO. OF ABOVE PERSON d III (Fund E) L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
	NUMBER OF	5	SOLE VOTING POWER 0			
	SHARES BENEFICIALLY	6	SHARED VOTING POWER -162,698-*			
	OWNED BY	7	SOLE DISPOSITIVE POWER 0			
	EACH	 8	SHARED DISPOSITIVE POWER			
	REPORTING	0	-162,698-*			
	PERSON					
	WITH					
9	AGGREGATE AMOU -162,698-*	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE A SHARES (See In		AMOUNT IN ROW (9) EXCLUDES CERTAIN			
Octob	than 1% (based on er 31, 2011 as rep	72,258,47 orted by	ENTED BY AMOUNT IN ROW (9) 2 outstanding shares of common stock as of Aircastle Limited in its Form 10-Q that was nd Exchange Commission on November 8, 2011)			
12	TYPE OF REPORT	 ING PERSO	N (See Instructions)			

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

SCHEDULE 13G CUSIP No. G0129K104 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund A) Sub LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER -474**,**587-SHARES _____ SHARED VOTING POWER BENEFICIALLY -0-OWNED BY SOLE DISPOSITIVE POWER -474,587-EACH SHARED DISPOSITIVE POWER 8 REPORTING -0-PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -474**,**587-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) TYPE OF REPORTING PERSON (See Instructions) SCHEDULE 13G CUSIP No. G0129K104

1	NAME OF REPORTING PERSON						
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund A) LP							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)						
3 SEC USE ONLY							
4	CITIZENSHIP OR PL Delaware	ACE OF OF	RGANIZATION				
	NUMBER OF	5	SOLE VOTING POWN	ER			
BI	SHARES ENEFICIALLY	6	SHARED VOTING PO -474,587-*	DWER			
	OWNED BY	7	SOLE DISPOSITIVE	E POWER			
	EACH REPORTING	8	SHARED DISPOSIT	IVE POWER			
	PERSON						
	WITH						
9	AGGREGATE AMOUNT -474,587-*	BENEFICIA	ALLY OWNED BY EACH	H REPORTING PERSON			
10	CHECK IF THE AGGR SHARES (See Instr		DUNT IN ROW (9) E	KCLUDES CERTAIN			
October	31, 2011 as report	58,472 ou ed by Air	ntstanding shares ccastle Limited in	ROW (9) of common stock as of n its Form 10-Q that was ion on November 8, 2011)			
12	TYPE OF REPORTING	PERSON	(See Instructions))			
	v in its capacity a (Coinvestment Fun			r of Fortress Investment			
				SCHEDULE 13G			
CUSIP No	G0129K104						
1	NAME OF REPORTING	PERSON					
	S.S. OR I.R.S. ID Fortress Investme						
2	CHECK THE APPROPR (See Instructions		IF A MEMBER OF A	GROUP (a)			

			(b)
3	SEC USE ONLY		
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION
	NUMBER OF	5	SOLE VOTING POWER -932,390-
	SHARES BENEFICIALLY		SHARED VOTING POWER
	OWNED BY	7	SOLE DISPOSITIVE POWER
	EACH REPORTING	8	-932,390-
	PERSON WITH		
9	AGGREGATE AMOUN	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE AG SHARES (See Ins		AMOUNT IN ROW (9) EXCLUDES CERTAIN
2011	%(based on 72,258,47 as reported by Airc	2 outsta astle Li	ENTED BY AMOUNT IN ROW (9) anding shares of common stock as of October 31, mited in its Form 10-Q that was filed with the mission on November 8, 2011)
12	TYPE OF REPORTI	NG PERSO	N (See Instructions)
CUSI	 P No. G0129K104		SCHEDULE 13G
1	NAME OF REPORTI	NG PERSO	И
			CATION NO. OF ABOVE PERSON dd III (Coinvestment Fund B) LP
2	(See Instruction	ons)	OX IF A MEMBER OF A GROUP (a) (b)
3	SEC USE ONLY		
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION
	NUMBER OF	5	SOLE VOTING POWER 0

BENEFICIALLY		6	SHARED VOTING POWER -932,390-*				
	OWNED BY	7	SOLE DISPOSITIVE POWER 0				
	EACH REPORTING		SHARED DISPOSITIVE POWER -932,390-*				
	PERSON						
	WITH						
9	AGGREGATE AMOUNT -932,390-*	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
2011 a	(based on 72,258,47 as reported by Airca	72 outst astle Li	SENTED BY AMOUNT IN ROW (9) canding shares of common stock as of October 31, mited in its Form 10-Q that was filed with the mmission on November 8, 2011)				
12	TYPE OF REPORTIN	NG PERSO	ON (See Instructions)				
	No. G0129K104		SCHEDULE 13G				
1	NAME OF REPORTIN	IC DEDGO					
	S.S. OR I.R.S.	DENTIF	CATION NO. OF ABOVE PERSON Ind III (Coinvestment Fund C) Sub LLC				
2	(See Instruction	ns)	BOX IF A MEMBER OF A GROUP (a) (b)				
3	SEC USE ONLY						
4	CITIZENSHIP OR E	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
	NUMBER OF	5	SOLE VOTING POWER -240,141-				
	SHARES	 6					
	BENEFICIALLY	О	SHARED VOTING POWER -0-				
	OWNED BY	7	SOLE DISPOSITIVE POWER -240,141-				
	EACH						

8 SHARED DISPOSITIVE POWER REPORTING -0-PERSON WITH AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -240,141-CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Less than 1% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011) 12 TYPE OF REPORTING PERSON (See Instructions) SCHEDULE 13G -----CUSIP No. G0129K104 ______ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund C) LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | | (See Instructions) (b) | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER 0 SHARES SHARED VOTING POWER BENEFICIALLY -240,141-* ______ OWNED BY SOLE DISPOSITIVE POWER 0 _____ EACH SHARED DISPOSITIVE POWER REPORTING -240,141-* PERSON AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -240,141-*

10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
October	31, 2011 as report	258 , 472 o ed by Air	utstand castle	MOUNT IN ROW (9) ing shares of commo Limited in its Form e Commission on Nov	10-Q that was		
12	TYPE OF REPORTING PERSON (See Instructions) PN						
	in its capacity a (Coinvestment Fun			ing member of Fortr	ess Investment		
					SCHEDULE 13G		
CUSIP No	. G0129K104						
1	NAME OF REPORTING	PERSON					
	S.S. OR I.R.S. ID Fortress Investme			OF ABOVE PERSON nvestment Fund D) S	ub Ltd.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)						
3	SEC USE ONLY						
4	CITIZENSHIP OR PL. Cayman Islands	ACE OF OR	GANIZAT	ION			
	NUMBER OF	5		DTING POWER 4,550-			
BF.	SHARES NEFICIALLY	6	SHARED	VOTING POWER			
	OWNED BY	7		ISPOSITIVE POWER			
	EACH			4,550- 			
:	REPORTING	8	SHARED -0-	DISPOSITIVE POWER			
	PERSON						
	WITH						
9	AGGREGATE AMOUNT : -1,144,550-	BENEFICIA	LLY OWN	ED BY EACH REPORTIN	G PERSON		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
2011 as		outstand tle Limit	ing sha ed in i	res of common stock ts Form 10-Q that w			

12	TYPE OF REPORT OO	ING PERSON	V (See Instructions)	
			SCHEDULE 13	
 CUSIP	No. G0129K104			
1	NAME OF REPORT	ING PERSON	1	
			CATION NO. OF ABOVE PERSON d III (Coinvestment Fund D) L.P.	
2	CHECK THE APPROPRIATE BOX (See Instructions)		OX IF A MEMBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER 0	
	SHARES	 6	SHARED VOTING POWER	
	BENEFICIALLY		-1,144,550-*	
	OWNED BY	7	SOLE DISPOSITIVE POWER	
	EACH		·	
	REPORTING	8	SHARED DISPOSITIVE POWER -1,144,550-*	
	PERSON			
	WITH			
9	AGGREGATE AMOU -1,144,550-*	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,144,550-*		
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
1.58% 31, 2	(based on 72,258, 011 as reported by .S. Securities and	472 outsta Aircastle Exchange	ENTED BY AMOUNT IN ROW (9) Anding shares of common stock as of October E Limited in its Form 10-Q that was filed with Commission on November 8, 2011)	
 12			J (See Instructions)	

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

SCHEDULE 13G

1 NAME OF REPORTING PERSON			N 	
	S.S. OR I.R.S. Fortress Fund I		CATION NO. OF ABOVE PERSON C	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)			
3	SEC USE ONLY			
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
	NUMBER OF	5	SOLE VOTING POWER -0-	
	SHARES	6	SHARED VOTING POWER	
	BENEFICIALLY		-16,750,002-*	
OWNED BY EACH REPORTING		7	SOLE DISPOSITIVE POWER -0-	
		8	CHAREN DISPOSITIVE DOWED	
		0	SHARED DISPOSITIVE POWER -16,750,002-*	
	PERSON			
	WITH			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -16,750,002-*			
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
31,	8% (based on 72,258, 2011 as reported by	472 outs Aircastle	ENTED BY AMOUNT IN ROW (9) tanding shares of common stock as of October e Limited in its Form 10-Q that was filed with Commission on November 8, 2011)	
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 D) L.P.

SCHEDULE 13G

CUSIP No. G0129K104				
1 NAME OF REPORTIN	NAME OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Management Fund GP (Holdings) LLC			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)			
3 SEC USE ONLY	SEC USE ONLY			
4 CITIZENSHIP OR E	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware			
NUMBER OF	5	SOLE VOTING POWER -0-		
SHARES BENEFICIALLY	6	SHARED VOTING POWER -16,750,002-*		
OWNED BY	7	SOLE DISPOSITIVE POWER -0-		
EACH	8	SHARED DISPOSITIVE POWER		
REPORTING PERSON		-16,750,002-*		
WITH				
9 AGGREGATE AMOUNT -16,750,002-*	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
23.18% (based on 72,258,4 31, 2011 as reported by A	172 outs Aircasti	SENTED BY AMOUNT IN ROW (9) standing shares of common stock as of October le Limited in its Form 10-Q that was filed with e Commission on November 8, 2011)		
12 TYPE OF REPORTING PERSON (See Instructions) OO				
		e sole managing member of Fortress Fund III		
		SCHEDULE 13G		
CUSIP No. G0129K104				
1 NAME OF REPORTIN	NG PERSO	NO.		
		ICATION NO. OF ABOVE PERSON		

2	CHECK THE APPROPRIATE BOX (See Instructions) SEC USE ONLY		OX IF A MEMBER OF A GROUP (a) (b)		
3					
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER		
	SHARES	 6	SHARED VOTING POWER		
В	ENEFICIALLY		-16,750,002-*		
	OWNED BY	7	SOLE DISPOSITIVE POWER -0-		
	EACH REPORTING				
		8	SHARED DISPOSITIVE POWER -16,750,002-*		
	PERSON				
	WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -16,750,002-*				
10	CHECK IF THE A SHARES (See In		AMOUNT IN ROW (9) EXCLUDES CERTAIN		
31, 201	(based on 72,258 1 as reported by	,472 outs Aircastl	ENTED BY AMOUNT IN ROW (9) standing shares of common stock as of October e Limited in its Form 10-Q that was filed with commission on November 8, 2011)		
12	TYPE OF REPORTING PERSON (See Instructions) OO				
Investment Fortres (Coinve	ent Fund III LP, ent Fund III (Fu s Investment Fun stment Fund A) L	Fortress nd C) LP, d III (Fu P, Fortre Fund III	investment advisor of each of Fortress Investment Fund III (Fund B) LP, Fortress Fortress Investment Fund III (Fund D) L.P., and E) L.P., Fortress Investment Fund III ess Investment Fund III (Coinvestment Fund B) (Coinvestment Fund C) LP, Fortress InvestmentP.		
			SCHEDULE 13G		
CUSIP N	o. G0129K104				
1	NAME OF REPORT	ING PERSC	NO		
	S.S. OR I.R.S. Fortress Opera		CATION NO. OF ABOVE PERSON ty I LP		
2	 CHECK THE APPR	 OPRIATE B	OX IF A MEMBER OF A GROUP		

	(See Instructions)		(a) (b)	
3	SEC USE ONLY				
4	CITIZENSHIP OR PL Delaware	ACE OF OF	RGANIZATION		
	NUMBER OF	5	SOLE VOTING POWER	 R	
BE	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POW -16,750,002-*	WER	
		7	SOLE DISPOSITIVE	POWER	
	EACH	8 SHARED DISPOSITIVE POWER -16,750,002-*		VE POWER	
	REPORTING				
	PERSON WITH				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -16,750,002-*				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
31, 2011	PERCENT OF CLASS based on 72,258,47 as reported by Ai Securities and Ex	2 outstar rcastle I	Limited in its Form	mmon stock as m 10-Q that w	
12	TYPE OF REPORTING	PERSON ((See Instructions)		
* Solel	y in its capacity	as the so	ole managing membe:	r of FIG LLC.	SCHEDULE 13G
CUSIP No	. G0129K104				
	NAME OF REPORTING				
	S.S. OR I.R.S. ID FIG Corp.	ENTIFICAT	TION NO. OF ABOVE 1	PERSON	
2	CHECK THE APPROPR (See Instructions)			
3	SEC USE ONLY				
4	CITIZENSHIP OR PL Delaware	ACE OF OF	RGANIZATION		

	NUMBER OF	5	SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY						
		6	SHARED VOTING POWER -16,750,002-*			
		7	SOLE DISPOSITIVE POWER -0-			
	EACH	 8	SHARED DISPOSITIVE POWER			
	REPORTING	0	-16,750,002-*			
	PERSON					
	WITH					
9	AGGREGATE AMOUN -16,750,002-*	T BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)					
31, 2	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) .18% (based on 72,258,472 outstanding shares of common stock as of October , 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with e U.S. Securities and Exchange Commission on November 8, 2011)					
12	TYPE OF REPORTI	TYPE OF REPORTING PERSON (See Instructions)				
			SCHEDULE 13G			
CUSIP	No. G0129K104					
1	NAME OF REPORTI	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. Fortress Invest		CATION NO. OF ABOVE PERSON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)					
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION			
	NUMBER OF	5	SOLE VOTING POWER -0-			
	SHARES	 6	SHARED VOTING POWER			
	BENEFICIALLY		-16,750,002-* 			
	OWNED BY	7	SOLE DISPOSITIVE POWER			

FACH	-0-				
EACH REPORTING	8 SHARED DISPOSITIVE POWER -16,750,002-*				
PERSON					
WITH					
9 AGGREGATE AMOUNT -16,750,002-*	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 23.18% (based on 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011)					
12 TYPE OF REPORTING 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 Issue	r's Principal Executive Offices:				
	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:

- Fortress Investment Fund III Sub LLC, a Delaware limited liability (i) company;
- (ii) Fortress Investment Fund III Sub Two LLC, a Delaware limited liability company;
- (iii) Fortress Investment Fund III LP, a Delaware limited partnership;
- (iv) Fortress Investment Fund III (Fund B) Sub LLC, a Delaware limited liability company;
- Fortress Investment Fund III (Fund B) Sub Two LLC, a Delaware limited liability company;
- Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership;

- (vii) Fortress Investment Fund III (Fund C) Sub LLC, a Delaware limited liability company
- (viii) Fortress Investment Fund III (Fund C) LP, a Delaware limited
 partnership;
- (ix) Fortress Investment Fund III (Fund D) Sub Ltd., a Cayman Islands corporation;
- (x) Fortress Investment Fund III (Fund D) L.P., a Cayman Islands partnership;
- (xi) Fortress Investment Fund III (Fund E) Sub Ltd., a Cayman Islands
 corporation;
- (xii) Fortress Investment Fund III (Fund E) L.P., a Cayman Islands partnership;
- (xiii) Fortress Investment Fund III (Coinvestment Fund A) Sub LLC, a Delaware limited liability company;
- (xiv) Fortress Investment Fund III (Coinvestment Fund A) LP, a Delaware limited partnership;
- (xv) Fortress Investment Fund III (Coinvestment Fund B) Sub LLC, a Delaware limited liability company;
- (xvi) Fortress Investment Fund III (Coinvestment Fund B) LP, a Delaware limited partnership;
- (xvii) Fortress Investment Fund III (Coinvestment Fund C) Sub LLC, a Delaware limited liability company;
- (xviii) Fortress Investment Fund III (Coinvestment Fund C) LP, a Delaware limited partnership;
- (xix) Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd., a Cayman Islands Corporation;
- (xx) Fortress Investment Fund III (Coinvestment Fund D) L.P., a Cayman Islands partnership;
- (xxi) Fortress Fund III GP LLC, a Delaware limited liability company;
- (xxii) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company;
- (xxiii) FIG LLC, a Delaware limited liability company;
- (xxiv) Fortress Operating Entity I LP, a Delaware limited partnership;
- (xxv) FIG Corp., a Delaware corporation; and
- (xxvi) Fortress Investment Group LLC, a Delaware limited liability company

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than

the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

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

(c) Citizenship:

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

(d) Title of Class of Securities:

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

(e) CUSIP Number:

G0129K104

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

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

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

Item 4. Ownership.

The percentages used in this Item 4 are calculated based upon 72,258,472 outstanding shares of common stock as of October 31, 2011 as reported by Aircastle Limited in its Form 10-Q that was filed with the U.S. Securities and Exchange Commission on November 8, 2011.

- A. Fortress Investment Fund III Sub LLC
 - (a) Amount beneficially owned: 2,822,149
 - (b) Percent of class: 3.91%
 - (c) (i) Sole power to vote or direct the vote: 2,822,149
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,822,149
 - (iv) Shared power to dispose or direct the disposition: 0
- B. Fortress Investment Fund III Sub Two LLC
 - (a) Amount beneficially owned: 2,822,148
 - (b) Perent of class: 3.91%
 - (i) Sole power to vote or direct the vote: 2,822,148
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,822,148
 - (iv) Shared power to dispose or direct the disposition: 0
- C. Fortress Investment Fund III LP
 - (a) Amount beneficially owned: -5,644,297-
 - (b) Percent of class: 7.81%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -5,644,297-
 - (iii) Sole power to dispose or direct the disposition: $\ensuremath{\text{0}}$
 - (iv) Shared power to dispose or direct the disposition: -5,644,297-
- D. Fortress Investment Fund III (Fund B) Sub LLC
 - (a) Amount beneficially owned: 2,412,985
 - (b) Percent of class: 3.34%
 - (c) (i) Sole power to vote or direct the vote: 2,412,985
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,412,985
 - (iv) Shared power to dispose or direct the disposition: 0
- E. Fortress Investment Fund III (Fund B) Sub Two LLC
 - (a) Amount beneficially owned: 2,412,985
 - (b) Percent of class: 3.34%
 - (c) (i) Sole power to vote or direct the vote: 2,412,985
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 2,412,985
 - (iv) Shared power to dispose or direct the disposition: 0
- F. Fortress Investment Fund III (Fund B) LP

- (a) Amount beneficially owned: 4,825,970
- (b) Percent of class: 6.68%
- (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 4,825,970
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 4,825,970
- G. Fortress Investment Fund III (Fund C) Sub LLC
 - (a) Amount beneficially owned: -1,009,152-
 - (b) Percent of class: 1.40%
 - (c) (i) Sole power to vote or direct the vote: -1,009,152-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -1,009,152-
 - (iv) Shared power to dispose or direct the disposition: -0-
- H. Fortress Investment Fund III (Fund C) LP
 - (a) Amount beneficially owned: -1,009,152-
 - (b) Percent of class: 1.40%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -1,009,152-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition -1,009,152-
- I. Fortress Investment Fund III (Fund D) Sub Ltd.
 - (a) Amount beneficially owned: -2,316,217-
 - (b) Percent of class: 3.21%
 - (c) (i) Sole power to vote or direct the vote: -2,316,217-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -2,316,217-
 - (iv) Shared power to dispose or direct the disposition: -0-
- J. Fortress Investment Fund III (Fund D) L.P.
 - (a) Amount beneficially owned: -2,316,217-
 - (b) Percent of class: 3.21%
 - (c) (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: -2,316,217-
 - (iii) Sole power to dispose or direct the disposition:0
 - (iv) Shared power to dispose or direct the disposition: -2,316,217-
- K. Fortress Investment Fund III (Fund E) Sub Ltd.
 - (a) Amount beneficially owned: -162,698-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -162,698-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -162,698-
 - (iv) Shared power to dispose or direct the disposition: -0-
- L. Fortress Investment Fund III (Fund E) L.P.
 - (a) Amount beneficially owned: -162,698-
 - (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: -162,698-
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: -162,698-
- M. Fortress Investment Fund III (Coinvestment Fund A) Sub LLC

- (a) Amount beneficially owned: -474,587-
- (b) Percent of class: Less than 1%
- (c) (i) Sole power to vote or direct the vote: -474,587-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -474,587-
 - (iv) Shared power to dispose or direct the disposition: -0-
- N. Fortress Investment Fund III (Coinvestment Fund A) L.P.
 - (a) Amount beneficially owned: -474,587-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -474,587-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -474,587-
 - (iv) Shared power to dispose or direct the disposition: -0-
- O. Fortress Investment Fund III (Coinvestment Fund B) Sub LLC
 - (a) Amount beneficially owned: -932,390-
 - (b) Percent of class: 1.29%
 - (c) (i) Sole power to vote or direct the vote: -932,390-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -932,390-
 - (iv) Shared power to dispose or direct the disposition: -0-
- P. Fortress Investment Fund III (Coinvestment Fund B) L.P.
 - (a) Amount beneficially owned: -932,390-
 - (b) Percent of class: 1.29%
 - (c) (i) Sole power to vote or direct the vote: -932,390-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -932,390-
 - (iv) Shared power to dispose or direct the disposition: -0-
- Q. Fortress Investment Fund III (Coinvestment Fund C) Sub LLC
 - (a) Amount beneficially owned: -240,141-
 - (b) Percent of class: Less than 1%
 - (c) (i) Sole power to vote or direct the vote: -240,141-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -240,141-
 - (iv) Shared power to dispose or direct the disposition: -0-
- R. Fortress Investment Fund III (Coinvestment Fund C) L.P.
 - (a) Amount beneficially owned: -240,141-
 - (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: -240,141-
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: -240,141-
- S. Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd.
 - (a) Amount beneficially owned: -1,144,550-
 - (b) Percent of class: 1.58%
 - (c) (i) Sole power to vote or direct the vote: -1,144,550-
 - (ii) Shared power to vote or direct the vote: -0-
 - (iii) Sole power to dispose or direct the disposition: -1,144,550-
 - (iv) Shared power to dispose or direct the disposition: -0-
- T. Fortress Investment Fund III (Coinvestment Fund D) L.P.
 - (a) Amount beneficially owned: -1,144,550-
 - (b) Percent of class: 1.58%
 - (c) (i) Sole power to vote or direct the vote: -1,144,550-

- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -1,144,550-
- (iv) Shared power to dispose or direct the disposition: -0-
- U. Fortress Fund III GP LLC
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- V. Fortress Investment Fund GP (Holdings) LLC
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- W. FIG LLC
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- X. Fortress Operating Entity I LP
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- Y. FIG Corp.
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- Z. Fortress Investment Group LLC
 - (a) Amount beneficially owned: -16,750,002-
 - (b) Percent of class: 23.18%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -16,750,002-
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: -16,750,002-
- 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 13, 2012

FORTRESS INVESTMENT FUND III LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND B) LP

By: FORTRESS FUND III GP LLC
 its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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

Dat.ed

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND C) LP

By: FORTRESS FUND III GP LLC
 its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND D) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (FUND E) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dat.ed

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND A) LP

By: FORTRESS FUND III GP LLC
 its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND B) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks
Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND III (COINVESTMENT FUND C) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

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 13, 2012

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

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS FUND III GP LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

FIG LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary and Vice President

SIGNATURE

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

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

Dated

February 13, 2012

FORTRESS OPERATING ENTITY I LP

By: FIG CORP.

its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary and Vice President

SIGNATURE

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

Dated

February 13, 2012

FIG CORP.

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary and Vice President

SIGNATURE

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

Dated

February 13, 2012

FORTRESS INVESTMENT GROUP LLC

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary and Vice President

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III Sub LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III Sub Two LLC

By: FORTRESS INVESTMENT FUND III LP, its sole member

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Fund B) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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 13, 2012

Fortress Investment Fund III (Fund B) Sub Two LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Fund C) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Fund D) Sub Ltd.

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Fund E) Sub Ltd.

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund A) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund B) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund C) Sub LLC

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

By: FORTRESS FUND III GP LLC, its general partner

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary

SIGNATURE

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

Dated

February 13, 2012

Fortress Investment Fund III (Coinvestment Fund D) Sub Ltd

By: /s/ David N. Brooks

Name: David N. Brooks

Title: Secretary