



NOTICE OF REMOVAL OF TRUSTEE
AND
APPOINTMENT OF SUCCESSOR TRUSTEE

TO HOLDERS OF

AIRPLANES SUBCLASS A-9 PASS THROUGH TRUST

**Airplanes Subclass A-9 Floating Rate Pass Through Certificates
(the “Certificates”)**

CUSIP No. 009451AP0*

Please forward this notice to beneficial holders of the Certificates.

Pursuant to Section 6.08(g) of the Agreement (as defined below), UMB Bank, National Association (“**UMB**”) hereby notifies you that Certificateholders holding Certificates evidencing Fractional Undivided Interests aggregating not less than a majority of the Outstanding Principal Balance of the Certificates have removed Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company) (“**DBTCA**”) as trustee for the Subclass A-9 Pass Through Trust under the Pass Through Trust Agreement, dated as of March 28, 1996, among Airplanes Limited and Airplanes U.S. Trust, as issuers (the “**Issuers**”), and DBTCA, as predecessor trustee (as supplemented and amended from time to time, the “**Agreement**”). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Agreement.

The Issuers have appointed UMB, whose Corporate Trust Office is located at 120 South Sixth Street, Suite 1400, Minneapolis, MN 55402, Attention: Corporate Trust, as successor trustee for the Subclass A-9 Pass Through Trust (the “**Trustee**”) under the Agreement, which appointment has been accepted and became effective as of September 29, 2016.

Pursuant to Section 6.11(d) of the Agreement, the Trustee notifies you that following the resignation of DBTCA as Paying Agent and Registrar under the Agreement (with effect from September 29, 2016), the Issuers have appointed UMB as successor Paying Agent and Registrar under the Agreement with respect to all classes and subclasses of Certificates (as defined in the Agreement), which appointment has been accepted and is expected to become effective in accordance with the applicable procedures of The Depository Trust Company as of October 11, 2016.

Dated: September 29, 2016

**UMB Bank, National Association, as successor
Trustee, Paying Agent and Registrar**

* No representation is made as to the correctness of the CUSIP number either as printed on the Certificates or as contained in this Notice.