



NOTICE OF RESIGNATION OF PAYING AGENT AND REGISTRAR
AND
APPOINTMENT OF SUCCESSOR PAYING AGENT AND REGISTRAR

TO HOLDERS OF

AIRPLANES SUBCLASS A-8 PASS THROUGH TRUST
Airplanes Subclass A-8 Floating Rate Pass Through Certificates
CUSIP No. 009451AL9

AIRPLANES CLASS B PASS THROUGH TRUST
Airplanes Class B Floating Rate Pass Through Certificates
CUSIP No. 009451AM7

AIRPLANES CLASS C PASS THROUGH TRUST
8.15% Airplanes Class C Pass Through Certificates
CUSIP No. 009451AG0

AIRPLANES CLASS D PASS THROUGH TRUST
10.875% Airplanes Class D Pass Through Certificates
CUSIP No. 009451AH8*

(collectively, the “*Certificates*”)

Please forward this notice to beneficial holders of the Certificates.

Reference is made to the Pass Through Trust Agreement, dated as of March 28, 1996, among Airplanes Limited and Airplanes U.S. Trust, as issuers (the “*Issuers*”), and Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company) (“*DBTCA*”), as 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.

UMB Bank, National Association (“*UMB*”) hereby 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
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.