

ODYSSEY MARINE EXPLORATION INC
Form SC 13G
March 22, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

Odyssey Marine Exploration, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

676118102
(CUSIP Number)

March 11, 2005
(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)

(Page 1 of 24 Pages)

*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).

CUSIP No. 676118102

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

Drawbridge Global Macro Fund LP

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

- (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
OWNED BY ----- 320,662

EACH (7) SOLE DISPOSITIVE POWER
REPORTING ----- 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
----- 320,662

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
----- 320,662

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
----- 0.76%

(12) TYPE OF REPORTING PERSON
----- PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Drawbridge Global Macro GP LLC

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER

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PERSON WITH (8) SHARED DISPOSITIVE POWER 3,562,907

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,562,907

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.42%

(12) TYPE OF REPORTING PERSON 00

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Drawbridge Global Macro Fund Ltd

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(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 3,242,245

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 3,242,245

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,242,245

(10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 7.66%

(12) TYPE OF REPORTING PERSON 00

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Drawbridge Global Macro Master Fund Ltd

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(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 3,562,907
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 3,562,907

(9) AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON 3,562,907

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 8.42%

(12) TYPE OF REPORTING PERSON 00

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 Drawbridge Special Opportunities Fund LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (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 454,695

EACH (7) SOLE DISPOSITIVE POWER
 REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
 454,695

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 454,695

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

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 1.09%

(12) TYPE OF REPORTING PERSON
 PN

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

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OF ABOVE PERSONS (ENTITIES ONLY)

Drawbridge Investment Partners LLC

(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

0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

678,649

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER

678,649

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

678,649

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

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

1.63%

(12) TYPE OF REPORTING PERSON

00

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

Drawbridge Special Opportunities 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

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EACH (7) SOLE DISPOSITIVE POWER 0
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 454,695

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 454,695

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

 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.09%

 (12) TYPE OF REPORTING PERSON OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 Drawbridge Special Opportunities Advisors LLC

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (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 678,649
 OWNED BY -----
 EACH (7) SOLE DISPOSITIVE POWER 0
 REPORTING -----
 PERSON WITH (8) SHARED DISPOSITIVE POWER 678,649

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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678,649

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

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 1.63%

 (12) TYPE OF REPORTING PERSON
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (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 4,241,556

 EACH (7) SOLE DISPOSITIVE POWER
 REPORTING 0

 PERSON WITH (8) SHARED DISPOSITIVE POWER
 4,241,556

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 4,241,556

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

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 9.98%

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(12) TYPE OF REPORTING PERSON

IA

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO.

OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Holdings LLC

(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

0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

4,241,556

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER

4,241,556

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

4,241,5566

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

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

9.98%

(12) TYPE OF REPORTING PERSON

OO

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 Fortress Principal Investment Holdings II LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) [X]
 (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 775,357

EACH (7) SOLE DISPOSITIVE POWER
 REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
 775,357

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 775,357

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

(11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 1.82%

(12) TYPE OF REPORTING PERSON
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is Odyssey Marine Exploration, Inc., a Nevada corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

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The Issuer's principal executive offices are located at 5215 West Laurel Street, Tampa, FL 33607.

Item 2(a) Name of Person Filing.

This statement is filed by:

- (i) Drawbridge Global Macro Fund LP, a Delaware limited partnership ("Drawbridge Global Macro LP"), is one of two shareholders of Drawbridge Global Macro Master Fund Ltd, a company organized under the laws of the Cayman Islands ("Drawbridge Global Macro Master");
- (ii) Drawbridge Global Macro GP LLC, a Delaware limited liability company ("Drawbridge Global Macro GP"), is the general partner of Drawbridge Global Macro LP;
- (iii) Drawbridge Global Macro Fund Ltd, a company organized under the laws of the Cayman Islands ("Drawbridge Global Macro Ltd"), is one of two shareholders of Drawbridge Global Macro Master;
- (iv) Drawbridge Global Macro Master is wholly owned by Drawbridge Global Macro LP and Drawbridge Global Macro Ltd and directly owns a portion of the shares described herein;
- (v) Drawbridge Global Macro Advisors LLC, a Delaware limited liability company ("Drawbridge Global Macro Advisors"), acts as investment advisor to Drawbridge Global Macro LP and Drawbridge Global Macro Ltd;
- (vi) Drawbridge Special Opportunities Fund LP, a Delaware limited partnership ("Drawbridge Special Opportunities LP"), is one of two members of Drawbridge Investment Partners LLC, a Delaware limited liability company ("Drawbridge Investment Partners");
- (vii) Drawbridge Special Opportunities GP LLC, a Delaware limited liability company ("Drawbridge Special Opportunities GP"), is the general partner of Drawbridge Special Opportunities LP;
- (viii) Drawbridge Special Opportunities Fund Ltd, a company organized under the laws of the Cayman Islands ("Drawbridge Special Opportunities Ltd"), is one of two members of Drawbridge Investment Partners;
- (ix) Drawbridge Investment Partners is wholly owned by Drawbridge Special Opportunities LP and Drawbridge Special Opportunities Ltd and directly owns a portion of the shares described herein;
- (x) Drawbridge Special Opportunities Advisors LLC, a Delaware limited liability company ("Drawbridge Special Opportunities Advisors"), acts as advisor to both Drawbridge Special Opportunities LP and Drawbridge Special Opportunities Ltd;

- (xi) Fortress Investment Group LLC, a Delaware limited liability

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company ("FIG"), is the sole managing member of Drawbridge Global Macro Advisors and Drawbridge Special Opportunities Advisors;

- (xii) Fortress Investment Holdings LLC, a Delaware limited liability company ("Fortress Investment Holdings"), is the sole managing member of FIG; and
- (xiii) Fortress Principal Investment Holdings II LLC, a Delaware limited liability company ("Fortress Principal Investment Holdings"), is the sole managing member of each of Drawbridge Global Macro GP and Drawbridge Special Opportunities GP.

The foregoing persons 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.

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 1251 Avenue of the Americas, Suite 1600, New York, New York 10020, Attention: Michael Cohn.

Item 2(c) Citizenship

Each of Drawbridge Global Macro GP, Drawbridge Investment Partners, Drawbridge Global Macro Advisors, Drawbridge Special Opportunities GP, Drawbridge Special Opportunities Advisors, Fortress Investment Holdings, Fortress Principal Investment Holdings, and FIG is a limited liability company organized under the laws of the State of Delaware. Each of Drawbridge Global Macro LP and Drawbridge Special Opportunities LP is a limited partnership organized under the laws of the State of Delaware. Each of Drawbridge Global Macro Master, Drawbridge Global Macro Ltd and Drawbridge Special Opportunities Ltd is a company organized under the laws of the Cayman Islands.

Item 2(d) Title of Class of Securities:

Common Stock, \$0.0001 par value, referred to herein, in whole or in part, as the "shares."

Item 2(e) CUSIP Number:

676118102

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,
- (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),

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- (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,
- (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 Rule 13d-1(c), check this box:

Item 4. Ownership.

The percentages used in this Item 4 are calculated based upon 41,308,099 shares of Common Stock issued and outstanding as of March 15, 2005 as indicated by the Issuer to the Reporting Person. As of the date of this filing, Drawbridge Global Macro Master is the beneficial owner of (i) 2,554,907 shares of Common Stock owned outright and (ii) 1,008,000 shares of Common Stock currently issuable upon the exercise of certain warrants (the "Warrants"), the terms of which are subject to limitations such that the Warrants may not be exercised if doing so would result in the Reporting Person having aggregate beneficial ownership of more than 9.99% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation"). As of the date of this filing, Drawbridge Investment Partners is the beneficial owner of (i) 486,649 shares of Common Stock owned outright and (ii) Warrants to purchase 192,000 shares of Common Stock subject to the Ownership Limitation.

Drawbridge Global Macro LP owns approximately 9% of Drawbridge Global Macro Master and Drawbridge Global Macro Ltd owns approximately 91% of Drawbridge Global Macro Master. Drawbridge Special Opportunities LP owns 67% of Drawbridge Investment Partners and Drawbridge Special Opportunities Ltd owns 33% of Drawbridge Investment Partners.

- A. Drawbridge Global Macro LP
 - (a) Amount beneficially owned: 320,662
 - (b) Percent of class: 0.76%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 320,662
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 320,662
- B. Drawbridge Global Macro GP
 - (a) Amount beneficially owned: 320,662
 - (b) Percent of class: 0.76%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 320,662
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 320,662
- C. Drawbridge Global Macro Advisors
 - (a) Amount beneficially owned: 3,562,907
 - (b) Percent of class: 8.42%
 - (c) (i) Sole power to vote or direct the vote: -0-

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- (ii) Shared power to vote or direct the vote: 3,562,907
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,562,907

D. Drawbridge Global Macro Ltd

- (a) Amount beneficially owned: 3,242,245
- (b) Percent of class: 7.66%

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,242,245
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,242,245

E. Drawbridge Global Macro Master

- (a) Amount beneficially owned: 3,562,907
- (b) Percent of class: 8.42%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,562,907
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,562,907

F. Drawbridge Special Opportunities LP

- (a) Amount beneficially owned: 454,695
- (b) Percent of class: 1.09%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 454,695
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 454,695

G. Drawbridge Investment Partners

- (a) Amount beneficially owned: 678,649
- (b) Percent of class: 1.63%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 678,649
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 678,649

H. Drawbridge Special Opportunities Ltd

- (a) Amount beneficially owned: 223,954
- (b) Percent of class: 0.54%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 223,954
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 223,954

I. Drawbridge Special Opportunities GP

- (a) Amount beneficially owned: 454,695
- (b) Percent of class: 1.09%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 454,695
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 454,695

J. Drawbridge Special Opportunities Advisors

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- (a) Amount beneficially owned: 678,649
- (b) Percent of class: 1.63%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 678,649
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 678,649

K. FIG

- (a) Amount beneficially owned: 4,241,556
- (b) Percent of class: 9.98%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,241,556
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,241,556

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L. Fortress Investment Holdings

- (a) Amount beneficially owned: 4,241,556
- (b) Percent of class: 9.98%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,241,556
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,241,556

M. Fortress Principal Investment Holdings

- (a) Amount beneficially owned: 775,357
- (b) Percent of class: 1.82%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 775,357
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 775,357

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 five percent of the class of securities, check the following [].

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.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

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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 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.

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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: March 22, 2005

DRAWBRIDGE GLOBAL MACRO FUND LP

By: DRAWBRIDGE GLOBAL MACRO GP LLC
its general partner

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO GP LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO ADVISORS LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO FUND LTD

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP

By: DRAWBRIDGE SPECIAL OPPORTUNITIES GP LLC

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its general partner

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

CUSIP No. 676118102

13G

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DRAWBRIDGE SPECIAL OPPORTUNITIES GP LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO MASTER FUND LTD

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LTD

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE INVESTMENT PARTNERS LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

FORTRESS INVESTMENT GROUP LLC

By: /s/ Daniel Bass

Name: Daniel Bass
Title: Authorized Person

FORTRESS INVESTMENT HOLDINGS LLC

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By: /s/ Daniel Bass

Name: Daniel Bass
Title: Authorized Person

FORTRESS PRINCIPAL INVESTMENT HOLDINGS II LLC

By: /s/ Daniel Bass

Name: Daniel Bass
Title: Authorized Person

Schedule 13G

CUSIP No. 676118102

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EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: March 22, 2005

DRAWBRIDGE GLOBAL MACRO FUND LP

By: DRAWBRIDGE GLOBAL MACRO GP LLC
its general partner

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO GP LLC

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

DRAWBRIDGE GLOBAL MACRO ADVISORS LLC

By: /s/ Kevin Treacy

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Name: Kevin Treacy
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DRAWBRIDGE GLOBAL MACRO FUND LTD

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

CUSIP No. 676118102

13G

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DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP

By: DRAWBRIDGE SPECIAL OPPORTUNITIES GP LLC
its general partner

By: /s/ Kevin Treacy

Name: Kevin Treacy
Title: Chief Financial Officer

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CUSIP No. 676118102

13G

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FORTRESS PRINCIPAL INVESTMENT HOLDINGS II LLC

By: /s/ Daniel Bass

Name: Daniel Bass
Title: Authorized Person