

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

Fortress International Group, Inc.  
Form SC 13G/A  
February 13, 2008

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE 13G/A

(Amendment No. 3)\*

Under the Securities Exchange Act of 1934

Fortress International Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

34958D102  
(CUSIP Number)

December 31, 2007  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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 purposes 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).

Continued on following pages  
(Page 1 of 29 Pages)  
Exhibit List: Page 27

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

CUSIP No. 34958D102

13G

Page 2 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE FUND II, L.P.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
PN

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

CUSIP No. 34958D102

13G

Page 3 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE FUND IV, L.P.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
PN

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

CUSIP No. 34958D102

13G

Page 4 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
SATELLITE OVERSEAS FUND, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
  
(a)   
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
CAYMAN ISLANDS

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

CUSIP No. 34958D102

13G

Page 5 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
THE APOGEE FUND, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
  
(a)   
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
CAYMAN ISLANDS

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34958D102

13G

Page 6 of 29 Pages

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
SATELLITE OVERSEAS FUND V, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
  
(a) [ ]  
(b) [X]

---

(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  
0  
OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VI, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [ ]

(b) [X]

---

(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  
0

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VII, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [X]

---

(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  
0  
OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!



Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VIII, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\*  
CO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND IX, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)   
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34958D102

13G

Page 11 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE STRATEGIC FINANCE PARTNERS, LTD.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

---

NUMBER OF (5) SOLE VOTING POWER

SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER

0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT

IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

---

(12) TYPE OF REPORTING PERSON \*\*

CO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE ASSET MANAGEMENT, L.P.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [ ]  
(b) [X]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES\*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
IA;PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34958D102

13G

Page 13 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE FUND MANAGEMENT LLC

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ]  
(b) [X]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES\*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
OO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34958D102

13G

Page 14 of 29 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
SATELLITE ADVISORS, L.L.C.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ]  
(b) [X]

---

(3) SEC USE ONLY

---

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

---

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

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES\*\*  
[ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

---

(12) TYPE OF REPORTING PERSON \*\*  
OO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34958D102

13G

Page 15 of 29 Pages

---

Item 1(a). NAME OF ISSUER:

Fortress International Group, Inc.  
(the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

9841 Broken Land Parkway  
Columbia, Maryland 21046

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

(i) Satellite Fund II, L.P. ("Satellite II");

## Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

- (ii) Satellite Fund IV, L.P. ("Satellite IV");
- (iii) Satellite Overseas Fund, Ltd. ("Satellite Overseas")
- (iv) The Apogee Fund, Ltd. ("Apogee");
- (v) Satellite Overseas Fund V, Ltd. ("Satellite Overseas V");
- (vi) Satellite Overseas Fund VI, Ltd. ("Satellite Overseas VI");
- (vii) Satellite Overseas Fund VII, Ltd. ("Satellite Overseas VII");
- (viii) Satellite Overseas Fund VIII, Ltd. ("Satellite Overseas VIII");
- (ix) Satellite Overseas Fund IX, Ltd. ("Satellite Overseas IX");
- (x) Satellite Strategic Finance Partners, Ltd. ("SSFP");
- (xi) Satellite Asset Management, L.P. ("Satellite Asset Management");
- (xii) Satellite Fund Management LLC ("Satellite Fund Management"); and
- (xiii) Satellite Advisors, L.L.C. ("Satellite Advisors").

This statement relates to Shares (as defined herein) held by (i) Satellite II, Satellite IV (collectively, the "Delaware Funds") over which Satellite Advisors has discretionary trading authority, as general partner, and (ii) Satellite Overseas, Apogee, Satellite Overseas V, Satellite Overseas VI, Satellite Overseas VII, Satellite Overseas VIII, Satellite Overseas IX and SSFP (collectively, the "Offshore Funds" and together with the Delaware Funds, the "Satellite Funds") over which Satellite Asset Management has discretionary investment trading authority. The general partner of Satellite Asset Management is Satellite Fund Management. Satellite Fund Management and Satellite Advisors each share the same Executive Committee that make investment decisions on behalf of the Satellite Funds and investment decisions made by such Executive Committee, when necessary, are made through approval of a majority of the Executive Committee members.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 623 Fifth Avenue, 19th Floor, New York, NY 10022.

CUSIP No. 34958D102

13G

Page 16 of 29 Pages

---

Item 2(c). CITIZENSHIP:

- 1) Satellite II is a Delaware limited partnership;
- 2) Satellite IV is a Delaware limited partnership;
- 3) Satellite Overseas is a Cayman Islands exempted company;
- 4) Apogee is a Cayman Islands exempted company;
- 5) Satellite Overseas V is a Cayman Islands exempted company;
- 6) Satellite Overseas VI is a Cayman Islands exempted company;

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

- 7) Satellite Overseas VII is a Cayman Islands exempted company;
- 8) Satellite Overseas VIII is a Cayman Islands exempted company;
- 9) Satellite Overseas IX is a Cayman Islands exempted company;
- 10) SSFP is a Cayman Islands exempted company;
- 11) Satellite Asset Management is a Delaware limited partnership;
- 12) Satellite Fund Management is a Delaware limited liability company; and
- 13) Satellite Advisors is a Delaware limited liability company.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$.0001 par value per share (the "Shares").

Item 2(e). CUSIP NUMBER:

34958D102

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) or 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,

CUSIP No. 34958D102

13G

Page 17 of 29 Pages

- 
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
  - (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
  - (f)  Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
  - (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
  - (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,



Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

CUSIP No. 34958D102

13G

Page 18 of 29 Pages

---

Item 4. OWNERSHIP.

The percentages used herein and in the rest of Item 4 are calculated based upon the 11,931,700 shares of Common Stock issued and outstanding as of November 12, 2007, as described in the Issuer's Form 10-Q filed on November 14, 2007.

Satellite Fund II, L.P.  
-----

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or direct the vote 0
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 0

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(iv) Shared power to dispose or to direct the disposition of 0

Satellite Fund IV, L.P.

-----  
 (a) Amount beneficially owned: 0  
 (b) Percent of class: 0%  
 (c) Number of shares as to which the person has:  
     (i) Sole power to vote or direct the vote 0  
     (ii) Shared power to vote or to direct the vote 0  
     (iii) Sole power to dispose or to direct the disposition of 0  
     (iv) Shared power to dispose or to direct the disposition of 0

CUSIP No. 34958D102

13G

Page 19 of 29 Pages

Satellite Overseas Fund, Ltd.

-----  
 (a) Amount beneficially owned: 0  
 (b) Percent of class:0%  
 (c) Number of shares as to which the person has:  
     (i) Sole power to vote or direct the vote 0  
     (ii) Shared power to vote or to direct the vote 0  
     (iii) Sole power to dispose or to direct the disposition of 0  
     (iv) Shared power to dispose or to direct the disposition of 0

The Apogee Fund, Ltd.

-----  
 (a) Amount beneficially owned: 0  
 (b) Percent of class: 0%  
 (c) Number of shares as to which the person has:  
     (i) Sole power to vote or direct the vote 0  
     (ii) Shared power to vote or to direct the vote 0  
     (iii) Sole power to dispose or to direct the

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

	disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	0

Satellite Overseas Fund V, Ltd.  
-----

(a)	Amount beneficially owned:	0
(b)	Percent of class:	0%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	0

CUSIP No. 34958D102

13G

Page 20 of 29 Pages

---

Satellite Overseas Fund VI, Ltd.  
-----

(a)	Amount beneficially owned:	0
(b)	Percent of class:	0%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	0

Satellite Overseas Fund VII, Ltd.  
-----

(a)	Amount beneficially owned:	0
(b)	Percent of class:	0%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	0

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

(iv) Shared power to dispose or to direct the disposition of 0

Satellite Overseas Fund VIII, Ltd.  
-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote 0

(ii) Shared power to vote or to direct the vote 0

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

(iv) Shared power to dispose or to direct the disposition of 0

CUSIP No. 34958D102

13G

Page 21 of 29 Pages

Satellite Overseas Fund IX, Ltd.  
-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote 0

(ii) Shared power to vote or to direct the vote 0

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

(iv) Shared power to dispose or to direct the disposition of 0

Satellite Strategic Finance Partners, Ltd.  
-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote 0

(ii) Shared power to vote or to direct the vote 0

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

(iv) Shared power to dispose or to direct the disposition of 0

Satellite Asset Management, L.P.

-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i)	Sole power to vote or direct the vote		0
(ii)	Shared power to vote or to direct the vote	0	
(iii)	Sole power to dispose or to direct the disposition of		0
(iv)	Shared power to dispose or to direct the disposition of	0	

CUSIP No. 34958D102

13G

Page 22 of 29 Pages

Satellite Fund Management LLC

-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i)	Sole power to vote or direct the vote		0
(ii)	Shared power to vote or to direct the vote	0	
(iii)	Sole power to dispose or to direct the disposition of		0
(iv)	Shared power to dispose or to direct the disposition of	0	

Satellite Advisors, L.L.C.

-----

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i)	Sole power to vote or direct the vote		0
(ii)	Shared power to vote or to direct the vote	0	
(iii)	Sole power to dispose or to direct the disposition of		0
(iv)	Shared power to dispose or to direct the disposition of	0	

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

Satellite Asset Management, Satellite Fund Management and Satellite Advisors expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

CUSIP No. 34958D102

13G

Page 23 of 29 Pages

---

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 THE BENEFICIAL OWNER OF MORE THAN 5% OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [X]

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Satellite Asset Management and Satellite Fund Management have the power to direct the receipt of dividends from, or proceeds from the sale of, the securities held for the accounts of the Satellite Funds.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

This Item 7 is not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

This Item 8 is not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

This Item 9 is not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 34958D102

13G

Page 24 of 29 Pages

---

SIGNATURES

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

DATED: February 13, 2008

SATELLITE FUND II, L.P.

By: Satellite Advisors, L.L.C.,  
as General Partner

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE FUND IV, L.P.

By: Satellite Advisors, L.L.C.,  
as General Partner

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE OVERSEAS FUND, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

CUSIP No. 34958D102

13G

Page 25 of 29 Pages

---

DATED: February 13, 2008

THE APOGEE FUND, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND V, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VI, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VII, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VIII, LTD.

By: Satellite Asset Management L.P.,



Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

CUSIP No. 34958D102

13G

Page 26 of 29 Pages

---

DATED: February 13, 2008

SATELLITE OVERSEAS FUND IX, LTD.  
By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE STRATEGIC FINANCE PARTNERS, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE ASSET MANAGEMENT, L.P.

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE FUND MANAGEMENT LLC

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE ADVISORS, L.L.C.

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

CUSIP No. 34958D102

13G

Page 27 of 29 Pages

---

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that this statement on Schedule 13G with respect to the Common Stock of Fortress International Group, Inc., dated as of February 13, 2008, is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

DATED: February 13, 2008

SATELLITE FUND II, L.P.

By: Satellite Advisors, L.L.C.,  
as General Partner

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE FUND IV, L.P.

By: Satellite Advisors, L.L.C.,  
as General Partner

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE OVERSEAS FUND, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

CUSIP No. 34958D102

13G

Page 28 of 29 Pages

---

DATED: February 13, 2008

THE APOGEE FUND, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND V, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VI, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VII, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE OVERSEAS FUND VIII, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

Edgar Filing: Fortress International Group, Inc. - Form SC 13G/A

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

CUSIP No. 34958D102

13G

Page 29 of 29 Pages

---

DATED: February 13, 2008

SATELLITE OVERSEAS FUND IX, LTD.

By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE STRATEGIC FINANCE PARTNERS, LTD.  
By: Satellite Asset Management L.P.,  
as Investment Manager

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE ASSET MANAGEMENT, L.P.

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: General Counsel

DATED: February 13, 2008

SATELLITE FUND MANAGEMENT LLC

By: /s/ Simon Raykher

-----  
Name: Simon Raykher  
Title: Attorney-in-Fact

DATED: February 13, 2008

SATELLITE ADVISORS, L.L.C.

By: /s/ Simon Raykher

-----  
Name: Simon Raykher

Title: Attorney-in-Fact