

Fortress International Group, Inc.

Form SC 13G/A

February 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**FORTRESS INTERNATIONAL GROUP, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**34957J100**

(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 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).

Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications:

Taylor H. Wilson, Esq.

Haynes and Boone, LLP

901 Main Street, Suite 3100

Dallas, Texas 75202

(214) 651-5000

CUSIP No. 34957J100

NAMES OF REPORTING PERSONS.

1

Southwell Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 795,500

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 795,500

SHARED DISPOSITIVE POWER

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

795,500

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

o

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

6.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 34957J100

NAMES OF REPORTING PERSONS.

1

Southwell Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 795,500

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 795,500

SHARED DISPOSITIVE POWER

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

795,500

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

o

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

6.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 34957J100

NAMES OF REPORTING PERSONS.

1

Southwell Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 795,500

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 795,500

SHARED DISPOSITIVE POWER

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

795,500

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

o

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

6.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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CUSIP No. 34957J100

NAMES OF REPORTING PERSONS.

**1**  
Wilson S. Jaeggli

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3**  
SEC USE ONLY

**4**  
CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	<b>5</b>	SOLE VOTING POWER
NUMBER OF		795,500
SHARES	<b>6</b>	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING		795,500
PERSON		
WITH:	<b>8</b>	SHARED DISPOSITIVE POWER
		0

**9**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
795,500

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

o

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

6.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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**Item 1.**

**(a) Name of Issuer**

FORTRESS INTERNATIONAL GROUP, Inc.

**(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 jointly filed by and on behalf of Southwell Partners, L.P., Southwell Management, L.P., Southwell Holdings, LLC, and Wilson S. Jaeggli. Southwell Management is the general partner of Southwell Partners and may be deemed to beneficially own securities owned and/or held by and/or for the account and/or benefit of Southwell Partners. Southwell Holdings is the general partner of Southwell Management and may be deemed to beneficially own securities owned and/or held by and/or for the account and/or benefit of Southwell Management. Mr. Jaeggli is the managing director of Southwell Holdings and may be deemed to beneficially own securities owned and/or held by and/or for the account and/or benefit of Southwell Holdings.

Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each of the reporting persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

**(b) Address of Principal Business Office or, if none, Residence**

The address of the principal business office of each of the reporting persons is 1901 North Akard, 2nd Floor, Dallas, Texas 75201.

**(c) Citizenship**

See the disclosure provided in response to Item 4 on the attached cover page(s).

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

34957J100

**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. 78o).
- (b)  A Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  An insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  An 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 associations 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 group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

See the disclosure provided in response to Item 9 on the attached cover page(s).

**(b) Percent of class:**

See the disclosure provided in response to Item 11 on the attached cover page(s).

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

**(i) Sole power to vote or to direct the vote:**

See the disclosure provided in response to Item 5 on the attached cover page(s).

**(ii) Shared power to vote or to direct the vote:**

See the disclosure provided in response to Item 6 on the attached cover page(s).

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

See the disclosure provided in response to Item 7 on the attached cover page(s).

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

See the disclosure provided in response to Item 8 on the attached cover page(s).



**Item 5. Ownership of 5% 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 o.

**Item 6. Ownership of More than 5 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 or Control Person.**

Not Applicable

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

Each of the reporting persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

**Item 9. Notice of Dissolution of Group**

Each of the reporting persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the reporting persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

**Item 10. Certifications**

(a) Not Applicable

(b) 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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**SIGNATURE**

Each reporting person certifies that, after reasonable inquiry and to the best of such reporting person's knowledge and belief, the information set forth in this statement is true, complete and correct.

**Date: February 12, 2008**

**Southwell Partners, L.P.**

By: Southwell Management, L.P.  
Its: General Partner

By: Southwell Holdings, LLC  
Its: General Partner

By: /s/ Wilson S. Jaeggli

Name: Wilson S. Jaeggli  
Title: Managing Director

**Date: February 12, 2008**

**Southwell Management, L.P.**

By: Southwell Holdings, LLC  
Its: General Partner

By: /s/ Wilson S. Jaeggli

Name: Wilson S. Jaeggli  
Title: Managing Director

**Date: February 12, 2008**

**Southwell Holdings, LLC**

By: /s/ Wilson S. Jaeggli

Name: Wilson S. Jaeggli  
Title: Managing Director

**Date: February 12, 2008**

**Wilson S. Jaeggli**

By: /s/ Wilson S. Jaeggli

Name: Wilson S. Jaeggli

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<b>99.1</b>	Joint Filing Agreement (incorporated herein by reference from Exhibit 99.1 to the Schedule 13G relating to the common stock of the issuer filed July 20, 2007 by the reporting person(s) with the Commission)