

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fortress Investment Holdings LLC</u>  (Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10105  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2006	3. Issuer Name and Ticker or Trading Symbol <u>Aircastle LTD [ AYR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	10,109,187.5	I	By Fortress Investment Fund III LLP <sup>(1)</sup> <sup>(2)(3)(4)</sup>
Common Shares	8,643,528	I	By Fortress Investment Fund III (Fund B) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	1,807,436.6	I	By Fortress Investment Fund III (Fund C) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	4,148,448	I	By Fortress Investment Fund III (Fund D) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	291,399.9	I	By Fortress Investment Fund III (Fund E) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	850,005.5	I	By Fortress Investment Fund III (Coinvestment Fund A) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	1,669,951.9	I	By Fortress Investment Fund III (Coinvestment Fund B) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	430,101.6	I	By Fortress Investment Fund III (Coinvestment Fund C) LP <sup>(1)(2)(3)(4)</sup>
Common Shares	2,049,941	I	By Fortress Investment Fund III (Coinvestment Fund D) LP <sup>(1)(2)(3)(4)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
Fortress Investment Holdings LLC  
 (Last) (First) (Middle)  
 1345 AVENUE OF THE AMERICAS  
 (Street)  
 NEW YORK NY 10105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FORTRESS INVESTMENT GROUP LLC

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FORTRESS PRINCIPAL INVESTMENT HOLDINGS II LLC](#)

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FORTRESS INVESTMENT FUND GP \(HOLDINGS\) LLC](#)

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FORTRESS FUND III GP LLC](#)

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fortress Investment Fund III LP](#)

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fortress Investment Fund III \(Fund B\) LP](#)

(Last) (First) (Middle)  
1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)  
NEW YORK NY 10105

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Fortress Investment Fund III \(Fund D\) LP](#)

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 16TH FLOOR

(Street)

NEW YORK NY 10105

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This report is the first of two Forms 3 filed jointly by certain of the entities described in Footnotes (2) through (4) below, which are direct or indirect 10% beneficial owners. These two Forms 3 constitute a single filing by Fortress Investment Holdings LLC and the beneficial owners described therein.
2. Includes 10,109,187.50 shares held by Fortress Investment Fund III LP("Fund III"), 8,643,528.00 shares held by Fortress Investment Fund III(Fund B) LP ("Fund B"), 1,807,436.60 shares held by Fortress Investment Fund III(Fund C) LP ("Fund C"), 4,148,448.00 shares held by Fortress Investment Fund III (Fund D) L.P. ("Fund D"), 291,399.90 shares held by Fortress Investment Fund III (Fund E) LP ("Fund E"), 850,005.50 shares held by Fortress Investment Fund III (Coinvestment Fund A) "Coinvestment Fund A", 1,669,951.90 shares held by Fortress Investment Fund III (Coinvestment Fund B) LP ("Coinvestment Fund B"), 430,101.60 shares held by Fortress Investment Fund III(Coinvestment Fund C) LP ("Coinvestment Fund C"), and 2,049,941.00 shares held by Fortress Investment Fund III (Coinvestment Fund D) L.P. ("Coinvestment Fund D") [continued in Footnote 2]
3. Fortress Fund III GP LLC ("FF III GP LLC") is the general partner of each of Fund III, Fund B, Fund C, Fund D, Fund E, Coinvestment Fund A, Coinvestment Fund B, Coinvestment Fund C and Coinvestment Fund D (collectively, the "Fund III Funds").
4. Fortress Principal Investment Holdings II (FPIH II) is the sole managing member of Fortress Investment Fund GP (Holdings) LLC which is the sole managing member of FF III GP LLC. Pursuant to a management agreement, Fortress Investment Group LLC ("FIG") is the manager of each of the Fund III Funds. FIG is 100% owned by Fortress Investment Holdings LLC ("FIH"). FIH and FPIH II are each owned by certain individuals, including Wesley R. Edens. By virtue of his ownership interests in FIH and FPIH II, Mr. Edens may be deemed to beneficially own the shares listed as beneficially owned by FIH and FPIH II. Mr. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

[See signatures included in Exhibit 99.1](#)

[08/07/2006](#)

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

This Statement on Form 3 is filed by Fortress Investment Holdings LLC, Fortress Investment Group LLC, Fortress Principal Investment Holdings II LLC, Fortress Investment Fund (GP) Holdings LLC, Fortress Fund III GP LLC, Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund D) LP.

This report is the first of two Forms 3 filed jointly by Fortress Investment Holdings LLC, Fortress Investment Group LLC, Fortress Principal Investment Holdings II LLC, Fortress Investment Fund (GP) Holdings LLC, Fortress Fund III GP LLC, Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund D) LP, Drawbridge Global Macro Advisors LP, Drawbridge Global Macro Fund LP, Drawbridge Global Macro Fund Ltd., Drawbridge Global Macro GP LLC, and Drawbridge Global Macro Master Fund Ltd, all of which are direct or indirect 10% beneficial owners. The principal business address of each of the Reporting Persons is 1345 Avenue of the Americas, 16th Floor, New York, NY 10105.

Name of Designated Filer: Fortress Investment Holdings LLC

Date of Event Requiring Statement: August 7, 2006

Issuer Name and Ticker or Trading Symbol: Aircastle Limited (AYR)

FORTRESS INVESTMENT HOLDINGS LLC

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS INVESTMENT GROUP LLC

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS PRINCIPAL INVESTMENT HOLDINGS II

/s/ Randal A. Nardone

-----  
By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

/s/ Randal A. Nardone

-----  
By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS FUND III GP LLC

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS INVESTMENT FUND III LP

By: Fortress Fund III GP LLC, Its General Partner

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS INVESTMENT FUND III (FUND B) LP

By: Fortress Fund III GP LLC, Its General Partner

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer

FORTRESS INVESTMENT FUND III (FUND D) LP

By: Fortress Fund III GP LLC, Its General Partner

/s/ Randal A. Nardone

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By: Randal A. Nardone  
Its: Chief Operating Officer