



# QUARTERLY REPORT

For the quarterly period ended June 30, 2007

of

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**Subclass A-8 and A-9 Certificates due March 15, 2019**

**Class B, C and D Certificates due March 15, 2019**

**[www.airplanes-group.com](http://www.airplanes-group.com)**

## **Airplanes Limited and Airplanes U.S. Trust**

### **Quarterly Report for the Three Month Period Ended June 30, 2007**

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## 1. Financial Statements (Unaudited)

### AIRPLANES GROUP

#### UNAUDITED CONDENSED BALANCE SHEETS

	March 31,			June 30,		
	2007 (As Restated)			2007		
	Airplanes Limited	Airplanes Trust (\$millions)	Combined	Airplanes Limited	Airplanes Trust (\$millions)	Combined
<b>ASSETS</b>						
Cash	77	6	83	85	6	91
Accounts receivable						
Trade receivables	10	1	11	9	1	10
Allowance for doubtful debts	(2)	(1)	(3)	(2)	(1)	(3)
Amounts due from Airplanes Limited	-	59	59	-	54	54
Prepaid expenses	15	1	16	21	1	22
Total Current Assets	100	66	166	113	61	174
Net investment in capital and sales type leases	-	-	-	-	-	-
Aircraft, Held for Use	1,044	12	1,056	1,012	12	1,024
Aircraft, Held for Sale	3	-	3	6	-	6
Total assets	1,147	78	1,225	1,131	73	1,204
<b>LIABILITIES</b>						
Accrued expenses and other liabilities	6,257	615	6,872	6,727	657	7,384
Amounts due to Airplanes Trust	59	-	59	54	-	54
Total Current Liabilities	6,316	615	6,931	6,781	657	7,438
Indebtedness	2,470	240	2,710	2,451	240	2,691
Provision for maintenance	-	-	-	-	-	-
Deferred income taxes	-	23	23	-	23	23
Total liabilities	8,786	878	9,664	9,232	920	10,152
Common Stock, \$1 par value per share, Authorised 10,000 shares; issued and outstanding 30 shares.	-	-	-	-	-	-
Net liabilities	(7,639)	(800)	(8,439)	(8,101)	(847)	(8,948)
	1,147	78	1,225	1,131	73	1,204

*The accompanying notes are an integral part of the unaudited condensed financial statements*

**AIRPLANES GROUP**

**UNAUDITED CONDENSED STATEMENTS OF OPERATIONS**

	Three Months Ended June 30,					
	2006 (As Restated)			2007		
	Airplanes Limited	Airplanes Trust (\$millions)	Combined	Airplanes Limited	Airplanes Trust (\$millions)	Combined
<b>Revenues</b>						
Aircraft leasing	54	2	56	51	1	52
Aircraft sales	2	-	2	7	-	7
<b>Expenses</b>						
Cost of Aircraft Sold	(1)	-	(1)	(5)	-	(5)
Impairment charge	(4)	-	(4)	(3)	-	(3)
Depreciation and amortisation	(19)	(1)	(20)	(17)	(1)	(18)
Net interest expense	(369)	(37)	(406)	(480)	(47)	(527)
Other lease costs	(24)	(1)	(25)	(10)	-	(10)
Selling, general and administrative expenses	(7)	-	(7)	(7)	-	(7)
<b>Operating loss before provision for income taxes</b>	(368)	(37)	(405)	(464)	(47)	(511)
Income tax Charge	-	-	-	-	-	-
<b>Net Loss</b>	(368)	(37)	(405)	(464)	(47)	(511)

*The accompanying notes are an integral part of the unaudited condensed financial statements*

**AIRPLANES GROUP**

**UNAUDITED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)**

	Three Months Ended June 30,					
	2006 (As Restated)			2007		
	Airplanes Limited	Airplanes Trust (\$millions)	Combined	Airplanes Limited	Airplanes Trust (\$millions)	Combined
Loss for the period	(368)	(37)	(405)	(464)	(47)	(511)
Other Comprehensive Gain						
- Net change in cashflow hedges	4	1	5	2	-	2
<b>Total Comprehensive loss</b>	<u>(364)</u>	<u>(36)</u>	<u>(400)</u>	<u>(462)</u>	<u>(47)</u>	<u>(509)</u>

*The accompanying notes are an integral part of the unaudited condensed financial statements*

AIRPLANES GROUP

UNAUDITED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT/NET LIABILITIES

Three Months Ended June 30, 2006 and June 30, 2007

	Airplanes Limited			Airplanes Trust			Combined Shareholders Deficit/ Net Liabilities	
	Share Capital	Accumulated Loss	Other Comprehensive Loss	Shareholders' Deficit	Accumulated Loss	Other Comprehensive Loss		Shareholders Deficit
	(\$millions)	(\$millions)	(\$millions)	(\$millions)	(\$millions)	(\$millions)	(\$millions)	
<b>Balance at March 31, 2006 (As restated)</b>	-	6,035	(17)	6,018	652	(2)	650	6,668
Net loss for the period (As Restated)	-	368	-	368	37	-	37	405
Other Comprehensive Loss	-	-	(4)	(4)	-	(1)	(1)	(5)
<b>Balance at June 30, 2006 (As Restated)</b>	<u>-</u>	<u>6,403</u>	<u>(21)</u>	<u>6,382</u>	<u>689</u>	<u>(3)</u>	<u>686</u>	<u>7,068</u>
<b>Balance at March 31, 2007 (As Restated)</b>	-	7,648	(9)	7,639	801	(1)	800	8,439
Net loss for the period	-	464	-	464	47	-	47	511
Other Comprehensive Loss	-	-	(2)	(2)	-	-	-	(2)
<b>Balance at June 30, 2007</b>	<u>-</u>	<u>8,112</u>	<u>(11)</u>	<u>8,101</u>	<u>848</u>	<u>(1)</u>	<u>847</u>	<u>8,948</u>

*The accompanying notes are an integral part of the unaudited condensed financial statements*

**AIRPLANES GROUP**

**UNAUDITED CONDENSED STATEMENTS OF CASHFLOWS**

	Three Months Ended June 30,					
	2006 (As Restated)			2007		
	Airplanes Limited	Airplanes Trust (\$millions)	Combined	Airplanes Limited	Airplanes Trust (\$millions)	Combined
<b>Cash flows from operating activities</b>						
Net loss	(363)	(37)	(400)	(464)	(47)	(511)
Adjustment to reconcile (net loss) to net cash provided by operating activities:						
Depreciation	18	1	19	17	1	18
Impairment Charge	-	-	-	3	-	3
Profit on disposal of aircraft	(1)	-	(1)	(2)	-	(2)
Deferred income taxes	-	-	-	-	-	-
Provision for bad debts	(3)	-	(3)	-	-	-
Accrued and deferred interest expense	354	35	389	466	46	512
<b>Changes in operating assets &amp; liabilities:</b>						
Purchase/Sale of aircraft	2	-	2	7	-	7
Accounts receivable	2	1	3	1	2	3
Other accruals and liabilities	8	-	8	2	(2)	-
Other assets	(4)	-	(4)	(3)	-	(3)
<b>Net cash provided by operating activities</b>	<b>13</b>	<b>-</b>	<b>13</b>	<b>27</b>	<b>-</b>	<b>27</b>
<b>Cash flows from financing activities</b>						
Repayment of indebtedness	(13)	-	(13)	(19)	-	(19)
<b>Net cash used in financing activities</b>	<b>(13)</b>	<b>-</b>	<b>(13)</b>	<b>(19)</b>	<b>-</b>	<b>(19)</b>
<b>Net increase (decrease) in cash</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8</b>	<b>-</b>	<b>8</b>
<b>Cash at beginning of period</b>	<b>78</b>	<b>6</b>	<b>84</b>	<b>77</b>	<b>6</b>	<b>83</b>
Less: restricted cash	-	(6)	(6)	-	(6)	(6)
<b>Cash and cash equivalents at beginning of period</b>	<b>78</b>	<b>-</b>	<b>78</b>	<b>77</b>	<b>-</b>	<b>77</b>
<b>Cash at end of period</b>	<b>78</b>	<b>-</b>	<b>78</b>	<b>85</b>	<b>-</b>	<b>85</b>
<b>Cash paid in respect of:</b>						
Interest	15	1	16	14	1	15

*The accompanying notes are an integral part of the unaudited condensed financial statements*

## F. Notes to the Unaudited Condensed Financial Statements

### Note 1. Basis of Preparation

The accompanying unaudited condensed financial statements of Airplanes Limited, a special purpose company formed under the laws of Jersey, Channel Islands (“**Airplanes Limited**”), and Airplanes U.S. Trust, a trust formed under the laws of Delaware (“**Airplanes Trust**” and together with Airplanes Limited, “**Airplanes Group**”) and the combined unaudited condensed balance sheets, statements of operations, statements of comprehensive income/(loss), statement of changes in shareholders’ deficit/net liabilities and statements of cashflows of Airplanes Group (together the “**financial statements**”) have been prepared on a going concern basis in conformity with United States generally accepted accounting principles.

The accompanying financial statements for Airplanes Limited and Airplanes Trust reflect all adjustments which in the opinion of management are necessary for a fair statement of the results of operations for the three month period ended June 30, 2007 and 2006. Such adjustments are of a normal, recurring nature. The results of operations for the three month period ended June 30, 2007 are not necessarily indicative of the results to be expected for the full year.

References to Airplanes Group in these notes to the unaudited condensed financial statements relate to Airplanes Limited and Airplanes Trust on a combined or individual basis as applicable and in this respect, we use “**we**”, “**us**” and “**our**” to refer to Airplanes Group and its subsidiaries and Airplanes Pass-through Trust.

Airplanes Group’s accounting policies are consistent with previous periods except as detailed in note 2.

### *Current Performance*

We have been unable to meet all of the base case assumptions either in our original prospectus dated March 28, 1996 (the “**1996 Base Case**”) or in our prospectus dated March 8, 2001 (the “**2001 Base Case**”). On each payment date, we are currently only paying in full our administrative and lease expenses and certain other payments in the ordinary course of business, interest on the class A notes and swap payments, and the “First Collection Account Top-Up”. We use any remaining cash flows towards payment of minimum principal on the class A notes which at July 16, 2007 was \$609.5 million in arrears. We do not anticipate that we will ever be able to resume making payment of interest or principal on the class B, C and D notes.

As a result of the overall strengthening of the aviation industry as discussed under “2B. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Status of the Commercial Aviation Industry”, our lease rates for some of the aircraft types in our portfolio have improved over the rates we have obtained for these aircraft in recent years. Additionally, our aircraft downtime has generally lessened as a result of stronger demand. However, as most aircraft types within our fleet are out of production, the benefit to our fleet is limited, and the rates we are able to achieve on new leases have been lower, and in many cases significantly lower, than lease rates assumed in the 2001 Base Case. Accordingly these improvements have not made, nor do we expect them to make a significant difference to our net cashflow. We are thus generating revenues which have been inadequate to pay minimum principal on the class A notes in full, or to pay any interest or minimum principal on the class B notes or any interest on the class C and class D notes, since the December 15, 2003 payment date. As a result of the consent solicitation we conducted in 2003 (the “**2003 consent solicitation**”), we are now able to sell aircraft which we may not have been able to sell previously. As most of these aircraft are niche type aircraft which have been unaffected by the strengthened market, such sales in the current market are,



however, difficult to achieve and where sales have been completed, the sales proceeds have not made a significant difference to our cashflow.

### ***Impairment***

Aircraft are periodically reviewed for impairment in accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long Lived Assets" ("**SFAS 144**"). An impairment review is required whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. An impairment loss is evaluated when the undiscounted estimated future cashflows of the aircraft are less than its carrying value and the loss is measured as the excess of the carrying value over the fair value.

The fair value of the aircraft is generally based on independent appraisals of aircraft. These appraisals are determined based on the assumption that there is an "open unrestricted stable market environment with a reasonable balance of supply and demand". In assessing fair value, consideration is also given to other available information including past experience, actual lease rates, sales prices achievable in the current market, the servicer's experience in the market and estimated discounted cash flows. Where the other available information indicates a lower value for an aircraft than its appraised value, such information is evaluated in detail in making the determination of the fair value for that aircraft. In some instances discounted cash flows may be used as a more accurate indication of fair value. The estimated discounted future cashflows assume, among other things, market lease rates at the end of the existing lease term, other lease costs, downtime and the risk inherent in the cashflows.

### ***Debt Maturity***

The terms of each subclass or class of notes, including the outstanding principal amount as of June 30, 2007 and estimated fair value as of June 30, 2007 are as follows:

<u>Class of Notes</u>	<u>Annual Interest Rate (Payable Monthly)</u>	<u>Outstanding Principal Amount at June 30, 2007</u>	<u>Final Maturity Date</u>	<u>Estimated Fair Value at June 30, 2007*</u>
		<u>\$ Million</u>		<u>\$ Million</u>
Subclass A-8	(LIBOR+.375%)	381	March 15, 2019	370
Subclass A-9	(LIBOR+.55%)	750	March 15, 2019	487
Class B	(LIBOR+.75%)	227	March 15, 2019	-
Class C	(8.15%)	350	March 15, 2019	-
Class D	(10.875%)	<u>395</u>	March 15, 2019	<u>-</u>
		<u>2,103</u>		<u>857</u>

\* Although the estimated fair values of the class A to D notes outstanding have been determined by reference to prices as at June 30, 2007 provided by an independent third party, these fair values do not reflect the market value of these notes at a specific time and should not be relied upon as a measure of the value that could be realized by a noteholder upon sale.

### ***SEC Filings***

Until June 3, 2005 when we filed a Form 15 with the Securities and Exchange Commission ("**SEC**"), we were a reporting company under the Securities Exchange Act of 1934 and as such filed annual, quarterly and other periodic reports with the SEC. You can obtain electronic copies, free of charge, of all of our periodic and current reports filed electronically with the SEC prior to June 3, 2005 from our website, [www.airplanes-group.com](http://www.airplanes-group.com). For an explanation of our filing of a Form 15, please refer to our press release dated June 3, 2005 as filed with the SEC on Form 8-K and also available on our website.

## Note 2. Change in Accounting Policy

On September 8, 2006, the Financial Accounting Standards Board issued FSP No. AUG AIR-1 “Accounting Planned Major Maintenance Activities” (“the **FSP**”). The FSP amends certain provisions in the AICPA Industry Audit Guide, “Audit for Airlines” and is applicable for our financial year beginning April 1, 2007. The FSP prohibits the “Accrue-In-Advance” method in accounting for planned future maintenance activities. As a result of the FSP, our previous method of accruing for the cost of an overhaul and accruing the cost, based on an hourly rate, to the overhaul is no longer permitted. Accordingly, we have adjusted our historical financial statements in accordance with Statement of Financial Accounting Standards No. 154 “Accounting Changes and Error Corrections” (“**SFAS 154**”) to reflect the application of the new policy relating to accounting for planned future maintenance activities. Under our new policy we have adopted the “direct expense” method of accounting for maintenance which involves recognising maintenance contributions as supplemental incomes included in lease income as they arise and the cost of overhauls as an expense as it is incurred.

The effect of this change in accounting policy on our opening reserves at April 1, 2006 amounted to \$207 million (Airplanes Limited: \$201 million; Airplanes Trust: \$6 million).

Following is a summary of the effect of the adjustment of each income statement line item affected by the change for the quarter ended June 30, 2006:

	As originally Reported			Airplane s Limited	Effect of Adjustment		As Adjusted		
	Airplanes Limited	Airplanes Trust	Combined		Airplanes Trust	Combined	Airplanes Limited	Airplanes Trust	Combined
	\$ million				\$ million		\$ million		
Quarter Ended June 30, 2006									
Aircraft Leasing Revenue	40	2	42	14	-	14	54	2	56
Cost of Aircraft Sold	(1)	-	(1)	-	-	-	(1)	-	(1)
Other lease costs	(5)	(1)	(6)	(19)	-	(19)	(24)	(1)	(25)
Net loss	<u>(363)</u>	<u>(37)</u>	<u>(400)</u>	<u>(5)</u>	<u>=</u>	<u>(5)</u>	<u>(368)</u>	<u>(37)</u>	<u>(405)</u>

Following is a summary of the effect of the adjustment on each balance sheet line item affected by the change as at March 31, 2007.

	As originally Reported			Airplane s Limited	Effect of Adjustment		As Adjusted		
	Airplanes Limited	Airplanes Trust	Combined		Airplanes Trust	Combined	Airplanes Limited	Airplanes Trust	Combined
	\$ million				\$ million		\$ million		
Balance Sheet as at March 31, 2007									
Aircraft	1,081	15	1,096	(34)	(3)	(37)	1,047	12	1,059
Provision for Maintenance	257	3	260	(257)	(3)	(260)	-	-	-
Amounts due from Airplanes Limited	-	57	57	-	2	2	-	59	59
Amounts due to Airplanes Trust	(57)	-	(57)	(2)	-	(2)	(59)	-	(59)
Net liabilities	<u>(7,860)</u>	<u>(802)</u>	<u>(8,662)</u>	<u>221</u>	<u>2</u>	<u>223</u>	<u>(7,639)</u>	<u>(800)</u>	<u>(8,439)</u>

There is no impact on our cashflows from the change in accounting policy.

### **Note 3. Contingent Liabilities**

#### **Guarantees**

Airplanes Limited and Airplanes Trust have unconditionally guaranteed each others' obligations under all classes of notes issued by Airplanes Trust and Airplanes Limited, respectively, pursuant to the securitization transaction, details of which are set out in our annual report for the year ended March 31, 2007 (the "**Annual Report**") which is available on our website.

#### **Foreign Taxation**

The international character of Airplanes Group's operations gives rise to some uncertainties with regard to the impact of taxation in certain countries. The position is kept under continuous review and Airplanes Group provides for all known liabilities.

#### **Legal Proceedings**

Following the default by the Brazilian airline VASP under its leases, AerCap Ireland Limited (formerly known as debis AirFinance Ireland Limited and GPA Group plc) sought and obtained in November 1992 a preliminary injunction for repossession of 13 aircraft and three engines, and subsequently repossessed these aircraft and engines. Airplanes Group acquired seven of these aircraft from GPA Group in March 1996, three of which remain in our portfolio, representing 1.9% of our portfolio by appraised value as of January 31, 2007. In December 1996, the Sao Paulo Court of Justice, Brazil, found in favor of VASP on appeal and granted it the right to the return of the aircraft and engines or the right to seek damages against AerCap Ireland Limited. AerCap Ireland Limited challenged this decision and in January 2000, the Court of Justice granted a stay of the 1996 judgment while it considered AerCap Ireland's rescission action. In April 2002, the High Court found in favour of AerCap Ireland Limited's rescission action and overturned the 1996 judgement in favour of VASP. VASP has actively pursued appeals to this decision and in June 2004, the Superior Court of Justice found in favour of VASP, granting VASP's special appeal with the consequential dismissal of AerCap Ireland Limited's rescission action. AerCap Ireland has indicated that it will continue to actively pursue all available courses of action, including appeals and if necessary initiating a new rescission action. A risk of repossession would only arise if VASP were successful on appeal in seeking repossession of the aircraft and the aircraft were located in Brazil. Brazilian counsel to AerCap Ireland believe that VASP may not commence repossession action as VASP has indicated that it may instead file a motion for damages suffered as a result of the repossession of the aircraft. AerCap Ireland cannot at this time quantify the amount of this potential damages claim. Although none of our lessees which lease any of the relevant aircraft is based in Brazil, some of them may operate those aircraft into Brazil from time to time.

The preparation of the financial statements requires the use of management estimates.

**The accompanying unaudited condensed interim financial statements of Airplanes Limited and Airplanes Trust (pages 3 to 11) have been prepared in accordance with United States generally accepted accounting principles for interim financial information. Consequently, they do not include all the disclosure normally required by United States generally accepted accounting principles. For further information regarding Airplanes Group and its financial condition, results of operations and cashflows, you should refer to the audited financial statements and notes thereto included in the Annual Report.**

## 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### A. Introduction

We are in the business of leasing aircraft to aircraft operators around the world. At June 30, 2007, we owned 126 aircraft and one engine, 118 of which were on lease to 50 lessees in 33 countries. For background information on our capital structure, please refer to the Annual Report.

The discussion and analysis which follows is based primarily on the combined operating results of Airplanes Limited and Airplanes Trust and not on their results reported as individual entities. It should be noted, however, that the notes and the guarantees comprise obligations of two different legal entities owning different assets. The Directors of Airplanes Limited and the Controlling Trustees of Airplanes Trust believe that a combined discussion is the most appropriate basis of presentation because:

- Airplanes Limited and Airplanes Trust are not intended to be regarded as separate businesses but rather on the basis of one combined aircraft fleet; and
- each of Airplanes Limited and Airplanes Trust has fully and unconditionally guaranteed the performance of the other under their respective notes.

The notes and guarantees have been structured to ensure that no payments are made on a junior class of notes of Airplanes Limited or Airplanes Trust, as the case may be, before any amounts due and payable on a more senior class of notes of Airplanes Limited or Airplanes Trust, respectively, are paid pursuant to the guarantees.

### General

Substantially all of our business consists of aircraft operating lease activities. We may also engage in aircraft sales subject to certain guidelines. Our revenues and operating results are determined by a number of significant factors including (i) trading conditions in the civil aviation industry, and in particular, the market for aircraft on operating leases, (ii) the mix, relative age and popularity of the various aircraft types in our portfolio and (iii) our financial resources and liquidity position.

*This Quarterly Report contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties. Statements in this document which are not historical facts are hereby identified as "forward-looking statements" for the purpose of the safe harbour provided by Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). In most cases, you can identify these forward looking statements by such terms as "may", "should", "expect", "plan", "believe", "estimate", "potential", "continue" or similar terms that relate to the future or express uncertainty. Our actual results and business experience could differ materially from those anticipated in these forward looking statements. In evaluating these statements, you should specifically consider various factors, including the risk factors disclosed in the Annual Report.*

## **B. Status of the Commercial Aviation Industry**

According to the International Air Transport Association (“IATA”) the outlook for the aviation industry is currently positive, with many airlines reporting robust increases in revenues on the back of traffic growth and increasing yields. After several difficult years there have been steady increases in global demand levels since 2004 which are helping absorb the more attractive parked aircraft and reduce downtime for aircraft coming off lease, which in turn has resulted in increased rates of production of new aircraft. The lack of availability for new build aircraft has lifted rentals for younger models and some niche types are enjoying a revival of interest. Despite the improvements, large areas of the industry continue to suffer from intense competition in particular from the low cost sector. In addition the market remains vulnerable to external events such as oil price volatility, terrorist attacks and health epidemics.

The last year in particular has seen airlines suffering from the effects of historically high fuel prices, some of which have been passed back to customers. According to the latest estimates for 2006 from IATA (published in June 2007), world airlines’ fuel expenses amounted to 26% of airline costs in 2006. This figure represents an increase of four percentage points year-over-year and as recently as in 2002 the share of fuel was only 13% of total airline costs. The future outlook for the fuel market is unclear, with IATA’s 2007 forecasted \$119 billion fuel bill remaining at a flat 26% of airline costs.

### ***Impact on Airplanes Group***

The aircraft leasing market overall is stronger and lease rates have improved for some of the aircraft types in our portfolio and our aircraft downtime has generally lessened as a result of stronger demand. However, as most aircraft types within our fleet are out of production, and many are less attractive types, the benefit to our fleet is limited. Our ability to take full advantage of this improvement is also limited by the availability of our aircraft for re-lease, many of which are on lease at rents which were set during the downturn or reset in restructurings. Additionally, because, as at June 30, 2007, the weighted average age of our fleet (by appraised value as at January 31, 2007), is 16.07 years, even when aircraft become available for re-lease, we are not able to command the highest rates for even the most popular aircraft types and our new lease rates are not at pre 9/11 rates. In addition, as discussed below, the high cost of operation of older, less fuel efficient aircraft, adversely affects lease rates on these aircraft. Overall, our lease revenues are significantly lower than those assumed in both the 1996 Base Case assumptions and the 2001 Base Case assumptions and we have also been unable to meet the other assumptions in those Base Cases.

We are generating revenues at levels which have been inadequate to pay minimum principal on the class A notes in full, or to pay any interest or minimum principal on the class B notes or any interest on the class C and D notes since the December 15, 2003 payment date. Even though, as a result of the 2003 consent solicitation we are now able to sell aircraft which we may not have been able to sell previously, such sales in the current market are difficult to achieve and where sales have been completed, the sales proceeds have not made a significant difference to our cashflow.

### ***Effect of Performance on Priority of Payments***

On each payment date we are currently only paying in full our administrative and lease expenses and certain other payments in the ordinary course of business, interest on the class A notes and swap payments, and the “First Collection Account Top-Up”. We use any remaining cashflows towards payment of minimum principal on the class A notes which at July 16, 2007 was \$609.5 million in arrears. We do not anticipate that we will ever be able to resume making payments of interest or

principal on the class B, C and D notes. For further details on the effect of our performance on payments to noteholders, please refer to section “1C. Risk Factors” of the Annual Report.

Because the outstanding principal balance of the class A notes now exceeds the adjusted value of the portfolio (determined by reference to the annual appraised values) since the February 15, 2007 payment date, the methodology for calculation of class A minimum principal payments has changed under the terms of the trust indentures, resulting in an increase in the amount of class A minimum principal payable on each payment date and accordingly, an increase in the arrears thereof. While it is possible that the outstanding principal balance of the class A notes may be less than the adjusted value of the portfolio on one or more future payment dates which would result in class A minimum principal being calculated as it has been up until February 15, 2007, in general the class A outstanding principal balance will henceforth exceed the adjusted value of the portfolio and the corresponding calculation of class A minimum principal will be applicable. Actual payments to class A noteholders, however, are dependent on available cash flows and are not affected by the calculation of class A minimum principal payments.

### *Ratings*

This vulnerability of the various classes of notes and certificates has been reflected in actions taken by the rating agencies which continue to re-evaluate structured aircraft financings.

Set out in the table below are the ratings of our certificates at July 16, 2007:-

<u>Certificate</u>	<u>Outstanding Principal Balance as at July 16, 2007</u>	<u>S &amp; P</u>	<u>Fitch</u>	<u>Moody's (S&amp;P equivalent)</u>
Subclass A-8	\$372.2m	A	BB	Baa3 (BBB-)
Subclass A-9	\$750.0m	BB+*	B+	B1 (B+)
Class B	\$226.8m	D	C	Ca (CC)
Class C	\$349.8m	D	C	Ca (CC)
Class D	\$395.1m	D	C	C (C)

\* On May 1, 2007 S&P placed the subclass A-9 certificates on creditwatch with negative implications.

Given that the benefit to our fleet of the overall strengthening in the market is limited, there can be no assurance that the rating agencies will not further downgrade any class of our certificates.

The ratings of the certificates address the likelihood of the timely payment of interest and the ultimate payment of principal and premium, if any, on the certificates. A rating is not a recommendation to buy, sell or hold certificates because ratings do not comment as to market price or suitability for a particular investor. A rating may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.

### **C. Commercial Opportunities for Certain Types of our Aircraft**

Notwithstanding the improvements in the industry noted under “2B. Status of the Commercial Aviation Industry” above, the market for some aircraft models (such as the DC8, the MD80 and the B737-200A) is currently very weak and is expected to remain so. The price of aviation fuel remains high, as discussed in the same section above. The resultant high costs of operation of older, less fuel efficient aircraft which comprise a majority of the aircraft in our portfolio, adversely affect the lease rates and values of such aircraft.

The board does not ordinarily approve a sale of an aircraft unless the servicer has concluded that the best economic option for that aircraft is a sale. In determining whether to approve any aircraft sale, the board reviews a written analysis from the servicer which, among other things, compares expected sales proceeds against the net present value of estimated cash flows from continued leasing including, inter alia, the estimated transition expenditures. The servicer's overall objective in this analysis is to maximise the cash flow generation for the relevant aircraft. The board approval of any sale is based on the recommendations of the servicer and the administrative agent.

Aircraft sold since the 2003 consent solicitation have typically been older and predominantly stage 2 aircraft, including B737-200As, DC8s and turboprop aircraft, all of which had little or no re-lease prospects. At June 30, 2007, our portfolio contained a total of 25 aircraft of these and other types for which re-leasing may not be economically viable.

We continue to evaluate sales opportunities for aircraft with little or no re-lease prospects and which require expenditure for storage, maintenance and insurance. At June 30, 2007 one aircraft was available for sale and five aircraft were subject to letters of intent for sale or conditional sale. At the date of publication of this Quarterly Report, one aircraft which was subject to a letter of intent for sale had been sold. Since the 2003 consent solicitation we have sold 50 aircraft for an aggregate amount of \$106.2 million. For each of these aircraft there was either no leasing market or leasing was not economically viable.

### ***Remarketing***

At June 30, 2007, we had 17 aircraft scheduled to be remarketed before September 30, 2008. These comprise one B737-200A, one B737-300SF, four DHC8-100s, one ATR42-300, one DC8-71F, four DHC8-300s, one DC8-73CF and four MD83s. As a result of the current over supply of certain types of aircraft in the market place and the factors discussed above, we expect to experience difficulties in placing certain of these aircraft, particularly the older, less fuel efficient models such as the DC8s, the MD83s and the B737-200A.

Furthermore, in light of the financial condition of certain lessees, it is likely that we will also experience redeliveries of aircraft prior to their contractual lease expiries, resulting in additional remarketing obligations. Aircraft returned early are unlikely to meet return conditions under the related lease, so we may also be required to incur significant redelivery costs. To the extent that we suffer significant delays in placing these aircraft, we will incur substantial downtime. In addition new lease rates, with the exception of some more popular models, are also likely to be lower, and in some cases materially lower, than both the lease rates assumed in the 2001 Base Case and lease rates which have been in force for leases entered into prior to 9/11.

With respect to each of our aircraft identified as a sale opportunity, we will apply the methodology described above on a case by case basis to determine whether sale of the aircraft may be in the best interests of Airplanes Group and the noteholders.

#### **D. The Lessees**

##### ***Europe***

At June 30, 2007 we leased 34 aircraft which represented 31.05% of our portfolio by appraised value at January 31, 2007 to operators in Europe.

Europe continues to perform strongly and the low cost boom has continued with additional start-ups, but also a number of failures, showing competition is strong.

On November 2, 2005 one MD83 aircraft representing 0.52% of our portfolio by appraised value as at January 31, 2007 returned early from a Croatian lessee due to a failure to meet obligations. The servicer continues to pursue the lessee regarding its obligations.

##### ***North America***

At June 30, 2007 we leased 9 aircraft representing 9.59% of our portfolio by appraised value as of January 31, 2007, to operators in North America. The North American market continues to experience difficulties with Delta exiting Chapter 11 bankruptcy on April 30, 2007 and Northwest Airlines exiting Chapter 11 bankruptcy on May 31, 2007. Going forward, IATA expects North America to achieve breakeven in 2007 and report profits in 2008.

##### ***Latin America***

At June 30, 2007, lessees of 39 aircraft with respect to 21.05% of our portfolio by appraised value as of January 31, 2007 operated in Latin America, principally Brazil, Mexico and Colombia. The prospects for lessee operations in these countries depend in part on the general level of political stability and economic activity and policies in those countries. Further developments in the political systems or economies of these countries or the implementation of future governmental policies in these countries may materially affect these lessees' operations.

Economic volatility may increase in these and other emerging markets which may cause further difficulties for our lessees. Latin American airlines recorded solid passenger growth in 2005, but in 2006 total passenger traffic experienced a small drop. Going forward IATA forecasts that the region as a whole will continue to make small net profits in 2007 and 2008.

Two former Brazilian lessees of three MD-11 aircraft and three B737-500 aircraft were in arrears. The servicer, following discussions with the lessees agreed to the early return of the aircraft during 2003. The servicer signed a settlement agreement in 2004 in respect of both lessees' obligations. During the quarter ended June 30, 2005, the lessees filed for protection under new Brazilian bankruptcy laws. Following this, the servicer notified the airlines of an event of default under the settlement agreement and filed a claim for amounts outstanding with the bankruptcy court. Airplanes Group has recently agreed the sale of its claim to a third party which if successfully closed will see it relinquish any future claims on these two former lessees.



A Brazilian lessee of eight F100 aircraft representing 3.39% of our portfolio by appraised value as of January 31, 2007, has previously signed a restructuring agreement, which provided for rental deferrals of 35% to 50% for the period to December 2002, with repayment before the expiry of the current leases in 2007 and 2008. The lessee has to date continued to meet its obligations under the agreement.

At June 30, 2007, we leased seven aircraft, representing 8.15% of our portfolio by appraised value at January 31, 2007 to one Colombian lessee. Continued weakness in the value of the Colombian Peso, as well as general deterioration in the Colombian economy, may mean that this lessee will be unable to generate sufficient revenues in the Colombian currency to pay the U.S. dollar denominated rental payments under the leases.

At June 30, 2007, we leased three aircraft to one Argentinean lessee, representing 1.89% of our portfolio by appraised value at January 31, 2007. The lessee has been experiencing financial difficulties and although currently up to date, continues to be monitored closely.

### *Asia Pacific*

As at June 30, 2007, we leased 14 aircraft representing 13.56% of our portfolio by appraised value as of January 31, 2007 to nine lessees in this region.

A decline in tourism in this area may adversely affect demand for aircraft in the region as occurred following the outbreak of SARS in 2003. The region is however currently experiencing strong growth in air traffic levels.

### *Africa*

At June 30, 2007 we leased four aircraft representing 5.61% of our portfolio by appraised value at January 31, 2007 to three lessees in Africa.

### *Other*

At June 30, 2007, we also leased 5 aircraft representing 4.84% of our portfolio by appraised value as of January 31, 2007 to a lessee in Ukraine, aircraft representing 10.92% of our portfolio by appraised value as of January 31, 2007 to five lessees in Russia, and one aircraft representing 0.20% of our portfolio by appraised value as of January 31, 2007 to a lessee in Australia.

## **E. Compliance with Governmental and Technical Regulation**

In addition to the general requirements regarding maintenance of the aircraft, aviation authorities from time to time issue ADs requiring the operators of aircraft to take particular maintenance actions or make particular modifications with respect to all aircraft of a particular type. Manufacturer recommendations may also be issued. To the extent that a lessee fails to perform ADs that are required to maintain its certificate of airworthiness or other manufacturer requirements in respect of an aircraft (or if the aircraft is not currently subject to a lease), Airplanes Group may have to bear or share (if the lease requires it) the cost of compliance. Other governmental regulations relating to noise and emissions levels may be imposed not only by the jurisdictions in which the aircraft are registered, including as part of the airworthiness requirements, but also in other jurisdictions where the aircraft operate. A number of jurisdictions including the United States have adopted, or are in the process of adopting, noise regulations which ultimately will require all aircraft to comply with the most restrictive currently applicable standards.

Moreover new ADs or noise or emissions reduction requirements may be adopted in the future and these could result in significant costs to Airplanes Group or adversely affect the value of, or our ability to re-lease, Stage 2 or Stage 3 aircraft. In particular, certain organizations and jurisdictions are currently considering "**Stage 4**" requirements which would tighten noise and emissions certification requirements for newly manufactured aircraft. If these more restrictive requirements are adopted or applied to existing aircraft types, it could result in significant costs to Airplanes Group or adversely affect the value of, or our ability to re-lease, aircraft in our portfolio.

Volume 2 of Annex 16 of the Chicago Convention also contains standards and recommendations regarding limitations on vented fuel and smoke and gaseous emissions for aircraft. While a number of countries have adopted regulations implementing these recommendations, these regulations generally have been prospective in nature, requiring only that newly manufactured engines meet particular standards after a particular date. To the extent that these regulations require modifications to the engines owned by Airplanes Group, they would be treated similarly to ADs under the lease.

The installation of Enhanced Ground Proximity Warning System ("**EGPWS**") in all aircraft by 2005 was mandated by the FAA and the European Joint Airworthiness Authorities for all aircraft operating in the regions governed by these authorities. EGPWS is an avionics system which detects an aircraft's proximity to the ground. The enhanced version enables the system to correlate the aircraft's current position with a database of obstructions in the horizontal plane (high mountain peaks, buildings, antennae etc). All new generation Airbus and Boeing aircraft have EGPWS and require only a software upgrade. For the majority of our aircraft, installation of EGPWS required the full modification, some of which have been completed under cost sharing arrangements with lessees. The estimated cost to implement this modification was \$120,000 per aircraft of which a portion may be recharged to the lessor. Seventeen claims have been made up until June 30, 2007 at an average cost to Airplanes Group of \$46,000 per aircraft.

The FAA issued an AD concerning insulation for the purpose of increasing fire safety on MD-80 aircraft. At June 30, 2007, 22 aircraft representing 11.38% of the portfolio by appraised value as of January 31, 2007, were MD-80s. To date, we have incurred costs of \$5.7 million related to the modification of 14 aircraft. The remaining costs, which are currently expected to be up to \$3.2 million, will be recharged to us based on the contractual terms of the respective leases with some of these costs not rechargeable until lease end.

The FAA issued a Notice Of Proposed Rule Making ("**NPRM**") (2005-NM-028-AD) on April 5, 2005 in relation to the further replacement of insulation blankets. The affected insulation covering is installed on B737-200/300 and 400 aircraft, B747, B757 and B767 aircraft originally built between July 1981 and December 1988 inclusive. This insulation blanket covering does not meet the new FAA requirement involving resistance of materials to ignition from an electrical arc or spark. The associated AD is anticipated to have a final compliance date of 2011. A total of six B737 aircraft which we currently own, representing 4.17% of the portfolio by appraised value as at January 31, 2007 are likely to be affected by this AD with a compliance cost of up to \$500,000 per aircraft.

The FAA has issued an AD mandating the modification of affected lap joints on Boeing 737 aircraft when an aircraft has completed 50,000 cycles. The estimated cost to implement those modifications for each aircraft is approximately \$230,000. Based on the current utilization, our 44 Boeing 737 aircraft, representing 41.45% of our portfolio by appraised value at January 31, 2007, will be required to have this modification embodied at an average rate of approximately 4 or 5 aircraft per year over the next eleven years. The amount of these costs and timing by which they will be borne by us is subject to the

actual utilisation of the aircraft and the individual cost sharing arrangements that are included in the respective lease contracts.

In November 2005 the FAA issued an NPRM (FAA-2005-22997) proposing a new operational requirement which will mandate a reduction of fuel tank flammability in transport category airplanes including the B737, B757, B767 and Airbus A320 aircraft. One possible method for reducing fuel tank flammability is the introduction of a nitrogen inerting system. Fleet embodiment is proposed by 2014 with half of individual operator fleets to be completed by 2011. Cost estimates available indicate that the modification is likely to be over \$200,000 for a narrowbody aircraft and over \$300,000 for a widebody aircraft. As the mandate will be an operational rule rather than an AD, the exposure of Airplanes Group to such costs will depend on the commitment specified in individual lease agreements.

In early 2004 Boeing discovered cracks at the lap joint areas on a number of B737-200/300/400/500 aircraft ("**B737 classic aircraft**"), which were caused by scribe marks from sharp instruments used in paint, sealant and de-cal removal. Scribe marking has also been found on B747, B757 and B767 aircraft. The FAA issued AD 2006-07-12 on March 31, 2006 mandating S/B 737-53A1262 which details an inspection program for scribe marks on B737 classic aircraft. S/B 737-53A1262 proposes a zonal inspection approach with inspections based on aircraft total cycles and cycles since first paint. This zonal approach will establish the time by which the inspections must be completed. The potential cost to Airplanes Group of implementing the requirements of the AD is dependent upon the extent of findings on individual aircraft.

The FAA issued NPRM FAA-2007-27560 on March 15, 2007. This NPRM addresses scribe marks on B757-200 aircraft of which Airplanes Group owns three. The NPRM is in line with the above described AD for the B737 classic aircraft and proposes an inspection programme described by Boeing SB 757-53A0092 Rev 1 dated January 2007. Similar to the B737 classic aircraft the implications for the B757-200 airframe are dependent on findings during the inspections.

The FAA has issued an AD affecting all Boeing 737 aircraft, mandating the installation of a new rudder power control unit and changes to adjacent systems in order to rectify an unsafe condition which has led to a jammed or restricted control of the rudder in the past. The manufacturer will supply most of the parts of engineering as this is a recognized design problem and the average cost per aircraft of the labour is expected to be approximately \$15,000 and is to be completed before November 2008. If the costs are not the responsibility of some or all lessees under their leases, or if the aircraft are not on lease, we could incur costs in ensuring that our 44 Boeing 737 aircraft comply with these modifications, which could impact adversely our results of operations.

In September 2005, the FAA issued an NPRM (FAA-200522449-2) for an operational requirement for the installation of video surveillance systems. Compliance is likely to be required within two years from final rule publication. The estimated average cost is approximately \$20,000 to \$25,000 per aircraft. There may be further requirements in this area relating to transponder upgrades.

In April 2006 the FAA issued an NPRM (FAA-2006-24281) which would affect FAR Part 121 & 129 operators (i.e. US airlines and foreign airlines flying into the US). The purpose of this proposal is to introduce an aging aircraft program to address widespread fatigue damage ("**WFD**") to aging airframes. The FAA propose to establish operational life limits on airplanes. The proposal would prohibit operating an aircraft past this limit unless an extended operational limit and associated service information had been incorporated into the operator's maintenance program and approved by the FAA. We are currently assessing the impact of this on the Airplanes Group fleet although the main impact is likely to be the potential reduction in the value of older aircraft as they become more expensive to operate.

In April 2006 the FAA issued a Supplemental Notice of Proposed Rulemaking (FAA-1999-6482) to revise a 1999 proposal to increase the number of digital flight data recorder (DFDR) parameters required for all Boeing 737 series airplanes. This is to allow for monitoring and recording of the rudder system on these aircraft. The FAA estimated in the SNPRM that the cost to retrofit a 737 would vary between \$41,800 and \$221,950 per airplane, depending upon the 737 model, its FDR system equipment, and the time it was installed.

The incurrence by Airplanes Group of any of the foregoing costs will further adversely impact our results of operations.

## **F. Results of Operations - Three Months Ended June 30, 2007 Compared with Three Months Ended June 30, 2006**

Airplanes Group's results for the three month period ended June 30, 2007 reflected a continuation of the steady trading conditions for the Group, despite improved conditions for the aviation industry. Prior lease restructurings continue to have a significant adverse impact, although various factors, including the timing of receipts and expenditures and non-recurring items, can result in short term swings in any particular reporting period.

Airplanes Group generated \$27 million in cash from operations in the three month period ended June 30, 2007 compared to \$13 million in the same period of the previous year. The increase in cash generated from operations in the three month period ended June 30, 2007 is primarily attributable to reduced other lease costs in the period and reduced rentals as a result of aircraft sales in previous periods. Cashflows will continue to be adversely affected by the factors outlined above.

There was a net loss after taxation for the three month period ended June 30, 2007 of \$511 million (Airplanes Limited: \$464 million; Airplanes Trust: \$47 million) compared to a net loss after taxation for the three month period ended June 30, 2006 of \$405 million (Airplanes Limited: \$368 million; Airplanes Trust: \$37 million). Excluding accrued but unpaid class E note interest and impairment charges, the movement from a loss of \$36 million for the three month period ended June 30, 2006 to a loss of \$23 million for the three month period ended June 31, 2007 was primarily attributable to decreased other lease costs.

### ***Leasing Revenues***

Leasing revenues (which include maintenance reserve receipts which we receive from certain of our lessees) for the three month period ended June 30, 2007 were \$52 million (Airplanes Limited: \$51 million; Airplanes Trust: \$1 million) compared with \$56 million (Airplanes Limited: \$54 million; Airplanes Trust: \$2 million) for the three month period ended June 30, 2006. At June 30, 2007, we had 118 of our 126 aircraft on lease (Airplanes Limited: 115 aircraft; Airplanes Trust: 3 aircraft) compared to 133 of our 137 aircraft on lease (Airplanes Limited: 124 aircraft; Airplanes Trust: 9 aircraft) at June 30, 2006.

### ***Aircraft Sales***

In the three month period ended June 30, 2007, sales proceeds of \$7 million (Airplanes Limited: \$7 million; Airplanes Trust: \$Nil) were received in respect of the sale of one MD83 aircraft and insurance proceeds were received as part disposal of one DC8-71F aircraft. The net book value of the aircraft disposed of was \$5 million (Airplanes Limited: \$5 million; Airplanes Trust: \$Nil). In the three month period ended June 30, 2006 sales proceeds of \$2 million (Airplanes Limited: \$2 million; Airplanes Trust: \$Nil) were received in respect of the sale of five B737-200A aircraft. The net book value of the aircraft sold was \$1 million (Airplanes Limited: \$1 million; Airplanes Trust: \$Nil).

### ***Impairment Charges***

Aircraft carrying values are periodically assessed for impairment in accordance with SFAS 144. An impairment review is required whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The statement requires an assessment for impairment when an asset's carrying value is greater than its estimated undiscounted future cashflows. Impairments are measured by the excess of carrying value over fair value. Following consideration of the independent appraisers'

values and estimated future cashflows from rentals or sales proceeds to be generated by our aircraft, an SFAS 144 assessment resulted in the requirement for an impairment charge on of \$3 million (Airplanes Limited: \$3 million; Airplanes Trust: \$Nil) for the three month period ended June 30, 2007 compared to a requirement for an impairment charge of \$4 million (Airplanes Limited: \$4 million; Airplanes Trust: \$Nil) in the three month period ended June 30, 2006.

### ***Depreciation and Amortization***

The charge for depreciation and amortization in the three month period ended June 30, 2007 amounted to \$18 million (Airplanes Limited: \$17 million; Airplanes Trust: \$1 million) as compared with \$19 million (Airplanes Limited: \$18 million; Airplanes Trust: \$1 million) for the three month period ended June 30, 2006. There was a change in the estimate of residual value for certain of our aircraft for the quarter ended June 30, 2007. This resulted in an increase in depreciation of \$1 million (Airplanes Limited: \$1 million; Airplanes Trust: \$Nil) for the quarter.

### ***Net Interest Expense***

Net interest expense was \$527 million (Airplanes Limited: \$480 million; Airplanes Trust: \$47 million), of which \$42 million related to interest on the class A to D notes and swap payments and \$485 million related to interest on the class E notes, in the three month period ended June 30, 2007 compared to \$406 million (Airplanes Limited: \$369 million; Airplanes Trust: \$27 million), of which \$42 million related to interest on the class A to D notes and swap payments and \$364 million related to interest on the class E notes, in the three month period ended June 30, 2006. The increase in the amount of interest charged was primarily due to additional interest charged on accrued but unpaid class E note interest of \$121 million.

The weighted average interest rate on the class A to D notes during the three month period ended June 30, 2007 was 6.82% and the average debt in respect of the class A to D notes outstanding during the period was \$2,103 million. The class E notes together with the accrued but unpaid class E note interest, accrue interest at a rate of 20% per annum (as adjusted by reference to the U.S. consumer price index with effect from March 28, 1996).

The weighted average interest rate on the class A to D notes during the three month period to June 30, 2006 was 6.58% and the average debt in respect of the class A to D notes outstanding during the period was \$2,222 million.

The difference for the three month period ended June 30, 2007 in Airplanes Group's net interest expense of \$527 million (Airplanes Limited: \$480 million; Airplanes Trust: \$47 million) and cash paid in respect of interest of \$15 million (Airplanes Limited: \$14 million; Airplanes Trust: \$1 million) is substantially accounted for by the fact that interest on the class E notes is accrued but unpaid and that the interest on the class B, C and D notes is now also being accrued and not paid.

Net interest expense is stated after deducting interest income earned during the relevant period. In the three month period ended June 30, 2007, Airplanes Group earned interest income (including lessee default interest) of \$1 million compared with \$1 million in the three month period ended June 30, 2006.

### ***Bad Debt Provisions***

Airplanes Group's practice is to provide specifically for any amounts due but unpaid by lessees based primarily on the amount due in excess of security held and also taking into account the financial strength and condition of a lessee and the economic conditions existing in the lessee's operating environment. While certain of Airplanes Group's lessees failed to meet their contractual obligations in the three

month period ended June 30, 2007, there was no requirement for additional provisions in respect of bad and doubtful debts in respect of these lessees. Overall, there was no change in respect of bad and doubtful debts in the three month period ended June 30, 2007 compared with no change in provisions for the three month period ended June 30, 2006.

#### ***Other Lease Costs***

Other lease costs, comprising aircraft related technical expenditure associated with remarketing the aircraft, in the three month period ended June 30, 2007 amounted to \$10 million (Airplanes Limited: \$10 million; Airplanes Trust: \$Nil) compared with other lease costs of \$25 million (Airplanes Limited: \$24 million; Airplanes Trust: \$1 million) in the three month period ended June 30, 2006.

#### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses for the three month period ended June 30, 2007 amounted to \$7 million (Airplanes Limited: \$7 million; Airplanes Trust: \$Nil) as compared to the expense that was incurred in the three month period ended June 30, 2006 of \$7 million (Airplanes Limited: \$7 million; Airplanes Trust: \$Nil).

The most significant element of selling, general and administrative expenses is the aircraft servicing fees paid to the servicer. Substantially all of these amounts represent asset based fees calculated as an annual percentage of agreed values of aircraft under management pursuant to a servicing agreement. Selling, general and administrative expenses in the three month period ended June 30, 2007 included \$5 million (Airplanes Limited: \$5 million; Airplanes Trust: \$Nil) relating to servicing fees, as compared to the three month period ended June 30, 2006, which included \$5 million (Airplanes Limited: \$5 million; Airplanes Trust: \$Nil) relating to servicing fees.

A further significant element of Airplanes Group's actual selling, general and administrative expenses reported in the three month period ended June 30, 2007 was \$1 million (Airplanes Limited: \$1 million; Airplanes Trust: \$Nil) in respect of administrative agency and cash management fees payable to subsidiaries of AerCap Ireland Limited, compared to the charge of \$1 million (Airplanes Limited: \$1 million; Airplanes Trust: \$Nil) for the three month period ended June 30, 2006.

#### ***Operating Loss***

The operating loss for the three month period ended December 31, 2006 was \$511 million (Airplanes Limited: \$464 million; Airplanes Trust: \$47 million) compared with an operating loss of \$405 million for the three month period ended June 30, 2006 (Airplanes Limited: \$368 million; Airplanes Trust: \$37 million). Airplanes Limited and Airplanes Trust are expected to continue to report substantial losses in the future.

#### ***Taxes***

There was no tax charge in the three month period ended June 30, 2007, as compared with no tax charge for the three month period ended June 30, 2006.

#### ***Net Loss after Taxation***

The net loss after taxation for the three month period ended June 30, 2007 was \$511 million (Airplanes Limited: \$464 million; Airplanes Trust: \$47 million) compared with a net loss after taxation for the three month period ended June 30, 2006 of \$405 million (Airplanes Limited: \$368 million; Airplanes Trust: \$37 million).

## **Financial Resources and Liquidity**

The factors discussed above at “2B. Status of the Commercial Aviation Industry” continue to impair our cashflows.

### ***Liquidity***

Cash balances at June 30, 2007 amounted to \$91 million (Airplanes Limited: \$85 million; Airplanes Trust: \$6 million) compared to cash balances at June 30, 2006 of \$83 million (Airplanes Limited: \$77 million; Airplanes Trust: \$6 million).

### ***Operating Activities***

Net cash provided by operating activities in the three month period ended June 30, 2007 amounted to \$27 million (Airplanes Limited: \$27 million; Airplanes Trust: \$Nil) compared with \$13 million in the three month period ended June 30, 2006 (Airplanes Limited: \$13 million; Airplanes Trust: \$Nil). This includes cash paid in respect of interest of \$15 million in the three month period ended June 30, 2007 (Airplanes Limited: \$14 million; Airplanes Trust: \$1 million) compared with \$16 million in the three month period ended June 30, 2006 (Airplanes Limited: \$15 million; Airplanes Trust: \$1 million).

Cashflows provided by operating activities in the three month period ended June 30, 2007 included proceeds from aircraft sales of \$0.7 million (Airplanes Limited: \$0.7 million; Airplanes Trust: \$Nil) from the sale of one MD83 aircraft and the part disposal of one DC8-71F aircraft. In the three months ended June 30, 2006, cashflows included proceeds of \$2 million (Airplanes Limited: \$2 million; Airplanes Trust: \$Nil) from the sale of five B737-200A aircraft.

The increase in cash provided by operating activities in the three month period ended June 30, 2007 is primarily attributable to reduced other lease costs.

### ***Financing Activities***

Cashflows used in financing activities in the three month period ended June 30, 2007 primarily reflect the repayment of \$19 million of principal on subclass A-8 notes by Airplanes Group (Airplanes Limited: \$17 million; Airplanes Trust: \$2 million) compared with \$13 million of principal repaid on subclass A-8 notes by Airplanes Group (Airplanes Limited: \$12 million; Airplanes Trust: \$1 million) in the three month period ended June 30, 2006.

### ***Indebtedness***

Airplanes Group's indebtedness consisted of class A to E notes in the amount of \$2,691 million (Airplanes Limited: \$2,451 million; Airplanes Trust: \$240 million) at June 30, 2007 and \$2,710 million (Airplanes Limited: \$2,468 million; Airplanes Trust: \$242 million) at June 30, 2006. Airplanes Group's outstanding publicly traded class A to D notes amounted to \$2,100 million (Airplanes Limited: \$1,911 million; Airplanes Trust: \$189 million) at June 30, 2007 and \$2,297 million (Airplanes Limited: \$2,072 million; Airplanes Trust: \$191 million) at June 30, 2006. Airplanes Group had \$591 million class E notes outstanding at June 30, 2007 and June 30, 2006.

Airplanes Group was due to refinance the subclass A-8 certificates and notes on March 15, 2003. Given market conditions and the impact these conditions have had on our performance as compared to the 2001 Base Case, a refinancing at that time was not economically viable. Step-up interest has therefore



accrued on the subclass A-8 certificates and notes since March 15, 2003. However, due to insufficient cashflows and the low priority of step-up interest in the priority of payments, no step-up interest has been paid.

Prior to March 15, 2003, on each payment date the priority of the principal amounts outstanding in respect of the various subclasses of class A certificates and notes was subclass A-6, subclass A-9 and subclass A-8 in that order. Because there was no refinancing of the subclass A-8 notes by March 15, 2003, the priority of the principal amounts outstanding in respect of the various subclasses of class A certificates and notes is now subclass A-8 and subclass A-9 in that order (the subclass A-6 notes having been repaid on October 15, 2004).

## **H. Comparison of Actual Cashflows Versus the 2001 Base Case for the Two Month Period from May 10, 2007 to July 16, 2007**

The discussion and analysis which follows is based on the results of Airplanes Limited and Airplanes Trust and their subsidiaries as a single entity (collectively "Airplanes Group").

*The cashflow information set forth below was not prepared in accordance with generally accepted accounting principles of the United States. This information must be read in conjunction with Airplanes Group's most recent financial information prepared in accordance with generally accepted accounting principles of the United States. For this you should refer to the Annual Report, and pages 3 to 7 of this Quarterly Report.*

For the purposes of this report, the "**Two Month Period**" comprises information from the monthly cash reports as filed on our website for the relevant months ended June 15, 2007 and July 16, 2007. The financial data in these reports includes cash receipts from May 10, 2007 (first day of the Calculation Period for the June 2007 report) up to July 10, 2007 (last day of the Calculation Period for the July 2007 report). Page 35 presents the cumulative cashflow information from March 2001 to the July 2007 payment date. This report, however, limits its commentary to the Two Month Period.

**The 2001 Base Case contained assumptions in respect of Airplanes Group's future cashflows and expenses. Since these assumptions were developed, global economic conditions, and particularly conditions in the commercial aviation industry, have worsened significantly, particularly since September 11, 2001, as discussed above under "Current Performance" contained in section "1F. Notes to the Unaudited Condensed Financial Statements". Accordingly the performance of Airplanes Group has been and we expect it to continue to be worse than the 2001 Base Case, with particular reference to those assumptions relating to aircraft re-lease rates, aircraft values, aircraft downtime and lessee defaults.**

**The following is a discussion of the Total Cash Collections, Total Cash Expenses, Interest Payments and Principal Payments in the Two Month Period and should be read in conjunction with the analysis on page 34.**

### **CASH COLLECTIONS**

*"Total Cash Collections"* include Net Lease Rental, Interest Earned, Aircraft Sales, Net Maintenance and Other Receipts (each as defined below). In the Two Month Period, Airplanes Group generated approximately \$41.7 million in Total Cash Collections, \$18.6 million less than the 2001 Base Case. This difference is due to a combination of the factors set out below (the numbers in square brackets below refer to the line item number shown on page 33).

### **[2] RENEGOTIATED LEASES**

*"Renegotiated Leases"* is a measure of the loss in rental revenue caused by a lessee negotiating a reduction in the lease rental, in the period to the original contracted expiry date of the lease prior to the renegotiation of the terms of that lease. In the Two Month Period, the amount of revenue loss attributed to Renegotiated Leases was \$Nil which is in line with the 2001 Base Case.

For details of current lessee restructurings please refer to section "2D. The Lessees" above.

### **[3] RENTAL RESETS — RE-LEASING EVENTS WHERE NEW LEASE RATE DEVIATED FROM THE 2001 BASE CASE**

*"Rental Resets"* is a measure of the difference in rental revenue when new lease rates are different from those assumed in the 2001 Base Case, including lease rate adjustments for changes in interest rates on floating rate leases and lease rates achieved where revenues are dependent on aircraft usage. The loss of rental revenue as a result of Rental Resets amounted to \$20.5 million in the Two Month Period, as compared to \$Nil assumed in the 2001 Base Case.

### **[4] LEASE RENTALS — AIRCRAFT SALES**

*"Lease Rentals — Aircraft Sales"* represents rental revenue foregone in respect of aircraft sold prior to their assumed sale date in the 2001 Base Case, net of rental revenue received in respect of aircraft remaining on lease after their assumed sale date in the 2001 Base Case. In the 2001 Base Case, all aircraft are assumed to be sold either at the end of their useful economic life or, where an aircraft was subject to a lease with the lease expiry date falling after the end of its useful economic life, on the contracted lease expiry date. Since March 2001, three MD11 aircraft, four MD83 aircraft, one B747-200SF aircraft, three DC9-51 aircraft, two DC9-32 aircraft, sixteen DC8-71F aircraft, two DHC8-300C aircraft, one DHC8-100A aircraft, seven B727-200A aircraft, twelve B737-200A aircraft, three Metro-III aircraft, two A300B4-200 aircraft and one ATR42-300 aircraft have been sold prior to their assumed sale date in the 2001 Base Case, resulting in a negative variance of \$13.8 million in lease rentals compared to the 2001 Base Case in the Two Month Period.

### **[5] CONTRACTED LEASE RENTALS**

*"Contracted Lease Rentals"* represents the current contracted lease rental rollout which is equal to the 2001 Base Case Lease Rentals less adjustments for Renegotiated Leases, Rental Resets and Lease Rentals — Aircraft Sales. For the Two Month Period, Contracted Lease Rentals were \$28.6 million, which was \$34.3 million less than assumed in the 2001 Base Case. The difference is due to losses from Renegotiated Leases, Rental Resets and Lease Rentals — Aircraft Sales as discussed above.

### **[6] MOVEMENT IN CURRENT ARREARS BALANCE**

*"Current Arrears"* is the total Contracted Lease Rentals outstanding from current lessees at a given date but excluding any amounts classified as Bad Debts or Deferred Arrears. There was a net decrease of \$3.1 million in the Current Arrears balance over the Two Month Period, as compared to \$Nil assumed in the 2001 Base Case.

### **NET STRESS-RELATED COSTS**

*"Net Stress-Related Costs"* is a combination of all the factors which can cause actual lease rentals to vary from the Contracted Lease Rentals. The 2001 Base Case assumed Net Stress-Related Costs equal to 6.0% of the 2001 Base Case Lease Rentals in the Two Month Period. Net Stress-Related Costs incurred in the Two Month Period amounted to a net cash outflow of \$2.5 million (3.9% of Lease Rentals) compared to \$3.7 million outflow assumed in the 2001 Base Case, a variance of \$1.2 million that is due to the five factors described in items [8] to [12] below.

## **[8] BAD DEBTS**

*"Bad Debts"* are lease rental arrears owed by lessees which have defaulted and which are deemed irrecoverable. Bad Debts were \$Nil for the Two Month Period, \$0.6 million lower than the 2001 Base Case assumption of \$0.6 million (1.0% of Lease Rentals).

## **[9] DEFERRED ARREARS BALANCE**

*"Deferred Arrears Balance"* refers to current arrears that have been capitalized and restructured into a deferred balance. In the Two Month Period, payments received in accordance with these restructurings were \$Nil which is in line with the 2001 Base Case.

## **[10] AIRCRAFT ON GROUND ("AOG")**

*"AOG"* is defined as the 2001 Base Case Lease Rentals lost when an aircraft is off-lease or deemed non-revenue earning. Airplanes Group had eight aircraft AOG at various times during the Two Month Period. The 2001 Base Case Lease Rentals loss attributed to AOG in the Two Month Period was \$2.5 million (4.0% of Lease Rentals), as compared to \$2.6 million (4.2% of Lease Rentals) assumed under the 2001 Base Case.

## **[11] OTHER LEASING INCOME**

*"Other Leasing Income"* consists of miscellaneous income received in connection with a lease other than contracted rentals, maintenance receipts and security deposits, such as early termination payments or default interest. In the Two Month Period, Other Leasing Income amounted to \$0.1 million (0.1% of Lease Rentals) as compared to \$Nil assumed under the 2001 Base Case.

## **[12] REPOSSESSION COSTS**

*"Repossession Costs"* cover legal and aircraft technical costs incurred as a result of repossessing an aircraft. In the Two Month Period, Repossession Costs amounted to \$Nil as compared to \$0.5 million (0.8% of Lease Rentals) assumed under the 2001 Base Case.

## **[14] NET LEASE RENTAL**

*"Net Lease Rental"* is Contracted Lease Rentals less any movement in Current Arrears balance and Net Stress-Related Costs. In the Two Month Period, Net Lease Rental amounted to \$29.2 million, \$30.0 million less than that assumed in the 2001 Base Case. The variance was attributable to the combined effect of the factors outlined in items [2] to [4] and in items [6] to [12] above.

## **[15] INTEREST EARNED**

*"Interest Earned"* relates to interest received on cash balances held in the Collection and Expense Accounts. Cash held in the Collection Account consists of the cash liquidity reserve amount (\$80 million plus the security deposit amount, subject to available cashflows), in addition to the intra-month cash balances for all the rentals and maintenance payments collected prior to the monthly payment date. The Expense Account contains cash set aside to pay for expenses which are expected to be payable over the next month. In the Two Month Period, Interest Earned amounted to \$0.7 million, \$0.4 million less than that assumed in the 2001 Base Case. The difference is due to a lower cash balance in the Collection Account as available cashflows were adequate to allocate only \$60 million to the cash liquidity reserve

amount on each payment date in the Two Month Period (refer to item [29A] below). The average actual reinvestment rate for the Two Month Period was 5.2% (excluding a \$5 million guaranteed investment contract) which is in line with the 5.2% assumed in the 2001 Base Case.

#### **[16] AIRCRAFT SALES**

Aircraft sales proceeds totalling \$6.6 million were received in the Two Month Period in respect of the sale of one MD83 aircraft and a part disposal of one damaged DC8-71F aircraft in respect of which insurance proceeds of \$3.1 million were received. In the 2001 Base Case, no aircraft sales were assumed in the Two Month Period. In the 2001 Base Case all aircraft are assumed to be sold either at the end of their useful economic life or, where an aircraft was subject to a lease with the lease expiry date falling after the end of its useful economic life, on the contracted lease expiry date.

#### **[17] NET MAINTENANCE**

*"Net Maintenance"* refers to maintenance reserve revenue received less any maintenance reimbursements paid to lessees. In the Two Month Period, positive net maintenance cashflows of \$5.2 million (comprising maintenance reserve receipts totalling \$9.4 million and maintenance reserve reimbursements totalling \$4.2 million) were received. The 2001 Base Case makes no assumptions for Net Maintenance as it assumes that, over time, maintenance revenue will equal maintenance expenditure. However, it is unlikely that in any particular reporting period, maintenance revenue will exactly equal maintenance expenses.

#### **[18] OTHER RECEIPTS**

*"Other Receipts"* were \$Nil in the Two Month Period which is in line with the 2001 Base Case.

#### **CASH EXPENSES**

*"Total Cash Expenses"* include Aircraft Operating Expenses and Selling, General and Administrative (*"SG&A"*) Expenses. In the Two Month Period, Total Cash Expenses were \$9.6 million compared to \$8.6 million assumed in the 2001 Base Case, a negative variance of \$1.0 million. A number of factors discussed below have given rise to this.

*"Aircraft Operating Expenses"* includes all operational costs related to the leasing of aircraft including costs of insurance, re-leasing and other overhead costs.

#### **[20] RE-LEASING AND OTHER OVERHEAD COSTS**

*"Re-Leasing and Other Overhead Costs"* consist of miscellaneous re-delivery and leasing costs associated with re-leasing events, costs of insurance and other lessee-related overhead costs. In the Two Month Period, these costs amounted to \$5.0 million (or 7.9% of Lease Rentals) compared to \$3.2 million (or 5.0% of Lease Rentals) assumed in the 2001 Base Case. Actual Re-Leasing and Other Overhead Costs were higher than the 2001 Base Case assumption primarily due to higher than assumed transition costs on aircraft delivering to new lessees and higher payments made in the form of lessor contributions to defray certain technical costs during the term of certain leases.

*"SG&A Expenses"* relate to fees paid to the servicer and to other service providers.

## [21] AIRCRAFT SERVICER FEES

*"Aircraft Servicer Fees"* are defined as amounts paid to the servicer in accordance with the terms of the servicing agreement. In the Two Month Period, the total Aircraft Servicer Fees paid were \$3.2 million, \$0.6 million lower than that assumed in the 2001 Base Case.

Aircraft Servicer Fees consist of:

	\$M
Retainer Fee .....	3.2
Minimum Incentive Fee .....	0.0
Core Cashflow/Sales Incentive Fee.....	<u>0.0</u>
Total Aircraft Servicer Fee .....	<u>3.2</u>

The Retainer Fee is a fixed amount per month per aircraft and changes only as aircraft are sold.

## [23] OTHER SERVICER FEES AND OTHER OVERHEADS

*"Other Servicer Fees and Other Overheads"* relate to fees and expenses paid to other service providers including the administrative agent, the cash manager, financial advisers, legal advisers and accountants and to the directors/controlling trustees. In the Two Month Period, Other Servicer Fees and Other Overheads amounted to \$1.4 million, \$0.2 million less than an assumed expense of \$1.6 million in the 2001 Base Case.

## [29A] SHORTFALL IN LIQUIDITY RESERVE

Airplanes Group is required to maintain a cash balance in the collection account under the indentures, subject to available cashflows, in an amount equal to the sum of:

- the maintenance reserve amount (\$80 million); and
- a security deposit reserve amount.

Under the priority of payments applicable to Airplanes Group, this cash balance is retained at point (iii) First Collection Account Top-up (maintenance reserve amount — \$60 million) and at point (x) Second Collection Account Top-up (maintenance reserve amount — \$20 million plus security deposit reserve amount).

*"Shortfall in Liquidity Reserve"* relates to any shortfall in the funds allocated to the "First Collection Account Top-up" and "Second Collection Account Top-up" as a result of Airplanes Group not having sufficient balance of funds after payment of expenses and all required payments on the notes which rank prior to the applicable liquidity reserve amount under the priority of payments applicable to Airplanes Group. Since the May 2003 payment date there has been a depletion of the "Second Collection Account Top-up" and beginning on the December 15, 2003 payment date cashflows have been insufficient to allocate any funds to the "Second Collection Account Top-up". On the July 16, 2007 payment date, there was a shortfall in the liquidity reserve amount of \$40.9 million as compared to a shortfall of \$41.7 million on the May 15, 2007 payment date, representing an overall decrease of \$0.8 million in the Shortfall in Liquidity Reserve for the Two Month Period. This decrease in the Shortfall in Liquidity Reserve is explained by a net decrease of \$0.8 million in the security deposit reserve amount in the Two Month Period. Under the 2001 Base Case, a Shortfall in Liquidity Reserve was not anticipated.

### **[30] INTEREST PAYMENTS**

In the Two Month Period, interest payments to the holders of the class A, B, C and D notes amounted to \$11.4 million which is \$10.3 million lower than assumed under the 2001 Base Case.

Interest payments on the floating rate class A notes amounted to \$11.4 million, \$3.0 million higher than assumed under the 2001 Base Case, reflecting a higher principal balance outstanding on these notes than assumed in the 2001 Base Case and a higher than expected level of average interest rates on the class A notes. The 2001 Base Case assumed LIBOR to be 5.2% whereas the average monthly LIBOR rate in the Two Month Period was 5.3%. Our cashflows have been inadequate to pay any interest on the class B, C and D notes in the Two Month Period. Interest payments assumed under the 2001 Base Case in the Two Month Period amounted to \$1.5 million, \$4.6 million and \$7.2 million respectively on the class B, C and D notes. Interest is accruing on the unpaid interest on the class B, C and D notes in accordance with the terms of these notes and will continue to accrue until the arrears of interest are paid in full. Accrued and unpaid interest (including interest accrued on unpaid interest) amounted to \$38.6 million, \$121.4 million and \$192.5 million respectively on the class B, C and D notes following the July 16, 2007 payment date.

In the Two Month Period, there was a continued suspension of payments of the class E minimum interest amount of 1% (refer to item [33] below). No payments of class E minimum interest were anticipated in the 2001 Base Case.

Airplanes Group's \$700 million subclass A-8 notes had an expected final payment date of March 15, 2003. At the time the subclass A-8 notes were issued the expected final payment date was established based on an assumption that these notes would be refinanced on March 15, 2003. Given market conditions and the impact these conditions have had on our performance, we believed that such a refinancing at that time was not economically viable and therefore it did not proceed as scheduled. In accordance with the terms of the subclass A-8 notes, step-up interest of 0.5% per annum began to accrue on these notes from March 17, 2003 (the first business day following the expected final payment date) and will continue to accrue until they are repaid in full or refinanced. Under the priority of payments applicable to Airplanes Group, step-up interest is payable after payment of expenses, interest, minimum principal and scheduled principal on class A, B, C and D notes and any aircraft modification payments. To the extent that step-up interest is not paid, it will accrue in accordance with the terms of the subclass A-8 notes. Available cashflows have not been sufficient to allow payment of step-up interest on any of the payment dates since March 2003 and this is expected to continue to be the case. Total step-up interest (including interest accrued on unpaid step-up interest) accrued and unpaid on the subclass A-8 notes at July 16, 2007 was \$14.5 million.

### **[31] SWAP AND CAP CASHFLOWS**

Airplanes Group's swap and cap cashflows during the Two Month Period amounted to a net receipt of \$0.4 million compared to \$Nil assumed in the 2001 Base Case.

### **[33] PRINCIPAL PAYMENTS**

In the seventy-six month period from March 10, 2001 to July 16, 2007, total principal payments amounted to \$824.7 million (comprising \$773.2 million on the class A notes and \$51.5 million on the class B notes), \$344.9 million less than assumed in the 2001 Base Case. The breakdown of the \$344.9 million variance is set out on page 35. In the Two Month Period, total principal payments amounted to \$18.4 million (comprising \$18.4 million on the class A notes), \$11.6 million less than assumed in the

2001 Base Case. The breakdown of the \$11.6 million variance is set out on page 34.

Applying the declining value assumptions in the 1996 Base Case to the original March 1996 fleet appraisals and adjusting for aircraft sales, the total appraised value of the aircraft was assumed to be \$1,944.4 million at July 16, 2007. Our portfolio is appraised annually and the most recent appraisal prior to the July 16, 2007 payment date was obtained on January 31, 2007 and valued the current portfolio at \$1,165.6 million. Applying the declining value assumptions to this appraisal, the total appraised value was \$1,109.5 million at July 16, 2007.

As a consequence of the cumulative excess decline in appraised values experienced since March 1996, combined with overall cash performance in that period, we have been required to pay class A principal adjustment amount to the extent of available cashflows throughout the seventy-six month period since the 2001 refinancing. However, we have not always had sufficient cashflows to pay class A principal adjustment amount in full and since the April 15, 2003 payment date, we have not had sufficient cashflows to pay any class A principal adjustment amount. Class A principal adjustment amount is intended to accelerate the principal amortization schedule of the class A notes when the appraised value of the aircraft declines at a greater rate than the decline in appraised values assumed in the 1996 Base Case by reference to certain loan to current appraised value ratios. Since the class A principal adjustment amount ranks ahead of the scheduled principal payments on the class C and D notes, and since available cashflows were not sufficient to pay all of the class A principal adjustment amount, scheduled principal payments on the class C and D notes have been deferred on each payment date during the seventy-six month period since the 2001 refinancing. Total deferrals of class C and class D scheduled principal amounts amounted to \$179.9 million and \$139.7 million respectively as of July 16, 2007.

Based on the most recent annual appraisal dated January 31, 2007, the decline in appraised values in the year to January 31, 2007 was approximately \$33.5 million more than the decline assumed in the 1996 Base Case. The decline in appraised values in this period resulted in an increase in the arrears of class A principal adjustment amount at the February 15, 2007 payment date of \$36.3 million. The class A principal adjustment amount outstanding was \$609.5 million as at July 16, 2007.

To the extent that we have sufficient cashflows, we are required to pay a minimum principal amount on the class A notes in order to maintain certain loan to initial appraised value ratios. As a result of earlier payments of class A principal adjustment amount, described above, we remained ahead of the required class A minimum principal payment schedule. However, as described above, we have not always had sufficient cashflows to pay class A principal adjustment amount in full and since the April 15, 2003 payment date, we have not had sufficient cashflows to pay any class A principal adjustment amount. As a result, since the August 15, 2003 payment date we have no longer been ahead of the required class A minimum principal payment schedule. Therefore on that date we had to recommence payments of minimum principal on the class A notes to the extent of available cashflows and we were consequently unable to fund the "Second Collection Account Top-up" in full. Beginning on the December 15, 2003 payment date, our cashflows were insufficient to allocate any funds at all to the "Second Collection Account Top-up" or to pay minimum principal on the class A notes in full. Minimum principal arrears on the class A notes were \$609.5 million following the July 16, 2007 payment date.

Based on the most recent annual appraisal dated January 31, 2007, the outstanding principal balance of the class A notes now exceeds the adjusted portfolio value (determined by reference to the annual appraised values) and therefore the methodology for calculation of class A minimum principal payments has changed under the terms of the trust indentures resulting in an increase in the amount of class A minimum principal payable on each payment date and accordingly, an increase in the arrears thereof. While it is possible that the outstanding principal balance of the class A notes may be less than the



adjusted portfolio value on one or more future payment dates, which would result in class A minimum principal being calculated as it has been up until February 15, 2007, in general the class A outstanding principal balance will henceforth exceed the adjusted portfolio value and the corresponding calculation of class A minimum principal will be applicable. Actual payments to class A noteholders, however, are dependent on available cash flows and are not affected by the calculation of class A minimum principal payments or the annual aircraft appraisals.

Since minimum principal on the class A notes ranks ahead of interest and minimum principal on the class B notes and interest on the class C and D notes in the priority of payments, our cashflows have been inadequate to pay any interest or minimum principal on the class B notes or any interest on the class C and D notes since the December 15, 2003 payment date. Minimum principal arrears on the class B notes were \$96.5 million following the July 16, 2007 payment date.

The appraised values are based upon the value of the aircraft at normal utilization rates in an open, unrestricted and stable market, and take into account long-term trends, including current expectations of particular models becoming obsolete more quickly, as a result of airlines switching to different models, manufacturers ceasing production or lease values for aircraft declining more rapidly than previous predictions. As a theoretical value, the appraised value is not indicative of market value and thus there is no guarantee that we would obtain the appraised value upon sale of any aircraft. The current market value of each of our aircraft is less than, and in many cases significantly less than the appraised value. Due to industry conditions over the past several years the majority of our aircraft are highly likely to become obsolete significantly earlier than the useful life expectancy assumed in the 2001 Base Case assumptions, which would negatively impact appraised values further. However, since we are no longer able to pay class A principal adjustment amount and since, as a result of our 2003 consent solicitation, we are no longer required to sell our aircraft at or above a specified target price, the appraised values of our aircraft are now of little significance except as a basis for providing statistical information on the portfolio and for complying with certain technical provisions in the indentures.

## ***OTHER ISSUES***

For a discussion of our current expectations as to our future ability to make payments on our notes and certificates in light of our weaker than expected performance as well as a discussion of rating actions on the certificates, see section "2B. Status of the Commercial Aviation Industry" above.

<u>Note</u>	<u>Report Line Name</u>	<u>Description</u>
	<b>CASH COLLECTIONS</b>	
[1]	Lease Rentals .....	Assumptions as per the 2001 Base Case
[2]	- Renegotiated Leases .....	Change in contracted rental cash flow caused by a renegotiated lease
[3]	- Rental Resets .....	Re-leasing events where new lease rate deviated from the 2001 Base Case
[4]	- Lease Rentals - Aircraft Sales .....	Revenue foregone on aircraft sold prior to their assumed sale date in the 2001 Base Case net of revenue received on aircraft remaining on lease after their assumed sale date in the 2001 Base Case
[5] $\Sigma$ [1]...[4]	<b>Contracted Lease Rentals.....</b>	Current Contracted Lease Rentals due as at the latest Calculation Date
[6]	Movement in Current Arrears Balance .....	Current Contracted Lease Rentals not received as at the latest Calculation Date, excluding Bad Debts
[7]	Less Net Stress Related Costs.....	
[8]	- Bad Debts .....	Arrears owed by former lessees and deemed irrecoverable
[9]	- Deferred Arrears Balance .....	Current arrears that have been capitalized and restructured as a Note Payable
[10]	- AOG .....	Loss of rental due to an aircraft being off-lease and non-revenue earning
[11]	- Other Leasing Income .....	Includes lease termination payments, rental guarantees and late payments charges
[12]	- Repossession .....	Legal and technical costs incurred in repossessing aircraft.
[13] $\Sigma$ [8]...[12]	Sub-total	
[14] [5]+[6]+[13]	<b>Net Lease Rental .....</b>	Contracted Lease Rentals less Movement in Current Arrears Balance and Net Stress Related Costs
[15]	Interest Earned .....	Interest earned on monthly cash balances
[16]	Aircraft Sales .....	Proceeds, net of fees and expenses, from the sale of aircraft.
[17]	Net Maintenance.....	Maintenance Revenue Reserve received less reimbursements to lessees
[18]	Other Receipts .....	Receipts from GE Capital under the Tax Sharing Agreement
[19] $\Sigma$ [14]...[18]	<b>Total Cash Collections.....</b>	Net Lease Rental + Interest Earned + Aircraft Sales + Net Maintenance + Other Receipts
	<b>CASH EXPENSES</b>	
	Aircraft Operating Expenses.....	All operational costs related to the leasing of aircraft.
[20]	Releasing and Other Overheads.....	Costs associated with transferring an aircraft from one lessee to another, costs of insurance and other lessee-related overheads
	SG&A Expenses	
[21]	Aircraft Servicer Fees .....	Monthly and annual fees paid to servicer
	- Retainer Fee.....	Fixed amount per month per aircraft
	- Minimum Incentive Fee .....	Minimum annual fee paid to servicer for performance above an annually agreed target.
	- Core Cashflow/Sales Incentive Fee	Fees (in excess of Minimum Incentive Fee above) paid to servicer for performance above an annually agreed target/on sale of an aircraft.
[22] [21]	Sub-total	
[23]	Other Servicer Fees and Other Overheads .....	Administrative Agent, trustee and professional fees paid to other service providers and other overheads
[23A]	Other SG&A Expenses .....	Costs relating to the assumed refinancing of the subclass A-8 notes in March 2003, as assumed under the 2001 Base Case and costs relating to the 2003 consent solicitation for Indenture amendment
[24] [22]+[23]+[23A]	Sub-total	
[25] [20]+[24]	<b>Total Cash Expenses.....</b>	Aircraft Operating Expenses + SG&A Expenses
	<b>NET CASH COLLECTIONS</b>	
[26] [19]	Total Cash Collections.....	Line 19 above
[27] [25]	Total Cash Expenses.....	Line 25 above
[28]	Movement in Expense Account .....	Relates to reduction/(increase) in accrued expense amounts
[29]	Reduction in Liquidity Reserve .....	Reduction of the miscellaneous reserve amount from \$40m to \$Nil in April 2001
[29A]	Shortfall in Liquidity Reserve.....	Reduction in the balance of funds on deposit in the collection account below the liquidity reserve amount
[30]	Interest Payments.....	Interest paid on all outstanding debt
[31]	Swap/Cap Cashflows .....	Net swap and cap payments (paid)/received
[32] $\Sigma$ [26]...[31]	Total	
[33]	<b>PRINCIPAL PAYMENTS.....</b>	Principal payments on debt

**AIRPLANES GROUP CASHFLOW PERFORMANCE FOR THE PERIOD FROM  
MAY 10, 2007 TO JULY 16, 2007 (2 MONTHS)**

**Comparison of Actual Cashflows Versus 2001 Base Case Cashflows**

					% of Lease Rentals under the 2001 Base Case			
		<u>Actual</u>	<u>2001 Base Case</u>	<u>Variance</u>	<u>Actual</u>	<u>2001 Base Case</u>	<u>Variance</u>	
		(\$ Millions)						
<b>CASH COLLECTIONS</b>								
1		Lease Rentals	62.9	62.9	0.0	100.0%	100.0%	0.0%
2		- Renegotiated Leases	0.0	0.0	0.0	0.0%	0.0%	0.0%
3		- Rental Resets	(20.5)	0.0	(20.5)	(32.6%)	0.0%	(32.6%)
4		- Lease Rentals - Aircraft Sales	(13.8)	0.0	(13.8)	(21.9%)	0.0%	(21.9%)
5	Σ 1 - 4	<b>Contracted Lease Rentals</b>	28.6	62.9	(34.3)	45.5%	100.0%	(54.5%)
6		Movement in Current Arrears Balance	3.1	0.0	3.1	4.9%	0.0%	4.9%
7		less Net Stress Related Costs						
8		- Bad Debts	0.0	(0.6)	0.6	0.0%	(1.0%)	1.0%
9		- Deferred Arrears Balance	0.0	0.0	0.0	0.0%	0.0%	0.0%
10		- AOG	(2.5)	(2.6)	0.1	(4.0%)	(4.2%)	0.1%
11		- Other Leasing Income	0.1	0.0	0.1	0.1%	0.0%	0.1%
12		- Repossession	0.0	(0.5)	0.5	0.0%	(0.8%)	0.8%
13	Σ 8 - 12	Sub-total	(2.5)	(3.7)	1.2	(3.9%)	(6.0%)	2.0%
14	5+6+13	<b>Net Lease Rental</b>	29.2	59.2	(30.0)	46.5%	94.1%	(47.6%)
15		Interest Earned	0.7	1.1	(0.4)	1.2%	1.7%	(0.6%)
16		Aircraft Sales	6.6	0.0	6.6	10.5%	0.0%	10.5%
17		Net Maintenance	5.2	0.0	5.2	8.2%	0.0%	8.2%
18		Other Receipts	0.0	0.0	0.0	0.0%	0.0%	0.0%
19	Σ 14 - 18	<b>Total Cash Collections</b>	<u>41.7</u>	<u>60.3</u>	<u>(18.6)</u>	<u>66.4%</u>	<u>95.9%</u>	<u>(29.5%)</u>
<b>CASH EXPENSES</b>								
Aircraft Operating Expenses								
20		- Re-leasing and other overheads	(5.0)	(3.2)	(1.8)	(7.9%)	(5.0%)	(2.8%)
SG&A Expenses								
Aircraft Servicer Fees								
21		- Retainer Fee	(3.2)	(3.6)	0.3	(5.1%)	(5.6%)	0.6%
		- Minimum Incentive Fee	0.0	(0.3)	0.3	0.0%	(0.4%)	0.4%
		- Core Cashflow/Sales Incentive Fee	0.0	0.0	0.0	0.0%	0.0%	0.0%
22	21	Sub-total	(3.2)	(3.8)	0.6	(5.0%)	(6.0%)	0.9%
23		Other Servicer Fees and Other Overheads	(1.4)	(1.6)	0.2	(2.3%)	(2.5%)	0.3%
23A		Other SG&A Expenses	0.0	0.0	0.0	0.0%	0.0%	0.0%
24	22+23+23A	Sub-total	(4.6)	(5.4)	0.8	(7.3%)	(8.6%)	1.2%
25	24+20	<b>Total Cash Expenses</b>	<u>(9.6)</u>	<u>(8.6)</u>	<u>(1.0)</u>	<u>(15.2%)</u>	<u>(13.7%)</u>	<u>(1.6%)</u>
<b>NET CASH COLLECTIONS</b>								
26	19	Total Cash Collections	41.7	60.3	(18.6)	66.4%	95.9%	(29.5%)
27	25	Total Cash Expenses	(9.6)	(8.6)	(1.0)	(15.2%)	(13.7%)	(1.6%)
28		Movement in Expense Account	(2.0)	0.0	(2.0)	(3.2%)	0.0%	(3.2%)
29		Reduction in Liquidity Reserve	0.0	0.0	0.0	0.0%	0.0%	0.0%
29A		Shortfall in Liquidity Reserve	(0.8)	0.0	(0.8)	(1.2%)	0.0%	(1.2%)
30		Interest Payments	(11.4)	(21.7)	10.3	(18.1%)	(34.5%)	16.4%
31		Swap/Cap Cashflows	0.4	0.0	0.4	0.6%	0.0%	0.6%
32	Σ 26 - 31	<b>TOTAL</b>	<u>18.4</u>	<u>30.0</u>	<u>(11.6)</u>	<u>29.2%</u>	<u>47.7%</u>	<u>(18.5%)</u>
<b>PRINCIPAL PAYMENTS</b>								
33		Class A	18.4	23.3	(4.9)	29.2%	37.0%	(7.8%)
		Class B	0.0	3.5	(3.5)	0.0%	5.6%	(5.6%)
		Class C	0.0	3.2	(3.2)	0.0%	5.1%	(5.1%)
		<b>Total</b>	<u>18.4</u>	<u>30.0</u>	<u>(11.6)</u>	<u>29.2%</u>	<u>47.7%</u>	<u>(18.5%)</u>
<b>Debt Balances at July 16, 2007</b>								
		Subclass A-8	372.2	700.0				
		Subclass A-9	750.0	171.3				
		Class B	226.8	149.7				
		Class C	349.8	332.9				
		Class D	395.1	395.1				
			<u>2,093.9</u>	<u>1,749.0</u>				

**AIRPLANES GROUP CASHFLOW PERFORMANCE FOR THE PERIOD FROM  
MARCH 10, 2001 TO JULY 16, 2007 (76 MONTHS)**

**Comparison of Actual Cashflows Versus 2001 Base Case Cashflows**

					% of Lease Rentals under the 2001 Base Case			
		<u>Actual</u>	<u>2001 Base Case</u>	<u>Variance</u>	<u>Actual</u>	<u>2001 Base Case</u>	<u>Variance</u>	
		(\$ Millions)						
<b>CASH COLLECTIONS</b>								
1		Lease Rentals	2,577.2	2,577.2	0.0	100.0%	100.0%	0.0%
2		- Renegotiated Leases	(88.7)	0.0	(88.7)	(3.4%)	0.0%	(3.4%)
3		- Rental Resets	(691.3)	0.0	(691.3)	(26.8%)	0.0%	(26.8%)
4		- Lease Rentals - Aircraft Sales	<u>(213.3)</u>	<u>0.0</u>	<u>(213.3)</u>	<u>(8.3%)</u>	<u>0.0%</u>	<u>(8.3%)</u>
5	Σ 1 - 4	<b>Contracted Lease Rentals</b>	1,583.9	2,577.2	(993.3)	61.5%	100.0%	(38.5%)
6		Movement in Current Arrears Balance	3.6	0.0	3.6	0.1%	0.0%	0.1%
7		less Net Stress Related Costs						
8		- Bad Debts	(11.3)	(25.8)	14.5	(0.4%)	(1.0%)	0.6%
9		- Deferred Arrears Balance	25.0	3.1	21.9	1.0%	0.1%	0.9%
10		- AOG	(148.0)	(108.3)	(39.7)	(5.7%)	(4.2%)	(1.5%)
11		- Other Leasing Income	29.7	0.0	29.7	1.2%	0.0%	1.2%
12		- Repossession	<u>(4.1)</u>	<u>(20.7)</u>	<u>16.6</u>	<u>(0.2%)</u>	<u>(0.8%)</u>	<u>0.6%</u>
13	Σ 8 - 12	Sub-total	(108.6)	(151.7)	43.1	(4.2%)	(5.9%)	1.7%
14	5+6+13	<b>Net Lease Rental</b>	1,478.9	2,425.5	(946.6)	57.4%	94.1%	(36.7%)
15		Interest Earned	19.2	43.4	(24.2)	0.7%	1.7%	(0.9%)
16		Aircraft Sales	135.2	69.6	65.6	5.2%	2.7%	2.5%
17		Net Maintenance	167.4	0.0	167.4	6.5%	0.0%	6.5%
18		Other Receipts	<u>15.2</u>	<u>0.0</u>	<u>15.2</u>	<u>0.6%</u>	<u>0.0%</u>	<u>0.6%</u>
19	Σ 14 - 18	<b>Total Cash Collections</b>	<u>1,815.9</u>	<u>2,538.5</u>	<u>(722.6)</u>	<u>70.5%</u>	<u>98.5%</u>	<u>(28.0%)</u>
<b>CASH EXPENSES</b>								
20		Aircraft Operating Expenses						
		- Re-leasing and other overheads	(146.1)	(129.1)	(17.0)	(5.7%)	(5.0%)	(0.7%)
21		SG&A Expenses						
		Aircraft Servicer Fees						
		- Retainer Fee	(133.8)	(139.2)	5.4	(5.2%)	(5.4%)	0.2%
		- Minimum Incentive Fee	(10.5)	(9.5)	(1.0)	(0.4%)	(0.4%)	(0.0%)
		- Core Cashflow/Sales Incentive Fee	<u>(0.2)</u>	<u>0.0</u>	<u>(0.2)</u>	<u>(0.0%)</u>	<u>0.0%</u>	<u>(0.0%)</u>
22	21	Sub-total	(144.5)	(148.7)	4.2	(5.6%)	(5.8%)	0.2%
23		Other Servicer Fees and Other Overheads	(66.8)	(62.2)	(4.6)	(2.6%)	(2.4%)	(0.2%)
23A		Other SG&A Expenses	<u>(2.0)</u>	<u>(4.7)</u>	<u>2.7</u>	<u>(0.1%)</u>	<u>(0.2%)</u>	<u>0.1%</u>
24	22+23+23A	Sub-total	<u>(213.3)</u>	<u>(215.6)</u>	<u>2.3</u>	<u>(8.3%)</u>	<u>(8.4%)</u>	<u>0.1%</u>
25	24+20	<b>Total Cash Expenses</b>	<u>(359.4)</u>	<u>(344.7)</u>	<u>(14.7)</u>	<u>(13.9%)</u>	<u>(13.4%)</u>	<u>(0.6%)</u>
<b>NET CASH COLLECTIONS</b>								
26	19	Total Cash Collections	1,815.9	2,538.5	(722.6)	70.5%	98.7%	(28.0%)
27	25	Total Cash Expenses	(359.4)	(344.7)	(14.7)	(13.9%)	(13.4%)	(0.6%)
28		Movement in Expense Account	(7.5)	0.0	(7.5)	(0.3%)	0.0%	(0.3%)
29		Reduction in Liquidity Reserve	40.0	40.0	0.0	1.6%	1.6%	0.0%
29A		Shortfall in Liquidity Reserve	40.9	0.0	40.9	1.6%	0.0%	1.6%
30		Interest Payments	(522.9)	(1,036.0)	513.1	(20.3%)	(40.2%)	19.9%
5.1		Swap/Cap Cashflows	<u>(182.3)</u>	<u>(28.2)</u>	<u>(154.1)</u>	<u>(7.1%)</u>	<u>(1.1%)</u>	<u>(6.0%)</u>
32	Σ 26 - 31	<b>TOTAL</b>	<u>824.7</u>	<u>1,169.6</u>	<u>(345.0)</u>	<u>32.0%</u>	<u>45.4%</u>	<u>(13.4%)</u>
33		<b>PRINCIPAL PAYMENTS</b>						
		Class A	773.2	1,024.2	(251.0)	30.0%	39.7%	(9.7%)
		Class B	51.5	128.6	(77.1)	2.0%	5.0%	(3.0%)
		Class C	0.0	16.8	(16.8)	0.0%	0.7%	(0.7%)
		<b>Total</b>	<u>824.7</u>	<u>1,169.6</u>	<u>(344.9)</u>	<u>32.0%</u>	<u>45.4%</u>	<u>(13.4%)</u>
<b>Debt Balances at July 16, 2007</b>								
		Subclass A-6	0.0	0.0	0.0			
		Subclass A-8	372.2	700.0	(327.8)			
		Subclass A-9	750.0	171.3	578.7			
		Class B	226.8	149.7	77.1			
		Class C	349.8	332.9	16.9			
		Class D	<u>395.1</u>	<u>395.1</u>	<u>0.0</u>			
			<u>2,093.9</u>	<u>1,749.0</u>	<u>344.9</u>			

	<u>Mar-01</u> <u>Closing</u> (\$ Millions)	<u>Actual</u> (\$ Millions)	<u>2001</u> <u>Base Case</u> (\$ Millions)
<b>Net Cash Collections</b>		824.7	1,169.6
Add Back Interest Payments and Swap/Cap Cashflows		<u>705.2</u>	<u>1,064.2</u>
a Net Cash Collections (excl. interest payments and swap/cap cashflows)		<u>1,529.9</u>	<u>2,233.8</u>
b Swaps		182.3	28.2
c Class A Interest		311.8	501.1
d Class A Minimum		518.2	0.0
e Class B Interest		20.5	83.1
f Class B Minimum		51.5	128.6
g Class C Interest		76.0	179.8
h Class D Interest		114.6	272.1
i Class A Principal Adjustment		254.9	1,024.2
i Class C Scheduled		0.0	16.9
k Class D Scheduled		0.0	0.0
l Permitted Aircraft Modifications		0.0	0.0
m Step-up Interest		0.0	0.0
n Class E Minimum Interest		0.0	0.0
o Class B Supplemental		0.0	0.0
p Class A Supplemental		<u>0.0</u>	<u>0.0</u>
<b>Total</b>		<u>1,529.9</u>	<u>2,234.0</u>
<b>[1] Interest Coverage Ratio</b>			
Class A		3.1	4.2 = a/(b+c)
Class B		N/A	3.6 = a/(b+c+d+e)
Class C		N/A	2.4 = a/(b+c+d+e+f+g)
Class D		N/A	1.9 = a/(b+c+d+e+f+g+h)
<b>[2] Debt Coverage Ratio</b>			
Class A		N/A	4.2 = a/(b+c+d)
Class B		N/A	3.0 = a/(b+c+d+e+f)
Class C		N/A	N/A = a/(b+c+d+e+f+g+h+ i+j)
Class D		N/A	N/A = a/(b+c+d+e+f+g+h+ i+j+k)
<b>Loan to Value Ratios (in U.S. dollars)</b>			
<b>[3] Adjusted Portfolio Value</b>	3,108.6	1,109.5	1,915.9
Liquidity Reserve Amount of which			
- Cash	156.9	60.0	116.0
- Accrued Expenses	<u>12.6</u>	<u>12.0</u>	<u>0.0</u>
Subtotal	169.5	72.0	116.0
Less Lessee Security Deposits	<u>36.9</u>	<u>0.0</u>	<u>36.0</u>
Subtotal	<u>132.6</u>	<u>72.0</u>	<u>80.0</u>
<b>[4] Total Asset Value</b>	<u>3,241.2</u>	<u>1,181.5</u>	<u>1,995.9</u>

**Note Balances as at:**

	<u>March 15, 2001</u>		<u>July 16, 2007</u>		<u>July 16, 2007</u>	
Class A	1,895.4	58.5%	1,122.2	95.0%	871.3	43.7%
Class B	278.3	67.1%	226.8	114.2%	149.7	51.2%
Class C	349.8	77.9%	349.8	143.8%	332.9	67.8%
Class D	<u>395.1</u>	90.0%	<u>395.1</u>	177.2%	<u>395.1</u>	87.6%
	<u>2,918.6</u>		<u>2,093.9</u>		<u>1,749.0</u>	

- [1] **"Interest Coverage Ratio"** is equal to Net Cash Collections (excluding interest payments and swap/cap cashflows) expressed as a ratio of the interest payments payable on each subclass of notes plus the interest and minimum principal payments payable on each subclass of notes that rank senior in priority of payment to the relevant subclass of notes. Actual Interest Coverage Ratios have not been provided for the class B, C and D notes as interest amounts have not been paid on these notes since the December 2003 payment date.
- [2] **"Debt Coverage Ratio"** is equal to Net Cash Collections (excluding interest payments and swap/cap cashflows) expressed as a ratio of the interest and minimum/scheduled principal payments payable on each subclass of notes plus the interest and minimum/scheduled principal payments payable on each subclass of notes that ranks equally with or senior to the relevant subclass of notes in the priority of payments. In respect of the class A notes, principal adjustment amount payments have been excluded as they are a function of aircraft values. Actual Debt Coverage Ratios have not been provided for the class A, B, C and D notes as minimum principal amounts on the class A and B notes have not been paid in full and no scheduled principal amounts have been paid on the class C and D notes in the period since March 2001. 2001 Base Case Debt Coverage Ratios have not been provided for the class C and D notes as no principal payments were assumed.
- [3] **"Adjusted Portfolio Value"** represents the base value of each aircraft in the portfolio as determined by the most recent appraisal multiplied by the depreciation factor at payment date divided by the depreciation factor as of the relevant appraisal date.
- [4] **"Total Asset Value"** is equal to total expected/adjusted portfolio value plus liquidity reserve amount minus lessee security deposits.

### 3. Quantitative and Qualitative Disclosures about Market Risks

#### *Interest Rate Sensitivity*

Airplanes Group's principal market risk exposure is to changes in interest rates. This exposure arises from its notes and the derivative instruments used by Airplanes Group to manage its interest rate risk.

The terms of each subclass or class of notes, including the outstanding principal amount as of June 30, 2007 and estimated fair value as of June 30, 2007, are as follows:

<u>Class of Notes</u>	<u>Annual Interest Rate</u> <u>(Payable Monthly)</u>	<u>Outstanding Principal Amount</u> <u>at June 30, 2007</u> \$ Million	<u>Final Maturity Date</u>	<u>Estimated Fair Value at</u> <u>June 30, 2007*</u> \$ Million
Subclass A-8	(LIBOR+.375%)	381	March 15, 2019	370
Subclass A-9	(LIBOR+.55%)	750	March 15, 2019	487
Class B	(LIBOR+.75%)	227	March 15, 2019	-
Class C	(8.15%)	350	March 15, 2019	-
Class D	(10.875%)	<u>395</u>	March 15, 2019	<u>-</u>
		<u>2,103</u>		<u>857</u>

\* Although the estimated fair values of the class A to D notes outstanding have been determined by reference to prices as at June 30, 2007 provided by an independent third party, these fair values do not reflect the market value of these notes at a specific time and should not be relied upon as a measure of the value that could be realized by a noteholder upon sale.

#### *Interest Rate Management*

The leasing revenues of Airplanes Group are generated primarily from lease rental receipts which are based on either a fixed or floating rate, or a combination of the two. In the case of floating rate leases, an element of the rental varies in line with changes in LIBOR, generally six-month LIBOR. Some leases carry fixed and floating rental payments for different rental periods. There has been an increasing tendency for fixed rate leases to be written and leases representing approximately 97% of our portfolio by appraised value as of January 31, 2007 are fixed rate leases.

In general, an interest rate exposure arises to the extent that Airplanes Group's fixed and floating interest obligations in respect of notes and certificates do not correlate to the mix of fixed and floating rental receipts for different rental periods. We manage this interest rate exposure through the use of interest rate swaps and interest rate caps.

Since we are no longer paying interest on the class B notes and certificates, we hedge our interest rate exposure in respect of the class A notes and certificates only as our receipts of rental income are based largely on a fixed interest rate which does not correlate to the floating payments due on the class A notes and certificates. Our cashflows have been insufficient to enable any funds to be allocated to the "Second Collection Account Top-up" in the priority of payments since December 15, 2003. We have therefore not included this cash balance in our hedging calculations since the end of 2003.

Under the interest rate swaps, Airplanes Group pays fixed amounts and receives floating amounts on a monthly basis. The swaps amortize having regard to a number of factors, including the expected paydown schedule of the class A notes, the expiry dates of the leases under which lessees are contracted to make fixed rate rental payments and the LIBOR reset dates under the floating rate leases. In the past, the administrative agent sought to enter into additional swaps or sell at market value or unwind part or all of the swaps and any future swaps in order to rebalance the floating interest obligations and the fixed and floating mix of rental receipts. However, because of our financial condition, we are no longer able to find eligible counterparties who are willing to enter into new swaps with us and as a result, we have begun purchasing interest rate caps. The cash manager seeks to enter into caps on a periodic basis in order to hedge our floating interest obligations and our fixed and floating mix of rental receipts. Under the interest rate caps, Airplanes Group will receive the excess, if any, of one month LIBOR, reset monthly on an actual/360 adjusted basis over the strike rate of the relevant cap.

At June 30, 2007, Airplanes Group had unamortized swaps with an aggregate notional principal balance of \$725 million and unamortized caps with an aggregate notional principal balance of \$380 million. The aggregate notional principal balance of these swaps and caps will reduce, by their terms, to an aggregate notional principal balance of \$923 million by March 31, 2008, to an aggregate notional principal balance of \$657 million by March 31, 2009, to an aggregate notional principal balance of \$487 million by March 31, 2010, and to an aggregate notional principal balance of \$432 million by March 2011. None of the swaps or caps have a maturity date extending beyond May 2012. The aggregate estimated fair market value of the 12 swaps and 8 caps at June 30, 2007 was \$19 million, that is the swaps and caps were “in-the-money”, meaning that if the swaps and caps were sold, Airplanes Group would gain \$19 million, as detailed on the next page:

### Airplanes Group Swap Book at June 30, 2007

Swap No.	Notional Amount (1) (3) \$'millions	Effective Date	Final Maturity Date	Fixed Rate Payable (2)	Estimated Fair Market Value (\$) As at Jun 30, 2007
1	85	17-Mar-03	17-Sept-07	3.8700%	321,441
2	95	15-May-07	15-Nov-07	4.8000%	210,356
3	0	17-Sept-07	17-Dec-07	4.9440%	76,003
4	70	15-Jul-05	15-Apr-08	3.4800%	1,243,730
5	125	15-Feb-06	15-Nov-08	4.3375%	1,379,894
6	50	15-Nov-05	15-Apr-09	4.3425%	817,244
7	50	15-Jun-05	15-Oct-09	3.8625%	1,572,033
8	50	15-Jul-05	15-Nov-09	4.0775%	1,382,797
9	50	15-Aug-05	15-Jan-10	4.09125%	1,461,456
10	50	15-Sep-05	15-Mar-10	4.60875%	882,455
11	50	15-Apr-05	15-Apr-10	4.0800%	1,617,339
12	<u>50</u>	15-Oct-05	15-Apr-10	4.3525%	<u>1,253,913</u>
Swap Total	<u>725</u>				<u>12,218,661</u>

### Airplanes Group Interest Rate Caps at June 30, 2007

Interest Rate Cap	Notional Amount (1) (4) \$'millions	Effective Date	Final Maturity Date	Strike Rate (5)	Estimated Fair Market Value (\$) As of Jun 30, 2007
1	50	15-Dec-04	15-Jun-09	5.0000%	367,944
2	85	15-May-06	15-Jan-09	5.0000%	366,568
3	0	15-Nov-09	15-Nov-10	5.0000%	1,479,997
4	105	15-Jun-06	15-May-11	6.0000%	674,903
5	70	15-Oct-06	15-Sep-11	5.5000%	893,018
6	0	15-Nov-10	15-Jan-12	5.5000%	637,832
7	70	15-Feb-07	15-Jan-12	5.5500%	763,720
8	<u>0</u>	15-Apr-08	15-May-12	6.0000%	<u>1,040,127</u>
Cap Total	<u>380</u>				<u>6,430,821</u>
Swap and Cap Total	<u>1,105</u>				<u>18,649,482</u>

- 1) While some of the above swaps and caps have a fixed notional amount, many amortize over the period to the final maturity date.
- 2) Under all swaps, Airplanes Group receives floating rate payments at one month LIBOR, reset monthly on an actual /360 adjusted basis.
- 3) The initial amount for swap number 3 is \$75 million.
- 4) The initial amounts for cap numbers 3, 6 and 8 are \$75 million, \$100 million and \$47 million respectively.
- 5) Under all caps, Airplanes Group receives the excess, if any, of one month LIBOR, reset monthly on an actual/360 adjusted basis over the strike rate of the cap.

Additional interest rate exposure will arise to the extent that lessees owing fixed rate rental payments default and interest rates have declined between the contract date of the lease and the



date of default. This exposure can be managed through the purchase of swaptions. If Airplanes Group purchases swaptions, these, if exercised, will allow Airplanes Group to enter into interest rate swap transactions under which it would pay floating amounts and receive fixed amounts. These swaptions could be exercised in the event of defaults by lessees owing fixed rate rental payments in circumstances where interest rates had declined since the contract date of such leases. Following consultation with the rating agencies in the year ended March 31, 2002, it is not currently proposed to purchase any swaptions due primarily to the relatively low interest rate environment and our current cashflow performance.

If we are required by the rating agencies to purchase swaptions, the premium would be payable at two points in the priority of payments under the indentures. Fifty percent of any swaption premium in any month is a “**minimum hedge payment**” and would be payable fourth in Airplanes Group’s order of priority of payments (ahead of class A minimum principal amount). The other fifty percent of the premium is expended as a “**supplemental hedge payment**” and would be payable seventeenth in Airplanes Group’s order of priority of payments but given our current cashflow performance it is highly unlikely we would ever be able to make such payment.

Through the use of swaps, caps and swaptions (when applicable) Airplanes Group seeks to manage its exposure to adverse changes in interest rates based on regular reviews of its interest rate risk. There can be no assurance, however, that Airplanes Group’s interest rate risk management strategies will be effective in this regard.

Our indentures require that any counterparty with whom we enter into a swap or cap have at least a short-term unsecured debt rating of at least A-1+ from Standard & Poor’s and a long-term unsecured debt rating of at least A2 from Moody’s or otherwise as approved by the Board with the prior agreement of the rating agencies. However, because of our financial condition, we are no longer able to find eligible counterparties who are willing to enter into new swaps with us, and as a result of this we have begun purchasing caps.

The directors of Airplanes Limited and the controlling trustees of Airplanes Trust are responsible for reviewing and approving the overall interest rate management policy and transaction authority limits. Specific hedging contracts are approved by officers of the cash manager acting within the overall policies and limits. Counterparty risk is monitored on an ongoing basis. Counterparties are subject to the prior approval of the directors of Airplanes Limited and the controlling trustees of Airplanes Trust. Airplanes Group is required by the indentures to enter into swaps or caps only with counterparties meeting certain rating requirements as discussed more fully in the Annual Report.

*The quantitative disclosure and other statements in this section are forward-looking statements that involve risks and uncertainties. Although Airplanes Group’s policy is to limit its exposure to changes in interest rates, it could suffer higher cashflow losses as a result of actual future changes in interest rates. It should also be noted that Airplanes Group’s future exposure to interest rate movements will change as the composition of its lease portfolio changes. Please refer to “Risk Factors” in the Annual Report for more information about risks, especially lessee credit risk, that could intensify Airplanes Group’s exposure to changes in interest rates.*

#### **4. Controls and Procedures**

##### ***(a) Evaluation of disclosure controls and procedures***

The Chairman of the Board of Directors of Airplanes Limited and of the Controlling Trustees of Airplanes Trust acting on the recommendation of the Board of Directors of Airplanes Limited and the Controlling Trustees of Airplanes Trust, after evaluating the effectiveness of Airplanes Group's "disclosure controls and procedures" (as defined in Exchange Act Rules 13a-15(e) and 15 (d) – 15(e)) as of the end of the period covered by this Quarterly Report, has concluded that as of the end of such period, our disclosure controls and procedures were effective based on their evaluation of these controls and procedures required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15.

Airplanes Group's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, and the Board of Directors of Airplanes Limited and the Controlling Trustees of Airplanes Trust have concluded that these controls and procedures are effective at the "reasonable assurance" level. However, Airplanes Group believes that a control system, no matter how well designed or operated, cannot provide absolute assurance that the objectives of the control system are met, and that no evaluation of controls can provide absolute assurance that various types of corporate operational risks within a company, particularly one such as this that relies exclusively on third parties for all services, will be detected in a timely manner.

##### ***(b) Changes in internal controls***

There were no changes in the internal controls of Airplanes Group over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15(d)-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **5. Legal Proceedings**

As discussed in “Note 2. Contingent Liabilities – Legal Proceedings” to the unaudited financial statements, AerCap Ireland Limited has been, since 1992, and continues to be involved in certain legal proceedings in Brazil relating to VASP.

## SIGNATURES

Date: August 3, 2007

For and on behalf of Airplanes Limited

By: /s/ William M. McCann

Name : William M. McCann

Title: Chairman of the Board of Directors

For and on behalf of Airplanes U.S. Trust

By: /s/ William M. McCann

Name : William M. McCann

Title: Chairman of the Board of Controlling  
Trustees

APG Region Name	Customer Country	Customer	Aircraft Type	Serial No	Appraised Value January 31, 2007	% Portfolio by Appraised Value at January 31, 2007																																																																																																																																																																																																														
Africa	Nigeria	Bellview Airlines Ltd	B737-200A	23024	1,300	0.11%																																																																																																																																																																																																														
	South Africa	Nationwide Airlines	B767-300ER	26200	32,189	2.76%																																																																																																																																																																																																														
	Tunisia	Nouvelair Tunisie	A320-200	301	15,879	1.36%																																																																																																																																																																																																														
	Tunisia	Nouvelair Tunisie	A320-200	348	16,068	1.38%																																																																																																																																																																																																														
Asia & Far East	Bangladesh	GMG Airlines	DHC8-300	307	3,769	0.32%																																																																																																																																																																																																														
	China	China Southern	B757-200	26156	19,403	1.66%																																																																																																																																																																																																														
		PT Adam SkyConnection Airlines	B737-300	23923	9,383	0.81%																																																																																																																																																																																																														
	Indonesia	PT Adam SkyConnection Airlines	B737-400	24493	11,115	0.95%																																																																																																																																																																																																														
		PT Adam SkyConnection Airlines	B737-400	26071	12,826	1.10%																																																																																																																																																																																																														
	Indonesia	PT Lion Mentari Airlines	B737-400	24520	11,069	0.95%																																																																																																																																																																																																														
	Indonesia	PT Lion Mentari Airlines	B737-400	24684	12,799	1.10%																																																																																																																																																																																																														
	Indonesia	PT Lion Mentari Airlines	B737-400	24911	12,784	1.10%																																																																																																																																																																																																														
	Indonesia	PT Metro Batavia	B737-400	24345	10,799	0.93%																																																																																																																																																																																																														
	Indonesia	PT Metro Batavia	B737-400	24687	12,647	1.09%																																																																																																																																																																																																														
	Japan	Skynet Asia	B737-400	26069	13,041	1.12%																																																																																																																																																																																																														
	Malaysia	AirAsia Berhad	B737-300	24905	10,303	0.88%																																																																																																																																																																																																														
	Philippines	Philippine Airlines	B737-300	24770	9,555	0.82%																																																																																																																																																																																																														
		Far Eastern Air Transport	MD83	49950	8,551	0.73%	Australia & New Zealand	Australia	National Jet Systems	DHC8-100	229	2,320	0.20%	Europe	Bulgaria	BH Air	A320-200	294	17,241	1.48%	Bulgaria	BH Air	A320-200	349	16,862	1.45%	France	Air France	A320-200	203	14,451	1.24%	France	Air France	A320-200	220	16,173	1.39%	France	Blue Line	MD83	49672	5,203	0.45%	Italy	Air One SpA	B737-400	24906	13,040	1.12%	Italy	Air One SpA	B737-400	24912	11,975	1.03%	Italy	Meridiana SpA	MD83	49792	5,964	0.51%	Italy	Meridiana SpA	MD83	49935	6,904	0.59%	Italy	Meridiana SpA	MD83	49951	6,546	0.56%		Capital Aviation Services					Netherlands	B.V.	DHC8-300	244	3,542	0.30%		Capital Aviation Services					Netherlands	B.V.	DHC8-300	276	3,834	0.33%		Wideroe's Flyveselskap					Norway	A/S	DHC8-300	342	4,160	0.36%	Portugal	euroAtlantic airways	B767-300ER	25411	30,054	2.58%	Slovakia	SkyEurope Airlines a.s	B737-500	25289	10,536	0.90%	Spain	Futura	B737-400	24689	11,390	0.98%	Spain	Futura	B737-400	24690	12,141	1.04%	Spain	Futura	B737-400	25180	12,967	1.11%	Spain	Spanair	MD83	49620	6,118	0.52%	Spain	Spanair	MD83	49624	5,212	0.45%	Spain	Spanair	MD83	49626	5,185	0.44%	Spain	Spanair	MD83	49709	5,405	0.46%	Spain	Spanair	MD83	49936	6,495	0.56%	Spain	Spanair	MD83	49938	6,374	0.55%	Sweden	Viking Airlines AB	MD83	49631	6,224	0.53%	Turkey	Turk Hava Yollari	B737-400	24917	11,486	0.99%	Turkey	Turk Hava Yollari	B737-400	25181	12,087	1.04%	Turkey	Turk Hava Yollari	B737-400	25184	12,070	1.04%	Turkey	Turk Hava Yollari	B737-400	25261	12,068	1.04%	Turkey	Turk Hava Yollari	B737-400	26065	11,990	1.03%
	Australia & New Zealand	Australia	National Jet Systems	DHC8-100	229	2,320	0.20%																																																																																																																																																																																																													
	Europe	Bulgaria	BH Air	A320-200	294	17,241	1.48%																																																																																																																																																																																																													
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APG Region Name	Customer Country	Customer	Aircraft Type	Serial No	Appraised	% Portfolio by	
					Value January 31, 2007	Appraised Value at January 31, 2007	
Latin America	United Kingdom	Air Southwest	DHC8-300	296	3,829	0.33%	
	United Kingdom	Air Southwest	DHC8-300	334	4,085	0.35%	
	United Kingdom	Titan Airways Limited	B757-200	26151	20,587	1.77%	
	United Kingdom	XL Airways	B767-300ER	26204	29,677	2.55%	
	Antigua	Caribbean Star Airlines	DHC8-300	232	3,565	0.31%	
	Antigua	Caribbean Star Airlines	DHC8-300	266	3,742	0.32%	
	Antigua	Caribbean Star Airlines	DHC8-300	267	3,709	0.32%	
	Antigua	Caribbean Star Airlines	DHC8-300	298	3,988	0.34%	
	Antigua	Caribbean Star Airlines	DHC8-300	300	3,977	0.34%	
	Antigua	LIAT	DHC8-100	113	1,853	0.16%	
	Antigua	LIAT	DHC8-100	144	1,984	0.17%	
	Antigua	LIAT	DHC8-100	270	2,215	0.19%	
	Antigua	LIAT	DHC8-300	283	3,666	0.31%	
		Aerolineas Argentinas					
	Argentina	S.A.	B737-500	24897	9,806	0.84%	
	Argentina	Austral Lineas Aereas	MD83	49941	6,041	0.52%	
	Argentina	Austral Lineas Aereas	MD83	49943	6,124	0.53%	
	Brazil	TAM Linhas Aereas	F100	11284	4,463	0.38%	
	Brazil	TAM Linhas Aereas	F100	11285	4,605	0.40%	
	Brazil	TAM Linhas Aereas	F100	11304	5,289	0.45%	
	Brazil	TAM Linhas Aereas	F100	11305	4,821	0.41%	
Brazil	TAM Linhas Aereas	F100	11336	4,769	0.41%		
Brazil	TAM Linhas Aereas	F100	11347	4,663	0.40%		
Brazil	TAM Linhas Aereas	F100	11348	5,201	0.45%		
Brazil	TAM Linhas Aereas	F100	11371	5,752	0.49%		
Colombia	Avianca	B767-300ER	24948	30,403	2.61%		
Colombia	Avianca	B767-200ER	25421	19,387	1.66%		
Colombia	Avianca	B757-200	26154	18,954	1.63%		
Colombia	Avianca	MD83	49939	6,062	0.52%		
Colombia	Avianca	MD83	53120	6,892	0.59%		
Colombia	Avianca	MD83	53125	6,839	0.59%		
Colombia	SAM	MD83	49946	6,448	0.55%		
El Salvador	Taca International	ATR42-300	109	2,610	0.22%		
El Salvador	Taca International	ATR42-300	113	2,501	0.21%		
Mexico	Click Mexicana	F100	11266	4,205	0.36%		
Mexico	Click Mexicana	F100	11309	5,507	0.47%		
Mexico	Click Mexicana	F100	11319	4,856	0.42%		
Mexico	Click Mexicana	F100	11339	5,401	0.46%		
Mexico	Click Mexicana	F100	11374	5,455	0.47%		
Mexico	Click Mexicana	F100	11375	5,289	0.45%		
Mexico	Click Mexicana	F100	11382	5,443	0.47%		
Mexico	Click Mexicana	F100	11384	5,436	0.47%		
Mexico	Estafeta Carga Aerea	B737-300SF	23499	10,508	0.90%		
	PLUNA Lineas Aereas						
North America	Uruguay	Uruguayas S.A.	ATR42-300	284	2,875	0.25%	
	Canada	AC Leasing	A320-200	174	14,612	1.25%	
	Canada	AC Leasing	A320-200	175	14,808	1.27%	
	Canada	AC Leasing	A320-200	232	14,321	1.23%	
	Canada	AC Leasing	A320-200	284	14,192	1.22%	
	Canada	AC Leasing	A320-200	309	15,962	1.37%	
	Canada	AC Leasing	A320-200	404	17,085	1.47%	
	United States of America	Astar Air Cargo	DC8-73CF	46091	5,697	0.49%	
	United States of America	Pace Airlines	B737-300	23749	9,552	0.82%	
	United States of America	TWA Airlines LLC	MD83	49575	5,588	0.48%	

APG Region Name	Customer Country	Customer	Aircraft Type	Serial No	Appraised	% Portfolio by
					Value January 31, 2007	Appraised Value at January 31, 2007
Other	Russia	Aeroflot Nord	B737-500	25185	9,755	0.84%
	Russia	Aeroflot Nord	B737-500	25186	10,241	0.88%
	Russia	Aeroflot Nord	B737-500	25191	9,800	0.84%
	Russia	Aeroflot Nord	B737-500	25288	10,513	0.90%
	Russia	KD avia	B737-300	23177	7,683	0.66%
	Russia	KrasAir	B737-300	24907	10,878	0.93%
	Russia	KrasAir	B737-300	25179	12,111	1.04%
	Russia	KrasAir	B737-300	25187	12,202	1.05%
	Russia	Orenair	B737-400	24683	12,042	1.03%
	Russia	Orenair	B737-400	24691	12,058	1.03%
	Russia	Transaero Airlines	B737-500	25183	10,013	0.86%
	Russia	Transaero Airlines	B737-500	25188	9,962	0.85%
	Ukraine	Ukraine International	B737-500	25182	10,453	0.90%
	Ukraine	Ukraine International	B737-400	25190	13,199	1.13%
	Ukraine	Ukraine International	B737-500	25192	9,442	0.81%
	Ukraine	Ukraine International	B737-500	26075	9,522	0.82%
	Ukraine	Ukraine International	B737-400	26081	13,842	1.19%
Off Lease	AOG	AOG	DHC8-100	140	1,761	0.15%
	AOG	AOG	DHC8-300	293	3,668	0.31%
	AOG	AOG	B737-300SF	23500	10,231	0.88%
	AOG	AOG	DC8-71F	45945	3,007	0.26%
	AOG	AOG	DC8-71F	45976	3,884	0.33%
	AOG	AOG	MD82	49660	5,706	0.49%
	AOG	AOG	MD82	49667	4,361	0.37%
	AOG	AOG	MD87	49673	4,433	0.38%
					<b>1,165,563</b>	<b>100.00%</b>