

AMENDMENT TO LETTER AGREEMENT

DATED AS OF SEPTEMBER 29, 2016

Reference is hereby made to that Letter Agreement dated as of June 29, 2016 (the “**Letter Agreement**”) among GE Capital Aviation Services Limited (formerly, GE Capital Aviation Services, Limited), Airplanes U.S. Trust, Airplanes Limited, Airplanes Holdings Limited (formerly, GPA II Limited) and AeroUSA, Inc. Any capitalized term used herein and not defined shall have the meaning assigned to it in the Letter Agreement.

W I T N E S S E T H :

WHEREAS, the Parties wish to amend the Letter Agreement to extend the deadline upon which it expires;

NOW, THEREFORE, it is hereby agreed as follows:

1. Section 6 of the Letter Agreement is hereby amended to state as follows:

Section 6. *Term and Termination of Letter Agreement.* This Letter Agreement shall terminate on the earlier of (a) the entry by the parties to the MOU into a definitive settlement agreement, the principal terms of which are described in the MOU or (b) March 31, 2017.

2. Neither the Letter Agreement nor this Amendment is intended to waive the right of GE Capital Aviation Services Limited to payment when and in the amount due of fees and expenses pursuant to the Servicing Agreement or applicable law, or to waive any default remedy or termination right arising out of the failure to pay any such fees or expenses in the amount and when due.
3. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.
4. All other terms of the Letter Agreement, except as specifically amended herein, shall remain in full force and effect as if set forth herein at length.

[Signature page follows.]

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to the Letter Agreement to be duly executed as of the date first above written.

GE CAPITAL AVIATION SERVICES
LIMITED

By:  _____

Name: Declan Hartnett

Title: Director

Signed at: Shannon Ireland

AIRPLANES U.S. TRUST

By: _____

Name:

Title:

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to the Letter Agreement to be duly executed as of the date first above written.

GE CAPITAL AVIATION SERVICES
LIMITED

By: _____
Name:
Title:

AIRPLANES U.S. TRUST

By: *[Signature]*
Name:
Title:

AIRPLANES LIMITED

By: J. Darter.
Name:
Title:

AIRPLANES HOLDINGS LIMITED

By: J. Darter.
Name:
Title:

AEROUSA, INC.

By: J. Darter.
Name:
Title: