

**AIRPLANES GROUP**  
**Report to Certificateholders**  
All numbers in US\$ unless otherwise stated

Payment Date: June 17, 2013  
Calculation Date: June 11, 2013.

(i) **ACCOUNT ACTIVITY SUMMARY (Between Calculation Dates)**

	Prior Balance	Deposits	Withdrawals	Balance on Calculation Date
	9-May-13			11-Jun-13
<b>Expense Account (note (ii))</b>	8,735,581.69	5,264,517.99	(4,925,900.01)	9,074,199.67
<b>Collection Account (note (iii))</b>	124,694,515.61	16,130,400.71	(14,694,515.61)	126,130,400.71
- Miscellaneous Reserve Amount	0.00			0.00
- Maintenance Reserve Amount	110,000,000.00			110,000,000.00
- Other Collections (net of interim withdrawals)	14,694,515.61			16,130,400.71
<b>Swap Collateral Account (note (iv))</b>	0.00	0.00	0.00	0.00
<b>Total Payments with Respect to Payment Date</b>	<b>133,430,097.30</b>	<b>21,394,918.70</b>	<b>(19,620,415.62)</b>	<b>135,204,600.38</b>
<b>Grand Total</b>	<b>133,430,097.30</b>	<b>21,394,918.70</b>	<b>(19,620,415.62)</b>	<b>135,204,600.38</b>

(ii) **ANALYSIS OF EXPENSE ACCOUNT ACTIVITY**

<b>Balance on preceding Calculation Date (May 9, 2013)</b>	<b>8,735,581.69</b>
Transfer from Collection Account (previous Payment Date)	5,264,418.31
Interest Earned during period	99.68
Payments during period between prior Calculation Date and the relevant Calculation Date:	
- Payments on previous Payment Date	(1,288,238.74)
- Other payments	(3,637,661.27)
<b>Balance on relevant Calculation Date (June 11, 2013)</b>	<b>9,074,199.67</b>

(iii) **ANALYSIS OF COLLECTION ACCOUNT ACTIVITY**

<b>Balance on preceding Calculation Date (May 9, 2013)</b>	<b>124,694,515.61</b>	<b>Note 1:</b>
Collections during period (Note 1)	16,130,400.71	"Collections during period" include proceeds of \$9.0m from the sale of one B737-500 aircraft,
Transfer to Expense Account (previous Payment Date)	(5,264,418.31)	one A320-200 aircraft, one B737-400 aircraft, one B737-300 airframe, one B737-400 airframe,
Aggregate Certificate Payments (previous Payment Date)	(9,430,097.30)	one CFM56-3B1 engine and one CFM56-3C1 engine.
<b>Balance on relevant Calculation Date (June 11, 2013)</b>	<b>126,130,400.71</b>	

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(iii) **ANALYSIS OF COLLECTION ACCOUNT ACTIVITY (Cont'd)**

<b>ANALYSIS OF CURRENT PAYMENT DATE DISTRIBUTIONS</b>	
<b>Priority of Payments</b>	
(i) Required Expense Amount	14,000,000.00
(ii) a) Class A Interest	320,718.78
b) Swap Payments	0.00
(iii) First Collection Account Top-up	110,000,000.00
(iv) Minimum Hedge Payment	0.00
(v) Class A Minimum Principal (Note 2)	10,883,881.60
(vi) Class B Interest	0.00
(vii) Class B Minimum Principal	0.00
(viii) Class C Interest	0.00
(ix) Class D Interest	0.00
(x) Second Collection Account Top-up	0.00
(xi) Class A Principal Adjustment Amount	0.00
(xii) Class C Scheduled Principal	0.00
(xiii) Class D Scheduled Principal	0.00
(xiv) Modification Payments	0.00
(xv) Soft Bullet Note Step-up Interest	0.00
(xvi) Class E Minimum Interest	0.00
(xvii) Supplemental Hedge Payment	0.00
(xviii) Class B Supplemental Principal	0.00
(xix) Class A Supplemental Principal	0.00
(xx) Class D Outstanding Principal	0.00
(xxi) Class C Outstanding Principal	0.00
(xxii) Class E Supplemental Interest	0.00
(xxiii) Class B Outstanding Principal	0.00
(xxiv) Class A Outstanding Principal	0.00
(xxv) Class E Accrued Unpaid Interest	0.00
(xxvi) Class E Outstanding Principal	0.00
(xxvii) Charitable Trust	0.00
<b>Total Payments with respect to Payment Date</b>	<b>135,204,600.38</b>
<b>Less Collection Account Top-Ups ((iii) and (x)above)</b>	<b>(110,000,000.00)</b>
	<b>25,204,600.38</b>

**Note 2:**  
Because the outstanding principal balance of the class A notes exceeds the adjusted portfolio value (determined by reference to the annual appraised value) on the June 17, 2013 payment date, the class A minimum principal amount payable on June 17, 2013 is calculated by reference to the annual appraised value, not the initial appraised value, under the terms of the trust indentures.  
The class A minimum principal amount arrears are \$416,829,560.83 following the payment of \$10,883,881.60 on June 17, 2013.

(iv) **ANALYSIS OF SWAP COLLATERAL ACCOUNT ACTIVITY**

Balance on preceding Calculation Date (May 9, 2013)	0.00
Interest received during period	
Payments to Swap Counterparty during period	
Tax payments during period	
<b>Balance on relevant Calculation Date (June 11, 2013)</b>	<b>0.00</b>

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(v) **PAYMENT ON THE CERTIFICATES**

<b>(a) FLOATING RATE CERTIFICATES</b>	<b>A-8</b>	<b>A-9</b>	<b>Class B</b>	<b>Note 3:</b>
Applicable LIBOR	0.19920%	0.19920%	0.19920%	Step-up interest on Airplanes Group's subclass A-8 certificates accrued until the date on which the principal of such certificates was repaid in full (November 15, 2010). Although accrued and unpaid step-up interest on such certificates remains outstanding and interest continues to accrue on such unpaid step-up interest, these amounts are payable at point (xv) in the Priority of Payments and available cashflows have not been sufficient to allow payment of them. Total step-up interest accrued and unpaid on the subclass A-8 certificates at June 17, 2013 was \$16,166,757.00. Interest on unpaid step-up interest accrued and unpaid at June 17, 2013 was \$3,666,508.56.
Applicable Margin	0.37500%	0.55000%	0.75000%	
Applicable Interest Rate	0.57420%	0.74920%	0.94920%	
Interest Amount Payable				
- Charge in current period on outstanding principal balance	0.00	320,718.78	197,377.75	
- Charge in current period on interest arrears	N/A	N/A	60,450.62	
- Accrued & unpaid interest from prior periods	N/A	N/A	69,475,483.68	
	0.00	320,718.78	69,733,312.05	
<b>Interest Amount Payment</b>	<b>0.00</b>	<b>320,718.78</b>	<b>0.00</b>	
Step Up Interest Amount Payable (Note 3)	19,510.27	N/A	N/A	
<b>Opening Principal Balance</b>	<b>0.00</b>	<b>466,998,171.34</b>	<b>226,844,897.35</b>	
Minimum Principal Payment Amount	0.00	10,883,881.60	0.00	
Adjusted Principal Payment Amount	0.00	0.00	0.00	
Supplemental Principal Payment Amount	0.00	0.00	0.00	
<b>Total Principal Distribution Amount</b>	<b>0.00</b>	<b>10,883,881.60</b>	<b>0.00</b>	
Redemption Amount				
- amount allocable to principal	0.00	0.00	0.00	
- premium allocable to premium	0.00	0.00	0.00	
<b>Outstanding Principal Balance June 17, 2013</b>	<b>0.00</b>	<b>456,114,289.74</b>	<b>226,844,897.35</b>	

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**(v) PAYMENT ON THE CERTIFICATES**

<b>(b) FIXED RATE CERTIFICATES</b>	<b>Class C</b>	<b>Class D</b>
Applicable Interest Rate	8.1500%	10.8750%
Interest Amount Payable		
- Charge in current period on outstanding principal balance	2,375,979.69	3,580,412.50
- Charge in current period on interest arrears	2,763,965.80	6,433,243.50
- Accrued & unpaid interest from prior periods	406,964,289.11	709,875,145.36
	412,104,234.60	719,888,801.36
<b>Interest Amount Payment</b>	<b>0.00</b>	<b>0.00</b>
<b>Opening Principal Balance</b>	<b>349,837,500.00</b>	<b>395,080,000.00</b>
Scheduled Principal Payment Amount	0.00	0.00
Redemption Amount	0.00	0.00
- amount allocable to principal	0.00	0.00
- amount allocable to premium	0.00	0.00
<b>Outstanding Principal Balance June 17, 2013</b>	<b>349,837,500.00</b>	<b>395,080,000.00</b>

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**(vi) FLOATING RATE CERTIFICATE INFORMATION FOR NEXT INTEREST ACCRUAL PERIOD (Aggregate Amounts)**

	A-8	A-9	Class B
Applicable LIBOR	0.19250%	0.19250%	0.19250%
Applicable Margin	0.37500%	0.55000%	0.75000%
Applicable Interest Rate	0.56750%	0.74250%	0.94250%

**(vii) CURRENT PERIOD PAYMENTS (Per \$100,000 Initial Outstanding Principal Balance of Certificates)**

**(a) FLOATING RATE CERTIFICATES**

	A-8	A-9	Class B
Opening Principal Amount	0.00	4,669.98	2,268.45
Total Principal Payments	0.00	(108.84)	0.00
Closing Outstanding Principal Balance	0.00	4,561.14	2,268.45
<b>Total Interest Payment</b>	0.00	3.21	0.00
<b>Total Premium</b>	0.00	0.00	0.00

**(b) FIXED RATE CERTIFICATES**

	Class C	Class D
Opening Principal Amount	3,498.38	3,950.80
Total Principal Payments	0.00	0.00
Outstanding Principal Balance	3,498.38	3,950.80
<b>Total Interest Payment</b>	0.00	0.00
<b>Total Premium</b>	0.00	0.00