

Edgar Filing: Aircastle LTD - Form SC 13G

Aircastle LTD
Form SC 13G
February 15, 2007

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

SCHEDULE 13G

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

Aircastle Limited

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

G0129K104

(CUSIP Number)

December 31, 2006

(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

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CUSIP No. G0129K104

Page 2

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
		-0-

SHARES	6	SHARED VOTING POWER
BENEFICIALLY		-3,983,750-

OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-

EACH	8	SHARED DISPOSITIVE POWER
REPORTING		-3,983,750-

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -3,983,750-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.9% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

SCHEDULE 13G

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CUSIP No. G0129K104

Page 3

1 NAME OF REPORTING PERSON

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-1,291,250-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-1,291,250-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -1,291,250-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.9% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

CUSIP No. G0129K104

Page 4

1 NAME OF REPORTING PERSON

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
		-5,000,000-
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-5,000,000-
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -5,000,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

SCHEDULE 13G

CUSIP No. G0129K104

Page 5

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Fortress Investment Fund III 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
-10,109,187.5-

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -10,109,187.5-

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-10,109,187.5-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
15.1% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13G

CUSIP No. G0129K104

Page 6

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund III (Fund B) 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
OWNED BY		-8,643,528-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-8,643,528-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-8,643,528-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.9% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13G

CUSIP No. G0129K104

Page 7

1 NAME OF REPORTING PERSON

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

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

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
-1,807,436.6-

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH -0-

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON -1,807,436.6-
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,807,436.6-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.7% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13G

CUSIP No. G0129K104

Page 8

1 NAME OF REPORTING PERSON

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

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

(a) | |
(b) | |

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-4,148,448-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-4,148,448-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,148,448-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.2% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13G

CUSIP No. G0129K104

Page 9

1 NAME OF REPORTING PERSON

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

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

(a)		
(b)		

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-291,399.9-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-291,399.9-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -291,399.9-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
 PN

SCHEDULE 13G

CUSIP No. G0129K104

Page 10

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

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NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-

BENEFICIALLY	6	SHARED VOTING POWER
		-850,005.5-

OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-

REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-850,005.5-

WITH		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-850,005.5-	

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	

12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

SCHEDULE 13G

CUSIP No. G0129K104 Page 11

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Fortress Investment Fund III (Coinvestment Fund B) LP	

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

3	SEC USE ONLY	

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

NUMBER OF	5	SOLE VOTING POWER
		-0-

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SHARES	-----	
BENEFICIALLY	6	SHARED VOTING POWER -1,669,951.9-
OWNED BY	7	SOLE DISPOSITIVE POWER -0-
EACH	-----	
REPORTING	8	SHARED DISPOSITIVE POWER -1,669,951.9-
PERSON		
WITH		
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -1,669,951.9-
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.5% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)
12		TYPE OF REPORTING PERSON (See Instructions) PN

SCHEDULE 13G

CUSIP No. G0129K104 Page 12

1		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund C) LP
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)
3		SEC USE ONLY
4		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	5	NUMBER OF SHARES
		SOLE VOTING POWER -0-

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BENEFICIALLY	6	SHARED VOTING POWER -430,101.6-

OWNED BY	7	SOLE DISPOSITIVE POWER -0-
EACH		

REPORTING	8	SHARED DISPOSITIVE POWER -430,101.6-
PERSON		
WITH		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -430,101.6-	

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.6% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	

12	TYPE OF REPORTING PERSON (See Instructions) PN	

SCHEDULE 13G

CUSIP No. G0129K104

Page 13

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Fund III (Coinvestment Fund D) 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	

	5	SOLE VOTING POWER -0-
NUMBER OF		
SHARES		

	6	SHARED VOTING POWER -2,049,941-
BENEFICIALLY		

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OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
		-2,049,941-
PERSON		
WITH		

9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		-2,049,941-

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

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
		3.1% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12		TYPE OF REPORTING PERSON (See Instructions)
		PN

SCHEDULE 13G

CUSIP No. G0129K104 Page 14

1		NAME OF REPORTING PERSON
		S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
		-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
		-135,000-

OWNED BY	7	SOLE DISPOSITIVE POWER

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-0-

EACH	-----	
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-135,000-
WITH		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-135,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.2% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
12	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

SCHEDULE 13G

CUSIP No. G0129K104

Page 15

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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	
	5	SOLE VOTING POWER
		-0-
	6	SHARED VOTING POWER
		-235,000-*
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER

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REPORTING -235,000-*

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-235,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* 135,000 shares based solely in its capacity as the sole managing member of Fortress Partners Securities LLC

SCHEDULE 13G

CUSIP No. G0129K104

Page 16

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER
-15,000-

OWNED BY 7 SOLE DISPOSITIVE POWER
-0-

EACH 8 SHARED DISPOSITIVE POWER

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REPORTING -15,000-

PERSON

WITH

-
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-15,000-
-
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)
-
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)
-
- 12 TYPE OF REPORTING PERSON (See Instructions)
OO
-

SCHEDULE 13G

CUSIP No. G0129K104

Page 17

-
- 1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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 |
| | | -0- |
| SHARES | | |
| | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | -3,983,750-* |
| | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| | | -0- |
| EACH | | |
| | 8 | SHARED DISPOSITIVE POWER |
| REPORTING | | -3,983,750-* |
| PERSON | | |
-

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WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-3,983,750-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.9% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the general partner of Drawbridge Special Opportunities Fund LP.

SCHEDULE 13G

CUSIP No. G0129K104

Page 18

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
		-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
		-5,275,000-*
OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
		-5,275,000-*
PERSON		

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WITH

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -5,275,000-

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.9% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the investment advisor of each of Drawbridge Special Opportunities F
 and Drawbridge Special Opportunities Fund Ltd.

SCHEDULE 13G

 CUSIP No. G0129K104

Page 19

 1 NAME OF REPORTING PERSON

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

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
		-5,000,000-*
OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
		-5,000,000-*
PERSON		

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WITH

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -5,000,000-

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the owner of 91.9% of the issued and outstanding shares of beneficia
 of Drawbridge Global Macro Master Fund Ltd.

SCHEDULE 13G

 CUSIP No. G0129K104

Page 20

 1 NAME OF REPORTING PERSON

 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
		-0-
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
		-5,000,000-*
OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
		-5,000,000-*
PERSON		

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WITH

-
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,000,000-
-
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)
-
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)
-
- 12 TYPE OF REPORTING PERSON (See Instructions)
OO
-

* Solely in its capacity as the general partner of Drawbridge Global Macro Intermediate Fund LP

SCHEDULE 13G

CUSIP No. G0129K104

Page 21

-
- 1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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 |
| | | -0- |
| SHARES | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | -5,000,000-* |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| | | -0- |
| EACH | | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| | | -5,000,000-* |
| PERSON | | |
-

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WITH

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -5,000,000-

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the sole managing member of DBGM Associates LLC

SCHEDULE 13G

 CUSIP No. G0129K104

Page 22

 1 NAME OF REPORTING PERSON

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-5,000,000-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-5,000,000-*

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,000,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the owner of substantially all of the issued and outstanding shares interest of Drawbridge Global Macro Intermediate Fund LP

SCHEDULE 13G

CUSIP No. G0129K104

Page 23

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-5,000,000-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
WITH		-5,000,000-*

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,000,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the owner of 8.1% of the issued and outstanding shares of beneficial
Drawbridge Global Macro Master Fund Ltd.

SCHEDULE 13G

CUSIP No. G0129K104 Page 24

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
OWNED BY		-5,000,000-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	8	SHARED DISPOSITIVE POWER
		-5,000,000-*

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WITH

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -5,000,000-

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

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

 12 TYPE OF REPORTING PERSON (See Instructions)
 OO

* Solely in its capacity as the investment advisor of each of Drawbridge Global Macro Fund LP, Drawbridge Global Macro Fund Ltd., Drawbridge Global Macro Intermediate Fund LP and Drawbridge Global Macro Master Fund Ltd.

SCHEDULE 13G

 CUSIP No. G0129K104

Page 25

 1 NAME OF REPORTING PERSON

 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
		-5,000,000-*

OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-

EACH	8	SHARED DISPOSITIVE POWER
REPORTING		-5,000,000-*

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PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,000,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
OO

* Solely in its capacity as the general partner of Drawbridge Global Macro Fund LP

SCHEDULE 13G

CUSIP No. G0129K104

Page 26

1 NAME OF REPORTING PERSON

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

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-30,000,000-*
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		-0-
	8	SHARED DISPOSITIVE POWER
		-30,000,000-*

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PERSON

WITH

-
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-30,000,000-
-
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)
-
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
44.7% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)
-
- 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) LP, Fortress Investment Fund III (Fund E) 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 Investment Fund III (Coinvestment Fund D) LP.

SCHEDULE 13G

CUSIP No. G0129K104

Page 27

-
- 1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Fortress Investment Fund GP (Holdings) LLC
-
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) | |
(b) | |
-
- 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 |
| | | -30,000,000-* |
-

Edgar Filing: Aircastle LTD - Form SC 13G

-0-

EACH
 REPORTING PERSON WITH
 8 SHARED DISPOSITIVE POWER
 -30,000,000-*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -30,000,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 44.7% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

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 28

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
 -235,000-*

OWNED BY 7 SOLE DISPOSITIVE POWER
 -0-

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EACH
 REPORTING PERSON WITH

8 SHARED DISPOSITIVE POWER
 -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)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

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 29

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
 -4,218,750-*

OWNED BY 7 SOLE DISPOSITIVE POWER
 -0-

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EACH
 REPORTING PERSON WITH
 8 SHARED DISPOSITIVE POWER
 -4,218,750-*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 -4,218,750-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 6.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
 OO

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

SCHEDULE 13G

CUSIP No. G0129K104

Page 30

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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 5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 -15,000-*

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OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		-15,000-*
WITH		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-15,000-	

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.0% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	

12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

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

SCHEDULE 13G

CUSIP No. G0129K104 Page 31

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

	5	SOLE VOTING POWER
		-0-
	6	SHARED VOTING POWER
		-15,000-*

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OWNED BY	7	SOLE DISPOSITIVE POWER
		-0-
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
		-15,000-*
PERSON		
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-15,000-

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)

12 TYPE OF REPORTING PERSON (See Instructions)
PN

* Solely in its capacity as the holder of all the issued and outstanding shares of beneficial interest of Fortress Partners Master Fund L.P.

SCHEDULE 13G

CUSIP No. G0129K104 Page 32

1	NAME OF REPORTING PERSON
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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
	-0-
	SHARES

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BENEFICIALLY	6		SHARED VOTING POWER -250,000-*
<hr style="border-top: 1px dashed black;"/>			
OWNED BY EACH	7		SOLE DISPOSITIVE POWER -0-
<hr style="border-top: 1px dashed black;"/>			
REPORTING PERSON WITH	8		SHARED DISPOSITIVE POWER -250,000-*
<hr style="border-top: 1px dashed black;"/>			
9			AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -250,000-
<hr style="border-top: 1px dashed black;"/>			
10			CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
<hr style="border-top: 1px dashed black;"/>			
11			PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)
<hr style="border-top: 1px dashed black;"/>			
12			TYPE OF REPORTING PERSON (See Instructions) OO

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

SCHEDULE 13G

CUSIP No. G0129K104	Page 33
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1	NAME OF REPORTING PERSON	
<hr style="border-top: 1px dashed black;"/>		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	FIG LLC	
<hr style="border-top: 1px dashed black;"/>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) (b)
<hr style="border-top: 1px dashed black;"/>		
3	SEC USE ONLY	
<hr style="border-top: 1px dashed black;"/>		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
<hr style="border-top: 1px dashed black;"/>		
NUMBER OF	5	SOLE VOTING POWER -0-

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SHARES	-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER -10,525,000-*
OWNED BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER -0-
WITH	8	SHARED DISPOSITIVE POWER -10,525,000-*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -10,525,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 15.7% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

* Solely in its capacity as the sole managing member of each of Fortress Partners Advisors LLC, Drawbridge Special Opportunities Advisors LLC and Drawbridge Global Macro Advisors LLC

SCHEDULE 13G

CUSIP No. G0129K104

Page 34

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Operating Entity I LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a)	
		(b)	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -10,525,000-*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -10,525,000-*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -10,525,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 15.7% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
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

Page 35

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -35,000,000-*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -35,000,000-*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -35,000,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 52.1% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

* Solely in its capacity as the sole managing member of each of Fortress Investment Fund GP (Holdings) LLC and Drawbridge Global Macro GP LLC

SCHEDULE 13G

CUSIP No.	G0129K104	Page 36
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON FIG Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	
	(b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -40,525,000-*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -40,525,000-*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -40,525,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 60.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
12	TYPE OF REPORTING PERSON (See Instructions) CO	

* Solely in its capacity as the general partner of each of Fortress Operating Entity I LP and Fortress Operating Entity II LP

SCHEDULE 13G

CUSIP No. G0129K104

Page 37

1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fortress Investment Group LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a)		
	(b)		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -40,525,000-*
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -40,525,000-*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -40,525,000-	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 60.3% (based on 67,155,379 shares of common stock outstanding as of February 12, 2007)	
12	TYPE OF REPORTING PERSON (See Instructions) OO	

* Solely in its capacity as the holder of all the issued and outstanding shares of beneficial interest 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) Drawbridge Special Opportunities Fund LP, a Delaware limited partnership directly owns shares described herein;

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- (ii) Drawbridge Special Opportunities Fund Ltd., a Bermuda company directly owns shares described herein;
- (iii) Drawbridge Global Macro Master Fund Ltd., a Bermuda company directly owns shares described herein;
- (iv) Fortress Investment Fund III LP, a Delaware limited partnership directly owns shares described herein;
- (v) Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership directly owns shares described herein;
- (vi) Fortress Investment Fund III (Fund C) LP, a Delaware limited partnership directly owns shares described herein;
- (vii) Fortress Investment Fund III (Fund D) LP, a Delaware limited partnership directly owns shares described herein;
- (viii) Fortress Investment Fund III (Fund E) LP, a Delaware limited partnership directly owns shares described herein;
- (ix) Fortress Investment Fund III (Coinvestment Fund A) LP, a Delaware limited partnership directly owns shares described herein;
- (x) Fortress Investment Fund III (Coinvestment Fund B) LP, a Delaware limited partnership directly owns shares described herein;
- (xi) Fortress Investment Fund III (Coinvestment Fund C) LP, a Delaware limited partnership directly owns shares described herein;
- (xii) Fortress Investment Fund III (Coinvestment Fund D) LP, a Delaware limited partnership directly owns shares described herein;
- (xiii) Fortress Partners Fund LP, a Delaware limited partnership directly owns shares described herein;
- (xiv) Fortress Partners Offshore Securities LLC, a Delaware limited liability company directly owns shares described herein;
- (xv) Fortress Partners Securities LLC, a Delaware limited liability company directly owns shares described herein;
- (xvi) Drawbridge Special Opportunities GP LLC, a Delaware limited liability company, is the general partner of Drawbridge Special Opportunities Fund LP;
- (xvii) Drawbridge Special Opportunities Advisors LLC, a Delaware limited liability company, is the investment advisor of each of Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Fund Ltd.;
- (xviii) Drawbridge Global Macro Intermediate Fund LP, a Cayman Islands limited partnership, owns approximately 91.9% of the issued and outstanding shares of Drawbridge Global Macro Master Fund Ltd.;
- (xix) DBGM Associates LLC, a Delaware limited liability company, is

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the general partner of Drawbridge Global Macro Intermediate Fund LP;

- (xx) Principal Holdings I LP, a Delaware limited partnership, is the sole managing member of DBGM Associates LLC;
- (xxi) Drawbridge Global Macro Fund Ltd., a Bermuda company, owns substantially all of the issued and outstanding shares of beneficial interest of Drawbridge Global Macro Intermediate Fund LP;
- (xxii) Drawbridge Global Macro Fund LP, a Delaware limited partnership, owns 8.1% of the issued and outstanding shares of beneficial interest of Drawbridge Global Macro Master Fund Ltd.;
- (xxiii) Drawbridge Global Macro GP LLC, a Delaware limited liability company, is the general partner of Drawbridge Global Macro Fund LP;
- (xxiv) Drawbridge Global Macro Advisors LLC, a Delaware limited liability company, is the investment advisor of each of Drawbridge Global Macro Fund LP, Drawbridge Global Macro Fund Ltd., Drawbridge Global Macro Intermediate Fund LP and Drawbridge Global Macro Master Fund Ltd.;
- (xxv) Fortress Fund III GP LLC, a Delaware limited liability