

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

Payment Date: November 15, 2012  
Calculation Date: November 8, 2012.

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

	Prior Balance	Deposits	Withdrawals	Balance on Calculation Date
	9-Oct-12			8-Nov-12
<b>Expense Account (note (ii))</b>	6,499,906.54	3,500,397.28	(2,577,338.47)	7,422,965.35
<b>Collection Account (note (iii))</b>	82,270,537.34	11,955,577.47	(3,810,217.95)	90,415,896.86
- Miscellaneous Reserve Amount	0.00			0.00
- Maintenance Reserve Amount	62,532,240.36	15,928,079.03		78,460,319.39
- Other Collections (net of interim withdrawals)	19,738,296.98			11,955,577.47
<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>88,770,443.88</b>	<b>15,455,974.75</b>	<b>(6,387,556.42)</b>	<b>97,838,862.21</b>
<b>Grand Total</b>	<b>88,770,443.88</b>	<b>15,455,974.75</b>	<b>(6,387,556.42)</b>	<b>97,838,862.21</b>

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

<b>Balance on preceding Calculation Date (October 9, 2012)</b>	<b>6,499,906.54</b>
Transfer from Collection Account (previous Payment Date)	3,500,093.46
Interest Earned during period	303.82
Payments during period between prior Calculation Date and the relevant Calculation Date:	
- Payments on previous Payment Date	(1,504,976.53)
- Other payments	(1,072,361.94)
<b>Balance on relevant Calculation Date (November 8, 2012)</b>	<b>7,422,965.35</b>

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

<b>Balance on preceding Calculation Date (October 9, 2012)</b>	<b>82,270,537.34</b>	<b>Note 1:</b>
Collections during period (Note 1)	11,955,577.47	"Collections during period" include proceeds of \$1.3m from the sale of two MD83 aircraft, one
Transfer to Expense Account (previous Payment Date)	(3,500,093.46)	MD82 aircraft & one ATR42-300 aircraft and proceeds of \$1.0 million from the partial insurance
Aggregate Certificate Payments (previous Payment Date)	(310,124.49)	proceeds of one B737-400 aircraft
<b>Balance on relevant Calculation Date (November 8, 2012)</b>	<b>90,415,896.86</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	10,000,000.00	<p><b>Note 2:</b>  Under the terms of the Trust Indentures, Airplanes Group is required on each monthly payment date to maintain (as the "First Collection Account Top-up" in the priority of payments) a cash balance equal to the "Maintenance Reserve Amount".</p> <p>As explained in Airplanes Group's most recent annual report published on June 29, 2012 (which is available on its website www.airplanes-group.com), as a result of developments in the ongoing litigation between Airplanes Holdings Limited and Transbrasil, the likelihood that there will not be any final non-appealable decision in that litigation in the reasonably foreseeable future, the existence of the presented letters of guarantee in connection with the orders to pay money into court and Airplanes Group's limited future cashflows, the board of directors of Airplanes Limited and controlling trustees of Airplanes U.S. Trust resolved on June 28, 2012 to increase the liquidity reserve held by way of the Maintenance Reserve Amount at the level of the First Collection Account Top-up in the priority of payments from \$45,000,000 to \$110,000,000 with effect from the July 16, 2012 payment date.</p> <p>Immediately prior to the July 16, 2012 payment date, Airplanes Group's cash reserves of \$45,000,000 previously retained at the First Collection Account Top-up thus fell short of the increased Maintenance Reserve Amount by \$65,000,000. Therefore, commencing on the July 16, 2012 payment date, Airplanes Group is retaining cash which would otherwise have been paid as class A minimum principal in order to increase the amount of cash held at the level of the First Collection Account Top-up and eliminate such shortfall and will continue to do so on future payment dates until the cash held at such level reaches \$110,000,000. The amount to be retained on the November 15, 2012 payment date which would otherwise have been paid as class A minimum principal is \$9,038,197.68. The class A minimum principal arrears have increased to \$438,725,464.85 as of the November 15, 2012 payment date.</p>
(ii) a) Class A Interest	340,345.14	
b) Swap Payments	0.00	
(iii) First Collection Account Top-up	87,498,517.07	
(iv) Minimum Hedge Payment	0.00	
(v) Class A Minimum Principal (Note 2)	0.00	
(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>97,838,862.21</b>	
<b>Less Collection Account Top-Ups ((iii) and (x)above)</b>	<b>(87,498,517.07)</b>	
	<b>10,340,345.14</b>	

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

<b>Balance on preceding Calculation Date (October 9, 2012)</b>	<b>0.00</b>
Interest received during period	
Payments to Swap Counterparty during period	
Tax payments during period	
<b>Balance on relevant Calculation Date (November 8, 2012)</b>	<b>0.00</b>

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(v) **PAYMENT ON THE CERTIFICATES**

(a) <b>FLOATING RATE CERTIFICATES</b>	<b>A-8</b>	<b>A-9</b>	<b>Class B</b>	<b>Note 3:</b>
Applicable LIBOR	0.21400%	0.21400%	0.21400%	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 November 15, 2012 was \$16,166,757.00. Interest on unpaid step-up interest accrued and unpaid at November 15, 2012 was \$3,539,813.93
Applicable Margin	0.37500%	0.55000%	0.75000%	
Applicable Interest Rate	0.58900%	0.76400%	0.96400%	
Interest Amount Payable				
- Charge in current period on outstanding principal balance	0.00	340,345.14	188,306.47	
- Charge in current period on interest arrears	N/A	N/A	56,292.35	
- Accrued & unpaid interest from prior periods	N/A	N/A	67,813,033.86	
	0.00	340,345.14	68,057,632.68	
<b>Interest Amount Payment</b>	<b>0.00</b>	<b>340,345.14</b>	<b>0.00</b>	
Step Up Interest Amount Payable (Note 3)	18,462.52	N/A	N/A	
<b>Opening Principal Balance</b>	<b>0.00</b>	<b>517,329,206.92</b>	<b>226,844,897.35</b>	
Minimum Principal Payment Amount	0.00	0.00	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>0.00</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 November 15, 2012</b>	<b>0.00</b>	<b>517,329,206.92</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	2,526,109.71	5,820,417.55
- Accrued & unpaid interest from prior periods	371,942,534.71	642,252,970.54
	376,844,624.11	651,653,800.59
<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 November 15, 2012</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	0.20800%	0.20800%	0.20800%
Applicable Margin	0.37500%	0.55000%	0.75000%
Applicable Interest Rate	0.58300%	0.75800%	0.95800%

**(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	5,173.29	2,268.45
Total Principal Payments	0.00	0.00	0.00
Closing Outstanding Principal Balance	0.00	5,173.29	2,268.45
<b>Total Interest Payment</b>	0.00	3.40	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