

Cullen Agricultural Holding Corp
 Form 3
 November 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fortress Investment Group LLC | | | (Month/Day/Year) | | Cullen Agricultural Holding Corp [CAGZ] | |
| (Last) | (First) | (Middle) | 10/22/2009 | | | |
| 1345 AVENUE OF THE AMERICAS | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK, NY 10105 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Edgar Filing: Cullen Agricultural Holding Corp - Form 3

| | | | | | | | |
|----------|------------|------------|------------------|-----------|-------|----------------------------------|--|
| | | | | Shares | | or Indirect (I) (Instr. 5) | |
| Warrants | 10/22/2009 | 10/21/2013 | Common Shares | 2,559,500 | \$ 12 | I | See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |
| Fortress Principal Investment Holdings IV LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ David N. Brooks, as Authorized Signatory of Fortress Investment Group LLC | 11/10/2009 |
| **Signature of Reporting Person | Date |
| /s/ Glenn Cummins, as Authorized Signatory of Drawbridge Special Opportunities Advisors LLC | 11/10/2009 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, as Authorized Signatory of FIG Corp. | 11/10/2009 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, as Authorized Signatory of FIG LLC | 11/10/2009 |
| **Signature of Reporting Person | Date |
| /s/ David N. Brooks, as Authorized Signatory of FIG Corp., general partner of Fortress Operating Entity I LP | 11/10/2009 |
| **Signature of Reporting Person | Date |
| | 11/10/2009 |

/s/ David N. Brooks, as Authorized Signatory of Fortress Principal Investment Holdings IV LLC

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 2,303,550 Warrants by Drawbridge DSO Securities LLC, and 255,950 Warrants by Drawbridge OSO Securities LLC.
- Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I and FIG Corp. is wholly-owned by FIG. Drawbridge DSO Securities LLC is wholly-owned by
- (2) Drawbridge Special Opportunities Fund LP. Drawbridge Special Opportunities GP LLC is the general partner of Drawbridge Special Opportunities LP. Fortress Principal Investment Holdings IV LLC ("FPIH IV") is the sole managing member of Drawbridge Special Opportunities GP LLC. Drawbridge Special Opportunities Fund Ltd. ("DSOF Ltd.") owns 100% of Drawbridge OSO Securities LLC ("DOSO"). [Footnote Continues Below]
- Drawbridge Special Opportunities Intermediate Fund L.P. ("DSOIF") owns 100% of DSOF Ltd. Drawbridge Special Opportunities Offshore GP LLC ("DSOO GP") is the general partner of DSOIF, and Drawbridge Special Opportunities Offshore Fund Ltd. ("DSOOF") is the sole limited partner of DSOIF. Drawbridge Special Opportunities Advisors LLC ("DSOA") is the investment advisor of DSOF Ltd., Drawbridge Special Opportunities Fund LP, DSOIF, and DSOOF. FIG LLC is the sole managing member of DSOA, and FOE I is the sole managing member of FIG LLC, DSOO GP, and FPIH IV. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (3)

Â

Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â ReportingÂ PersonsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SEC'sÂ EDGAR

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.