SeaCube Container Leasing Ltd. Form SC 13G/A April 26, 2013

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

## SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

SeaCube Container Leasing Ltd. (Name of Issuer)

Common Shares, par value \$0.01 per share (Title of Class of Securities)

#### G79978105 (CUSIP Number)

## April 26, 2013 (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).

CUSIP N	No. G79978105			
1	NAME OF	F REPORT	ING PERSON	
_			Company Ltd.	
2			OPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instru	ictions)		(a)
3	SEC USE	ONI V		(b)
5	SEC USE	UNL I		
4	CITIZENS	SHIP OR P	LACE OF ORGANIZATION	
	Bermuda			
		5	SOLE VOTING POWER	
			-0-	
	IBER OF SHARES	6	SHARED VOTING POWER	
	CIALLY OWNED B		-0-	
EACH F	REPORTING PERSC	DN7	SOLE DISPOSITIVE POWER	
	WITH	0		
		8	SHARED DISPOSITIVE POWER	
0			-0-	TRON
9	-0-	OUNT BE	NEFICIALLY OWNED BY EACH REPORTING PH	2KSON
10	CHECK IF THE AC	GGREGAT	E AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES (See
	Instructions)			
11	DEDCENT OF CLA			
11	0%	155 KEPKI	ESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT	ING PERS	SON (See Instructions)	
	00			

CUSIP N	No. G79978105		
1	NAME OF REPORT	ING PERSON	
2	Seacastle Inc.	ODDIATE DOVIE & MEMDED OF & CDOUD	
2		OPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
2			(b)
3	SEC USE ONLY		
4	CITIZENSHIP OR PL	LACE OF ORGANIZATION	
	Republic of the Marsl	hall Islands	
	5	SOLE VOTING POWER	
		-0-	
NUM	IBER OF SHARES 6	SHARED VOTING POWER	
BENEFI	ICIALLY OWNED BY	-0-*	
EACH F	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER	
		-0-*	
9	AGGREGATE AMOUNT BEI -0-	NEFICIALLY OWNED BY EACH REPORTING PE	RSON
10	CHECK IF THE AGGREGAT Instructions)	E AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
11	PERCENT OF CLASS REPRE	ESENTED BY AMOUNT IN ROW (9)	
	0%		
12	TYPE OF REPORTING PERS	ON (See Instructions)	

\* Solely in its capacity as the holder of all the issued and outstanding shares of Seacastle Operating Company Ltd.

CUSIP N	No. G79978105		
1	NAME OF REPORT	TING PERSON	
	Fortress Investment	Fund IV (Fund A) L.P.	
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
			(b)
3	SEC USE ONLY		
4			
4		PLACE OF ORGANIZATION	
	Cayman Islands		
	5	SOLE VOTING POWER -0-	
NUN	ABER OF SHARES 6	SHARED VOTING POWER	
BENEFI	ICIALLY OWNED BY	-0-*	
EACH F	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER -0-*	
9		ENEFICIALLY OWNED BY EACH REPORTING PL	ERSON
10	-0-		
10		TE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES (See
	Instructions)		
11	PERCENT OF CLASS REPR	ESENTED BY AMOUNT IN ROW (9)	
11	0%		
12	TYPE OF REPORTING PERS	SON (See Instructions)	
	PN		

\* Solely in its capacity as the holder of 23.3% of the issued and outstanding shares of Seacastle Inc.

CUSIP N	No. G79978105		
1	NAME OF REPORT	ING PERSON	
	Fortress Investment F	Fund IV (Fund D) L.P.	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
			(b)
3	SEC USE ONLY		
4		LACE OF ORGANIZATION	
	Cayman Islands		
	5	SOLE VOTING POWER	
	ABER OF SHARES 6	SHARED VOTING POWER	
	ICIALLY OWNED BY	-0-*	
EACH F	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER	
		-0-*	
9	AGGREGATE AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PH	ERSON
10	CHECK IF THE AGGREGAT	TE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
	Instructions)		
11	PERCENT OF CLASS REPRI	ESENTED BY AMOUNT IN ROW (9)	
	0%		
12	TYPE OF REPORTING PERS	SON (See Instructions)	
	PN		

\* Solely in its capacity as the holder of 13.9% of the issued and outstanding shares of Seacastle Inc.

CUSIP No. G7997	78105			
1	NAME OF	REPORT	ING PERSON	
_	FIG LLC			
2			OPRIATE BOX IF A MEMBER OF A GROUP	<i>(</i> )
	(See Instruct	tions)		(a)
3	SEC USE O			(b)
5	SEC USE O	INL I		
4	CITIZENSH	IIP OR P	LACE OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			-0-	
NUMBER OF	SHARES	6	SHARED VOTING POWER	
BENEFICIALLY	OWNED BY	ζ.	-0-*	
EACH REPORTI	NG PERSON	17	SOLE DISPOSITIVE POWER	
WITI	Η		-0-	
		8	SHARED DISPOSITIVE POWER	
			-0-*	
9 AGGRE	GATE AMO	UNT BE	NEFICIALLY OWNED BY EACH REPORTING PE	RSON
-0-				

- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%
- 12 TYPE OF REPORTING PERSON (See Instructions) OO

\* Solely in its capacity as the investment manager of each of: (i) 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 (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds"); and (ii) Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). The Fund III Funds and the Fund IV Funds, along with certain of Seacastle Inc.'s management, are the 100% owners of Seacastle Inc. Seacastle Operating Company Ltd. is wholly owned by Seacastle Inc.

CUSIP N	lo. G79978105			
1	NAME OF	REPORT	ING PERSON	
	Fortress Fu	nd III GP	LLC	
2	CHECK TI	HE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instrue	ctions)		(a)
				(b)
3	SEC USE (	ONLY		
4		HIP OR PI	LACE OF ORGANIZATION	
	Delaware	-		
		5	SOLE VOTING POWER	
		6	-0-	
	IBER OF SHARES	-	SHARED VOTING POWER	
	CIALLY OWNED B		-0-*	
EACH F	EPORTING PERSO	N7	SOLE DISPOSITIVE POWER	
	WITH		-0-	
		8	SHARED DISPOSITIVE POWER -0-*	
9	AGGREGATE AMO	DUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PE	ERSON
	-0-			
10	CHECK IF THE AG	GREGAT	E AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
	Instructions)			
11	PERCENT OF CLA	SS REPRE	ESENTED BY AMOUNT IN ROW (9)	
	0%			
12	TYPE OF REPORT	ING PERS	ON (See Instructions)	
	00			

\* Solely in its capacity as the general partner of each of the Fund III Funds.

CUSIP N	No. G79978105			
1	NAME OF RE	EPORTI	NG PERSON	
			and GP (Holdings) LLC	
2	CHECK THE	E APPRO	PRIATE BOX IF A MEMBER OF A GROUP	
	(See Instruction	ons)		(a)
				(b)
3	SEC USE ON	JLY		
4				
4		P OR PL	ACE OF ORGANIZATION	
	Delaware	_		
	5		SOLE VOTING POWER -0-	
NILIN	IBER OF SHARES 6		-0- SHARED VOTING POWER	
	ICIALLY OWNED BY		-0-*	
	REPORTING PERSON7		SOLE DISPOSITIVE POWER	
ЕАСП Г	WITH		-0-	
	w11H 8		-0- SHARED DISPOSITIVE POWER	
	0		-0-*	
9	AGGREGATE AMOU		EFICIALLY OWNED BY EACH REPORTING PE	ERSON
2	-0-*			
10	CHECK IF THE AGGE	REGATE	E AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
	Instructions)			× ×
11	PERCENT OF CLASS	REPRE	SENTED BY AMOUNT IN ROW (9)	
	0%			
12	TYPE OF REPORTING	G PERSO	ON (See Instructions)	
	00			

\* Solely in its capacity as the sole managing member of Fortress Fund III GP LLC.

CUSIP N	No. G79978105		
1	NAME OF REPO	RTING PERSON	
	Fortress Fund IV	GP L.P.	
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
			(b)
3	SEC USE ONLY		
4	CITIZENSHIP O	R PLACE OF ORGANIZATION	
	Cayman Islands		
	5	SOLE VOTING POWER	
		-0-	
NUM	IBER OF SHARES 6	SHARED VOTING POWER	
BENEFI	CIALLY OWNED BY	-0-*	
EACH F	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER -0-*	
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON
	-0-*		
10	CHECK IF THE AGGREC	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
	Instructions)		
11	DEDCENT OF CLASS DE	DESENTED DV A MOUNT IN DOW (0)	
11	0%	PRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTING PI	ERSON (See Instructions)	
	PN		

\* Solely in its capacity as the general partner of each of the Fund IV Funds.

CUSIP I	No. G79978105		
1	NAME OF REI	PORTING PERSON	
	Fortress Fund I	V GP Holdings Ltd.	
2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instruction	is)	(a)
			(b)
3	SEC USE ONL	Y	
4	CITIZENSHIP	OR PLACE OF ORGANIZATION	
	Cayman Islands	3	
	5	SOLE VOTING POWER	
		-0-	
NUN	ABER OF SHARES 6	SHARED VOTING POWER	
	ICIALLY OWNED BY	-0-*	
EACH I	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER -0-*	
9	AGGREGATE AMOUN -0-*	T BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
10	CHECK IF THE AGGRI Instructions)	EGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
11	PERCENT OF CLASS F 0%	REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTING OO	PERSON (See Instructions)	
* Solely	in its capacity as the gene	ral partner of Fortress Fund IV GP L.P.	

CUSIP N	No. G79978105		
1	NAME OF REPO	RTING PERSON	
	Fortress Operating	g Entity I LP	
2	CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
			(b)
3	SEC USE ONLY		
4	<b>CITIZENGUD O</b>		
4		R PLACE OF ORGANIZATION	
	Delaware 5	SOLE VOTING DOWED	
	5	SOLE VOTING POWER -0-	
NILIN	ABER OF SHARES 6	-0- SHARED VOTING POWER	
	ICIALLY OWNED BY	-0-*	
221,21	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
LACITI	WITH	-0-	
	8	SHARED DISPOSITIVE POWER	
	0	-0-*	
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING F	PERSON
10	CHECK IF THE AGGREG Instructions)	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES (See
11	PERCENT OF CLASS REP	PRESENTED BY AMOUNT IN ROW (9)	
10	TVDE OF DEDODTING DE	DSON (Sag Instructions)	

12 TYPE OF REPORTING PERSON (See Instructions) PN

\* Solely in its capacity as the holder of all the issued and outstanding interests of FIG LLC, as the sole managing member of Fortress Investment Fund GP (Holdings) LLC and as the holder of all the issued and outstanding interests of Fortress Fund IV GP Holdings Ltd.

CUSIP N	No. G79978105			
1	NAME	OF RE	PORTING PERSON	
	FIG Co	orp.		
2	CHECH	K THE	APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(See In	struction	ns)	(a)
				(b)
3	SEC U	SE ONI	LY	
4	CITIZI	NOLIE		
4	Delawa		POR PLACE OF ORGANIZATION	
	Delawa	ue 5	SOLE VOTING POWER	
		5	-0-	
NUN	IBER OF SHARE	ES 6	0	
	CIALLY OWNE		-0-*	
	REPORTING PER		-	
2.10111	WITH	60117	-0-	
		8	SHARED DISPOSITIVE POWER	
			-0-*	
9	AGGREGATE A	AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
	-0-*			
10		AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES (See
	Instructions)			
11		CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
10	0%			
12		ORTING	B PERSON (See Instructions)	
	CO			

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

CUSIP N	No. G79978105		
1	NAME OF REPO	RTING PERSON	
	Fortress Investmer		
2	CHECK THE APP	PROPRIATE BOX IF A MEMBER OF A GROUP	
	(See Instructions)		(a)
			(b)
3	SEC USE ONLY		
4		R PLACE OF ORGANIZATION	
4	Delaware	TEACE OF ORGANIZATION	
	Delawale 5	SOLE VOTING POWER	
	5	-0-	
NUN	IBER OF SHARES 6	SHARED VOTING POWER	
BENEFI	CIALLY OWNED BY	-0-*	
EACH F	REPORTING PERSON7	SOLE DISPOSITIVE POWER	
	WITH	-0-	
	8	SHARED DISPOSITIVE POWER -0-*	
9	AGGREGATE AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON
-	-0-*		
10	CHECK IF THE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES (See
	Instructions)		
11		PRESENTED BY AMOUNT IN ROW (9)	
	0%		
12	TYPE OF REPORTING PE	ERSON (See Instructions)	
	00		

\* 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 SeaCube Container Leasing Ltd. (the "Issuer").
	(b)	Address of Issuer's Principal Executive Offices:
		The Issuer's principal executive offices are located at 1 Maynard Drive, Park Ridge, New Jersey 07656.
Item 2.		
	(a)	Name of Person Filing:
		(i) Seacastle Operating Company Ltd., a Bermuda exempted company, directly owns shares of common shares of the Issuer described herein;
		(ii) Seacastle Inc., a Republic of the Marshall Islands corporation, is the holder of all the issued and outstanding interests of Seacastle Operating Company Ltd.;
		(iii) Fortress Investment Fund IV (Fund A) L.P., a Cayman Islands exempted limited partnership, is the holder of 23.3% of issued and outstanding shares of Seacastle Inc.
		(iv) Fortress Investment Fund IV (Fund D) L.P., a Cayman Islands exempted limited partnership, is the holder of 13.9% of issued and outstanding shares of Seacastle Inc.
		<ul> <li>(v) FIG LLC, a Delaware limited liability company, is the investment manager of each of: (i) Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III (Coinvestment Fund D) L.P., fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds"); and (ii) Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fun</li></ul>

(Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). The Fund III Funds and the Fund IV Funds, along with certain of Seacastle Inc.'s management, are the 100% owners of Seacastle Operating Company Ltd. (vi) Fortress Fund III GP LLC, a Delaware limited liability company, is the general partner of each of the Fund III Funds;

(vii) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company, is the sole managing member of Fortress Fund III GP LLC;

(viii) Fortress Fund IV GP L.P., a Cayman Islands exempted limited partnership, is the general partner of each of the Fund IV Funds;

(ix) Fortress Fund IV GP Holdings Ltd., a Cayman Islands exempted company, is the general partner of Fortress Fund IV GP L.P.;

(x) Fortress Operating Entity I LP, a Delaware limited partnership, is the holder of all the issued and outstanding interests of FIG LLC, the sole managing member of Fortress Investment Fund GP (Holdings) LLC and the holder of all the issued and outstanding interests of Fortress Fund IV GP Holdings Ltd.;

(xi) FIG Corp., a Delaware corporation, is the general partner of Fortress Operating Entity I LP; and

(xii) Fortress Investment Group LLC, a Delaware limited liability company, is the holder of all the issued and outstanding shares of FIG Corp.

The foregoing persons, except for the Fund III Funds and the Fund IV Funds (other than Fortress Investment Fund IV (Fund A) L.P. and Fortress Investment Fund IV (Fund D) L.P.), 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)

(c)

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: Chief Compliance Officer.

#### Citizenship:

Seacastle Operating Company Ltd. is an exempted company organized under the laws of Bermuda. Seacastle Inc. is a corporation organized under the laws of the Republic of the Marshall Islands. Each of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund D) L.P. and Fortress Fund IV GP L.P. is an exempted limited partnership organized under the laws of the Cayman Islands. Each of FIG LLC, Fortress Fund III GP LLC, Fortress Investment Fund GP (Holdings) LLC and Fortress Investment Group LLC is a limited liability company organized under the laws of the State of Delaware. Fortress Fund IV GP Holdings Ltd. is an exempted company organized under the laws of the Cayman Islands. Fortress Operating Entity I LP is a limited partnership organized under the laws of the State of Delaware. 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:	
		G79978105	
Item 3.	If this statement is filed pursuant to §§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. 780);
	(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 §240.13d-1(b)(1)(ii)(E);
	(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
	(g)		A parent holding company or control person in accordance with §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)		A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
	(k)		Group, in accordance with §240.13d-1(b)(1)(ii)(K).
Item 4.	Ownership.		
	А.	Seacastle Operating Company Ltd.	
		(a)	Amount beneficially owned: -0-
		(b)	Percent of class: 0%
		(c)	(i) Sole power to vote or direct the vote: -0-
			(ii) Shared power to vote or direct the vote: -0-
			(iii) Sole power to dispose or direct the disposition: -0-
			(iv) Shared power to dispose or direct the disposition: -0-

B. Seacastle Inc.

Sedeastie IIIc.	
(a)	Amount beneficially owned: -0-
(b)	Percent of class: 0%
(c)	(i) Sole power to vote or direct the vote: -0-
	(ii) Shared power to vote or direct the vote: -0-
	(iii) Sole power to dispose or direct the disposition: -0-
	(iv) Shared power to dispose or direct the disposition: -0-
Fortress Investment Fund IV (Fund	A) L.P.
(a)	Amount beneficially owned: -0-
(b)	Percent of class: 0%
(c)	(i) Sole power to vote or direct the vote: -0-
	(ii) Shared power to vote or direct the vote: -0-
	(iii) Sole power to dispose or direct the disposition: -0-
	(iv) Shared power to dispose or direct the disposition: -0-
D. Fortress Investment Fund IV (Fund D) L.P.	
(a)	Amount beneficially owned: -0-
(b)	Percent of class: 0%
(c)	(i) Sole power to vote or direct the vote: -0-
	(ii) Shared power to vote or direct the vote: -0-
	(iii) Sole power to dispose or direct the disposition: -0-
	(iv) Shared power to dispose or direct the disposition: -0-
FIG LLC	
(a)	Amount beneficially owned: -0-
(b)	Percent of class: 0%
(c)	(i) Sole power to vote or direct the vote: -0-
	(ii) Shared power to vote or direct the vote: -0-
	(iii) Sole power to dispose or direct the disposition: -0-
	(iv) Shared power to dispose or direct the disposition: -0-
Fortress Fund III GP LLC	
(a)	Amount beneficially owned: -0-
(b)	Percent of class: 0%
(c)	(i) Sole power to vote or direct the vote: -0-
	(b) (c) Fortress Investment Fund IV (Fund (a) (b) (c) Fortress Investment Fund IV (Fund (a) (b) (c) FIG LLC (a) (b) (c) Fortress Fund III GP LLC (a) (b)

		(ii) Shared power to vote or direct the vote: -0-	
		(iii) Sole power to dispose or direct the disposition: -0-	
		(iv) Shared power to dispose or direct the disposition: -0-	
G.	Fortress Investment Fund GP (Hold		
0.	(a)	Amount beneficially owned: -0-	
	(b)	Percent of class: 0%	
	(c)	(i) Sole power to vote or direct the vote: -0-	
		(ii) Shared power to vote or direct the vote: -0-	
		(iii) Sole power to dispose or direct the disposition: -0-	
		(iv) Shared power to dispose or direct the disposition: -0-	
H.	Fortress Fund IV GP L.P.		
	(a)	Amount beneficially owned: -0-	
	(b)	Percent of class: 0%	
	(c)	(i) Sole power to vote or direct the vote: -0-	
		(ii) Shared power to vote or direct the vote: -0-	
		(iii) Sole power to dispose or direct the disposition: -0-	
		(iv) Shared power to dispose or direct the disposition: -0-	
I.	Fortress Fund IV GP Holdings Ltd.		
	(a)	Amount beneficially owned: -0-	
	(b)	Percent of class: 0%	
	(c)	(i) Sole power to vote or direct the vote: -0-	
		(ii) Shared power to vote or direct the vote: -0-	
		(iii) Sole power to dispose or direct the disposition: -0-	
		(iv) Shared power to dispose or direct the disposition: -0-	
J.	Fortress Operating Entity I LP		
	(a)	Amount beneficially owned: -0-	
	(b)	Percent of class: 0%	
	(c)	(i) Sole power to vote or direct the vote: -0-	
		(ii) Shared power to vote or direct the vote: -0-	
		(iii) Sole power to dispose or direct the disposition: -0-	
		(iv) Shared power to dispose or direct the disposition: -0-	
		(iv) shared power to dispose of direct the disposition0-	

К.	FIG Corp.	
	(a)	Amount beneficially owned: -0-
	(b)	Percent of class: 0%
	(c)	(i) Sole power to vote or direct the vote: -0-
		(ii) Shared power to vote or direct the vote: -0-
		(iii) Sole power to dispose or direct the disposition: -0-
		(iv) Shared power to dispose or direct the disposition: -0-
L.	Fortress Investment Group LLC	
	(a)	Amount beneficially owned: -0-
	(b)	Percent of class: 0%
	(c)	(i) Sole power to vote or direct the vote: -0-
		(ii) Shared power to vote or direct the vote: -0-
		(iii) Sole power to dispose or direct the disposition: -0-

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

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

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

Not applicable.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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: April 26, 2013

## SEACASTLE OPERATING COMPANY LTD.

By:

/s/ Chris Annese Name:

Chris Annese Authorized Signatory

#### SIGNATURE

Title:

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: April 26, 2013

## SEACASTLE INC.

By:

/s/ Chris Annese Chris Annese Name: Title:

Authorized Signatory

[Signature Page 1 of 7 – Schedule 13G]

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: April 26, 2013

## FORTRESS INVESTMENT FUND IV (FUND A) L.P.

By:	FORTRESS FUND its general partner	IV GP L.P.
By:	FORTRESS FUND its general partner	IV GP HOLDINGS LTD.
By:	/s/ David N. Brooks Name: Title:	David N. Brooks Secretary

[Signature Page 2 of 7 – Schedule 13G]

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: April 26, 2013

# FORTRESS INVESTMENT FUND IV (FUND D) L.P.

By:	FORTRESS FUND its general partner	IV GP L.P.
By:	FORTRESS FUND its general partner	IV GP HOLDINGS LTD.
By:	/s/ David N. Brooks Name: Title:	David N. Brooks Secretary

[Signature Page 3 of 7 – Schedule 13G]

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: April 26, 2013

## FIG 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: April 26, 2013

## FORTRESS FUND III GP LLC

By:

/s/ David N. Brooks Name: David N. Brooks Title: Secretary

[Signature Page 4 of 7 – Schedule 13G]

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: April 26, 2013

## FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

By:

/s/ David N. Brooks Name: David N. Brooks Title: Secretary

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.

**SIGNATURE** 

Dated: April 26, 2013

FORTRESS FUND IV GP L.P.

By:

FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By:

/s/ David N. Brooks Name: David N. Brooks Title: Secretary

[Signature Page 5 of 7 – Schedule 13G]

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: April 26, 2013

## FORTRESS FUND IV GP HOLDINGS 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: April 26, 2013

#### FORTRESS OPERATING ENTITY I LP

By:

FIG CORP. its general partner

By:

/s/ David N. Brooks Name: David N. Brooks Title: Secretary

[Signature Page 6 of 7 – Schedule 13G]

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: April 26, 2013

## FIG CORP.

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: April 26, 2013

#### FORTRESS INVESTMENT GROUP LLC

By:

/s/ David N. Brooks Name: David N. Brooks Title: Secretary

[Signature Page 7 of 7 – Schedule 13G]

#### EXHIBIT INDEX

# Exhibit NumberExhibit99.1Joint Filing Agreement, by and among Seacastle Operating Company Ltd., Seacastle Inc., Fortress<br/>Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund D) L.P., FIG LLC, Fortress<br/>Fund III GP LLC, Fortress Investment Fund GP (Holdings) LLC, Fortress Fund IV GP L.P.,<br/>Fortress Fund IV GP Holdings Ltd., Fortress Operating Entity I LP, FIG Corp. and Fortress<br/>Investment Group LLC (previously filed as Exhibit 99.1 to the Schedule 13G filed on January 6,<br/>2012 and incorporated by reference herein).