

Aircastle LTD  
Form 10-K  
March 10, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Fiscal Year Ended December 31, 2010
- or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number 001-32959**

**AIRCASTLE LIMITED**

(Exact name of Registrant as Specified in its Charter)

**Bermuda**  
(State or other Jurisdiction of  
Incorporation or organization)

**98-0444035**  
(I.R.S. Employer  
Identification No.)

**300 First Stamford Place, 5th Floor, Stamford, Connecticut 06902**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(203) 504-1020**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>               | <b>Name of Each Exchange<br/>on Which Registered</b> |
|--|--|
| Common Shares, par value \$.01 per share | New York Stock Exchange                              |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|  |   |   |
|--|---|---|
| Large accelerated filer <input type="checkbox"/> |   | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/>   | (Do not check if a smaller reporting company) | Smaller reporting Company <input type="checkbox"/>    |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the Registrant's Common Shares based upon the closing price on the New York Stock Exchange on June 30, 2010 (the last business day of registrant's most recently completed second fiscal quarter), beneficially owned by non-affiliates of the Registrant was approximately \$399.1 million. For purposes of the foregoing calculation, which is required by Form 10-K, the Registrant has included in the shares owned by affiliates those shares owned by directors and executive officers and shareholders owning 10% or more of the outstanding common shares of the Registrant, and such inclusion shall not be construed as an admission that any such person is an affiliate for any purpose.

As of February 28, 2011, there were 79,837,792 outstanding shares of the registrant's common shares, par value \$0.01 per share.

### DOCUMENTS INCORPORATED BY REFERENCE

| <b>Documents of Which Portions<br/>Are Incorporated by Reference</b>                 | <b>Parts of Form 10-K into Which Portion<br/>Of Documents Are Incorporated</b> |
|--|--|
| Proxy Statement for Aircastle Limited<br>2011 Annual General Meeting of Shareholders | Part III<br>(Items 10, 11, 12, 13 and 14)                                      |

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**SAFE HARBOR STATEMENT UNDER THE  
PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

Certain items in this Annual Report on Form 10-K (this report), and other information we provide from time to time, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not necessarily limited to, statements relating to our ability to acquire, sell, lease or finance aircraft, raise capital, pay dividends, and increase revenues, earnings, EBITDA, Adjusted Net Income and Adjusted Net Income plus Depreciation and Amortization and the global aviation industry and aircraft leasing sector. Words such as anticipates, expects, intends, plans, projects, believes, may, will, would, could, should, seeks, on these words and similar expressions are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of factors that could lead to actual results materially different from those described in the forward-looking statements; Aircastle Limited can give no assurance that its expectations will be attained. Accordingly, you should not place undue reliance on any forward-looking statements contained in this report. Factors that could have a material adverse effect on our operations and future prospects or that could cause actual results to differ materially from Aircastle Limited's expectations include, but are not limited to, significant capital markets disruption and volatility, which may adversely affect our continued ability to obtain additional capital to finance our working capital needs; volatility in the value of our aircraft or in appraisals thereof, which may, among other things, result in increased principal payments under our term financings and reduce our cash flow available for investment or dividends; general economic conditions and business conditions affecting demand for aircraft and lease rates; our continued ability to obtain favorable tax treatment in Bermuda, Ireland and other jurisdictions; our ability to pay dividends; high or volatile fuel prices, lack of access to capital, reduced load factors and/or reduced yields, operational disruptions or unavailability of capital caused by political unrest in North Africa, the Middle East or elsewhere, and other factors affecting the creditworthiness of our airline customers and their ability to continue to perform their obligations under our leases; termination payments on our interest rate hedges; and other risks detailed from time to time in Aircastle Limited's filings with the Securities and Exchange Commission, or the SEC, including as described in Item 1A. Risk Factors, and elsewhere in this report. In addition, new risks and uncertainties emerge from time to time, and it is not possible for Aircastle to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this report. Aircastle Limited expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

**WEBSITE AND ACCESS TO COMPANY'S REPORTS**

The Company's Internet website can be found at [www.aircastle.com](http://www.aircastle.com). Our annual reports on Forms 10-K and 10-K/A, quarterly reports on Forms 10-Q and 10-Q/A, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through our website under Investors' SEC Filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC.

Statements and information concerning our status as a Passive Foreign Investment Company (PFIC) for U.S. taxpayers are also available free of charge through our website under Investors' SEC Filings.

Our Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Board of Directors committee charters (including the charters of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee) are available free of charge through our website under Investors' Corporate Governance. In addition, our Code of Ethics for the Chief Executive and Senior Financial Officers, which applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer and Controller, is available in print,

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free of charge, to any shareholder upon request to Investor Relations, Aircastle Limited, c/o Aircastle Advisor LLC, 300 First Stamford Place, 5th Floor, Stamford, Connecticut 06902.

The information on the Company's website is not part of, or incorporated by reference, into this report, or any other report we file with, or furnish to, the SEC.

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**PART I.**

**ITEM 1 BUSINESS**

*Unless the context suggests otherwise, references in this report to Aircastle, the Company, we, us, or our refer to Aircastle Limited and its subsidiaries. References in this report to AL refer only to Aircastle Limited. References in this report to Aircastle Bermuda refer to Aircastle Holding Corporation Limited and its subsidiaries. References in this report to Fortress refer to Fortress Investment Group LLC, affiliates of which manage the Fortress funds, and certain of its affiliates and references to the Fortress funds or Fortress Shareholders refer to AL shareholders which are managed by affiliates of Fortress. Throughout this report, when we refer to our aircraft, we include aircraft that we have transferred into grantor trusts or similar entities for purposes of financing such assets through securitizations and term financings. These grantor trusts or similar entities are consolidated for purposes of our financial statements. All amounts in this report are expressed in U.S. dollars and the financial statements have been prepared in accordance with U.S. generally accepted accounting principles or US GAAP.*

We are a global company that acquires, leases, and sells high-utility commercial jet aircraft to passenger and cargo airlines throughout the world. High-utility aircraft are generally modern, operationally efficient jets with a large operator base and long useful lives. As of December 31, 2010, our aircraft portfolio consisted of 136 aircraft that were leased to 64 lessees located in 36 countries, and managed through our offices in the United States, Ireland and Singapore. Typically, our aircraft are subject to net operating leases whereby the lessee is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs, although in a majority of cases, we are obligated to pay a portion of specified maintenance or modification costs. From time to time, we also make investments in other aviation assets, including debt investments secured by commercial jet aircraft. Our revenues and income from continuing operations for the year ended December 31, 2010 were \$527.7 million and \$65.8 million, respectively, and for the fourth quarter of 2010 were \$134.7 million and \$20.2 million, respectively.

The commercial air travel and air freight markets have been long-term growth sectors, broadly correlated with world economic activity and growing at a rate of one to two times global GDP growth. This growth in air travel and air cargo activity has driven a continuous increase in the world aircraft fleet. The worldwide mainline commercial fleet (passenger aircraft with 100 seats or more and freighters) is expected to continue to grow at an average annual rate, net of retirements, of approximately 3.5% to 4.0%.

More recently, there has been a growing trend for aircraft operators to source aircraft through operating leasing, rather than acquisition and ownership of the asset. Currently over 30% of the world fleet is owned by operating lessors and leased to airlines and cargo companies.

However, within the long term growth trend the aviation markets have been, and are expected to remain, subject to cyclicity of demand. This cyclicity, which typically cycles over 7 to 10 years between peaks, leads to volatility in demand for aircraft. The industry is also susceptible to external shocks, such as regional conflicts, wars and terrorist attacks, and to more localized event risk, such as the political unrest, and the disruption caused by severe weather events and other natural phenomena.

The sector is now emerging from the most recent cyclical low point in demand with strong growth in both passenger and cargo markets in 2010, with some regional variations. Overall global passenger and air cargo traffic levels are now above pre-recession levels and recent load factors are very high by historical standards. The International Air Transport Association recently announced that in 2010 scheduled international passenger and cargo traffic demand increased by 8.2% and 20.6%, respectively, compared to 2009.

We are encouraged by these trends and believe that passenger and cargo traffic will likely increase further as the global economic recovery continues, and that demand for high-utility aircraft will strengthen as a result. However, there are significant regional variations and airlines operating



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primarily in areas with slower economic growth, such as Europe, or with political instability, such as North Africa and the Middle East, may see more modest growth. Nonetheless, for the long-term basis, we believe the market will be driven, to a large extent, by expansion of emerging market economies and rising levels of per capita air travel in those markets.

Capital availability improved considerably over the past year, particularly in the US debt capital markets and for transactions involving new aircraft; however, financing for used aircraft remains much more limited. In particular, many banks that had been traditional aviation market lenders scaled back or withdrew entirely from the sector during the recent downturn and have been slow to return, particularly for transactions that are not secured by relatively new collateral. The availability of securitization market financing is also far more limited for used aircraft. We believe the scarcity of capital for certain investments at a time when the air transport market is poised for significant expansion will generate attractive new investment and trading opportunities upon which we are well placed to capitalize.

We intend to pay quarterly dividends to our shareholders; however, our ability to pay quarterly dividends will depend upon many factors, including those described in Item 1A. Risk Factors, and elsewhere in this report. The table below is a summary of our quarterly dividend history for the years ended December 31, 2008, 2009 and 2010, respectively. These dividends may not be indicative of the amount of any future dividends.

| <b>Declaration Date</b> | <b>Dividend<br/>per<br/>Common<br/>Share</b> | <b>Aggregate<br/>Dividend<br/>Amount<br/>(Dollars in<br/>thousands)</b> | <b>Record Date</b>    | <b>Payment Date</b> |
|-------------------------|--|---|-----------------------|---------------------|
| December 11, 2007       | \$ 0.70                                      | \$ 55,004   | December 31, 2007     | January 15, 2008    |
| March 24, 2008          | \$ 0.25                                      | 19,640  | March 31, 2008        | April 15, 2008      |
| June 11, 2008           | \$ 0.25                                      | 19,647  | June 30, 2008         | July 15, 2008       |
| September 11, 2008      | \$ 0.25                                      | 19,655  | September 30,<br>2008 | October 15, 2008    |
| December 22, 2008       | \$ 0.10                                      | 7,862   | December 31, 2008     | January 15, 2009    |
| March 13, 2009          | \$ 0.10                                      | 7,923   | March 31, 2009        | April 15, 2009      |
| June 10, 2009           | \$ 0.10                                      | 7,923   | June 30, 2009         | July 15, 2009       |
| September 10, 2009      | \$ 0.10                                      | 7,924   | September 30,<br>2009 | October 15, 2009    |
| December 14, 2009       | \$ 0.10                                      | 7,955   | December 31, 2009     | January 15, 2010    |
| March 12, 2010          | \$ 0.10                                      | 7,951   | March 31, 2010        | April 15, 2010      |
| May 25, 2010            | \$ 0.10                                      | 7,947   | June 30, 2010         | July 15, 2010       |
| September 21, 2010      | \$ 0.10                                      | 7,947   | September 30,<br>2010 | October 15, 2010    |
| December 6, 2010        | \$ 0.10                                      | 7,964   | December 31, 2010     | January 14, 2011    |

**Competitive Strengths**

We believe that the following competitive strengths will allow us to capitalize on future growth opportunities in the global aviation industry:

***Diversified portfolio of high-utility aircraft.*** We have a portfolio of high-utility aircraft that is diversified with respect to geographic markets, lessees, end markets (i.e., passenger and freight), lease maturities and aircraft type. As of December 31, 2010, our aircraft portfolio consisted of 136 aircraft comprising a variety of passenger and freighter aircraft types that were leased to 64 lessees located in 36 countries, and had lease maturities ranging from 2011 to 2022. Our lease expirations are well dispersed, with a weighted average remaining lease term of 4.7 years for aircraft we owned at December 31, 2010. Over the next two years, approximately 21% of our fleet, weighted by net book value has scheduled lease expirations, after taking into account lease and sales commitments. While we seek to place our aircraft on lease to operators and on terms that provide an acceptable risk profile and the best available returns,

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many airlines are in a weak financial condition and suffer from liquidity problems. Accordingly, we believe that our focus on portfolio diversification reduces the risks associated with individual lessee defaults and adverse geopolitical or economic issues, and results in generally predictable cash flows.

***Experienced management team with significant expertise.*** Our management team has significant experience in the acquisition, leasing, financing, technical management, restructuring/repossession and sale of aviation assets. This experience enables us to access a wide array of placement opportunities throughout the world and also evaluate a broad range of potential investments and sales opportunities in the global aviation industry. With extensive industry contacts and relationships worldwide, we believe our management team is highly qualified to manage and grow our aircraft portfolio and to address our long-term capital needs. In addition, our senior management personnel have extensive experience managing lease restructuring and aircraft repossessions, which we believe is critical to mitigate our customer default exposure.

***Existing fleet financed on a long-term basis.*** Our aircraft are currently financed under secured and unsecured debt financings with the earliest maturity date being in 2015, thereby limiting our near-term financial markets exposure on our owned aircraft portfolio.

***Capital Markets Access.*** Aircastle is a publicly listed company trading on the New York Stock Exchange. We have a \$1 billion shelf registration statement on Form S-3 in effect and, through this, would expect to have relatively efficient and quick access to additional equity or debt capital. During 2010, the Company secured corporate credit ratings from Standard & Poors and Moody's Investors Services and completed a \$300 million unsecured bond offering in August. In addition to demonstrating access to the export credit agency-backed, commercial bank and securitization markets for secured debt, we believe establishing access to the unsecured bond market is a competitive differentiation which allows us to pursue a more flexible and opportunistic investment strategy.

***Disciplined acquisition approach and broad sourcing network.*** We evaluate the risk and return of any potential acquisition first as a discrete investment and then from a portfolio management perspective. To evaluate potential acquisitions, we employ a rigorous due diligence process focused on: (i) cash flow generation with careful consideration of macro trends, industry cyclicality and product life cycles; (ii) aircraft specifications and maintenance condition; (iii) when applicable, lessee credit worthiness and the local jurisdiction's rules for enforcing a lessor's rights; and (iv) other legal and tax implications. We source our acquisitions through well-established relationships with airlines, other aircraft lessors, financial institutions and other aircraft owners. Since our formation in 2004, we have built our aircraft portfolio through 67 transactions with more than 54 counterparties.

***Global and scalable business platform.*** We operate through offices in the United States, Ireland and Singapore, using a modern asset management system designed specifically for aircraft operating lessors and capable of handling a significantly larger aircraft portfolio. We believe that our facilities, systems and personnel currently in place are capable of supporting an increase in our revenue base and asset base without a proportional increase in overhead costs.

## **Business Strategy**

Although current market conditions have improved compared to the conditions prevailing in 2008 and 2009, the availability of equity and debt capital remains limited. However, we plan to grow our business and profits over the long term by continuing to employ our fundamental business strategy:

***Selectively investing in additional commercial jet aircraft and other aviation assets when attractively priced opportunities and cost effective financing are available.*** We believe the large and growing aircraft market will continue to provide significant acquisition opportunities over the long term and that the recent improvements in economic conditions, coupled with the continued

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lack of traditional aviation bank debt lending for mid-age, current technology aircraft, will offer attractive near term investment opportunities. We regularly evaluate potential aircraft acquisitions and expect to continue our investment program through additional passenger and cargo aircraft purchases when attractively priced opportunities and cost effective financing are available.

***Maintaining an efficient capital structure by using various long-term financing structures to obtain cost effective financing and leveraging the efficient operating platform and strong operating track record we have established.*** We have financed our aircraft acquisitions using various long-term debt structures obtained through several different markets to obtain cost effective financing. We expect capital to continue to be available in the short-term and going forward, thus allowing us to acquire additional aircraft and other aviation assets to optimize the return on our investments and to grow our business and profits. We will also seek opportunities to increase our profits by leveraging the efficient operating platform we have established.

***Reinvesting a portion of the cash flows generated by our business in additional aviation assets and/or our own debt and equity securities.*** Aircraft have a finite useful life and through a strategy of reinvesting a portion of our cash flows from operations and asset sales in our business, we will generally seek to maintain and grow our asset and earnings base.

***Selling assets when attractive opportunities arise and for portfolio management purposes.*** We pursue asset sales as opportunities over the course of the business cycle with the aim of realizing profits and reinvesting proceeds where more accretive investments are available. We also use asset sales for portfolio management purposes such as reducing lessee specific concentrations and lowering residual value exposures to certain aircraft types.

We also believe our team's capabilities in the global aircraft leasing market place us in a favorable position to explore new income-generating activities as capital becomes available for such activities. We intend to continue to focus our efforts on investment opportunities in areas where we believe we have competitive advantages and on transactions that offer attractive risk/return profiles after taking into consideration available financing options. In any case, there can be no assurance that we will be able to access capital on a cost-effective basis, and a failure to do so could have a material adverse effect on our business, financial condition or results of operations.

## **Acquisitions and Disposals**

We originate acquisitions and disposals through well-established relationships with airlines, other aircraft lessors, financial institutions and brokers, as well as other sources. We believe that sourcing such transactions both globally and through multiple channels provides for a broad and relatively consistent set of opportunities.

Our objective is to develop and maintain a diverse and stable operating lease portfolio; however, we review our operating lease portfolio periodically to sell aircraft opportunistically and to manage our portfolio diversification. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Acquisitions and Disposals.

We have an experienced acquisitions and sales team based in Stamford, Connecticut; Dublin, Ireland and Singapore that maintains strong relationships with a wide variety of market participants throughout the world. We believe that our seasoned personnel and extensive industry contacts facilitate our access to acquisition and sales opportunities and that our strong operating track record over the past five years facilitates our access to debt and equity capital markets.

Potential investments and disposals are evaluated by teams comprised of marketing, technical, credit, financial and legal professionals. These teams consider a variety of aspects before we commit to purchase or sell an aircraft, including its price, specification/configuration, age, condition and maintenance history, operating efficiency, lease

terms, financial condition and liquidity of the lessee, jurisdiction, industry trends and future redeployment potential and values, among other factors. We believe that utilizing a cross-functional team of experts to consider the investment parameters noted above will

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help us assess more completely the overall risk and return profile of potential acquisitions and will help us move forward expeditiously on letters of intent and acquisition documentation. Our letters of intent are typically non-binding prior to internal approval, and upon internal approval are binding subject to the fulfillment of customary closing conditions.

**Finance**

We intend to fund new investments through cash on hand and potentially through medium to longer-term financings on a secured or unsecured basis. We may repay all or a portion of such borrowings from time to time with the net proceeds from subsequent long-term debt financings, additional equity offerings or cash generated from operations. Therefore, our ability to execute our business strategy, particularly the acquisition of additional commercial jet aircraft or other aviation assets, depends to a significant degree on our ability to obtain additional debt and equity capital on terms we deem attractive.

See Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Secured Debt Financings and – Unsecured Debt Financings.

**Segments**

We operate in a single segment.

**Aircraft Leases**

Typically, we lease our aircraft on an operating lease basis. Under an operating lease, we retain the benefit, and bear the risk, of re-leasing and of the residual value of the aircraft upon expiration or early termination of the lease. Operating leasing can be an attractive alternative to ownership for airlines because leasing (i) increases fleet flexibility, (ii) requires a lower capital commitment for the airline, and (iii) significantly reduces aircraft residual value risk for the airline. Under our leases, the lessees agree to lease the aircraft for a fixed term, although certain of our operating leases allow the lessee the option to extend the lease for an additional term or terminate the lease prior to its expiration. As a percentage of lease rental revenue for the year ended December 31, 2010, our three largest customers, Martinair (including its affiliates, KLM, Transavia and Transavia France), U.S. Airways, Inc., and Emirates, accounted for 11%, 8% and 5%, respectively.

The scheduled maturities of our aircraft leases by aircraft type grouping currently are as follows, taking into account lease placement and renewal commitments:

|                              | 2011 <sup>(1)</sup> | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | Off-<br>Lease <sup>(2)</sup> | Total |
|------------------------------|---------------------|------|------|------|------|------|------|------|------|------|------|------|------------------------------|-------|
| 19/A320/A321                 |                     | 4    | 3    | 3    | 6    | 9    |      |      |      |      |      |      | 5                            | 3     |
| 30-200/200F/300              | 1                   | 6    |      | 2    |      | 1    | 4    | 1    |      |      | 1    | 2    |                              | 1     |
| 7-300/300QC/400/400SF/500    | 3                   | 3    | 4    | 4    | 3    |      |      |      |      |      |      |      |                              | 1     |
| 7-700/800                    | 4                   | 6    | 9    | 8    | 1    | 1    |      |      |      | 1    |      |      |                              | 3     |
| 7-400BCF/400ERF/400BDSF/400F |                     |      |      | 1    |      | 1    | 4    | 6    |      | 1    |      |      |                              | 1     |
| 7-200                        | 2                   | 1    | 5    | 1    | 1    |      |      |      |      |      |      |      |                              | 1     |
| 7-200ER/300ER                | 1                   | 4    | 4    | 2    | 1    |      |      |      |      |      |      |      |                              | 1     |
| Other Aircraft Types         |                     |      | 2    |      |      |      |      | 1    |      |      |      |      |                              |       |

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11 24 27 21 12 12 8 8 2 1 2 5 13

- (1) Includes one Boeing Model 757-200 aircraft and one Boeing Model 737-500 aircraft, each of which we have contracted to sell when it is scheduled to come off lease.
- (2) Includes one Airbus Model A319-100 aircraft and four Airbus Model A320-200 aircraft with leases we terminated early in the first quarter of 2011.

**2010 Lease Expirations and Lease Placements**

*Scheduled lease expirations placements.* For our 19 aircraft originally having lease expirations in 2010, we executed lease renewals, or commitments to lease or renew, with respect to 17 aircraft,



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and we sold two aircraft. For these 19 aircraft, excluding the two we sold, the weighted average lease term for the new leases or renewals was approximately 3.5 years with monthly lease rates that were approximately 30% to 35% percent lower than the previous rentals. The drop in lease rates for these placements reflects more challenging market conditions when these new leases or renewals were executed, as well as a comparatively stronger lease placement environment, on average, when the previous leases were put in place. Given more challenging market conditions, we generally sought shorter lease terms for these placements so as to allow for the opportunity to benefit more quickly from possible market improvements.

*Aircraft acquisitions placements.* We acquired 11 aircraft in 2010. In the second quarter of 2010, we acquired one used Boeing Model 737-800 aircraft and immediately placed it on lease with a customer. In the second half of 2010, we took delivery of two freighter-configured New A330 Aircraft, and placed them on lease to an affiliate of the HNA Group, the parent company of Hainan Airlines. We acquired three used Airbus Model A330-200 passenger configuration aircraft in the third quarter of 2010 in a sale leaseback transaction, and in the fourth quarter of 2010 we acquired three Boeing Model 737-800 aircraft which were on lease when we acquired them. We also acquired two Boeing Model 747-400F production freighter aircraft in the fourth quarter of 2010 and placed them on long-term leases.

**2011 Lease Expirations and Lease Placements**

*Scheduled lease expirations placements.* We have 11 aircraft with lease expirations scheduled in 2011. We have executed lease renewals, or commitments to lease or renew, with respect to seven of these aircraft and we have signed sale agreements for two aircraft. We are actively remarketing the remaining two aircraft. We also have secured a commitment to lease a Boeing Model 737-800 aircraft we acquired in the fourth quarter of 2010 with a scheduled lease expiration in late 2011. We are also marketing for sale or lease four Airbus Model A320-200 aircraft and one Airbus Model A319-100 aircraft with leases we terminated early in the first quarter of 2011. The seven aircraft we are remarketing for lease in 2011 represent 4% of our net book value of flight equipment held for lease at December 31, 2010.

*Aircraft acquisitions placements.* We are scheduled to take delivery of seven of the New A330 Aircraft in 2011. We executed a lease agreement for one of the New A330 Aircraft scheduled for delivery in 2011 with an affiliate of the HNA Group, and we executed lease agreements for six of the New A330 Aircraft scheduled for delivery in 2011 with South African Airways (PTY) LTD, or SAA, the first of which was delivered in February 2011 and we immediately placed it on lease with SAA. We currently have no other commitments to acquire aircraft in 2011.

**2012-2014 Lease Expirations and Lease Placements**

*Scheduled lease expirations placements.* Taking into account lease and sale commitments, we currently had the following number of aircraft with lease expirations scheduled in the period 2012-2014 representing the percentage of our net book value of flight equipment held for lease at December 31, 2010 specified below:

2012: 24 aircraft, representing 16%;

2013: 27 aircraft, representing 11%; and

2014: 21 aircraft, representing 13%.

*Aircraft acquisitions placements.* We are scheduled to take delivery of one of the New A330 Aircraft in 2012 and we have executed a lease with an affiliate of Virgin Blue Airlines. We currently have no other

commitments to acquire aircraft in the period 2012-2014.

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*Lease Payments and Security.* Each of our leases requires the lessee to pay periodic rentals during the lease term. As of December 31, 2010, rentals on more than 94% of our leases then in effect, as a percentage of net book value, are fixed and do not vary according to changes in interest rates. For the remaining leases, rentals are payable on a floating interest-rate basis. Most lease rentals are payable either monthly or quarterly in advance, and all lease rentals are payable in U.S. dollars.

Under our leases, the lessee must pay operating expenses accrued or payable during the term of the lease, which would normally include maintenance, overhaul, fuel, crew, landing, airport and navigation charges, certain taxes, licenses, consents and approvals, aircraft registration and insurance premiums. Typically, under an operating lease, the lessee is required to make payments for heavy maintenance, overhaul or replacement of certain high-value components of the aircraft. These maintenance payments are based on hours or cycles of utilization or on calendar time, depending upon the component, and are required to be made monthly in arrears or at the end of the lease term. Our determination of whether to permit a lessee to make maintenance payments at the end of the lease term, rather than requiring such payments to be made monthly, depends on a variety of factors, including the creditworthiness of the lessee, the amount of security deposit which may be provided by the lessee and market conditions at the time. If a lessee is making monthly maintenance payments, we would typically be obligated to use the funds paid by the lessee during the lease term to reimburse the lessee for costs they incur for heavy maintenance, overhaul or replacement of certain high-value components, usually shortly following completion of the relevant work.

Many of our leases also contain provisions requiring us to pay a portion of the cost of modifications to the aircraft performed by the lessee at its expense, if such modifications are mandated by recognized airworthiness authorities. Typically, these provisions would set a threshold, below which the lessee would not have a right to seek reimbursement and above which we may be required to pay a portion of the cost incurred by the lessee. The lessees are obliged to remove liens on the aircraft other than liens permitted under the leases.

Our leases generally provide that the lessees' payment obligations are absolute and unconditional under any and all circumstances and require lessees to make payments without withholding payment on account of any amounts the lessor may owe the lessee or any claims the lessee may have against the lessor for any reason, except that under certain of the leases a breach of quiet enjoyment by the lessor may permit a lessee to withhold payment. The leases also generally include an obligation of the lessee to gross up payments under the lease where lease payments are subject to withholding and other taxes, although there may be some limitations to the gross up obligation, including provisions which do not require a lessee to gross up payments if the withholdings arise out of our ownership or tax structure. In addition, changes in law may result in the imposition of withholding and other taxes and charges that are not reimbursable by the lessee under the lease or that cannot be so reimbursed under applicable law. Lessees may fail to reimburse us even when obligated under the lease to do so. Our leases also generally require the lessee to indemnify the lessor for tax liabilities relating to the leases and the aircraft, including in most cases, value added tax and stamp duties, but excluding income tax or its equivalent imposed on the lessor.

## **Portfolio Risk Management**

Our objective is to build and maintain an operating lease portfolio which is balanced and diversified and delivers returns commensurate with risk. We have portfolio concentration objectives to assist in portfolio risk management and highlight areas where action to mitigate risk may be appropriate, and take into account the following:

individual lessee exposures;

average portfolio credit quality;

geographic concentrations;

end market (i.e., passenger and freighter) concentrations;

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lease maturity concentrations; and

aircraft type concentrations.

We have a risk management team which undertakes detailed credit due diligence on lessees when aircraft are being acquired with a lease already in place and for placement of aircraft with new lessees following lease expiration or termination.

### **Lease Management and Remarketing**

Our aircraft re-leasing strategy is to develop opportunities proactively, well in advance of scheduled lease expiration, to enable consideration of a broad set of alternatives, including both passenger and freighter deployments, and to allow for reconfiguration or maintenance lead times where needed. We also take a proactive approach to monitoring the credit quality of our customers, and seek early return and redeployment of aircraft if we feel that a lessee is unlikely to perform its obligations under a lease. We have invested significant resources in developing and implementing what we consider to be a state-of-the-art lease management information system to enable efficient management of aircraft in our portfolio.

### **Other Aviation Assets and Alternative New Business Approaches**

As of December 31, 2010, our overall portfolio of assets consists of commercial jet aircraft. We believe the lack of traditional aviation bank debt capacity with respect to financing mid-age, current technology aircraft may present attractive aircraft and debt investment opportunities, including our own securities, although financing for such acquisitions may be limited and more costly than in the past. Additionally, we believe that investment opportunities may arise in such sectors as jet engine and spare parts leasing and financing, aviation facility financings or ownership, and commercial turboprop aircraft and helicopter leasing and financing. In the future, we may make opportunistic investments in these or other sectors or in other aviation related assets and we intend to continue to explore other income-generating activities and investments that leverage our experience and contacts, provided that capital is available to fund such investments on attractive terms. We believe we have a world class leasing servicing platform and may also pursue opportunities to capitalize on these capabilities such as providing aircraft management services for third party aircraft owners.

### **Competition**

The aircraft leasing industry is highly competitive with over 40 significant participants, of which approximately 25 are major operators that are regularly active in the leasing and aircraft trading markets. A number of these participants place speculative orders for new aircraft, to be placed on operating lease upon delivery from the manufacturer in competition with new and used aircraft offered by other lessors.

We face competition from these participants for the acquisition of aircraft from airlines and other aircraft investors, for the placement of aircraft on lease with airlines and for the investors who have an interest in acquiring aircraft assets which we may wish to divest.

The recent global economic recession and the general market liquidity crisis impacted the aircraft trading market causing many large participants to restructure or revisit their investment strategies. Typically, our competition for aircraft acquisitions has come from established aircraft leasing companies such as GE Commercial Aviation Services, BOC Aviation, AerCap Holdings NV, CIT Aerospace, AWAS, Macquarie Aircraft Leasing and Aviation Capital Group. However, we are also seeing increased activity from recent market entrants such as the leasing affiliates of

China Development Bank, HNA Group and Industrial and Commercial Bank of China. In addition, several new private equity funded start-ups with significant capital bases, such as Air Lease, Avolon and Jackson Square, have recently have entered the market with a focus on new aircraft. Similarly, AerSale and RPK

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Capital are among several new market participants with private equity capital commitments, though these ventures are focusing on older aircraft and part-out oriented investments.

Competition for leasing or re-leasing of aircraft, as well as aircraft sales is based principally upon the availability, type and condition of aircraft, lease rates, prices and other lease terms. Aircraft manufacturers, airlines and other operators, distributors, equipment managers, leasing companies, financial institutions and other parties engaged in leasing, managing, marketing or remarketing aircraft compete with us, although their focus may be on different market segments and aircraft types.

Some of our competitors have, or may obtain, greater financial resources than us and may have a lower cost of capital. However, we believe that we are able to compete favorably in aircraft acquisition, leasing and sales activities due to the reputation and experience of our management, our extensive market contacts and our expertise in sourcing and acquiring aircraft.

## **Employees**

We operate in a capital intensive, rather than a labor intensive, business. As of December 31, 2010, we had 78 employees. None of our employees are covered by a collective bargaining agreement and we believe that we maintain excellent employee relations. We provide certain employee benefits, including retirement, health, life, disability and accident insurance plans.

## **Insurance**

We require our lessees to carry with insurers in the international insurance markets the types of insurance which are customary in the air transportation industry, including airline general third party legal liability insurance, all-risk aircraft hull insurance (both with respect to the aircraft and with respect to each engine when not installed on our aircraft) and war-risk hull and legal liability insurance. We are named as an additional insured on liability insurance policies carried by our lessees, and we or one of our lenders would typically be designated as a loss payee in the event of a total loss of the aircraft. Coverage under liability policies generally is not subject to deductibles except those as to baggage and cargo that are standard in the airline industry, and coverage under all-risk aircraft hull insurance policies is generally subject to agreed deductible levels. We maintain contingent hull and liability insurance coverage with respect to our aircraft which is intended to provide coverage for certain risks, including the risk of cancellation of the hull or liability insurance maintained by any of our lessees without notice to us, but which excludes coverage for other risks such as the risk of insolvency of the primary insurer or reinsurer.

We maintain insurance policies to cover risks related to physical damage to our equipment and property (other than aircraft), as well as with respect to third-party liabilities arising through the course of our normal business operations (other than aircraft operations). We also maintain limited business interruption insurance to cover a portion of the costs we would expect to incur in connection with a disruption to our main facilities, and we maintain directors and officers insurance providing indemnification for our directors, officers and certain employees for certain liabilities.

Consistent with industry practice, our insurance policies are subject to deductibles or self-retention amounts.

We believe that the insurance coverage currently carried by our lessees and by Aircastle provides adequate protection against the accident-related and other covered risks involved in the conduct of our business. However, there can be no assurance that we have adequately insured against all risks, that lessees will at all times comply with their obligations to maintain insurance, that our lessees insurers and re-insurers will be or will remain solvent and able to satisfy any claims, that any particular claim will ultimately be paid or that we will be able to procure adequate insurance coverage at commercially reasonable rates in the future.





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### **Government Regulation**

The air transportation industry is highly regulated; however, we generally are not directly subject to most of these regulations because we do not operate aircraft. In contrast, our lessees are subject to extensive, direct regulation under the laws of the jurisdiction in which they are registered and under which they operate. Such laws govern, among other things, the registration, operation and maintenance of our aircraft. Our customers may also be subject to noise or emissions regulations in the jurisdictions in which they operate our aircraft. For example, the United States and other jurisdictions are beginning to impose more stringent limits on nitrogen oxide, carbon monoxide and carbon dioxide emissions from engines. In addition, European countries generally have more strict environmental regulations and, in particular, the European Parliament has confirmed that aviation is to be included in the European Emissions Trading Scheme starting in 2012.

Most of our aircraft are registered in the jurisdiction in which the lessee of the aircraft is certified as an air operator. As a result, our aircraft are subject to the airworthiness and other standards imposed by such jurisdictions. Laws affecting the airworthiness of aircraft generally are designed to ensure that all aircraft and related equipment are continuously maintained under a program that will enable safe operation of the aircraft. Most countries' aviation laws require aircraft to be maintained under an approved maintenance program having defined procedures and intervals for inspection, maintenance, and repair.

Our lessees are sometimes obligated by us to obtain governmental approval to import and lease our aircraft, to operate our aircraft on certain routes and to pay us in U.S. dollars. Usually, these approvals are obtained prior to lease commencement as a condition to our delivery of the aircraft. Governmental leave to deregister and/or re-export an aircraft at lease expiration or termination may also be required and may not be available in advance of the lease expiration or termination, although in such a case, we would normally require powers of attorney or other documentation to assist us in effecting deregistration or export, if required.

We are also subject to U.S. regulations governing the lease and sale of aircraft to foreign entities. Specifically, the U.S. Department of Commerce (through its Bureau of Industry and Security) and the U.S. Department of the Treasury (through its Office of Foreign Assets Control) impose restrictions on the operation of U.S.-made goods, such as aircraft and engines, in sanctioned countries, and also impose restrictions on the ability of U.S. companies to conduct business with entities in certain countries and with certain individuals. We monitor our aircraft lease and sale transactions to ensure compliance with these restrictions.

### **Inflation**

Inflation affects our lease rentals, asset values and costs, including SG&A expenses and other expenses. Inflation generally would be expected to create upward pressure on lease rentals and asset values and will also increase the price of the airframes and engines we purchase under the Airbus A330 Agreement, although we have agreed with the manufacturers to certain limitations on price escalation in order to reduce our exposure to inflation. Our contractual commitments described elsewhere in this report include estimates we have made concerning the impact of inflation on our acquisition costs under the Airbus A330 Agreement. We do not believe that our financial results have been, or will be, adversely affected by inflation in a material way.

### **Subsequent Events**

The Company's management has reviewed and evaluated all events or transactions for potential recognition and/or disclosure since the balance sheet date of December 31, 2010 through the date of this filing, the date on which the consolidated financial statements included in this Form 10-K were issued.



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**ITEM 1A. RISK FACTORS**

**Risks Related to Our Business**

**Risks related to our operations**

*Volatile financial market conditions may adversely impact our liquidity, our access to capital and our cost of capital.*

The global financial markets recently have undergone and may continue to experience significant volatility and disruption. While the capital markets recently have shown signs of improvement, it is not clear whether the lease-backed securitization market and other long-term credit markets will be consistently available in sufficient volume and acceptable terms to satisfy the future financing and refinancing needs of the aviation industry. The sustainability of an economic recovery is uncertain and additional levels of market disruption could have an adverse effect, which may be material, on our ability to access capital, on our cost of capital or on our business, financial condition or results of operations.

*Risks affecting the airline industry may adversely affect our customers and have a material adverse impact on our financial results.*

We operate as a supplier to airlines and are indirectly impacted by all the risks facing airlines today. The ability of each lessee to perform its obligations under the relevant lease will depend primarily on the lessee's financial condition and cash flow, which may be affected by factors beyond our control, including:

passenger and air cargo demand;

competition;

passenger fare levels and air cargo rates;

availability of financing and other circumstances affecting airline liquidity, including covenants in financings, terms imposed by credit card issuers and collateral posting requirements contained in fuel hedging contracts and the ability of airlines to make or refinance principal payments as they come due;

geopolitical and other events, including war, acts or threats of terrorism, outbreaks of epidemic diseases and natural disasters;

aircraft accidents;

operating costs, including the price and availability of jet fuel, labor costs and insurance costs and coverages;

restrictions in labor contracts and labor difficulties;

economic conditions, including recession, financial system distress and currency fluctuations in the countries and regions in which the lessee operates or from which the lessee obtains financing;

losses on investments, including auction rate securities; and

governmental regulation of, or affecting the air transportation business, including noise regulations, emissions regulations, climate change initiatives, and age limitations.

These factors, and others, may lead to defaults by our customers, delay or prevent aircraft deliveries or transitions, result in payment or other restructurings, and increase our costs from repossessions and reduce our revenues due to downtime or lower re-lease rates, which would have an adverse impact on our financial results.

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***We bear the risk of re-leasing and selling our aircraft in order to meet our debt obligations, finance our growth and operations, pay dividends and, ultimately, realize upon the investment in the aircraft in our portfolio.***

We bear the risk of re-leasing and selling or otherwise disposing of our aircraft in order to continue to generate sufficient revenues to meet our debt obligations, to finance our growth and operations, to pay dividends on our common shares and, ultimately, to realize upon our investment in the aircraft in our portfolio. In certain cases we commit to purchase aircraft that are not subject to lease and therefore are subject to lease placement risk for aircraft we are obliged to purchase. Because only a portion of an aircraft's value is covered by contractual cash flows from an operating lease, we are exposed to the risk that the residual value of the aircraft will not be sufficient to permit us to fully recover or realize a gain on our investment in the aircraft. Further, our ability to re-lease, lease or sell aircraft on favorable terms, or at all, or without significant off-lease time and transition costs is likely to be adversely impacted by risks affecting the airline industry generally.

In addition, if demand for aircraft and market lease rental rates decrease, and if these conditions persist, then the market value for our aircraft would be adversely affected and this might result in impairment charges to us in accordance with the Financial Accounting Standards Board, or FASB, Accounting Standard Codification's Plant, Property and Equipment Topic, which relates to accounting for the impairment or disposal of long-lived assets. Other factors that may affect our ability to realize upon the investment in our aircraft and that may increase the likelihood of impairment charges, include higher fuel prices which may increase demand for newer, fuel efficient aircraft, additional environmental regulations, customer preferences and other factors that may effectively shorten the useful life of older aircraft. Such impairment charges may adversely impact our financial results.

***Our financial reporting for lease revenue may be significantly impacted by a proposed new model for lease accounting.***

On August 17, 2010, the International Accounting Standards Board, or IASB, and FASB published for public comment joint proposals to change the financial reporting of lease contracts ( "Lease ED" ), which we refer to herein as the Proposals.

The Proposals set out a model for lessee accounting under which as lessee would recognize a "right-of-use" asset representing its right to use the underlying asset and a liability representing its obligation to pay lease rentals over the lease term. The Proposals set out two alternative accounting models for lessors, a "performance obligation" approach and a "derecognition" approach. If a lessor retains exposure to significant risks and benefits associated with the underlying asset, then it would apply the performance obligation approach to the lease of the asset. If a lessor does not retain such an exposure, then it would adopt the derecognition approach to the lease of the asset. The Proposals do not contain an effective date for the proposed changes, and it is possible that an alternative approach may be developed; however, if the Proposals are adopted in the current form, the changes could adversely impact our financial results and the market price for our shares.

***Our ability to obtain debt financing and our cost of debt financing is, in part, dependent upon our credit ratings and a credit downgrade could adversely impact our financial results.***

Our ability to obtain debt financing and our cost of debt financing is dependent, in part, on our credit ratings. A credit rating downgrade may result in higher pricing or less favorable terms under secured financings, including Export Credit Agency backed financings, or may make it more difficult or more costly for us to raise debt financing in the unsecured bond market. Credit rating downgrades may therefore make it more difficult to satisfy our funding requirements or adversely impact our financial results.



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***We may not be able to obtain long-term debt financing or refinancing on attractive terms, which may limit our ability to satisfy our commitments to acquire additional aircraft and reduce our cash available for operations, investment and distribution to shareholders.***

Satisfying our present commitments to acquire aircraft will require additional capital. Financing may not be available to us or may not be available to us on favorable terms. If we are unable to raise additional funds or obtain capital on terms acceptable to us, we may not be able to satisfy funding requirements for our aircraft acquisition commitments, including our commitment to acquire the new Airbus Model A330 aircraft we are contracted to purchase. Further, if additional capital is raised through the issuance of additional equity securities, the interests of our then current common shareholders could be diluted. Newly issued equity securities may have rights, preferences or privileges senior to those of our common shares.

Each of our securitization transactions and our remaining term financing transaction provides excess cash flow to us only during the initial five years after the closing of such transaction. Conditions in the capital markets or bank debt market, or a downgrade in our credit rating, may prevent the issuance of long-term debt financing or make any new issuance of debt financing more costly or otherwise less attractive to us. Accordingly, we may not refinance any such securitizations and term financing prior to the fifth anniversary of closing and we may be obliged to leave these financings in place, in which case we would not receive any excess cash flow from the aircraft financed thereunder.

***An increase in our borrowing costs may adversely affect our earnings and cash available for distribution to our shareholders and our interest rate hedging contracts would require us to pay significant termination payments in order to terminate in connection with a refinancing.***

Our aircraft are financed under long-term debt financings. As these financings mature, we will be required to either refinance these instruments by entering into new financings, which could result in higher borrowing costs, or repay them by using cash on hand or cash from the sale of our assets.

Our securitizations and term financings are London Interbank Offered Rate, or LIBOR, based floating-rate obligations which we hedged with interest rate swaps into fixed-rate obligations having five-year to ten-year terms. As interest rates declined, the fair value of these interest rate swaps has also declined, and we would incur a significant termination payment if we were to terminate any of these interest rate swaps prior to its scheduled maturity. Because we would likely be obligated to terminate an interest rate swap in order to refinance one of these financings, these interest rate swaps make refinancing our securitizations or our term financings more difficult.

***Departure of key officers could harm our business and financial results.***

Our senior management's reputations and relationships with lessees, sellers, buyers and financiers of aircraft are a critical element of our business. We encounter intense competition for qualified employees from other companies in the aircraft leasing industry, and we believe there are only a limited number of available qualified executives in our industry. Our future success depends, to a significant extent, upon the continued service of our senior management personnel, particularly: Ron Wainshal, our Chief Executive Officer; Michael Inglese, our Chief Financial Officer; and David Walton, our Chief Operating Officer and General Counsel, each of whose services are critical to the successful implementation of our business strategies. These key officers have been with us as we have substantially grown our operations and as a result have been critical to our development. If we were to lose the services of any of these individuals, our business and financial results could be adversely affected.

***We may not be able to pay or maintain dividends, or we may choose not to pay dividends, and the failure to pay or maintain dividends may adversely affect our share price.***

On December 6, 2010, our board of directors declared a regular quarterly dividend of \$0.10 per common share, or an aggregate of approximately \$8.0 million, which was paid on January 14, 2011 to



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holders of record on December 31, 2010. This dividend may not be indicative of the amount of any future quarterly dividends. Our ability to pay, maintain or increase cash dividends to our shareholders is subject to the discretion of our board of directors and will depend on many factors, including our ability to comply with covenants in our financing documents that limit our ability to pay dividends and make certain other restricted payments to shareholders, the difficulty we may experience in raising and the cost of additional capital and our ability to finance our aircraft acquisition commitments, our ability to re-finance our securitizations and other long-term financings before excess cash flows are no longer made available to us to pay dividends and for other purposes, our ability to negotiate and enforce favorable lease rates and other contractual terms, the level of demand for our aircraft, the economic condition of the commercial aviation industry generally, the financial condition and liquidity of our lessees, unexpected or increased expenses, the level and timing of capital expenditures, principal repayments and other capital needs, the value of our aircraft portfolio, our compliance with loan to value, debt service coverage, interest rate coverage and other financial tests in our financings, maintaining our credit ratings, our results of operations, financial condition and liquidity, general business conditions, restrictions imposed by our securitizations or other financings, legal restrictions on the payment of dividends, including a statutory dividend test and other limitations under Bermuda law, and other factors that our board of directors deems relevant. Some of these factors are beyond our control and a change in any such factor could affect our ability to pay dividends on our common shares. In the future we may not choose to pay dividends or may not be able to pay dividends, maintain our current level of dividends, or increase them over time. Increases in demand for our aircraft and operating lease payments may not occur, and may not increase our actual cash available for dividends to our common shareholders. The failure to maintain or pay dividends may adversely affect our share price.

***We are subject to risks related to our indebtedness that may limit our operational flexibility, our ability to compete with our competitors and our ability to pay dividends on our common shares.***

### *General Risks*

As of December 31, 2010, our total indebtedness was approximately \$2.7 billion, representing approximately 66.9% of our total capitalization. As a result of our substantial amount of indebtedness, we may be unable to generate sufficient cash to pay, when due, the principal of, interest on or other amounts due with respect to our indebtedness, and our substantial amount of indebtedness may adversely affect our cash flow and our ability to operate our business, compete with our competitors and pay dividends to our shareholders.

Our indebtedness subjects us to certain risks, including:

a high percentage of our aircraft and aircraft leases serve as collateral for our secured indebtedness and the terms of certain of our indebtedness require us to use proceeds from sales of aircraft, in part, to repay amounts outstanding under such indebtedness;

we may be required to dedicate a substantial portion of our cash flows from operations, if available, to debt service payments, thereby reducing the amount of our cash flow available to pay dividends, fund working capital, make capital expenditures and satisfy other needs;

our failure to comply with the terms of our indebtedness, including restrictive covenants contained therein, may result in additional interest being due or defaults that could result in the acceleration of the principal, and unpaid interest on, the defaulted debt, as well as the forfeiture of the aircraft pledged as collateral;

non-compliance with loan to value ratios, interest coverage or debt service coverage ratios, or other financial tests, would limit or eliminate available cash flows from the assets financed under the relevant financing; and

non-compliance with covenants prohibiting certain investments and other restricted payments, including limitations on our ability to pay dividends, repurchase our common shares, raise

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additional capital or refinance our existing debt, may reduce our operational flexibility and limit our ability to refinance or grow the business.

*Risks relating to our long-term financings*

The provisions of our securitizations, term financings, ECA term financings and our senior notes require us to comply with one or more of loan to value, debt service coverage, minimum net worth, interest coverage ratios or tests and other covenants. Our compliance with these ratios, tests and covenants depends upon, among other things, the timely receipt of lease payments from our lessees, upon our overall financial performance and/or upon the appraised value of the aircraft securing the relevant financing.

*Securitizations.* During the first five years from the closing of each securitization, excess cash flow is available to us from such securitization for corporate purposes, to make new investments or to pay dividends to our shareholders. However, if debt service coverage ratio requirements are not met on two consecutive monthly payment dates in the fourth and fifth year following the closing date of the applicable securitization and in any month following the fifth anniversary of the closing date (June 2011 for Securitization No. 1 and June 2012 for Securitization No. 1), all excess securitization cash flow is required to be used to reduce the principal balance of the indebtedness of the applicable securitization and will not be available to us for other purposes.

*Term Financings.* Our term financings contain loan to value and debt service coverage tests. Under certain circumstances, if we fail these tests, excess cash flow could be applied to pay down principal. In March 2011, we completed the annual maintenance-adjusted appraisal for the Term Financing No. 1 Portfolio and determined that we expect to be in compliance with the loan to value ratio on the April 2011 payment date.

*ECA Term Financings.* Our ECA term financings contain a \$500 million minimum net worth covenant and also contain, among other customary provisions, a material adverse change default and cross-default to other ECA- or EXIM- supported financings or other recourse financings of the Company.

*Senior Notes.* Our senior notes indenture imposes operating and financial restrictions on our activities. These restrictions limit our ability to, or in certain cases prohibit us from, incurring or guaranteeing additional indebtedness, refinancing our existing indebtedness, pay dividends, repurchase our common shares or make other restricted payments, make certain investments or enter into joint ventures.

In addition, under the terms of the securitizations and term financings, certain transactions will require the consent or approval of one or more of the securitization trustees, the rating agencies that rated the applicable portfolio's certificates, the financial guaranty insurance policy issuer for the applicable securitization or the banks providing the financing, including, as applicable, (i) sales of aircraft (a) in numbers exceeding the applicable limit in any securitization or term financing, or (b) at prices below certain scheduled minimum amounts, or (c) in any calendar year, in amounts in excess of 10% of the portfolio value at the beginning of that year, or if such sales would cause a breach of the agreed concentration limits or cause the number of aircraft financed to fall below agreed levels, (ii) the leasing of aircraft to the extent not in compliance with the lessee and geographic concentration limits, and the other operating covenants, (iii) modifying an aircraft if the cost thereof would exceed certain amounts or (iv) entering into any transaction between us and the applicable securitization entities not already contemplated in the applicable securitization or term financing. Absent the aforementioned consent, which we may not receive, the lessee and geographic concentration limits under the securitization or term financing will require us to re-lease the aircraft to a diverse set of customers, and may place limits on our ability to lease our aircraft to certain customers in certain jurisdictions, even if to do so would provide the best risk returns outcome at that time. In addition, with respect to the securitizations, because the financial guarantee insurance policy issuer is currently experiencing



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financial distress, it is unclear whether such policy issuer will be in a position to continue to respond to any request for consent to any such proposed transaction which may, with respect to aircraft financed under the securitizations, limit our ability to place aircraft on lease to provide the best returns or to sell aircraft that we believe would be in our best interest to sell.

In addition, the terms of our financings restrict our ability to:

create liens on assets;

incur or guarantee additional indebtedness;

issue disqualified stock or preference shares;

sell assets;

make certain investments or capital expenditures;

pay dividends on or make distributions in respect of our capital stock or make other restricted payments;

agree to any restrictions on the ability of restricted subsidiaries to transfer property or make payments to us;

guarantee other indebtedness without guaranteeing the senior notes;

engage in mergers, amalgamations or consolidations among our subsidiary companies or between a subsidiary company and a third party or otherwise dispose of all or substantially all of our assets;

engage in certain transactions with affiliates;

incur secured indebtedness;

receive payments or excess cash flows from subsidiaries; and

enter into joint ventures.

***Failure to close the aircraft acquisition commitments could negatively impact our share price and financial results.***

At December 31, 2010, we had commitments to acquire a total of 8 aircraft through 2012. If we are unable to obtain the necessary financing and if the various conditions to these commitments are not satisfied, we will be unable to close the purchase of some or all of the aircraft which we have commitments to acquire under the Airbus A330 Agreement. If our aircraft acquisition commitments are not closed for these or other reasons, we will be subject to several risks, including the following:

forfeiting deposits and progress payments and having to pay and expense certain significant costs relating to these commitments, such as actual damages, and legal, accounting and financial advisory expenses, and will not realize any of the benefits of having the transactions completed; and

the focus of our management having been spent on these commitments instead of on pursuing other opportunities that could have been beneficial to us, without realizing any or all of the benefits of having the transaction completed.

If we determine that the capital we require to satisfy these commitments may not be available to us, either at all, or on terms we deem attractive, we may eliminate or continue to reduce our dividend in order to preserve capital to apply to these commitments. These risks could materially and adversely affect our ability to pay dividends, our share price and financial results.

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**Risks related to our aviation assets**

*The variability of supply and demand for aircraft could depress lease rates for our aircraft, which would have an adverse effect on our financial results and growth prospects and on our ability to meet our debt obligations and to pay dividends on our common shares.*

The aircraft leasing and sales industry has experienced periods of aircraft oversupply and undersupply. The oversupply of a specific type of aircraft in the market is likely to depress aircraft lease rates for, and the value of, that type of aircraft.

The supply and demand for aircraft is affected by various cyclical and non-cyclical factors that are not under our control, including:

- passenger and air cargo demand;
- operating costs, including fuel costs, and general economic conditions affecting our lessees' operations;
- geopolitical events, including war, prolonged armed conflict and acts of terrorism;
- outbreaks of communicable diseases and natural disasters;
- governmental regulation;
- interest rates;
- foreign exchange rates;
- airline restructurings and bankruptcies;
- the availability of credit;
- changes in control of, or restructurings of, other aircraft leasing companies;
- manufacturer production levels and technological innovation;
- climate change initiatives, technological change, aircraft noise and emissions regulations, aircraft age limits and other factors leading to retirement and obsolescence of aircraft models;
- manufacturers merging or exiting the industry or ceasing to produce aircraft types;
- new-entrant manufacturers producing additional aircraft models, or existing manufacturers producing newly engined aircraft models or new aircraft models, in competition with existing aircraft models;
- reintroduction into service of aircraft previously in storage; and
- airport and air traffic control infrastructure constraints.

These and other factors may produce sharp decreases or increases in aircraft values and lease rates, which would impact our cost of acquiring aircraft, which may cause us to fail loan to value tests in our financings, and which may

result in lease defaults and also prevent the aircraft from being re-leased or sold on favorable terms. If we fail a loan to value test, principal payments under the relevant financing will increase and we will have less free cash flow available for operations, investments, dividends and other purposes. This would have an adverse effect on our financial results and growth prospects and on our ability to meet our debt obligations and to pay dividends on our common shares.



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***Other factors that increase the risk of decline in aircraft value and lease rates could have an adverse effect on our financial results and growth prospects and on our ability to meet our debt obligations and to pay dividends on our common shares.***

In addition to factors linked to the aviation industry generally, other factors that may affect the value and lease rates of our aircraft include:

the age of the aircraft;

the particular maintenance and operating history of the airframe and engines;

the number of operators using that type of aircraft;

whether the aircraft is subject to a lease and, if so, whether the lease terms are favorable to us;

applicable airworthiness directives or manufacturer's service bulletins that have not yet been performed to the aircraft;

any regulatory and legal requirements that must be satisfied before the aircraft can be purchased, sold or re-leased; and

compatibility of our aircraft configurations or specifications with those desired by the operators of other aircraft of that type.

Any decrease in the values of and lease rates for commercial aircraft which may result from the above factors or other unanticipated factors may have a material adverse effect on our financial results and growth prospects and on our ability to meet our debt obligations and to pay dividends on our common shares.

***The advent of superior aircraft technology could cause our existing aircraft portfolio to become outdated and therefore less desirable, which could adversely affect our financial results and growth prospects and our ability to compete in the marketplace.***

As manufacturers introduce technological innovations and new types of aircraft, including the Boeing 787 and Airbus A350 and re-engined and/or replacement types for the Boeing 737 and A320 families of aircraft, certain aircraft in our existing aircraft portfolio may become less desirable to potential lessees or purchasers. For example, Airbus recently announced that it intends to produce a new engine option, or NEO, Model A320 family aircraft from 2016, which it says will reduce fuel burn by 15% and cut noise emission and maintenance costs, among other improvements. In addition, Bombardier Inc. is building an aircraft model, the C Series, that will compete with Airbus Model A319 and Boeing Model 737-700 aircraft in our fleet, and Commercial Aircraft Corporation of China Ltd and Sukhoi Company (JSC) have announced their intention to manufacture commercial jet aircraft that will compete with single-aisle aircraft produced by Airbus and Boeing.

In addition, although all of the aircraft in our portfolio are Stage 3 noise-compliant, the imposition of more stringent noise or emissions standards or the introduction of additional age limitation regulations may limit the potential customer base for certain aircraft in our portfolio or make certain of our aircraft less desirable in the marketplace.

Any of these risks could adversely affect our ability to lease or sell our aircraft on favorable terms, or at all, which could have an adverse effect on our financial condition.

***The effects of various energy, emissions, and noise regulations and initiatives may negatively affect the airline industry. This may cause lessees to default on their lease payment obligations to us and may limit the market for certain aircraft in our portfolio.***

Governmental regulations regarding aircraft and engine noise and emissions levels apply based on where the relevant aircraft is registered and operated. For example, jurisdictions throughout the world have adopted noise regulations which require all aircraft to comply with noise level standards. In

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addition to the current requirements, the United States and the International Civil Aviation Organization, or ICAO, have adopted a new, more stringent set of standards for noise levels which applies to engines manufactured or certified on or after January 1, 2006. Currently, U.S. regulations would not require any phase-out of aircraft that qualify with the older standards applicable to engines manufactured or certified prior to January 1, 2006, but the European Union has established a framework for the imposition of operating limitations on aircraft that do not comply with the new standards. These regulations could limit the economic life of the aircraft and engines, reduce their value, limit our ability to lease or sell the non-compliant aircraft and engines or, if engine modifications are permitted, require us to make significant additional investments in the aircraft and engines to make them compliant.

In addition to more stringent noise restrictions, the United States and other jurisdictions are beginning to impose more stringent limits on other aircraft engine emissions, such as nitrogen oxide, carbon monoxide and carbon dioxide, consistent with current ICAO standards. These limits generally apply only to engines manufactured after 1999. Certain of the aircraft engines owned by us were manufactured after 1999. Because aircraft engines are retired or replaced from time to time in the usual course, it is likely that the number of such engines may increase over time. Concerns over energy security, environmental sustainability, and climate change, could result in more stringent limitations on the operation of our aircraft, particularly aircraft equipped with older-technology engines, or in decreased demand for air travel.

European countries generally have relatively strict environmental regulations that can restrict operational flexibility and decrease aircraft productivity. The European Parliament has confirmed that aviation is to be included in the European Union's Emissions Trading Scheme starting from 2012. This inclusion could possibly lead to higher ticket prices in the European transport market and a reduction in the number of airline passengers. The United Kingdom has significantly increased its air passenger duties in 2007 and, for most longer flights, again in 2009, in recognition of the environmental costs of air travel. Similar, or more restrictive, measures may be implemented in other jurisdictions as a result of environmental or climate change concerns, which could have an impact on the global market for certain aircraft and cause behavioral shifts that result in decreased demand for air travel.

Over time, it is possible that governments will adopt additional regulatory requirements and/or market-based policies that are intended to reduce energy usage, emissions, and noise levels from aircraft. Such initiatives may be based on concerns regarding climate change, energy security, public health, local impacts, or other factors.

Compliance with current or future regulations, taxes or duties imposed to deal with energy usage, fuel type, emissions, noise levels, or related issues could cause the lessees to incur higher costs and to generate lower net revenues, resulting in an adverse impact on their financial conditions. Consequently, such compliance may affect the lessees ability to make rental and other lease payments and limit the market for certain of our aircraft in our portfolio, which may adversely affect our ability to lease or sell our aircraft on favorable terms, or at all, which could have an adverse effect on our financial condition.

***The advanced age, or older technology, of some of our aircraft may expose us to higher than anticipated maintenance related expenses, which could adversely affect our financial results and our ability to pursue additional acquisitions.***

As of December 31, 2010, based on net book value, 23% of our aircraft portfolio was 15 years or older and 10% of our aircraft portfolio is not the latest generation technology. In general, the costs of operating an aircraft, including maintenance expenditures, increase with the age of the aircraft. Additionally, older aircraft typically are less fuel-efficient than newer aircraft and may be more difficult to re-lease or sell, particularly if, due to airline insolvencies or other distress, older aircraft are competing with newer aircraft in the lease or sale market. Variable expenses like fuel, crew size or aging aircraft corrosion control or inspection or modification programs and related airworthiness directives could make the operation of older aircraft less economically feasible and may result in

increased lessee defaults. We may also incur some of these increased maintenance expenses and

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regulatory costs upon acquisition or re-leasing of our aircraft. In addition, a number of countries have adopted or may adopt age limits on aircraft imports, which may result in greater difficulty placing affected aircraft on lease or re-lease on favorable terms. Any of these expenses, costs or risks will have a negative impact on our financial results and our ability to pursue additional acquisitions.

### ***The concentration of aircraft types in our aircraft portfolio could lead to adverse effects on our business and financial results should any difficulties specific to these particular types of aircraft occur.***

Our owned aircraft portfolio is concentrated in certain aircraft types. In addition, we have a significant concentration of freighter aircraft in our portfolio and we have growing exposure to risks in the cargo market. Should any of these aircraft types (or other types we acquire in the future) or Airbus or Boeing encounter technical, financial or other difficulties, a decrease in value of such aircraft, an inability to lease the aircraft on favorable terms or at all, or a potential grounding of such aircraft could occur. As a result, the inability to lease the affected aircraft types would likely have an adverse effect on our financial results to the extent the affected aircraft types comprise a significant percentage of our aircraft portfolio. The composition of our aircraft portfolio may therefore adversely affect our business and financial results.

### ***The failure of aircraft or engine manufacturers to meet their delivery commitments to us could adversely affect us.***

Our ability to obtain the anticipated benefits under the Airbus A330 Agreement will depend in part on the performance of Airbus, Rolls-Royce and equipment vendors in meeting their obligations to us with respect to the timing of the deliveries. A failure on the part of Airbus, Rolls-Royce or such vendors to meet delivery commitments with respect to the New A330 Aircraft, could adversely affect our ability to deliver the New A330 Aircraft to our customers, may result in the termination of, or adverse change to, the lease commitments relating to the affected aircraft and adversely affect our financial condition and results of operation.

### ***We operate in a highly competitive market for investment opportunities in aviation assets and for the leasing of aircraft.***

We compete with other operating lessors, airlines, aircraft manufacturers, financial institutions (including those seeking to dispose of repossessed aircraft at distressed prices), aircraft brokers and other investors with respect to aircraft acquisitions and aircraft leasing. The aircraft leasing industry is highly competitive and may be divided into three basic activities: (i) aircraft acquisition, (ii) leasing or re-leasing of aircraft, and (iii) aircraft sales. Competition varies among these three basic activities.

The competitive playing field for new acquisitions has changed considerably in the wake of the financial crisis, as many large players are restructuring or revisiting their investment appetite, and a number of new entrants with private equity investors or Chinese bank or other equity backing have entered the market.

A number of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. Some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk or residual value assessments, which could allow them to consider a wider variety of investments, establish more relationships than us, bid more aggressively on aviation assets available for sale and offer lower lease rates than us. For instance, some of our competitors may provide financial services, maintenance services or other inducements to potential lessees that we cannot provide. As a result of competitive pressures, we may not be able to take advantage of attractive investment opportunities from time to time, and we may not be able to identify and make investments that are consistent with our investment objectives. Additionally, we may not be able to compete effectively against present and future competitors in the aircraft leasing market or



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aircraft sales market. The competitive pressures we face may have a material adverse effect on our business, financial condition and results of operations.

### **Risks related to our leases**

*If lessees are unable to fund their maintenance obligations on our aircraft, our cash flow and our ability to meet our debt obligations or to pay dividends on our common shares could be adversely affected.*

The standards of maintenance observed by the various lessees and the condition of the aircraft at the time of sale or lease may affect the future values and rental rates for our aircraft.

Under our leases, the relevant lessee is generally responsible for maintaining the aircraft and complying with all governmental requirements applicable to the lessee and the aircraft, including, without limitation, operational, maintenance, and registration requirements and airworthiness directives (although in certain cases we have agreed to share the cost of complying with certain airworthiness directives). Failure of a lessee to perform required maintenance with respect to an aircraft during the term of a lease could result in a decrease in value of such aircraft, an inability to lease the aircraft at favorable rates or at all, or a potential grounding of such aircraft, and will likely require us to incur maintenance and modification costs upon the expiration or earlier termination of the applicable lease, which could be substantial, to restore such aircraft to an acceptable condition prior to sale or re-leasing.

Certain of our leases provide that the lessee is required to make periodic payments to us during the lease term in order to provide cash reserves for the payment of maintenance tied to the usage of the aircraft. In these leases there is an associated liability for us to reimburse the lessee for such scheduled maintenance performed on the related aircraft, based on formulas tied to the extent of any of the lessee's maintenance reserve payments. In some cases, we are obligated, and in the future may incur additional obligations pursuant to the terms of the leases, to contribute to the cost of maintenance work performed by the lessee in addition to maintenance reserve payments.

Our operational cash flow and available liquidity may not be sufficient to fund our maintenance obligations, particularly as our aircraft age. Actual rental and maintenance payments by lessees and other cash that we receive may be significantly less than projected as a result of numerous factors, including defaults by lessees and our potential inability to obtain satisfactory maintenance terms in leases. Certain of our leases do not provide for any periodic maintenance reserve payments to be made by lessees to us in respect of their maintenance obligations, and it is possible that future leases will not contain such requirements. Typically, these lessees are required to make payments at the end of the lease term.

Even if we are entitled to receive maintenance payments, these payments may not cover the entire expense of the scheduled maintenance they are intended to fund. In addition, maintenance payments typically cover only certain scheduled maintenance requirements and do not cover all required maintenance and all scheduled maintenance. Furthermore, lessees may not meet their maintenance payment obligations or perform required scheduled maintenance. Any significant variations in such factors may materially adversely affect our business and particularly our cash position, which would make it difficult for us to meet our debt obligations or to pay dividends on our common shares.

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***Failure to pay certain potential additional operating costs could result in the grounding or arrest of our aircraft and prevent the re-lease, sale or other use of our aircraft, which would negatively affect our financial condition and results of operations.***

As in the case of maintenance costs, we may incur other operational costs upon a lessee default or where the terms of the lease require us to pay a portion of those costs. Such costs include:

the costs of casualty, liability and political risk insurance and the liability costs or losses when insurance coverage has not been or cannot be obtained as required, or is insufficient in amount or scope;

the costs of licensing, exporting or importing an aircraft, airport charges, customs duties, air navigation charges, landing fees and similar governmental or quasi-governmental impositions, which can be substantial;

penalties and costs associated with the failure of lessees to keep the aircraft registered under all appropriate local requirements or obtain required governmental licenses, consents and approvals; and

carbon taxes or other fees, taxes or costs imposed under emissions limitations or climate change regulations or other initiatives.

The failure to pay certain of these costs can result in liens on the aircraft and the failure to register the aircraft can result in a loss of insurance. These matters could result in the grounding or arrest of the aircraft and prevent the re-lease, sale or other use of the aircraft until the problem is cured, which would negatively affect our financial condition and results of operations.

***Our lessees may have inadequate insurance coverage or fail to fulfill their respective indemnity obligations, which could result in us not being covered for claims asserted against us and may negatively affect our business, financial condition and results of operations.***

By virtue of holding title to the aircraft directly or through a special purpose entity, in certain jurisdictions around the world aircraft lessors are held strictly liable for losses resulting from the operation of aircraft or may be held liable for those losses based on other legal theories. Liability may be placed on an aircraft lessor even under circumstances in which the lessor is not directly controlling the operation of the relevant aircraft.

Lessees are required under our leases to indemnify us for, and insure against, liabilities arising out of the use and operation of the aircraft, including third-party claims for death or injury to persons and damage to property for which we may be deemed liable. Lessees are also required to maintain public liability, property damage and hull all risk and hull war risk insurance on the aircraft at agreed upon levels. However, they are not generally required to maintain political risk insurance. The hull insurance is typically subject to standard market hull deductibles based on aircraft type that generally range from \$0.25 million to \$1.0 million. These deductibles may be higher in some leases, and lessees usually have fleet-wide deductibles for liability insurance and occurrence or fleet limits on war risk insurance. Any hull insurance proceeds in respect of such claims are typically required to be paid first to our lenders or us in the event of loss of the aircraft or, in the absence of an event of loss of the aircraft, to the lessee to effect repairs or, in the case of liability insurance, for indemnification of third-party liabilities. Subject to the terms of the applicable lease, the balance of any hull insurance proceeds after deduction for all amounts due and payable by the lessee to the lessor under such lease must be paid to the lessee.

Following the terrorist attacks of September 11, 2001, aviation insurers significantly reduced the amount of insurance coverage available to airlines for liability to persons other than employees or passengers for claims resulting from acts of terrorism, war or similar events. At the same time, they significantly increased the premiums for such third-party



war risk and terrorism liability insurance and coverage in general. As a result, the amount of such third-party war risk and terrorism liability

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insurance that is commercially available at any time may be below the amount stipulated in our leases and required by the market in general.

Our lessees' insurance, including any available governmental supplemental coverage, may not be sufficient to cover all types of claims that may be asserted against us. Any inadequate insurance coverage or default by lessees in fulfilling their indemnification or insurance obligations or the lack of political risk, hull, war or third-party war risk and terrorism liability insurance will reduce the proceeds that would be received by us upon an event of loss under the respective leases or upon a claim under the relevant liability insurance, which could negatively affect our business, financial condition and results of operations.

***Failure to obtain certain required licenses and approvals could negatively affect our ability to re-lease or sell aircraft, which would negatively affect our financial condition and results of operations.***

A number of leases require specific licenses, consents or approvals for different aspects of the leases. These include consents from governmental or regulatory authorities for certain payments under the leases and for the import, export or deregistration of the aircraft. Subsequent changes in applicable law or administrative practice may increase such requirements and a governmental consent, once given, might be withdrawn. Furthermore, consents needed in connection with future re-leasing or sale of an aircraft may not be forthcoming. Any of these events could adversely affect our ability to re-lease or sell aircraft, which would negatively affect our financial condition and results of operations.

***Due to the fact that many of our lessees operate in emerging markets, we are indirectly subject to many of the economic and political risks associated with competing in such markets.***

Emerging markets are countries which have less developed economies that are vulnerable to economic and political problems, such as significant fluctuations in gross domestic product, interest and currency exchange rates, civil disturbances, government instability, nationalization and expropriation of private assets and the imposition of taxes or other charges by governments. The occurrence of any of these events in markets served by our lessees and the resulting instability may adversely affect our ownership interest in an aircraft or the ability of lessees which operate in these markets to meet their lease obligations and these lessees may be more likely to default than lessees that operate in developed economies. For the year ended December 31, 2010, 40 of our lessees which operated 78 aircraft and generated lease rental revenue representing 53% of our lease rental revenue are domiciled or habitually based in emerging markets.

### **Risks related to our lessees**

***Lessee defaults could materially adversely affect our business, financial condition and results of operations.***

As a general matter, airlines with weak capital structures are more likely than well-capitalized airlines to seek operating leases, and, at any point in time, investors should expect a varying number of lessees and sub-lessees to experience payment difficulties. As a result of their weak financial condition, a large portion of lessees over time may be significantly in arrears in their rental or maintenance payments. Many of our existing lessees are in a weak financial condition and suffer liquidity problems, and this is likely to be the case in the future and with other lessees and sub-lessees of our aircraft as well, particularly in a difficult economic or operating environment. These liquidity issues will be more likely to lead to airline failures in the context of financial system distress, volatile commodity (fuel) prices, and economic slowdown, with additional liquidity being more difficult and expensive to source. In addition, many of our lessees are exposed to currency risk due to the fact that they earn revenues in their local currencies and certain of their liabilities and expenses are denominated in U.S. dollars, including lease payments to us. Given the size of our aircraft portfolio, we expect that from time to time some lessees will be slow in making, or will fail to make,

their payments in full under their leases.

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The financial condition of our lessees will be greatly influenced by the overall demand for air travel: in a weak demand environment, airline yields may come under pressure, which may negatively impact airline financial performance in a significant way. To the extent that airline operating costs increase, because of increased fees or taxes associated with climate change initiatives, because of reduced operating efficiency resulting from noise or emissions limitations, because of changes in consumer behavioral patterns, or otherwise, demand for air travel and/or airline financial performance may be negatively impacted.

We may not correctly assess the credit risk of each lessee or charge risk-adjusted lease rates, and lessees may not be able to continue to perform their financial and other obligations under our leases in the future. A delayed, missed or reduced rental payment from a lessee decreases our revenues and cash flow and may adversely affect our ability to make payments on our indebtedness, or to comply with debt service coverage or interest coverage ratios, and to pay dividends on our common shares. While we may experience some level of delinquency under our leases, default levels may increase over time, particularly as our aircraft portfolio ages and if economic conditions continue to deteriorate. A lessee may experience periodic difficulties that are not financial in nature, which could impair its performance of maintenance obligations under the leases. These difficulties may include the failure to perform under the required aircraft maintenance program in a sufficient manner and labor-management disagreements or disputes.

In the event that a lessee defaults under a lease, any security deposit paid or letter of credit provided by the lessee may not be sufficient to cover the lessee's outstanding or unpaid lease obligations and required maintenance and transition expenses.

***If our lessees encounter financial difficulties and we decide to restructure our leases with those lessees, this would result in less favorable leases and could result in significant reductions in our cash flow and affect our ability to meet our debt obligations and to pay dividends on our common shares.***

When a lessee (i) is late in making payments, (ii) fails to make payments in full or in part under the lease or (iii) has otherwise advised us that it will in the future fail to make payments in full or in part under the lease, we may elect to or be required to restructure the lease. Restructuring may involve anything from a simple rescheduling of payments to the termination of a lease without receiving all or any of the past due amounts. If any request for payment restructuring or rescheduling are made and granted, reduced or deferred rental payments may be payable over all or some part of the remaining term of the lease, although the terms of any revised payment schedules may be unfavorable and such payments may not be made. We may be unable to agree upon acceptable terms for any requested restructurings and as a result may be forced to exercise our remedies under those leases. If we, in the exercise of our remedies, repossess the aircraft, we may not be able to re-lease the aircraft promptly at favorable rates, or at all.

The terms and conditions of payment restructurings or reschedulings may result in significant reductions of rental payments, which may adversely affect our cash flows and our ability to meet our debt obligations and to pay dividends on our common shares.

***Significant costs resulting from lease defaults could have an adverse effect on our business.***

Although we have the right to repossess the aircraft and to exercise other remedies upon a lessee default, repossession of an aircraft after a lessee default would result in us incurring costs in excess of those incurred with respect to an aircraft returned at the end of the lease. Those costs include legal and other expenses of court or other governmental proceedings (including the cost of posting surety bonds or letters of credit necessary to effect repossession of aircraft), particularly if the lessee is contesting the proceedings or is in bankruptcy, to obtain possession and/or de-registration of the aircraft and flight and export permissions. Delays resulting from any of these proceedings would also increase the period of time during which the relevant aircraft is not generating revenue. In addition, we may incur substantial maintenance, refurbishment or repair costs that a defaulting lessee has failed to incur or



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pay and that are necessary to put the aircraft in suitable condition for re-lease or sale and we may need to pay off liens, taxes and other governmental charges on the aircraft to obtain clear possession and to remarket the aircraft effectively. We may also incur other costs in connection with the physical possession of the aircraft.

We may also suffer other adverse consequences as a result of a lessee default and the related termination of the lease and the repossession of the related aircraft. Our rights upon a lessee default vary significantly depending upon the jurisdiction and the applicable laws, including the need to obtain a court order for repossession of the aircraft and/or consents for de-registration or re-export of the aircraft. When a defaulting lessee is in bankruptcy, protective administration, insolvency or similar proceedings, additional limitations may apply. Certain jurisdictions will give rights to the trustee in bankruptcy or a similar officer to assume or reject the lease or to assign it to a third party, or will entitle the lessee or another third party to retain possession of the aircraft without paying lease rentals or performing all or some of the obligations under the relevant lease. Certain of our lessees are owned in whole or in part by government-related entities, which could complicate our efforts to repossess our aircraft in that government's jurisdiction. Accordingly, we may be delayed in, or prevented from, enforcing certain of our rights under a lease and in re-leasing the affected aircraft.

If we repossess an aircraft, we will not necessarily be able to export or de-register and profitably redeploy the aircraft. For instance, where a lessee or other operator flies only domestic routes in the jurisdiction in which the aircraft is registered, repossession may be more difficult, especially if the jurisdiction permits the lessee or the other operator to resist de-registration. Significant costs may also be incurred in retrieving or recreating aircraft records required for registration of the aircraft and obtaining a certificate of airworthiness for the aircraft.

***If our lessees fail to appropriately discharge aircraft liens, we might find it necessary to pay such claims, which could have a negative effect on our cash position and our business.***

In the normal course of business, liens that secure the payment of airport fees and taxes, custom duties, air navigation charges (including charges imposed by Eurocontrol), landing charges, crew wages, repairer's charges, salvage or other liens, or Aircraft Liens, are likely, depending on the jurisdiction in question, to attach to the aircraft. The Aircraft Liens may secure substantial sums that may, in certain jurisdictions or for limited types of Aircraft Liens (particularly fleet liens), exceed the value of the particular aircraft to which the Aircraft Liens have attached. Although the financial obligations relating to these Aircraft Liens are the responsibilities of our lessees, if they fail to fulfill their obligations, Aircraft Liens may attach to our aircraft and ultimately become our responsibility. In some jurisdictions, Aircraft Liens may give the holder thereof the right to detain or, in limited cases, sell or cause the forfeiture of the aircraft.

Until they are discharged, Aircraft Liens could impair our ability to repossess, re-lease or resell our aircraft. Our lessees may not comply with their obligations under their respective leases to discharge Aircraft Liens arising during the terms of their leases, whether or not due to financial difficulties. If they do not, we may, in some cases, find it necessary to pay the claims secured by such Aircraft Liens in order to repossess the aircraft. Such payments would adversely affect our cash position and our business generally.

***Failure to register aircraft in certain jurisdictions could result in adverse effects and penalties which could materially affect our business.***

Pursuant to our existing leases, all of our aircraft are required to be duly registered at all times with the appropriate governmental civil aviation authority. Generally, in jurisdictions outside the United States, failure to maintain the registration of any aircraft that is on-lease would be a default under the applicable lease, entitling us to exercise our rights and remedies thereunder if enforceable under applicable law. If an aircraft were to be operated without a valid registration, the lessee operator or, in some cases, the owner or lessor might be subject to penalties, which could constitute or result in



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an Aircraft Lien being placed on such aircraft. Lack of registration could have other adverse effects, including the inability to operate the aircraft and loss of insurance coverage, which in turn could have a material adverse effect on our business.

***If our lessees fail to comply with government regulations regarding aircraft maintenance, we could be subject to costs that could adversely affect our cash position and our business.***

Our aircraft are subject to aviation authority regulations and requirements regarding maintenance of aircraft, in the jurisdictions in which the aircraft are registered and operate, including requirements imposed by airworthiness directives, or Airworthiness Directives, issued by aviation authorities. Airworthiness Directives typically set forth particular special maintenance actions or modifications to certain aircraft types or models that the owners or operators of aircraft must implement.

Each lessee generally is responsible for complying with all of the Airworthiness Directives and other maintenance or airworthiness with respect to our aircraft and is required to maintain the aircraft's maintenance and airworthiness. However, if a lessee fails to satisfy its obligations, or we have undertaken some obligations as to maintenance or airworthiness under a lease, we may be required to bear (or, to the extent required under the relevant lease, to share) the cost of compliance. If any of our aircraft are not subject to a lease, we would be required to bear the entire cost of compliance. Such payments would adversely affect our cash position and our business generally.

***Risks associated with the concentration of our lessees in certain geographical regions could harm our business.***

Our business is exposed to local economic and political conditions that can influence the performance of lessees located in a particular region. Such adverse economic and political conditions include additional regulation or, in extreme cases, requisition. In 2010, the combination of increasing fuel prices, the inability of many companies to access the capital markets and a slowing economy has impacted the global aviation market, causing severe financial strain and a number of bankruptcies. The effect of these conditions on payments to us will be more or less pronounced, depending on the concentration of lessees in the region with adverse conditions. For the year ended December 31, 2010, lease rental revenues from lessees by region, were 45% in Europe, 15% in North America, 21% in Asia (including 11% in China), 9% in Latin America, and 10% in the Middle East and Africa.

### *European Concentration*

Thirty-six lessees based in Europe accounted for 45% of our lease rental revenues for the year ended December 31, 2010 and accounted for 66 aircraft totaling 46% of the net book value of our aircraft at December 31, 2010. Commercial airlines in Europe face, and can be expected to continue to face, increased competitive pressures, in part as a result of the deregulation of the airline industry by the European Union, the resultant development of low-cost carriers and due to pressures from stronger airlines that are consolidating. Moreover, the European airline sector is expected to face a more challenging recovery as their home market economies undergo a slower recovery and potential further disruptions arising from the sovereign debt market concerns about Greece, Ireland and other EU member countries.

### *Asian Concentration*

Twelve lessees based in Asia accounted for 21% of our lease rental revenues for the year ended December 31, 2010 and accounted for 35 aircraft totaling 26% of the net book value of our aircraft at December 31, 2010. The outbreak of SARS in 2003 had a negative impact on Asia, particularly China, Hong Kong and Taiwan. More recently, the Asian airline industry has experienced declines in both passenger and cargo traffic, due largely to economic conditions but also other factors, including more restrictive visa issuance, particularly by China, and over capacity in the case of



India. Certain Asian governments have recently announced programs to assist airlines in the region, however, renewed

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demand weakness, a recurrence of SARS or the outbreak of another epidemic disease, such as avian influenza, which many experts think would originate in Asia, would likely adversely affect the Asian airline industry.

Five lessees based in China accounted for 11% of our lease rental revenues for the year ended December 31, 2010 and accounted for 21 aircraft totaling 13% of the net book value of our aircraft at December 31, 2010. Chinese airline industry performance during 2010 was relatively strong and benefited from the government's significant economic stimulus measures which included significant credit market growth. However, Chinese airline performance could suffer if such measures do not continue and if the economy starts contracting. Additionally, major obstacles to the Chinese airline industry's development exist, including the continuing government control and regulation of the industry, as evidenced by a moratorium on all types of visas during the Beijing Olympics. More recently, the Chinese government imposed a moratorium on new aircraft import commitments by Chinese airlines. If such control and regulation persists or expands, the Chinese airline industry would likely experience a significant decrease in growth or restrictions on future growth, and it is conceivable that our interests in aircraft on-lease to, or our ability to lease to, Chinese carriers could be adversely affected.

*North American Concentration*

Five lessees based in North America accounted for 15% of our lease rental revenues for the year ended December 31, 2010 and accounted for 14 aircraft totaling 10% of the net book value of our aircraft at December 31, 2010. Despite recent improvements in the financial results of many carriers, airlines remain highly susceptible to macroeconomic and geopolitical factors outside their control. The prolonged conflicts in Iraq and Afghanistan and the September 11, 2001 terrorist attacks and subsequent attempted attacks in the United States have resulted in tightened security measures and reduced demand for air travel, which, together with high and volatile fuel costs, have imposed additional financial burdens on most U.S. airlines.

*Latin American Concentration*

Six lessees based in Latin America accounted for 9% of our lease rental revenues for the year ended December 31, 2010 and accounted for 11 aircraft totaling 8% of the net book value of our aircraft at December 31, 2010. Air travel in Latin America continues to grow strongly, fueled by economic improvement and the introduction of low cost carriers to the region. According to the Latin American and Caribbean airline association ALTA, in 2010, passenger traffic in the region grew by 11.3% with capacity increasing 6.4% and Passenger Load Factors increasing by 3.2 points to 73.3%. Freight traffic grew by 24.2%. Traffic in two of the region's largest markets, Brazil and Colombia, was particularly strong. Based on data from Brazil's ANAC, RPKs in the Brazilian domestic market increased 23% in 2010 and the average load factor was up 3 points to 68.8%. In Colombia, figures for the 10 months to October showed an increase in domestic passengers of 34%. In Mexico, passenger numbers grew only 0.3% due, in part, to the demise of major carrier Mexicana. ALTA have indicated that they expect the general trend in increased passenger demand to continue well into 2011 and beyond. Airlines, particularly in Brazil, are implementing large capacity additions and any restrictions imposed on airport or other infrastructure usage or further degradation of the region's aviation safety record, high and volatile fuel prices, or other economic reversal or slow downs, could have a material adverse effect on carriers' financial performance and thus our ability to collect lease payments.

*Middle East and African Concentration*

Five lessees based in the Middle East and Africa accounted for 10% of our lease rental revenues for the year ended December 31, 2010 and accounted for 10 aircraft totaling 10% of the net book value of our aircraft at December 31, 2010. Since December 31, 2010, we have terminated leases and have taken back, or are in the process of repossessing, five of these 10 aircraft. Middle Eastern, and particularly Gulf based carriers, have a large number of aircraft on order and continue to capitalize on



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the region's favorable geographic position as an East-West transfer hub. However, ongoing geopolitical tension and any aviation related act of terrorism in the region could adversely affect financial performance. Recently, Libya, Tunisia and Egypt have experienced political instability from widespread demonstrations and calls for significant reform. Some other countries in the region have also seen similar activity. This has negatively impacted tourism and air travel in Tunisia and Egypt and if this instability persists, intensifies or spreads to other countries, the financial performance of airlines in these countries and in the region generally may be adversely affected.

In addition, we have committed to lease six of the New A330 Aircraft to South African Airways, with deliveries scheduled for 2011. South Africa's economy is heavily dependent on natural resources, particularly precious metals, and it is exposed to economic and social risks arising from volatility in commodity prices. In addition, South Africa is susceptible to socio-economic pressures relating to earlier apartheid policies.

### **Risks Related to the Aviation Industry**

***High fuel prices impact the profitability of the airline industry. If fuel prices rise, our lessees might not be able to meet their lease payment obligations, which would have an adverse effect on our financial results and growth prospects.***

Fuel costs represent a major expense to companies operating within the airline industry. Fuel prices fluctuate widely depending primarily on international market conditions, geopolitical and environmental events and currency/exchange rates. As a result, fuel costs are not within the control of lessees and significant changes would materially affect their operating results.

Fuel prices currently remain volatile. The high cost of fuel in 2007 and 2008 had a material adverse impact on most airlines (including our lessees) profitability. Fuel hedging contracts entered into during the high fuel price environment resulted in significant losses and/or additional cash collateral being required to be posted in respect of those fuel hedges for certain airlines in late 2008 and early 2009 as fuel prices fell significantly. Fuel prices in 2009 were less volatile, but increased steadily over the course of the year and this upward trend has continued through 2010 and into 2011. Due to the competitive nature of the airline industry, airlines have been, and may continue to be, unable to pass on increases in fuel prices to their customers by increasing fares in a manner that fully compensates for the costs incurred. In addition, airlines may not be able to successfully manage their exposure to fuel price fluctuations. If fuel prices increase due to future terrorist attacks, acts of war, armed hostilities, natural disasters or for any other reason, they are likely to cause our lessees to incur higher costs and/or generate lower revenues, resulting in an adverse impact on their financial condition and liquidity. Fuel cost volatility may contribute to the reluctance of airlines to make future commitments to lease aircraft and, accordingly, reduce the demand for lease aircraft. Consequently, these conditions may (i) affect our lessees' ability to make rental and other lease payments, (ii) result in lease restructurings and/or aircraft repossessions, (iii) increase our costs of servicing and marketing our aircraft, (iv) impair our ability to re-lease the aircraft or re-lease or otherwise dispose of the aircraft on a timely basis at favorable rates or terms, or at all, and (v) reduce the proceeds received for the aircraft upon any disposition. These results could have an adverse effect on our financial results and growth prospects.

***If the effects of terrorist attacks and geopolitical conditions adversely impact the financial condition of the airlines, our lessees might not be able to meet their lease payment obligations, which would have an adverse effect on our financial results and growth prospects.***

As a result of the September 11, 2001 terrorist attacks in the United States and subsequent actual and attempted terrorist attacks, notably in the Middle East, Southeast Asia and Europe, increased security restrictions were implemented on air travel, airline costs for aircraft insurance and enhanced security measures have increased, and airlines in certain countries continue to rely on government-sponsored programs to acquire war risk insurance. In

addition, war or armed hostilities in the Middle

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East, Iran, North Korea or elsewhere, or the fear of such events, could further exacerbate many of the problems experienced as a result of terrorist attacks. The situation in Iraq continues to be uncertain, tension over Iran's nuclear program continues, the war in Afghanistan continues, and more recently the events in Libya, Tunisia and Egypt have resulted in changes to long-standing regimes and other regimes in the Middle East and North Africa have been destabilized and/or have used extreme measures to retain power. Any or all of these may lead to further instability in the Middle East. The 2008 attacks in Mumbai also raised tensions in South Asia. Future terrorist attacks, war or armed hostilities, large protests or government instability, or the fear of such events, could further negatively impact the airline industry and may have an adverse effect on the financial condition and liquidity of our lessees, aircraft values and rental rates and may lead to lease restructurings or aircraft repossessions, all of which could adversely affect our financial results and growth prospects.

Terrorist attacks and geopolitical conditions have negatively affected the airline industry and concerns about geopolitical conditions and further terrorist attacks could continue to negatively affect airlines (including our lessees) for the foreseeable future depending upon various factors, including: (i) higher costs to the airlines due to the increased security measures; (ii) decreased passenger demand and revenue due to the inconvenience of additional security measures; (iii) the price and availability of jet fuel and the cost and practicability of obtaining fuel hedges under current market conditions; (iv) higher financing costs and difficulty in raising the desired amount of proceeds on favorable terms, or at all; (v) the significantly higher costs of aircraft insurance coverage for future claims caused by acts of war, terrorism, sabotage, hijacking and other similar perils, and the extent to which such insurance has been or will continue to be available; (vi) the ability of airlines to reduce their operating costs and conserve financial resources, taking into account the increased costs incurred as a consequence of terrorist attacks and geopolitical conditions, including those referred to above; and (vii) special charges recognized by some airlines, such as those related to the impairment of aircraft and other long lived assets stemming from the grounding of aircraft as a result of terrorist attacks, the economic slowdown and airline reorganizations.

Future terrorist attacks, acts of war, armed hostilities or civil unrest may further increase airline costs, depress air travel demand, depress aircraft values and rental rates or cause certain aviation insurance to become available only at significantly increased premiums (which may be for reduced amounts of coverage that are insufficient to comply with the levels of insurance coverage currently required by aircraft lenders and lessors or by applicable government regulations) or not be available at all.

Although the United States and the governments of some other countries provide for limited government coverage for certain aviation insurance, these programs may not continue nor is there any guarantee such government will pay under these programs in a timely fashion.

If the current industry conditions should continue or become exacerbated due to future terrorist attacks, acts of war or armed hostilities, they are likely to cause our lessees to incur higher costs and to generate lower revenues, resulting in an adverse effect on their financial condition and liquidity. Consequently, these conditions may affect their ability to make rental and other lease payments to us or obtain the types and amounts of insurance required by the applicable leases (which may in turn lead to aircraft groundings), may result in additional lease restructurings and aircraft repossessions, may increase our cost of re-leasing or selling the aircraft and may impair our ability to re-lease or otherwise dispose of the aircraft on a timely basis, at favorable rates or on favorable terms, or at all, and may reduce the proceeds received for the aircraft upon any disposition. These results could have an adverse effect on our financial results and growth prospects.

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***The effects of epidemic diseases may negatively impact the airline industry in the future, which might cause our lessees to not be able to meet their lease payment obligations to us, which would have an adverse effect on our financial results and growth prospects.***

The spread of SARS in 2003 was linked to air travel early in its development and negatively impacted passenger demand for air travel at that time. While the World Health Organization's travel bans related to SARS have been lifted, SARS had a severe impact on the aviation industry, which was evidenced by a sharp reduction in passenger bookings and cancellation of many flights and employee layoffs. While these effects were felt most acutely in Asia, SARS did spread to other areas, including North America. Since 2003, there have been several outbreaks of avian influenza, and, most recently, H1N1 influenza outbreaks in Mexico, spreading to other parts of the world, although the impact has so far been relatively limited. In the event of a human influenza pandemic, numerous responses, including travel restrictions, might be necessary to combat the spread of the disease. Additional outbreaks of SARS or other epidemic diseases such as avian influenza, or the fear of such events, could negatively impact passenger demand for air travel and the aviation industry, which could result in our lessees' inability to satisfy their lease payment obligations to us, which in turn would have an adverse effect on our financial results and growth prospects.

***If recent industry economic losses and airline reorganizations continue, our lessees might not be able to meet their lease payment obligations to us, which would have an adverse effect on our financial results and growth prospects.***

As a result of international economic conditions, significant volatility in oil prices and financial markets distress, airlines may be forced to reorganize. Historically, airlines involved in reorganizations have undertaken substantial fare discounting to maintain cash flows and to encourage continued customer loyalty. Such fare discounting has in the past led to lower profitability for all airlines, including certain of our lessees. Bankruptcies and reduced demand may lead to the grounding of significant numbers of aircraft and negotiated reductions in aircraft lease rental rates, with the effect of depressing aircraft market values. Additional reorganizations by airlines under Chapter 11 or liquidations under Chapter 7 of the U.S. Bankruptcy Code or other bankruptcy or reorganization laws in other countries or further rejection of aircraft leases or abandonment of aircraft by airlines in a Chapter 11 proceeding under the U.S. Bankruptcy Code or equivalent laws in other countries may have already exacerbated, and would be expected to further exacerbate, such depressed aircraft values and lease rates. Additional grounded aircraft and lower market values would adversely affect our ability to sell certain of our aircraft on favorable terms, or at all, or re-lease other aircraft at favorable rates comparable to the then current market conditions, which collectively would have an adverse effect on our financial results and growth prospects.

## **Risks Related to Our Organization and Structure**

***If the ownership of our common shares continues to be highly concentrated, it may prevent you and other minority shareholders from influencing significant corporate decisions and may result in conflicts of interest.***

As of February 28, 2011, entities affiliated with Fortress funds beneficially own 22,035,877 shares, or approximately 27.6% of our common shares. As a result, Fortress may be able to control fundamental corporate matters and transactions, including: the election of directors; mergers or amalgamations (subject to prior board approval), consolidations or acquisitions; the sale of all or substantially all of our assets; in certain circumstances, the amendment of our bye-laws; and our winding up and dissolution. This concentration of ownership may delay, deter or prevent acts that would be favored by our other shareholders. The interests of the Fortress funds may not always coincide with our interests or the interests of our other shareholders. This concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our company. Also, the Fortress funds may seek to cause us to take courses of action that, in their judgment, could enhance their investment in us, but which might involve risks to our other shareholders or adversely affect us or our other





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shareholders. In addition, under our Shareholders Agreement between us and the Fortress funds, based on the current ownership of our common stock by entities affiliated with Fortress funds, an affiliate of Fortress is entitled to designate three directors for election to our board of directors. Also, a sale of shares by one or more of the Fortress funds could add downward pressure on the market price of our common shares. As a result of these or other factors, the market price of our common shares could decline or shareholders might not receive a premium over the then-current market price of our common shares upon a change in control. In addition, this concentration of share ownership may adversely affect the trading price of our common shares because investors may perceive disadvantages in owning shares in a company with a significant shareholder.

***We are a holding company with no operations and rely on our operating subsidiaries to provide us with funds necessary to meet our financial obligations.***

We are a holding company with no material direct operations. Our principal assets are the equity interests we directly or indirectly hold in our operating subsidiaries. As a result, we are dependent on loans, dividends and other payments from our subsidiaries to generate the funds necessary to meet our financial obligations and to pay dividends on our common shares. Our subsidiaries are legally distinct from us and may be prohibited or restricted from paying dividends or otherwise making funds available to us under certain conditions.

***We are a Bermuda company and it may be difficult for you to enforce judgments against us or our directors and executive officers.***

We are a Bermuda exempted company and, as such, the rights of holders of our common shares will be governed by Bermuda law and our memorandum of association and bye-laws. The rights of shareholders under Bermuda law may differ from the rights of shareholders of companies incorporated in other jurisdictions. A substantial portion of our assets are located outside the United States. As a result, it may be difficult for investors to affect service of process on those persons in the United States or to enforce in the United States judgments obtained in U.S. courts against us or those persons based on the civil liability provisions of the U.S. securities laws. Uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions, including the United States, against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

***Our bye-laws restrict shareholders from bringing legal action against our officers and directors.***

Our bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of shareholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty.

***We have anti-takeover provisions in our bye-laws that may discourage a change of control.***

Our bye-laws contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions provide for:

a classified board of directors with staggered three-year terms;

provisions in our bye-laws regarding the election of directors, classes of directors, the term of office of directors and amalgamations to be rescinded, altered or amended only upon approval by a resolution of the

directors and by a resolution of our shareholders, including the affirmative votes of at least 66% of the votes attaching to all shares in issue entitling the holder to vote on such resolution;

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provisions in our bye-laws dealing with the removal of directors and corporate opportunity to be rescinded, altered or amended only upon approval by a resolution of the directors and by a resolution of our shareholders, including the affirmative votes of at least 80% of the votes attaching to all shares in issue entitling the holder to vote on such resolution;

the removal of directors by a resolution, including the affirmative votes of at least 80% of all votes attaching to all shares in issue entitling the holder to vote on such resolution;

our board of directors to determine the powers, preferences and rights of our preference shares and to issue such preference shares without shareholder approval;

advance notice requirements by shareholders for director nominations and actions to be taken at annual meetings; and

no provision for cumulative voting in the election of directors; all the directors standing for election may be elected by our shareholders by a plurality of votes cast at a duly convened annual general meeting, the quorum for which is two or more persons present in person or by proxy at the start of the meeting and representing in excess of 50% of all votes attaching to all shares in issue entitling the holder to vote at the meeting.

In addition, these provisions may make it difficult and expensive for a third party to pursue a tender offer, change in control or takeover attempt that is opposed by Fortress, our management and/or our board of directors. Public shareholders who might desire to participate in these types of transactions may not have an opportunity to do so. These anti-takeover provisions could substantially impede the ability of public shareholders to benefit from a change in control or change our management and board of directors and, as a result, may adversely affect the market price of our common shares and your ability to realize any potential change of control premium.

***There are provisions in our bye-laws that may require certain of our non-U.S. shareholders to sell their shares to us or to a third party.***

Our bye-laws provide that if our board of directors determines that we or any of our subsidiaries do not meet, or in the absence of repurchases of shares will fail to meet, the ownership requirements of a limitation on benefits article of any bilateral income tax treaty with the U.S. applicable to us, and that such tax treaty would provide material benefits to us or any of our subsidiaries, we generally have the right, but not the obligation, to repurchase, at fair market value (as determined pursuant to the method set forth in our bye-laws), common shares from any shareholder who beneficially owns more than 5% of our issued and outstanding common shares and who fails to demonstrate to our satisfaction that such shareholder is either (i) a U.S. citizen or (ii) a qualified resident of the U.S. or the other contracting state of any applicable tax treaty with the U.S. (as determined for purposes of the relevant provision of the limitation on benefits article of such treaty).

We will have the option, but not the obligation, to purchase all or a part of the shares held by such shareholder (to the extent the board of directors, in the reasonable exercise of its discretion, determines it is necessary to avoid or cure such adverse consequences); provided that the board of directors will use its reasonable efforts to exercise this option equitably among similarly situated shareholders (to the extent feasible under the circumstances).

Instead of exercising the repurchase right described above, we will have the right, but not the obligation, to cause the transfer to, and procure the purchase by, any U.S. citizen or a qualified resident of the U.S. or the other contracting state of the applicable tax treaty (as determined for purposes of the relevant provision of the limitation on benefits

article of such treaty) of the number of issued and outstanding common shares beneficially owned by any shareholder that are otherwise subject to repurchase under our bye-laws as described above, at fair market value (as determined in the good faith discretion of our board of directors).

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**Risks Related to Our Common Shares**

*The market price and trading volume of our common shares may be volatile or may decline regardless of our operating performance, which could result in rapid and substantial losses for our shareholders.*

If the market price of our common shares declines significantly, shareholders may be unable to resell their shares at or above their purchase price. The market price or trading volume of our common shares could be highly volatile and may decline significantly in the future in response to various factors, many of which are beyond our control, including:

variations in our quarterly or annual operating results;

failure to meet any earnings estimates;

actual or perceived reduction in our growth or expected future growth;

actual or anticipated accounting issues;

publication of research reports about us, other aircraft lessors or the aviation industry or the failure of securities analysts to cover our common shares or the decision to suspend or terminate coverage in the future;

additions or departures of key management personnel;

increased volatility in the capital markets and more limited or no access to debt financing, which may result in an increased cost of, or less favorable terms for, debt financing or may result in sales to satisfy collateral calls or other pressure on holders to sell our shares;

redemptions, or similar events affecting funds or other investors holding our shares, which may result in large block trades that could significantly impact the price of our common shares;

adverse market reaction to any indebtedness we may incur or preference or common shares we may issue in the future;

changes in or elimination of our dividend;

actions by shareholders;

changes in market valuations of similar companies;

announcements by us, our competitors or our suppliers of significant contracts, acquisitions, disposals, strategic partnerships, joint ventures or capital commitments;

speculation in the press or investment community;

changes or proposed changes in laws or regulations affecting the aviation industry or enforcement of these laws and regulations, or announcements relating to these matters; and

general market, political and economic conditions and local conditions in the markets in which our lessees are located.

In addition, the equity markets in general have frequently experienced substantial price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies traded in those markets. Changes in economic conditions in the U.S., Europe or globally could also impact our ability to grow profitably. These broad market and industry factors may materially affect the market price of our common shares, regardless of our business or operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted against that company. Such litigation, if instituted against us, could cause us to incur substantial costs and divert management's attention and resources, which could have a material adverse effect on our business, financial condition and results of operations.

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***Future debt, which would be senior to our common shares upon liquidation, and additional equity securities, which would dilute the percentage ownership of our then current common shareholders and may be senior to our common shares for the purposes of dividends and liquidation distributions, may adversely affect the market price of our common shares.***

In the future, we may attempt to increase our capital resources by incurring debt or issuing additional equity securities, including commercial paper, medium-term notes, senior or subordinated notes or loans and series of preference shares or common shares. Upon liquidation, holders of our debt investments and preference shares and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings would dilute the holdings of our then current common shareholders and could reduce the market price of our common shares, or both. Preference shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments. Restrictive provisions in our debt and/or preference shares could limit our ability to make a distribution to the holders of our common shares. Because our decision to incur more debt or issue additional equity securities in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future capital raising activities. Thus, holders of our common shares bear the risk of our future debt and equity issuances reducing the market price of our common shares and diluting their percentage ownership.

***The market price of our common shares could be negatively affected by sales of substantial amounts of our common shares in the public markets.***

As of February 28, 2011, there were 79,837,792 shares issued and outstanding, all of which are freely transferable, except for any shares held by our affiliates, as that term is defined in Rule 144 under the Securities Act of 1933, as amended, or the Securities Act. The remaining outstanding common shares will be deemed restricted securities as that term is defined in Rule 144 under the Securities Act.

Pursuant to our Amended and Restated Shareholders Agreement, the Fortress funds and certain Fortress affiliates and permitted third-party transferees have the right, in certain circumstances, to require us to register their 22,035,877 common shares under the Securities Act for sale into the public markets. Upon the effectiveness of such a registration statement, all shares covered by the registration statement will be freely transferable. A sale, or a report of the possible sale, of any substantial portion of these shares may negatively impact the market price of our shares.

In addition, following the completion of our initial public offering in August 2006, we filed a registration statement on Form S-8 under the Securities Act to register an aggregate of 4,000,000 of our common shares reserved for issuance under our equity incentive plan, subject to annual increases of 100,000 common shares per year, beginning in 2007 and continuing through and including 2016. Subject to any restrictions imposed on the shares and options granted under our equity incentive plan, shares registered under the registration statement on Form S-8 are generally available for sale into the public markets.

***The issuance of additional common shares in connection with acquisitions or otherwise will dilute all other shareholdings.***

As of February 28, 2011, we had an aggregate of 168,275,316 common shares authorized but unissued and not reserved for issuance under our incentive plan. We may issue all of these common shares without any action or approval by our shareholders. We intend to continue to actively pursue acquisitions of aviation assets and may issue common shares in connection with these acquisitions. Any common shares issued in connection with our acquisitions, our incentive plan, and the exercise of outstanding share options or otherwise would dilute the percentage ownership held by existing shareholders.





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***If Aircastle Limited were treated as engaged in a trade or business in the United States, it would be subject to U.S. federal income taxation on a net income basis, which would adversely affect our business and result in decreased cash available for distribution to our shareholders.***

If, contrary to expectations, Aircastle Limited were treated as engaged in a trade or business in the United States, the portion of its net income, if any, that was effectively connected with such trade or business would be subject to U.S. federal income taxation at a maximum rate of 35%. In addition, Aircastle Limited would be subject to the U.S. federal branch profits tax on its effectively connected earnings and profits at a rate of 30%. The imposition of such taxes would adversely affect Aircastle Limited's business and would result in decreased cash available for distribution to our shareholders.

***If there is not sufficient trading in our shares, or if 50% of our shares are held by certain 5% shareholders, we could lose our eligibility for an exemption from U.S. federal income taxation on rental income from our aircraft used in international traffic and could be subject to U.S. federal income taxation which would adversely affect our business and result in decreased cash available for distribution to our shareholders.***

We expect that we are currently eligible for an exemption under Section 883 of the Internal Revenue Code of 1986, as amended (the Code) which provides an exemption from U.S. federal income taxation with respect to rental income derived from aircraft used in international traffic, by certain foreign corporations. No assurances can be given that we will continue to be eligible for this exemption as our stock is traded on the market and changes in our ownership or the amount of our shares that are traded could cause us to cease to be eligible for such exemption. To qualify for this exemption in respect of rental income, the lessor of the aircraft must be organized in a country that grants a comparable exemption to U.S. lessors (Bermuda and Ireland each do), and certain other requirements must be satisfied. We can satisfy these requirements in any year if, for more than half the days of such year, our shares are primarily and regularly traded on a recognized exchange and certain shareholders, each of whom owns 5% or more of our shares (applying certain attribution rules), do not collectively own more than 50% of our shares. Our shares will be considered to be primarily and regularly traded on a recognized exchange in any year if: (1) the number of trades in our shares effected on such recognized stock exchanges exceed the number of our shares (or direct interests in our shares) that are traded during the year on all securities markets; (2) trades in our shares are effected on such stock exchanges in more than de minimis quantities on at least 60 days during every calendar quarter in the year; and (3) the aggregate number of our shares traded on such stock exchanges during the taxable year is at least 10% of the average number of our shares outstanding in that class during that year. If our shares cease to satisfy these requirements, then we may no longer be eligible for the Section 883 exemption with respect to rental income earned by aircraft used in international traffic. If we were not eligible for the exemption under Section 883 of the Code, we expect that the U.S. source rental income of Aircastle Bermuda generally would be subject to U.S. federal taxation, on a gross income basis, at a rate of not in excess of 4% as provided in Section 887 of the Code. If, contrary to expectations, Aircastle Bermuda did not comply with certain administrative guidelines of the Internal Revenue Service, such that 90% or more of Aircastle Bermuda's U.S. source rental income were attributable to the activities of personnel based in the United States, Aircastle Bermuda's U.S. source rental income would be treated as income effectively connected with the conduct of a trade or business in the United States. In such case, Aircastle Bermuda's U.S. source rental income would be subject to U.S. federal income taxation on its net income at a maximum rate of 35% as well as state and local taxation. In addition, Aircastle Bermuda would be subject to the U.S. federal branch profits tax on its effectively connected earnings and profits at a rate of 30%. The imposition of such taxes would adversely affect our business and would result in decreased cash available for distribution to our shareholders.

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***One or more of our Irish subsidiaries could fail to qualify for treaty benefits, which would subject certain of their income to U.S. federal income taxation, which would adversely affect our business and result in decreased cash available for distribution to our shareholders.***

Qualification for the benefits of the Irish Treaty depends on many factors, including being able to establish the identity of the ultimate beneficial owners of our common shares. Each of the Irish subsidiaries may not satisfy all the requirements of the Irish Treaty and thereby may not qualify each year for the benefits of the Irish Treaty or may be deemed to have a permanent establishment in the United States. Moreover, the provisions of the Irish Treaty may change. Failure to so qualify, or to be deemed to have a permanent establishment in the United States, could result in the rental income from aircraft used for flights within the United States being subject to increased U.S. federal income taxation. The imposition of such taxes would adversely affect our business and would result in decreased cash available for distribution to our shareholders.

***We may become subject to an increased rate of Irish taxation which would adversely affect our business and would result in decreased earnings available for distribution to our shareholders.***

Our Irish subsidiaries and affiliates are expected to be subject to corporation tax on their income from leasing, managing and servicing aircraft at the 12.5% tax rate applicable to trading income. This expectation is based on certain assumptions, including that we will maintain at least the current level of our business operations in Ireland. If we are not successful in achieving trading status in Ireland, the income of our Irish subsidiaries and affiliates will be subject to corporation tax at the 25% rate applicable to non-trading activities which would adversely affect our business and would result in decreased earnings available for distribution to our shareholders.

***We may become subject to income or other taxes in the non-U.S. jurisdictions in which our aircraft operate, where our lessees are located or where we perform certain services which would adversely affect our business and result in decreased cash available for distributions to shareholders.***

Certain Aircastle entities are expected to be subject to the income tax laws of Ireland and/or the United States. In addition, we may be subject to income or other taxes in other jurisdictions by reason of our activities and operations, where our aircraft operate or where the lessees of our aircraft (or others in possession of our aircraft) are located. Although we have adopted operating procedures to reduce the exposure to such taxation, we may be subject to such taxes in the future and such taxes may be substantial. In addition, if we do not follow separate operating guidelines relating to managing a portion of our aircraft portfolio through offices in Ireland and Singapore, income from aircraft not owned in such jurisdictions would be subject to local tax. The imposition of such taxes would adversely affect our business and would result in decreased earnings available for distribution to our shareholders.

***We expect to continue to be a passive foreign investment company, or PFIC, and may be a controlled foreign corporation, or CFC, for U.S. federal income tax purposes.***

We expect to continue to be treated as a PFIC and may be a CFC for U.S. federal income tax purposes. If you are a U.S. person and do not make a qualified electing fund, or QEF, election with respect to us and each of our PFIC subsidiaries, unless we are a CFC and you own 10% of our voting shares, you would be subject to special deferred tax and interest charges with respect to certain distributions on our common shares, any gain realized on a disposition of our common shares and certain other events. The effect of these deferred tax and interest charges could be materially adverse to you. Alternatively, if you are such a shareholder and make a QEF election for us and each of our PFIC subsidiaries, or if we are a CFC and you own 10% or more of our voting shares, you will not be subject to those charges, but could recognize taxable income in a taxable year with respect to our common shares in excess of any distributions that we make to you in that year, thus giving rise to so-called phantom income and to a potential out-of-pocket tax liability.



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Distributions made to a U.S. person that is an individual will not be eligible for taxation at reduced tax rates generally applicable to dividends paid by certain United States corporations and qualified foreign corporations on or after January 1, 2003. The more favorable rates applicable to regular corporate dividends could cause individuals to perceive investment in our shares to be relatively less attractive than investment in the shares of other corporations, which could adversely affect the value of our shares.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 2. PROPERTIES**

We lease approximately 19,200 square feet of office space in Stamford, Connecticut for our corporate operations. This lease expires in December 2012. We lease approximately 3,380 square feet of office space in Dublin, Ireland for our acquisition, aircraft leasing and asset management operations in Europe. The lease for the Irish facility expires in June 2016. We also lease approximately 1,550 square feet of office space in Singapore for our acquisition, aircraft leasing and asset management operations in Asia. The lease for the Singapore facility expires in November 2012.

We believe our current facilities are adequate for our current needs and that suitable additional space will be available as and when needed.

### **ITEM 3. LEGAL PROCEEDINGS**

The Company is not a party to any material legal or adverse regulatory proceedings.

### **ITEM 4. RESERVED**

#### **Executive Officers of the Registrant**

Executive officers are elected by our board of directors, and their terms of office continue until the next annual meeting of the board or until their successors are elected and have been duly qualified. There are no family relationships among our executive officers.

Set forth below is information pertaining to our executive officers who held office as of February 28, 2011:

*Ron Wainshal, 47*, became our Chief Executive Officer in May 2005 and a member of our Board in May 2010. Prior to joining Aircastle, Mr. Wainshal was in charge of the Asset Management group of General Electric Commercial Aviation Services, or GECAS, from 2003 to 2005. After joining GECAS in 1998, Ron led many of GECAS U.S. airline restructuring efforts and its bond market activities, and played a major marketing and structured finance role in the Americas. Before joining GECAS, he was a principal and co-owner of a financial advisory company specializing in transportation infrastructure from 1994 to 1998 and prior to that held positions at Capstar Partners and The Transportation Group in New York and Ryder System in Miami. He received a BS in Economics from the Wharton School of the University of Pennsylvania and an MBA from the University of Chicago's Booth Graduate School of Business.

*Michael Inglese, 49*, became our Chief Financial Officer in April 2007. Prior to joining the Company, Mr. Inglese served as an Executive Vice President and Chief Financial Officer of PanAmSat Holding Corporation, where he served as Chief Financial Officer from June 2000 until the closing of PanAmSat's sale to Intelsat in July 2006. Mr. Inglese joined PanAmSat in May 1998 as Vice President, Finance after serving as Chief Financial Officer for

DIRECTV Japan, Inc. He is a Chartered Financial Analyst who holds a BS in Mechanical Engineering from Rutgers University College of Engineering and his MBA from Rutgers Graduate School of Business Management.

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*David Walton, 49*, became our General Counsel in March 2005 and our Chief Operating Officer in January 2006 and our Secretary in August 2006. Prior to joining Aircastle, Mr. Walton was Chief Legal Officer of Boullioun Aviation Services, Inc. from 1996 to 2005. Prior to that, Mr. Walton was a partner at the law firm of Perkins Coie in Seattle and Hong Kong. Mr. Walton has over 20 years of experience in aircraft leasing and finance. He received a BA in Political Science from Stanford University and a JD from Boalt Hall School of Law, University of California, Berkeley.

*J. Robert Peart, 48*, became our Chief Investment Officer in December 2010. Prior to joining Aircastle, Mr. Peart was Managing Director and Head of Guggenheim Securities, LLC's Aviation Capital Markets Group. He held senior management positions at Guggenheim Securities, LLC since 2004. Prior to that period, he held senior management positions at Residco, AAR Corporation, Southern Air Transport and Bank of Montreal.

*Joseph Schreiner, 53*, became our Executive Vice President, Technical in October 2004. Prior to joining Aircastle, Mr. Schreiner oversaw the technical department at AAR Corp, a provider of products and services to the aviation and defense industries from 1998 to 2004 where he managed aircraft and engine evaluations and inspections, aircraft lease transitions, reconfiguration and heavy maintenance. Prior to AAR, Mr. Schreiner spent 19 years at Boeing (McDonnell-Douglas) in various technical management positions. Mr. Schreiner received a BS from the University of Illinois and a MBA from Pepperdine University.

*Aaron Dahlke, 42*, became our Chief Accounting Officer in June 2005. Prior to that, Mr. Dahlke was Vice President and Controller of Boullioun Aviation Services Inc. from January 2003 to May 2005. Prior to Boullioun, Mr. Dahlke was at ImageX.com, Inc. and Ernst & Young LLP. He received a B.S. in Accounting from California State University San Bernardino. He is a Certified Public Accountant.

**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common shares are listed for trading on the New York Stock Exchange under the symbol **AYR**. As of February 23, 2011, there were approximately 13,240 record holders of our common shares.

The following table sets forth the quarterly high and low prices of our common shares on the New York Stock Exchange for the periods indicated since our initial public offering and dividends during such periods:

|                                       | <b>High</b> | <b>Low</b> | <b>Dividends<br/>Declared Per<br/>Share (\$)</b> |
|---------------------------------------|-------------|------------|--|
| <b>Year Ending December 31, 2009:</b> |             |            |  |
| First Quarter                         | \$ 5.47     | \$ 2.54    | \$ 0.10  |
| Second Quarter                        | \$ 7.98     | \$ 4.47    | \$ 0.10  |
| Third Quarter                         | \$ 10.62    | \$ 6.31    | \$ 0.10  |
| Fourth Quarter                        | \$ 10.23    | \$ 7.52    | \$ 0.10  |
| <b>Year Ending December 31, 2010:</b> |             |            |  |
| First Quarter                         | \$ 11.40    | \$ 8.50    | \$ 0.10  |
| Second Quarter                        | \$ 12.38    | \$ 7.83    | \$ 0.10  |
| Third Quarter                         | \$ 9.73     | \$ 7.45    | \$ 0.10  |
| Fourth Quarter                        | \$ 10.89    | \$ 8.10    | \$ 0.10  |

Our ability to pay, maintain or increase cash dividends to our shareholders is subject to the discretion of our board of directors and will depend on many factors, including the difficulty we may experience in raising capital in a market that has been disrupted significantly and our ability to finance our aircraft acquisition commitments, including pre-delivery payment obligations, our ability to negotiate favorable lease and other contractual terms, the level of demand for our aircraft, the economic condition of the commercial aviation industry generally, the financial condition and liquidity of our lessees, the lease rates we are able to charge and realize, our leasing costs, unexpected or increased expenses, the level and timing of capital expenditures, principal repayments and other capital needs, the value of our aircraft portfolio, our compliance with loan to value, debt service coverage, interest rate coverage and other financial covenants in our financings, our results of operations, financial condition and liquidity, general business conditions, restrictions imposed by our securitizations or other financings, legal restrictions on the payment of dividends, including a statutory dividend test and other limitations under Bermuda law, and other factors that our board of directors deems relevant. Some of these factors are beyond our control and a change in any such factor could affect our ability to pay dividends on our common shares. In the future we may not choose to pay dividends or may not be able to pay dividends, maintain our current level of dividends, or increase them over time. Increases in demand for our aircraft and operating lease payments may not occur, and may not increase our actual cash available for dividends to our common shareholders. The failure to maintain or pay dividends may adversely affect our share price.

**Issuer Purchases of Equity Securities**

There were no purchases of common shares of the Company made during the three months ended December 31, 2010, by the Company or any affiliated purchaser of the Company as defined in Rule 10b-18(a)(3) under the Exchange Act.



**Table of Contents****Performance Graph**

The following graph compares the cumulative 53-month total return to holders of our common shares relative to the cumulative total returns of the S&P 500 Index and a customized peer group. The peer group consists of two companies which are: AerCap Holdings NV (NYSE: AER) and FLY Leasing Limited (NYSE: FLY). The peer group investment is weighted among shares in the peer group by market-capitalization as of August 7, 2006, and is adjusted monthly. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common shares and in the peer group on August 7, 2006, and is assumed to have been made in the S&P 500 Index on July 31, 2006 and the relative performance of each tracked through December 31, 2010.

**COMPARISON OF 53 MONTH CUMULATIVE TOTAL RETURN\***

Among Aircastle Limited, The S&P 500 Index  
And A Peer Group

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

\* \$100 invested on 8/7/06 in Aircastle's common shares or 7/31/06 in the S&P 500 Index, including reinvestment of dividends.

|                   | 8/7/06 | 9/30/06 | 12/31/06 | 3/31/07 | 6/30/07 | 9/30/07  | 12/31/07 | 3/31/08 | 6/30/08 | 9/30/08  | 12/31/08 |
|-------------------|--------|---------|----------|---------|---------|----------|----------|---------|---------|----------|----------|
| Aircastle Limited | 100.00 | 126.35  | 130.97   | 159.31  | 181.96  | 155.55   | 125.83   | 54.83   | 42.31   | 51.10    | 121.10   |
| S&P 500           | 100.00 | 105.02  | 112.05   | 112.77  | 119.85  | 122.28   | 118.21   | 107.04  | 104.13  | 95.41    | 108.37   |
| Peer Group        | 100.00 | 100.00  | 102.11   | 128.24  | 140.97  | 109.65   | 90.78    | 78.28   | 54.54   | 47.43    | 69.44    |
|                   |        |         | 3/31/09  | 6/30/09 | 9/30/09 | 12/31/09 | 3/31/10  | 6/30/10 | 9/30/10 | 12/31/10 |          |
| Aircastle Limited |        |         | 25.06    | 40.16   | 53.37   | 54.92    | 53.36    | 44.73   | 48.89   | 60.82    |          |
| S&P 500           |        |         | 66.27    | 76.83   | 88.82   | 94.18    | 99.25    | 87.91   | 97.84   | 108.37   |          |
| Peer Group        |        |         | 16.95    | 35.76   | 45.01   | 44.44    | 55.32    | 50.99   | 59.59   | 69.44    |          |

**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA**

The selected historical consolidated financial, operating and other data as of December 31, 2009 and 2010 and for each of the three years in the period ended December 31, 2010 presented in this table are derived from our audited consolidated financial statements and related notes thereto appearing elsewhere in this Annual Report. The selected consolidated financial data as of December 31, 2006 and 2007 presented in this table are derived from our audited consolidated financial statements and related notes thereto, which are not included in this Annual Report. You should read these tables along with Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto included elsewhere in this Annual Report.

|  | <b>Year Ended December 31,</b>                          |             |             |             |             |
|--|---|-------------|-------------|-------------|-------------|
|  | <b>2006</b>   | <b>2007</b> | <b>2008</b> | <b>2009</b> | <b>2010</b> |
|  | <b>(Dollars in thousands, except per share amounts)</b> |             |             |             |             |
| <b>Selected Financial Data:</b>              |   |             |             |             |             |
| Consolidated Statements of Operation:        |   |             |             |             |             |
| Total revenues                               | \$ 182,852  | \$ 381,091  | \$ 582,587  | \$ 570,585  | \$ 527,710  |
| Selling, general and administrative expenses | 27,836  | 39,040      | 46,806      | 46,016      | 45,774      |
| Depreciation                                 | 53,424  | 126,403     | 201,759     | 209,481     | 220,476     |
| Interest, net                                | 49,566  | 92,660      | 203,529     | 169,810     | 178,262     |
| Income from continuing operations            | 45,920  | 114,403     | 115,291     | 102,492     | 65,816      |
| Discontinued operations                      | 5,286   | 12,941      |             |             |             |
| Net income                                   | 51,206  | 127,344     | 115,291     | 102,492     | 65,816      |
| Earnings per common share Basic:             |   |             |             |             |             |
| Income (loss) from continuing operations     | \$ 0.99   | \$ 1.68     | \$ 1.47     | \$ 1.29     | \$ 0.83     |
| Earnings from discontinued operations        | \$ 0.11   | \$ 0.19     |             |             |             |
| Net income                                   | \$ 1.10   | \$ 1.87     | \$ 1.47     | \$ 1.29     | \$ 0.83     |
| Earnings per common share Diluted:           |   |             |             |             |             |
| Income (loss) from continuing operations     | \$ 0.99   | \$ 1.68     | \$ 1.47     | \$ 1.29     | \$ 0.83     |
| Earnings from discontinued operations        | \$ 0.11   | \$ 0.19     |             |             |             |
| Net income                                   | \$ 1.10   | \$ 1.87     | \$ 1.47     | \$ 1.29     | \$ 0.83     |
| Cash dividends declared per share            | \$ 1.1375   | \$ 2.45     | \$ 0.85     | \$ 0.40     | \$ 0.40     |
| <b>Other Operating Data:</b>                 |   |             |             |             |             |
| EBITDA <sup>(1)</sup>                        | \$ 149,349  | \$ 333,745  | \$ 526,305  | \$ 501,672  | \$ 491,231  |
| Adjusted net income <sup>(2)</sup>           | 48,152  | 114,795     | 150,046     | 104,793     | 67,868      |
| Adjusted net income plus depreciation and    | 100,375   | 234,580     | 349,990     | 325,503     | 308,425     |

amortization<sup>(2)</sup>**Consolidated Statements of Cash Flows:**

|   |           |             |            |            |            |
|---|-----------|-------------|------------|------------|------------|
| Cash flows provided by operations                     | \$ 42,712 | \$ 200,210  | \$ 321,806 | \$ 300,811 | \$ 374,872 |
| Cash flows (used in) provided by investing activities | (858,002) | (2,369,796) | 37,640     | (269,434)  | (541,115)  |
| Cash flows provided by (used in) financing activities | 793,465   | 2,125,014   | (292,045)  | 30,342     | 263,534    |

**Consolidated Balance Sheet Data:**

|  |           |           |           |            |            |
|--|-----------|-----------|-----------|------------|------------|
| Cash and cash equivalents  | \$ 58,118 | \$ 13,546 | \$ 80,947 | \$ 142,666 | \$ 239,957 |
| Flight equipment held for lease, net of accumulated depreciation | 1,559,365 | 3,807,116 | 3,837,543 | 3,812,970  | 4,065,780  |
| Debt investments, available for sale                             | 121,273   | 113,015   | 14,349    |            |            |
| Total assets   | 1,918,703 | 4,427,642 | 4,251,572 | 4,454,512  | 4,859,059  |
| Borrowings under credit facilities                               | 442,660   | 798,186   |           |            |            |
| Borrowings under securitizations and term debt financings        | 549,400   | 1,677,736 | 2,476,296 | 2,464,560  | 2,707,958  |
| Shareholders' equity   | 637,197   | 1,294,577 | 1,112,166 | 1,291,237  | 1,342,718  |

**Other Data:**

|   |       |       |       |       |       |
|---|-------|-------|-------|-------|-------|
| Number of Aircraft (at the end of period) | 68    | 133   | 130   | 129   | 136   |
| Total debt to total capitalization        | 62.8% | 66.3% | 69.0% | 65.6% | 66.9% |

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- (1) EBITDA is a measure of operating performance that is not calculated in accordance with US GAAP. EBITDA should not be considered a substitute for net income, income from operations or cash flows provided by or used in operations, as determined in accordance with US GAAP. EBITDA is a key measure of our operating performance used by management to focus on consolidated operating performance exclusive of income and expense that relate to the financing and capitalization of the business.
- (2) Adjusted net income and Adjusted net income plus depreciation and amortization are measures of operating performance that are not calculated in accordance with US GAAP. Adjusted net income and Adjusted net income plus depreciation and amortization should not be considered a substitute for net income, income from operations or cash flows provided by or used in operations, as determined in accordance with US GAAP. Adjusted net income and Adjusted net income plus depreciation and amortization are key measures of our operating performance used by management to provide useful information about operating and period-over-period performance of our business without regard to periodic reporting elements related to interest rate derivative accounting and gains or losses related to flight equipment and debt investments.

We define EBITDA as income (loss) from continuing operations before income taxes, interest expense and depreciation and amortization. We use EBITDA to assess our consolidated financial and operating performance, and we believe this non-US GAAP measure, is helpful in identifying trends in our performance. This measure provides an assessment of controllable expenses and affords management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance. It provides an indicator for management to determine if adjustments to current spending decisions are needed. EBITDA provides us with a measure of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges on our outstanding debt) and asset base (primarily depreciation and amortization) from our operating results.

The table below shows the reconciliation of net income (loss) to EBITDA for the years ended December 31, 2006, 2007, 2008, 2009 and 2010.

|   | <b>Year Ended December 31,</b> |                   |                   |                   |                   |
|---|--------------------------------|-------------------|-------------------|-------------------|-------------------|
|   | <b>2006</b>                    | <b>2007</b>       | <b>2008</b>       | <b>2009</b>       | <b>2010</b>       |
|   | <b>(Dollars in thousands)</b>  |                   |                   |                   |                   |
| Net income  | \$ 51,206                      | \$ 127,344        | \$ 115,291        | \$ 102,492        | \$ 65,816         |
| Depreciation  | 53,424                         | 126,403           | 201,759           | 209,481           | 220,476           |
| Amortization of net lease premiums (discounts) and lease incentives | (4,406)                        | (7,379)           | (1,815)           | 11,229            | 20,081            |
| Interest, net   | 49,566                         | 92,660            | 203,529           | 169,810           | 178,262           |
| Income tax provision  | 4,845                          | 7,658             | 7,541             | 8,660             | 6,596             |
| (Earnings) loss from discontinued operations, net of income taxes   | (5,286)                        | (12,941)          |                   |                   |                   |
| <b>EBITDA</b>   | <b>\$ 149,349</b>              | <b>\$ 333,745</b> | <b>\$ 526,305</b> | <b>\$ 501,672</b> | <b>\$ 491,231</b> |

Management believes that Adjusted Net Income ( ANI ) and Adjusted Net Income plus Depreciation and Amortization ( ANIDA ), when viewed in conjunction with the Company's results under US GAAP and the below reconciliation, provide useful information about operating and period-over-period performance, and provide additional information

that is useful for evaluating the underlying operating performance of our business without regard to periodic reporting elements related to interest rate derivative accounting and gains or losses related to flight equipment and debt investments. Additionally, management believes that ANIDA provides investors with an additional metric to enhance their understanding of the factors and trends affecting our ongoing cash earnings from which capital investments are made, debt is serviced, and dividends are paid.

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The table below shows the reconciliation of net income to ANI and ANIDA for the years ended December 31, 2006, 2007, 2008, 2009 and 2010.

|  | <b>Year Ended December 31,</b> |             |             |             |             |
|--|--------------------------------|-------------|-------------|-------------|-------------|
|  | <b>2006</b>                    | <b>2007</b> | <b>2008</b> | <b>2009</b> | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>  |             |             |             |             |
| Net income   | \$ 51,206                      | \$ 127,344  | \$ 115,291  | \$ 102,492  | \$ 65,816   |
| Ineffective portion and termination of cash flow hedges <sup>(1)</sup> | (814)                          | 171         | 29,589      | 5,387       | 5,805       |
| Mark to market of interest rate derivative contracts <sup>(2)</sup>    |                                | (1,154)     | 11,446      | (959)       | 860         |
| Gain on sale of flight equipment <sup>(2)</sup>                        | (2,240)                        | (11,566)    | (6,525)     | (1,162)     | (7,084)     |
| (Gain) loss on sale of debt investments <sup>(2)</sup>                 |                                |             | 245         | (4,965)     |             |
| Write-off of deferred financing fees                                   |                                |             |             |             | 2,471       |
| Termination of engine purchase agreement <sup>(2)</sup>                |                                |             |             | 4,000       |             |
| Adjusted net income  | 48,152                         | 114,795     | 150,046     | 104,793     | 67,868      |
| Depreciation <sup>(3)</sup>  | 56,956                         | 127,164     | 201,759     | 209,481     | 220,476     |
| Amortization of net lease discounts and lease incentives               | (4,406)                        | (7,379)     | (1,815)     | 11,229      | 20,081      |
| Adjusted net income plus depreciation and amortization                 | \$ 100,702                     | \$ 234,580  | \$ 349,990  | \$ 325,503  | \$ 308,425  |

(1) Included in Interest, net.

(2) Included in Other income (expense) except for 2006 and 2007 gains on sale of flight equipment which were recorded in discontinued operations.

(3) 2006 and 2007 amounts included \$3,532 and \$761, respectively which were recorded in discontinued operations.

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This management's discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks, uncertainties and assumptions. You should read the following discussion in conjunction with Item 6 Selected Financial Data and our historical consolidated financial statements and the notes thereto appearing elsewhere in this report. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those described under Item 1A. Risk Factors and elsewhere in this report. Please see Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995 for a discussion of the uncertainties, risks and assumptions associated with these statements. Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, or US GAAP, and, unless otherwise indicated, the other financial information contained in this report has also been prepared in accordance with US GAAP. Unless otherwise indicated, all references to dollars and \$ in this report are to, and all monetary amounts in this report are presented in, U.S. dollars.

**OVERVIEW**

We are a global company that acquires, leases, and sells high-utility commercial jet aircraft to passenger and cargo airlines throughout the world. High-utility aircraft are generally modern, operationally efficient jets with a large operator base and long useful lives. As of December 31, 2010, our aircraft portfolio consisted of 136 aircraft that were leased to 64 lessees located in 36 countries, and managed through our offices in the United States, Ireland and Singapore. Typically, our aircraft are subject to net operating leases whereby the lessee is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs, although in a majority of cases, we are obligated to pay a portion of specified maintenance or modification costs. From time to time, we also make investments in other aviation assets, including debt investments secured by commercial jet aircraft. Our revenues and income from continuing operations for the year ended December 31, 2010 were \$527.7 million and \$65.8 million, respectively, and for the fourth quarter 2010 were \$134.7 million and \$20.2 million, respectively.

**Revenues**

Our revenues are comprised primarily of operating lease rentals on flight equipment held for lease, revenue from retained maintenance payments related to lease expirations and lease termination payments and lease incentives amortization.

Typically, our aircraft are subject to net operating leases whereby the lessee pays lease rentals and is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs, although in a majority of cases, we are obligated to pay a portion of specified maintenance or modification costs. Our aircraft lease agreements generally provide for the periodic payment of a fixed amount of rent over the life of the lease and the amount of the contracted rent will depend upon the type, age, specification and condition of the aircraft and market conditions at the time the lease is committed. The amount of rent we receive will depend on a number of factors, including the credit-worthiness of our lessees and the occurrence of delinquencies, restructurings and defaults. Our lease rental revenues are also affected by the extent to which aircraft are off-lease and our ability to remarket aircraft that are nearing the end of their leases in order to minimize their off-lease time. Our success in re-leasing aircraft is affected by market conditions relating to our aircraft and by general industry conditions and trends. An increase in the percentage of off-lease aircraft or a reduction in lease rates upon remarketing would negatively impact our revenues.

Under an operating lease, the lessee will be responsible for performing maintenance on the relevant aircraft and will typically be required to make payments to us for heavy maintenance, overhaul





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or replacement of certain high-value components of the aircraft. These maintenance payments are based on hours or cycles of utilization or on calendar time, depending upon the component, and would be made either monthly in arrears or at the end of the lease term. For maintenance payments made monthly in arrears during a lease term, we will typically be required to reimburse all or a portion of these payments to the lessee upon their completion of the relevant heavy maintenance, overhaul or parts replacement. We record maintenance payments paid by the lessee during a lease as accrued maintenance liabilities in recognition of our obligation in the lease to refund such payments, and therefore we do not recognize maintenance revenue during the lease. Maintenance revenue recognition would occur at the end of a lease, when we are able to determine the amount, if any, by which reserve payments received exceed the amount we are required under the lease to reimburse to the lessee for heavy maintenance, overhaul or parts replacement. The amount of maintenance revenue we recognize in any reporting period is inherently volatile and is dependent upon a number of factors, including the timing of lease expiries, including scheduled and unscheduled expiries, the timing of maintenance events and the utilization of the aircraft by the lessee.

Many of our leases contain provisions which may require us to pay a portion of the lessee's costs for heavy maintenance, overhaul or replacement of certain high-value components. We account for these expected payments as lease incentives, which are amortized as a reduction of revenue over the life of the lease. We estimate the amount of our portion for such costs, typically for the first major maintenance event for the airframe, engines, landing gear and auxiliary power units, expected to be paid to the lessee based on assumed utilization of the related aircraft by the lessee, the anticipated amount of the maintenance event cost and the estimated amounts the lessee is responsible to pay.

This estimated lease incentive is not recognized as a lease incentive liability at the inception of the lease. We recognize the lease incentive as a reduction of lease revenue on a straight-line basis over the life of the lease, with the offset being recorded as a lease incentive liability which is included in maintenance payments on the balance sheet. The payment to the lessee for the lease incentive liability is first recorded against the lease incentive liability and any excess above the lease incentive liability is recorded as a prepaid lease incentive asset which is included in other assets on the balance sheet and continues to amortize over the remaining life of the lease.

## **Operating Expenses**

Operating expenses are comprised of depreciation of flight equipment held for lease, interest expense, selling, general and administrative expenses, aircraft impairment charges and maintenance and other costs. Because our operating lease terms generally require the lessee to pay for operating, maintenance and insurance costs, our portion of maintenance and other costs relating to aircraft reflected in our statement of income has been nominal; however, to the extent our customers failed to pay operating, maintenance, insurance or transition costs, our portion of these expenses for unscheduled lease terminations reflected in our income statement increased significantly during 2009 and to a lesser extent in 2010 as compared to prior years.

## **Income Tax Provision**

We have obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act 1966 that, in the event that any legislation is enacted in Bermuda imposing any tax computed on profits or income, or computed on any capital asset, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not, until March 28, 2016, be applicable to us or to any of our operations or to our shares, debentures or other obligations except insofar as such tax applies to persons ordinarily resident in Bermuda or to any taxes payable by us in respect of real property owned or leased by us in Bermuda. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily Ireland and the United States.



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All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. We also have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. In addition, those subsidiaries that are resident in Ireland are subject to Irish tax.

## **Segments**

We operate in a single segment.

## **History**

Aircastle Limited, formerly Aircastle Investment Limited, is a Bermuda exempted company that was incorporated on October 29, 2004 by Fortress Investment Group LLC and certain of its affiliates.

## **Acquisitions and Disposals**

We originate acquisitions and disposals through well-established relationships with airlines, other aircraft lessors, financial institutions and brokers, as well as other sources. We believe that sourcing such transactions both globally and through multiple channels provides for a broad and relatively consistent set of opportunities. Our objective is to develop and maintain a diverse and stable operating lease portfolio; however, we review our operating lease portfolio periodically to make opportunistic sales of aircraft and to manage our portfolio diversification. We also intend to take advantage of sales opportunities during cyclical upturns.

On June 20, 2007, we entered into an acquisition agreement, which we refer to as the Airbus A330 Agreement, under which we agreed to acquire new A330 aircraft, or the New A330 Aircraft, from Airbus SAS, or Airbus. During each of 2009 and 2010, we acquired two New A330 Aircraft. As of December 31, 2010, we had eight New A330 Aircraft remaining to be delivered, with seven scheduled for delivery in 2011 and one in 2012. The first of our seven New A330 Aircraft deliveries in 2011 occurred in February 2011, and it was immediately placed on lease with South African Airways.

In addition to the two New A330 Aircraft we acquired in 2010, we acquired nine other aircraft. We also sold three aircraft.

During the fourth quarter of 2010, the Company received insurance proceeds in the amount of \$32.5 million related to a Boeing Model 737-700 aircraft that was on lease and suffered a total loss as a consequence of an incident which occurred in the third quarter of 2010. Significant damage to the aircraft occurred when the aircraft exited the runway following landing. No serious injuries resulted and there were no fatalities. In October 2010, the insurers declared the aircraft a total loss.

The 2010 sales and insured loss resulted in a combined pre-tax gain of \$7.1 million which is included in other income (expense) on our consolidated statement of income.

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The following table sets forth certain information with respect to the aircraft owned by us as of December 31, 2010:

**AIRCASTLE AIRCRAFT INFORMATION (dollars in millions)**

|  | <b>Owned<br/>Aircraft as of<br/>December 31, 2010<sup>(1)</sup></b> |
|--|---|
| Flight Equipment Held for Lease  | \$ 4,066  |
| Number of Aircraft   | 136   |
| Latest Generation Aircraft (Percentage of Total Aircraft)                              | 90%   |
| Number of Lessees  | 64  |
| Number of Countries  | 36  |
| Weighted Average Age Passenger (years) <sup>(3)</sup>                                  | 11.9  |
| Weighted Average Age Freighter (years) <sup>(3)</sup>                                  | 9.4   |
| Weighted Average Age Combined (years) <sup>(3)</sup>                                   | 11.0  |
| Weighted Average Remaining Passenger Lease Term (years) <sup>(3)</sup>                 | 3.4   |
| Weighted Average Remaining Cargo Lease Term (years) <sup>(3)</sup>                     | 7.4   |
| Weighted Average Remaining Combined Lease Term (years) <sup>(3)</sup>                  | 4.7   |
| Weighted Average Fleet Utilization during Fourth Quarter 2010 <sup>(4)</sup>           | 99%   |
| Weighted Average Fleet Utilization for the year ended December 31, 2010 <sup>(4)</sup> | 99%   |

(1) Calculated using net book value as of December 31, 2010.

(2) Weighted average age (years) by net book value.

(3) Weighted average remaining lease term (years) by net book value.

(4) Aircraft on-lease days as a percent of total days in period weighted by net book value, excluding aircraft in freighter conversion.

Our owned aircraft portfolio as of December 31, 2010 is listed in Exhibit 99.1 to this report. Approximately 90% of the total aircraft and 90% of the freighters we owned as of December 31, 2010 we consider to be the most current technology for the relevant airframe and engine type and airframe size, as listed under the headings Latest Generation Narrowbody Aircraft, Latest Generation Midbody Aircraft, Latest Generation Widebody Aircraft and Latest Generation Widebody Freighter Aircraft in Exhibit 99.1 to this report.

Of our owned aircraft portfolio as of December 31, 2010, \$3.5 billion, representing 118 aircraft and 85% of the net book value of our aircraft, was encumbered by secured debt financings, and \$0.6 billion, representing 18 aircraft and 15% of the net book value of our aircraft, was unencumbered by secured debt financings.

**Table of Contents****PORTFOLIO DIVERSIFICATION**

|                                 | <b>Owned Aircraft as of<br/>December 31, 2010</b> |                                |
|---------------------------------|---|--------------------------------|
|                                 | <b>Number<br/>of<br/>Aircraft</b>                 | <b>% of Net<br/>Book Value</b> |
| <b>Aircraft Type</b>            |   |                                |
| Passenger:                      |   |                                |
| Narrowbody                      | 83  | 40%                            |
| Midbody                         | 27  | 25%                            |
| Widebody                        | 1   | 2%                             |
| Total Passenger                 | 111   | 67%                            |
| Freighter                       | 25  | 33%                            |
| <b>Total</b>                    | <b>136</b>  | <b>100%</b>                    |
| <b>Manufacturer</b>             |   |                                |
| Boeing                          | 88  | 61%                            |
| Airbus                          | 48  | 39%                            |
| <b>Total</b>                    | <b>136</b>  | <b>100%</b>                    |
| <b>Regional Diversification</b> |   |                                |
| Europe                          | 66  | 46%                            |
| Asia                            | 35  | 26%                            |
| North America                   | 14  | 10%                            |
| Latin America                   | 11  | 8%                             |
| Middle East and Africa          | 10  | 10%                            |
| <b>Total</b>                    | <b>136</b>  | <b>100%</b>                    |

Our largest customer represents less than 7% of the net book value of flight equipment held for lease at December 31, 2010. Our top 15 customers for aircraft we owned at December 31, 2010, representing 66 aircraft and 62% of the net book value of flight equipment held for lease, are as follows:

| <b>Percent of Net<br/>Book Value</b> | <b>Customer</b>          | <b>Country</b>       | <b>Number of<br/>Aircraft</b> |
|--------------------------------------|--------------------------|----------------------|-------------------------------|
| Greater than 6%<br>per customer      | Emirates                 | United Arab Emirates | 2                             |
|                                      | Martinair <sup>(1)</sup> | Netherlands          | 5                             |
| 3% to 6%<br>per customer             | HNA Group <sup>(2)</sup> | China                | 8                             |
|                                      | US Airways               | USA                  | 8                             |

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|                              |                                       |             |   |
|------------------------------|---------------------------------------|-------------|---|
|                              | SriLankan Airlines                    | Sri Lanka   | 5 |
|                              | Airbridge Cargo <sup>(3)</sup>        | Russia      | 2 |
|                              | Avianca                               | Colombia    | 2 |
|                              | China Eastern Airlines <sup>(4)</sup> | China       | 8 |
|                              | Iberia Airlines                       | Spain       | 6 |
|                              | GOL <sup>(5)</sup>                    | Brazil      | 6 |
|                              | KLM <sup>(1)</sup>                    | Netherlands | 1 |
|                              | World Airways                         | USA         | 2 |
| Less than 3%<br>per customer | Icelandair <sup>(6)</sup>             | Iceland     | 5 |
|                              | Korean Air                            | South Korea | 2 |
|                              | Cimber-Sterling                       | Denmark     | 4 |

(1) Martinair is a wholly owned subsidiary of KLM. Although KLM does not guarantee Martinair's obligations under the relevant lease, if combined, the two, together with two other affiliated customers, represent 11% of flight equipment held for lease.

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- (2) Eight aircraft on lease to affiliates of the HNA Group, although the HNA Group does not guarantee the leases.
- (3) Guaranteed by Volga-Dnepr.
- (4) Includes the aircraft leased to Shanghai Airlines, which was recently acquired by China Eastern Airlines. China Eastern Airlines does not guarantee the obligations of the aircraft we lease to Shanghai Airlines.
- (5) GOL has guaranteed the obligations of an affiliate, VRG Linhas Aereas, and accordingly, the two are shown combined in the above table.
- (6) Icelandair Group hf, the parent company of Icelandair, has guaranteed the obligations of an affiliate, SmartLynx, and accordingly, the two are shown combined in the above table.

**Finance**

Historically, our debt financing arrangements typically have been secured by aircraft and related operating leases, and in the case of our securitizations and pooled aircraft term financings, the financing parties have limited recourse to Aircastle Limited. While such financings have historically been available on reasonable terms given the loan to value profile we have pursued, current market conditions continue to limit the availability of both debt and equity capital. Though financing market conditions have recovered recently and we expect them to continue to improve in time, current market conditions remain difficult with respect to financing mid-age, current technology aircraft. During 2010, we accessed the unsecured debt market for the first time by issuing \$300.0 million aggregate principal amount of unsecured 9.75% Senior Notes due 2018 and used the proceeds to repay a secured term loan and to provide funding for incremental aircraft acquisitions. We also secured a \$50.0 million unsecured revolving credit facility which remains undrawn. During the near term, we intend to focus our efforts on investment opportunities that are attractive on an unleveraged basis, that tap commercial financial capacity where it is accessible on reasonable terms or for which debt financing that benefits from government guarantees either from the ECAs or from EXIM is available.

We intend to fund new investments through cash on hand and potentially through medium to longer-term financings on a secured or unsecured basis. We may repay all or a portion of such borrowings from time to time with the net proceeds from subsequent long-term debt financings, additional equity offerings or cash generated from operations. Therefore, our ability to execute our business strategy, particularly the acquisition of additional commercial jet aircraft or other aviation assets, depends to a significant degree on our ability to obtain additional debt and equity capital on terms we deem attractive.

See Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Secured Debt Financings and Unsecured Debt Financings.

**Table of Contents****Comparison of the year ended December 31, 2009 to the year ended December 31, 2010:**

|  | <b>Year Ended December 31,</b> |             |
|--|--------------------------------|-------------|
|  | <b>2009</b>                    | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>  |             |
| Revenues:  |                                |             |
| Lease rental revenue                                     | \$ 511,459                     | \$ 531,076  |
| Amortization of net lease discounts and lease incentives | (11,229)                       | (20,081)    |
| Maintenance revenue                                      | 58,733                         | 15,703      |
| <br>   |                                |             |
| Total lease rentals                                      | 558,963                        | 526,698     |
| Interest income  | 1,924                          |             |
| Other revenue  | 9,698                          | 1,012       |
| <br>   |                                |             |
| Total revenues   | 570,585                        | 527,710     |
| <br>   |                                |             |
| Expenses:  |                                |             |
| Depreciation   | 209,481                        | 220,476     |
| Interest, net  | 169,810                        | 178,262     |
| Selling, general and administrative                      | 46,016                         | 45,774      |
| Impairment of aircraft                                   | 18,211                         | 7,342       |
| Maintenance and other costs                              | 19,431                         | 9,612       |
| <br>   |                                |             |
| Total operating expenses                                 | 462,949                        | 461,466     |
| <br>   |                                |             |
| Other income:  |                                |             |
| Gain on sale of flight equipment                         | 1,162                          | 7,084       |
| Other  | 2,354                          | (916)       |
| <br>   |                                |             |
| Total other income                                       | 3,516                          | 6,168       |
| <br>   |                                |             |
| Income from continuing operations before income taxes    | 111,152                        | 72,412      |
| Income tax provision                                     | 8,660                          | 6,596       |
| <br>   |                                |             |
| Net income   | \$ 102,492                     | \$ 65,816   |

**Revenues:**

Total revenues decreased by 7.5% or \$42.9 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009, primarily as a result of the following:

*Lease rental revenue.* The increase in lease rental revenue of \$19.6 million for the year ended December 31, 2010 as compared to the same period in 2009 was primarily the result of:

\$28.4 million of revenue from eleven new aircraft purchased in 2010 and the full year revenue from two new aircraft purchased during 2009.



This increase was offset partially by a decrease in revenue of:

\$5.9 million of revenue due to five aircraft sold in 2010;

\$1.6 million of revenue due to lease extensions and transitions at lower rentals; and

\$1.3 million of revenue due to lower floating rate lease rentals and other changes.

**Table of Contents***Amortization of net lease discounts and lease incentives.*

|  | <b>Year Ended<br/>December 31,</b> |             |
|--|------------------------------------|-------------|
|  | <b>2009</b>                        | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>      |             |
| Amortization of lease discounts                          | \$ 7,951                           | \$ 2,447    |
| Amortization of lease premiums                           | (2,207)                            | (367)       |
| Amortization of lease incentives                         | (16,973)                           | (22,161)    |
| Amortization of net lease discounts and lease incentives | \$ (11,229)                        | \$ (20,081) |

The decrease in amortization of lease discounts and lease premiums for the year ended December 31, 2010 as compared to the same period in 2009 is due to scheduled lease expirations of previously acquired leases, lease extensions and early lease transitions.

As more fully described above under Revenues, lease incentives represent our estimated portion of the lessee's cost for heavy maintenance, overhaul or replacement of certain high-value components which is amortized over the life of the related lease. As we enter into new leases, the amortization of lease incentives generally increases and conversely if a related lease terminates, the related unused lease incentive liability will reduce the amortization of lease incentives. The increase in amortization of lease incentives of \$5.2 million for the year ended December 31, 2010 as compared to the same period in 2009 results from an increase in amortization of net lease incentives for 14 aircraft transitions and extensions during 2010 and the full year impact for 15 aircraft transitions during 2009.

*Maintenance revenue.*

|                                | <b>Year Ended December 31,</b>        |                                 |                                       |                                 |
|--------------------------------|---------------------------------------|---------------------------------|---------------------------------------|---------------------------------|
|                                | <b>2009</b>                           |                                 | <b>2010</b>                           |                                 |
|                                | <b>Dollars<br/>(In<br/>thousands)</b> | <b>Number<br/>of<br/>Leases</b> | <b>Dollars<br/>(In<br/>thousands)</b> | <b>Number<br/>of<br/>Leases</b> |
| Unscheduled lease terminations | \$ 28,356                             | 8                               | \$ 4,069                              | 3                               |
| Scheduled lease terminations   | 30,377                                | 8                               | 11,634                                | 3                               |
| Maintenance revenue            | \$ 58,733                             | 16                              | \$ 15,703                             | 6                               |

Unscheduled lease terminations. For the year ended December 31, 2009, we recorded a high level of maintenance revenue in the amount of \$28.3 million from unscheduled lease terminations associated with eight aircraft. Comparatively, for the same period in 2010, we recorded maintenance revenue totaling \$4.1 million from unscheduled lease terminations primarily associated with three aircraft returned in 2010. See Summary of Impairments below for a detailed discussion of the related impairment charges for certain aircraft.

Scheduled lease terminations. For the year ended December 31, 2009, we recorded maintenance revenue from scheduled lease terminations totaling \$30.4 million associated with eight aircraft. Comparatively, for the same period in 2010, we recorded \$11.6 million, primarily associated with maintenance revenue from three scheduled lease terminations. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for certain aircraft.

*Interest income.* The decrease in interest income of \$1.9 million was due to the sale of our debt investments in the third and fourth quarters of 2009 and, as a result, there was no comparable interest income in the year ended December 31, 2010.

*Other revenue* was \$9.7 million during the year ended December 31, 2009, which was primarily due to additional fees paid by lessees in connection with the early termination of four leases, and we did not receive any similar fees from early lease terminations in the year ended December 31, 2010. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for certain aircraft.

**Table of Contents*****Operating Expenses:***

Total operating expenses decreased by 0.3% or \$1.5 million for the year ended December 31, 2010 as compared to the year ended December 31, 2009 primarily as a result of the following:

*Depreciation expense* increased by \$11.0 million for the year ended December 31, 2010 over the same period in 2009. The net increase is primarily the result of:

an \$6.2 million increase in depreciation for capitalized aircraft improvements and planned major maintenance activities; and

an \$8.2 million increase in depreciation for new aircraft acquired in late December 2009 and in 2010.

These increases were offset partially by:

a \$3.3 million decrease in depreciation for aircraft sold.

*Interest, net* consisted of the following:

|   | <b>Year Ended<br/>December 31,</b> |             |
|---|------------------------------------|-------------|
|   | <b>2009</b>                        | <b>2010</b> |
|   | <b>(Dollars in thousands)</b>      |             |
| Interest on borrowings, net settlements on interest rate derivatives, and other liabilities | \$ 146,617                         | \$ 153,064  |
| Hedge ineffectiveness losses  | 463                                | 5,039       |
| Amortization of interest rate derivatives related to deferred losses                        | 12,894                             | 9,634       |
| Amortization of deferred financing fees and notes discount                                  | 12,232                             | 15,065      |
| Interest Expense  | 172,206                            | 182,802     |
| Less interest income  | (939)                              | (413)       |
| Less capitalized interest   | (1,457)                            | (4,127)     |
| Interest, net   | \$ 169,810                         | \$ 178,262  |

Interest, net increased by \$8.5 million, or 5.0%, over year ended December 31, 2009. The net increase is primarily a result of:

a \$6.4 million increase in interest expense on our borrowings primarily due to a higher weighted average debt balance (\$2.54 billion for the year ended December 31, 2010 as compared to \$2.45 billion for the year ended December 31, 2009);

a \$4.6 million increase resulting from changes in measured hedge ineffectiveness due primarily to the early repayment of borrowings in connection with assets sales during 2010 and lower forecasted debt; and

a \$2.8 million increase in deferred financing fees primarily from the accelerated write-off of deferred financing fees triggered by repayment of Term Financing No. 2 and the A330 SLB facility.

These increases were offset partially by

a \$3.3 million decrease in amortization of deferred losses on interest rate derivatives primarily due to higher amortization incurred in 2009 as a result of lower forecasted debt balances.

*Selling, general and administrative expenses* for the year ended December 31, 2010 remained flat over the same period in 2009. Non-cash share based expense was \$6.9 million and \$7.5 million for the year ended December 31, 2009 and 2010, respectively.

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*Impairment of aircraft* was \$18.2 million during the year ended December 31, 2009, which related to two Boeing Model 737-300 aircraft and two Boeing Model 757-200 aircraft. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for these four aircraft.

Impairment of aircraft was \$7.3 million during the year ended December 31, 2010, which related to one Boeing Model 737-300 aircraft and one Boeing Model 737-500 aircraft. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for these two aircraft.

Maintenance and other costs were \$9.6 million for the year ended December 31, 2010, a decrease of \$9.8 million over the same period in 2009.

Maintenance and other costs for the year ended December 31, 2010 primarily consisted of:

\$2.8 million in aircraft maintenance and other transitions costs primarily relating to unscheduled lease terminations for aircraft returned to us in 2009;

\$2.0 million in aircraft maintenance and other transitions costs relating to scheduled lease terminations in 2010;

\$1.4 million in aircraft maintenance and other transition costs related to aircraft acquired in the fourth quarter of 2010; and

\$3.4 million of aircraft insurance and other maintenance costs related to our aircraft.

Maintenance and other costs for the year ended December 31, 2009 primarily consisted of:

\$6.9 million in aircraft maintenance and other transitions costs primarily relating to scheduled and unscheduled lease terminations for aircraft returned to us in 2009;

\$2.9 million in aircraft maintenance and transition costs for four passenger aircraft converted to freighter aircraft;

\$4.7 million in aircraft maintenance and other transitions costs relating to unscheduled lease terminations in 2008; and

\$4.9 million of aircraft insurance and other maintenance costs related to our aircraft.

***Other income:***

Total other income for the year ended December 31, 2010 was \$6.2 million as compared to \$3.5 million of income for the same period in 2009. The increase is a result of:

a \$5.9 million increase in gain on the sale of aircraft; and

a non-recurring \$4.0 million termination fee in 2009 to cancel our engine purchase commitments for the New Airbus A330 program. There were no such termination fees in 2010.

These increases were partially offset by:

a \$5.0 million gain on sale of our remaining debt investments in 2009 for which there was no comparative transaction in 2010; and

\$1.8 million higher mark-to-market adjustments on our undesignated interest rate derivatives.

***Income Tax Provision***

Our provision for income taxes for the year ended December 31, 2009 and 2010 was \$8.7 million and \$6.6 million, respectively. Income taxes have been provided based on the applicable tax laws and rates of those countries in which operations are conducted and income is earned, primarily Ireland and the United States. The decrease in our income tax provision of approximately \$2.1 million for the year ended December 31, 2010 as compared to the same period in 2009 was attributable to a decrease in

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operating income subject to tax in the U.S. and Ireland, partially offset by an increase in tax expense related to the vesting of stock awards.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes, unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. We also have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. In addition, those subsidiaries that are resident in Ireland are subject to Irish tax.

The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2016. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily the United States and Ireland.

***Other comprehensive income:***

|  | <b>Year Ended<br/>December 31,</b> |             |
|--|------------------------------------|-------------|
|  | <b>2009</b>                        | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>      |             |
| Net income   | \$ 102,492                         | \$ 65,816   |
| Net change in fair value of derivatives, net of tax expense of \$1,473 and \$268, respectively | 92,396                             | 1,994       |
| Derivative loss reclassified into earnings   | 12,894                             | 9,634       |
| Gain on debt investments reclassified into earnings  | (4,965)                            |             |
| Net change in unrealized fair value of debt investments  | 2,429                              |             |
| Total comprehensive income   | \$ 205,246                         | \$ 77,444   |

Other comprehensive income was \$77.4 million for the year ended December 31, 2010, a decrease of \$127.8 million from the \$205.2 million of other comprehensive income for the year ended December 31, 2009. Other comprehensive income for the year ended December 31, 2010 primarily consisted of:

\$65.8 million of net income;

\$2.0 million gain from a change in interest rate derivatives, net of taxes which is lower from 2009 due to a relatively flat LIBOR curve at December 31, 2010 as compared to December 31, 2009; and

\$9.6 million of amortization reclassified into earnings of deferred net losses related to amortization from terminated interest rate derivatives.

Other comprehensive income for the year ended December 31, 2009 primarily consisted of:

\$102.5 million of net income;



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\$92.4 million gain from a change in interest rate derivatives, net of taxes which is higher from 2008 due to an increase in the LIBOR curve at December 31, 2009 as compared to December 31, 2008; and

\$12.9 million of amortization reclassified into earnings of deferred net losses related to amortization from terminated interest rate derivatives.

The amount of loss expected to be reclassified from accumulated other comprehensive income into interest expense over the next 12 months consists of net interest settlements on active interest rate derivatives in the amount of \$89.3 million and the amortization of deferred net losses from terminated

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interest rate derivatives in the amount of \$14.9 million. See **Liquidity and Capital Resources** **Hedging** below for more information on deferred net losses as related to terminated interest rate derivatives.

***Comparison of the year ended December 31, 2008 to the year ended December 31, 2009:***

|  | <b>Year Ended<br/>December 31,</b> |                   |
|--|------------------------------------|-------------------|
|  | <b>2008</b>                        | <b>2009</b>       |
|  | <b>(Dollars in thousands)</b>      |                   |
| <b>Revenues:</b>   |                                    |                   |
| Lease rental revenue   | \$ 542,270                         | \$ 511,459        |
| Amortization of net lease discounts and lease incentives     | 1,815                              | (11,229)          |
| Maintenance revenue  | 34,460                             | 58,733            |
| <b>Total lease rentals</b>                                   | <b>578,545</b>                     | <b>558,963</b>    |
| Interest income  | 3,174                              | 1,924             |
| Other revenue  | 868                                | 9,698             |
| <b>Total revenues</b>  | <b>582,587</b>                     | <b>570,585</b>    |
| <b>Expenses:</b>   |                                    |                   |
| Depreciation   | 201,759                            | 209,481           |
| Interest, net  | 203,529                            | 169,810           |
| Selling, general and administrative                          | 46,806                             | 46,016            |
| Impairment of aircraft                                       |                                    | 18,211            |
| Maintenance and other costs                                  | 3,982                              | 19,431            |
| <b>Total operating expenses</b>                              | <b>456,076</b>                     | <b>462,949</b>    |
| <b>Other income (expense):</b>                               |                                    |                   |
| Gain on sale of flight equipment                             | 6,525                              | 1,162             |
| Other  | (10,204)                           | 2,354             |
| <b>Total other income (expense)</b>                          | <b>(3,679)</b>                     | <b>3,516</b>      |
| <b>Income from continuing operations before income taxes</b> | <b>122,832</b>                     | <b>111,152</b>    |
| Income tax provision   | 7,541                              | 8,660             |
| <b>Net income</b>  | <b>\$ 115,291</b>                  | <b>\$ 102,492</b> |

***Revenues:***

Total revenues decreased by 2% or \$12.0 million for the year ended December 31, 2009 as compared to the year ended December 31, 2008, primarily as a result of the following:

*Lease rental revenue.* The decrease in lease rental revenue of \$30.8 million for the year ended December 31, 2009 as compared to the same period in 2008 was primarily the result of decreases of:

\$24.1 million of revenue as a result of aircraft sales (eight aircraft were sold during 2008 and three aircraft were sold during 2009);

\$15.0 million of revenue due to downtime in connection with aircraft in transition and freighter conversions; and

\$9.9 million of revenue due to lower floating rate lease rentals and lease rate changes.

These decreases were offset partially by an increase in revenue of \$18.2 million due to the effect of a full year of lease rental revenue from the acquisition of five new aircraft purchased during the first half of 2008 and additional rental revenue from two new aircraft purchased during 2009.

**Table of Contents***Amortization of net lease discounts and lease incentives.*

|  | <b>Year Ended<br/>December 31,<br/>2008                  2009<br/>(Dollars in thousands)</b> |             |
|--|--|-------------|
| Amortization of lease discounts                          | \$ 12,099  | \$ 7,951    |
| Amortization of lease premiums                           | (3,738)  | (2,207)     |
| Amortization of lease incentives                         | (6,546)  | (16,973)    |
| Amortization of net lease discounts and lease incentives | \$ 1,815   | \$ (11,229) |

The decrease in amortization of net lease discounts and lease incentives of \$13.0 million for the year ended December 31, 2009 as compared to the same period in 2008 results from the decrease in amortization of net lease discounts of \$2.6 million and an increase in amortization of lease incentives of \$10.4 million for aircraft transitions.

*Maintenance revenue.*

|                                | <b>Year Ended December 31,</b>        |                                 |                                       |                                 |
|--------------------------------|---------------------------------------|---------------------------------|---------------------------------------|---------------------------------|
|                                | <b>2008</b>                           |                                 | <b>2009</b>                           |                                 |
|                                | <b>Dollars<br/>(In<br/>thousands)</b> | <b>Number<br/>of<br/>Leases</b> | <b>Dollars<br/>(In<br/>thousands)</b> | <b>Number<br/>of<br/>Leases</b> |
| Unscheduled lease terminations | \$ 23,219                             | 11                              | \$ 28,356                             | 8                               |
| Scheduled lease terminations   | 11,241                                | 6                               | 30,377                                | 8                               |
| Maintenance revenue            | \$ 34,460                             | 17                              | \$ 58,733                             | 16                              |

Unscheduled lease terminations. For the year ended December 31, 2008, we recorded maintenance revenue in the amount of \$23.2 million from unscheduled lease terminations associated with eleven aircraft. Comparatively, for the same period in 2009, we recorded maintenance revenue totaling \$28.3 million from unscheduled lease terminations associated with eight aircraft returned in 2009.

Scheduled lease terminations. For the year ended December 31, 2008, we recorded maintenance revenue from scheduled lease terminations totaling \$11.2 million associated with six aircraft. Comparatively, for the same period in 2009, we recorded \$30.4 million, primarily associated with maintenance revenue from eight scheduled lease terminations.

*Interest income.* The decrease in interest income of \$1.3 million was due primarily to the sale of two of our debt investments in February 2008 and our remaining debt investments which were sold in the third and fourth quarters of 2009.

*Other Revenue.* The increase in other revenue of \$8.8 million is due primarily to additional fees paid by lessees in connection with the early termination of four leases. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for certain aircraft.

***Operating Expenses:***

Total operating expenses increased by 1.5% or \$6.9 million for the year ended December 31, 2009 as compared to the year ended December 31, 2008 primarily as a result of the following:

*Depreciation expense* increased by \$7.7 million for the year ended December 31, 2009 over the same period in 2008 as a result of an increase in the gross aircraft book value due to the aircraft acquired in 2009, offset partially by the reduction in depreciation expense as a result of the sales of owned aircraft in 2009.

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*Interest, net* consisted of the following:

|   | <b>Year Ended<br/>December 31,</b> |             |
|---|------------------------------------|-------------|
|   | <b>2008</b>                        | <b>2009</b> |
|   | <b>(Dollars in thousands)</b>      |             |
| Interest on borrowings, net settlements on interest rate derivatives, and other liabilities | \$ 169,860                         | \$ 146,617  |
| Hedge ineffectiveness losses  | 16,623                             | 463         |
| Amortization of interest rate derivatives related to deferred losses                        | 15,488                             | 12,894      |
| Losses on termination of interest rate derivatives  | 1,003                              |             |
| Amortization of deferred financing fees   | 13,603                             | 12,232      |
| Interest Expense  | 216,577                            | 172,206     |
| Less interest income  | (7,311)                            | (939)       |
| Less capitalized interest   | (5,737)                            | (1,457)     |
| Interest, net   | \$ 203,529                         | \$ 169,810  |

Interest, net decreased by \$33.7 million, or 16.6%, over the year ended December 31, 2008. The net decrease is primarily a result of:

a \$23.2 million decrease in interest expense on our borrowings due primarily to a lower average debt balance (average debt balance during the year ended December 31, 2009 was \$2.45 billion as compared to \$2.71 billion in the same period in 2008) and lower interest rates during 2009 as compared to 2008;

a \$16.2 million decrease resulting from changes in measured hedge ineffectiveness due primarily to prior year debt changes;

a \$2.6 million decrease in amortization of deferred losses on interest rate derivatives due primarily to:

\$6.6 million decrease related to accelerated amortization of deferred losses from terminated interest rate derivatives for borrowings that we are no longer making (i.e., that are no longer probable of occurring) as a result of a lower forecasted debt financings.

This decrease was offset by:

\$4.0 million increase related to amortization of deferred losses on terminated interest rate derivatives for borrowings we anticipate making in the future (i.e., that are probable of occurring). The deferred losses are amortized into interest expense as the interest payments being hedged occur;

a \$1.4 million decrease in amortization of deferred financing fees resulting primarily from the closing of our revolving credit facilities during 2008; and

a \$1.0 million decrease in hedge termination charges.

These decreases were offset partially by:

a \$6.4 million decrease in interest income earned on our cash balances, resulting from significantly lower interest rates during the year ended December 31, 2009 compared to the same period in 2008; and

a \$4.3 million decrease in capitalized interest due to lower interest rates during the year ended December 31, 2009 compared to the same period in 2008 and the delivery of aircraft from freighter conversion and the manufacturer.

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*Selling, general and administrative expenses, or SG&A*, for the year ended December 31, 2009 decreased slightly over the same period in 2008. Our headcount decreased from 76 employees at December 31, 2008 to 74 employees at December 31, 2009. Non-cash share based expense was \$6.5 million in 2008 and \$6.9 million in 2009, respectively.

*Impairment of aircraft* was \$18.2 million during the year ended December 31, 2009 which related to two Boeing Model 737-300 aircraft and two Boeing Model 757-200 aircraft. We did not recognize any impairment charges in the year ended December 31, 2008. See *Summary of Impairments* below for a detailed discussion of the related impairment charge for certain aircraft.

*Maintenance and other costs* was \$19.4 million for the year ended December 31, 2009, an increase of \$15.4 million over the same period in 2008.

Maintenance and other costs for the year ended December 31, 2009 primarily consisted of:

\$6.9 million in aircraft maintenance and other transitions costs primarily relating to scheduled and unscheduled lease terminations for aircraft returned to us in 2009;

\$2.9 million in aircraft maintenance and transition costs for four passenger aircraft converted to freighter aircraft;

\$4.7 million in aircraft maintenance and other transitions costs relating to unscheduled lease terminations in 2008; and

\$4.9 million of aircraft insurance and other maintenance costs related to our aircraft.

Maintenance and other costs for the year ended December 31, 2008 primarily consisted of \$4.0 million of aircraft insurance and other maintenance costs related to our aircraft.

***Other income (expense):***

Total other income for the year ended December 31, 2009 was \$3.5 million as compared to a \$3.7 million expense for the same period in 2008, or an increase in income of \$7.2 million. The increase is primarily a result of:

\$12.4 million lower mark-to-market adjustments on our undesignated interest rate derivatives;

a \$5.2 million increase in the gain on sale of debt investments; and

a \$1.0 million gain on the purchase and re-sale of a spare engine.

These increases were offset partially by:

a \$6.4 million decrease in gain on sale of flight equipment for the three aircraft sold in 2009 (compared to eight aircraft sold in 2008); and

a \$4.0 million termination fee to cancel our engine purchase commitments for the New Airbus A330 program.

***Income Tax Provision***



Our provision for income taxes for the years ended December 31, 2008 and 2009 was \$7.5 million and \$8.7 million, respectively. Income taxes have been provided based on the applicable tax laws and rates of those countries in which operations are conducted and income is earned, primarily Ireland and the United States. The increase in our income tax provision of approximately \$1.1 million for the year ended December 31, 2009 as compared to the same period in 2008 was attributable to the increase in our operating income subject to tax in Ireland and the United States.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes, unless they

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operate within the U.S., in which case they may be subject to federal, state and local income taxes. We also have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. In addition, those subsidiaries that are resident in Ireland are subject to Irish tax.

The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2016. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily the United States and Ireland.

***Other comprehensive income (loss):***

|   | <b>Year Ended<br/>December 31,</b> |             |
|---|------------------------------------|-------------|
|   | <b>2008</b>                        | <b>2009</b> |
|   | <b>(Dollars in thousands)</b>      |             |
| Net income  | \$ 115,291                         | \$ 102,492  |
| Net change in fair value of derivatives, net of tax benefit of \$2,602 and tax expense of \$1,473, respectively | (245,407)                          | 92,396      |
| Derivative loss reclassified into earnings  | 16,491                             | 12,894      |
| Gain on debt investments reclassified into earnings   |                                    | (4,965)     |
| Net change in unrealized fair value of debt investments   | (8,297)                            | 2,429       |
| Total comprehensive income (loss)   | \$ (121,922)                       | \$ 205,246  |

Other comprehensive income was \$205.2 million for the year ended December 31, 2009, an increase of \$327.2 million over the \$121.9 million of other comprehensive loss for the year ended December 31, 2008. Other comprehensive income for the year ended December 31, 2009 primarily consisted of:

\$102.3 million of net income,

\$92.4 million gain from a change in interest rate derivatives, net of taxes which is higher from 2008 due to an increase in the LIBOR curve at December 31, 2009 as compared to December 31, 2008, and

\$12.9 million of amortization reclassified into earnings of deferred net losses related to amortization from terminated interest rate derivatives.

Other comprehensive income for the year ended December 31, 2008 primarily consisted of:

\$115.3 million of net income,

\$245.4 million loss from a change in interest rate derivatives, net of taxes due to a decrease in the LIBOR curve at December 31, 2008 as compared to December 31, 2007, and

\$16.5 million of amortization reclassified into earnings of deferred net losses related to amortization from terminated interest rate derivatives.

See Liquidity and Capital Resources Hedging below for more information on deferred net losses as related to terminated interest rate derivatives.

***Summary of Impairments***

We had no impairments in 2008. In the year ended December 31, 2009, we recognized an impairment of \$18.2 million related to two Boeing Model 737-300 aircraft and two Boeing Model 757-200 aircraft, which was triggered by the early termination of the related leases and the resulting change to estimated future cash flows. The Company received \$18.2 million, of which \$8.4 million represented lease termination payments and \$9.8 million related to maintenance revenue from the

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previous lessees of these aircraft. These lease termination payments were recorded as other revenue during the year ended December 31, 2009.

In the year ended December 31, 2010, we recognized an impairment of \$7.3 million related to one Boeing Model 737-300 aircraft and one Boeing Model 737-500 aircraft, which was triggered by the early termination of one of the related leases, a signed forward sales agreement for the other aircraft and the resulting change to estimated future cash flows. The Company recorded \$4.4 million related to maintenance revenue from the previous lessees at the end of the lease of the aircraft that is subject to a forward sales agreement and \$1.8 million related to maintenance revenue from the lessee of one of these aircraft during the year ended December 31, 2010.

We perform a recoverability assessment of all aircraft in our fleet, on an aircraft-by-aircraft basis, at least annually. We performed this recoverability assessment during the third quarter of 2010. Other than the aircraft discussed above, Management believes that the net book value of each aircraft is currently supported by the estimated future undiscounted cash flows expected to be generated by each aircraft, and as such, these aircraft are not impaired at December 31, 2010.

In monitoring the aircraft in our fleet for impairment charges, we identify those aircraft that are most susceptible to failing the recoverability assessment and monitor those aircraft more closely, which may result in more frequent recoverability assessments. The recoverability in the value of these aircraft is more sensitive to changes in contractual cash flows, future cash flow estimates and residual values or scrap values for each aircraft. These are typically older aircraft for which lessee demand is declining. As of December 31, 2010, we had identified ten aircraft as being susceptible to failing the recoverability test. These aircraft had a combined net book value of \$192.4 million at December 31, 2010. Management believes that the net book value of each of these aircraft is currently supported by the estimated future undiscounted cash flows expected to be generated by each aircraft, and as such, these aircraft are not impaired at December 31, 2010.

**Table of Contents****APPLICATION OF CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with US GAAP, requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying footnotes. Our estimates and assumptions are based on historical experiences and currently available information. Actual results may differ from such estimates under different conditions, sometimes materially. A summary of our significant accounting policies is presented in the notes to our consolidated financial statements included elsewhere in this Annual Report. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results and require our most subjective judgments, estimates and assumptions. Our most critical accounting policies and estimates are described below.

**Lease Revenue Recognition**

Our operating lease rentals are recognized on a straight-line basis over the term of the lease. We will neither recognize revenue nor record a receivable from a customer when collectability is not reasonably assured. Estimating whether collectability is reasonably assured requires some level of subjectivity and judgment. When collectability is not reasonably assured, the customer is placed on non-accrual status and revenue is recognized when cash payments are received. Management determines whether customers should be placed on non-accrual status. When we are reasonably assured that payments will be received in a timely manner, the customer is placed on accrual status. The accrual/non-accrual status of a customer is maintained at a level deemed appropriate based on factors such as the customer's credit rating, payment performance, financial condition and requests for modifications of lease terms and conditions. Events or circumstances outside of historical customer patterns can also result in changes to a customer's accrual status.

**Maintenance Payments and Maintenance Revenue**

Under our leases, the lessee must pay operating expenses accrued or payable during the term of the lease, which would normally include maintenance, overhaul, fuel, crew, landing, airport and navigation charges, certain taxes, licenses, consents and approvals, aircraft registration and insurance premiums. Typically, our aircraft are subject to net operating leases whereby the lessee pays lease rentals and is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs, although in a majority of cases, we are obligated to pay a portion of specified maintenance or modification costs. Our aircraft lease agreements generally provide for the periodic payment of a fixed amount of rent over the life of the lease and the amount of the contracted rent will depend upon the type, age, specification and condition of the aircraft and market conditions at the time the lease is committed. The amount of rent we receive will depend on a number of factors, including the credit-worthiness of our lessees and the occurrence of delinquencies, restructurings and defaults. Our lease rental revenues are also affected by the extent to which aircraft are off-lease and our ability to remarket aircraft that are nearing the end of their leases in order to minimize their off-lease time. Our success in re-leasing aircraft is affected by market conditions relating to our aircraft and by general industry conditions and trends. An increase in the percentage of off-lease aircraft or a reduction in lease rates upon remarketing would negatively impact our revenues.

Under an operating lease, the lessee will be responsible for performing maintenance on the relevant aircraft and will typically be required to make payments to us for heavy maintenance, overhaul or replacement of certain high-value components of the aircraft. These maintenance payments are based on hours or cycles of utilization or on calendar time, depending upon the component, and would be made either monthly in arrears or at the end of the lease term. For maintenance payments made monthly in arrears during a lease term, we will typically be required to reimburse all or a portion of these payments to the lessee upon completion of the relevant heavy maintenance, overhaul or parts replacement. We record maintenance payments paid by the lessee during a lease as accrued



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maintenance liabilities in recognition of our obligation in the lease to refund such payments, and therefore we do not recognize maintenance revenue during the lease. Maintenance revenue recognition would occur at the end of a lease, when we are able to determine the amount, if any, by which reserve payments received exceed the amount we are required under the lease to reimburse to the lessee for heavy maintenance, overhaul or parts replacement. The amount of maintenance revenue we recognize in any reporting period is inherently volatile and is dependent upon a number of factors, including the timing of lease expiries, including scheduled and unscheduled expiries, the timing of maintenance events and the utilization of the aircraft by the lessee.

## **Lease Incentives and Amortization**

Many of our leases contain provisions which may require us to pay a portion of the lessee's costs for heavy maintenance, overhaul or replacement of certain high-value components. We account for these expected payments as lease incentives, which are amortized as a reduction of revenue over the life of the lease. We estimate the amount of our portion for such costs, typically for the first major maintenance event for the airframe, engines, landing gear and auxiliary power units, expected to be paid to the lessee based on assumed utilization of the related aircraft by the lessee, the anticipated amount of the maintenance event cost and the estimated amounts the lessee is responsible to pay.

This estimated lease incentive is not recognized as a lease incentive liability at the inception of the lease. We recognize the lease incentive as a reduction of lease revenue on a straight-line basis over the life of the lease, with the offset being recorded as a lease incentive liability which is included in maintenance payments on the balance sheet. The payment to the lessee for the lease incentive liability is first recorded against the lease incentive liability and any excess above the lease incentive liability is recorded as a prepaid lease incentive asset which is included in other assets on the balance sheet and continues to amortize over the remaining life of the lease.

## **Flight Equipment Held for Lease and Depreciation**

Flight equipment held for lease is stated at cost and depreciated using the straight-line method, typically over a 25 year life from the date of manufacture for passenger aircraft and over a 30 – 35 year life for freighter aircraft, depending on whether the aircraft is a converted or purpose-built freighter, to estimated residual values. Estimated residual values are generally determined to be approximately 15% of the manufacturer's estimated realized price for passenger aircraft when new and 5% – 10% for freighter aircraft when new. Management may make exceptions to this policy on a case-by-case basis when, in its judgment, the residual value calculated pursuant to this policy does not appear to reflect current expectations of value. Examples of situations where exceptions may arise include but are not limited to:

flight equipment where estimates of the manufacturer's realized sales prices are not relevant (e.g., freighter conversions);

flight equipment where estimates of the manufacturers' realized sales prices are not readily available; and

flight equipment which may have a shorter useful life due to obsolescence.

In accounting for flight equipment held for lease, we make estimates about the expected useful lives, the fair value of attached leases, acquired maintenance liabilities and the estimated residual values. In making these estimates, we rely upon actual industry experience with the same or similar aircraft types and our anticipated utilization of the aircraft. As part of our due diligence review of each aircraft we purchase, we prepare an estimate of the expected maintenance payments and any excess costs which may become payable by us, taking into consideration the then-current maintenance status of the aircraft and the relevant provisions of any existing lease.

For planned major maintenance activities for aircraft off lease, the Company capitalizes the actual maintenance costs by applying the deferral method. Under the deferral method, we capitalize the



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actual cost of major maintenance events, which are depreciated on a straight-line basis over the period until the next maintenance event is required.

When we acquire an aircraft with a lease, determining the fair value of attached leases requires us to make assumptions regarding the current fair values of leases for specific aircraft. We estimate a range of current lease rates of like aircraft in order to determine if the attached lease is within a fair value range. If a lease is below or above the range of current lease rates, we present value the estimated amount below or above fair value range over the remaining term of the lease. The resulting lease discount or premium is amortized into lease rental income over the remaining term of the lease.

## **Impairment of Flight Equipment**

We perform a recoverability assessment of all aircraft in our fleet, on an aircraft-by-aircraft basis, at least annually. In addition, a recoverability assessment is performed whenever events or changes in circumstances, or indicators, indicate that the carrying amount or net book value of an asset may not be recoverable. Indicators may include, but are not limited to, a significant lease restructuring or early lease termination, significant air traffic decline, the introduction of newer technology aircraft or engines, an aircraft type is no longer in production or a significant airworthiness directive is issued. When we perform a recoverability assessment, we measure whether the estimated future undiscounted net cash flows expected to be generated by the aircraft exceed its net book value. The undiscounted cash flows consist of cash flows from currently contracted leases, future projected lease rates, transition costs, estimated down time and estimated residual or scrap values for an aircraft. In the event that an aircraft does not meet the recoverability test, the aircraft will be adjusted to fair value, resulting in an impairment charge. See further discussion under Fair Value Measurements below.

Management develops the assumptions used in the recoverability analysis based on its knowledge of active lease contracts, current and future expectations of the global demand for a particular aircraft type and historical experience in the aircraft leasing market and aviation industry, as well as information received from third party industry sources. The factors considered in estimating the undiscounted cash flows are impacted by changes in future periods due to changes in contracted lease rates, residual values, economic conditions, technology, airline demand for a particular aircraft type and many of the risk factors discussed in Item 1A. Risk Factors .

## **Derivative Financial Instruments**

In the normal course of business we utilize derivative instruments to manage our exposure to interest rate risks. All interest rate derivatives are recognized on the balance sheet at their fair value. We determine fair value for our United States dollar denominated interest rate derivatives by calculating reset rates and discounting cash flows based on cash rates, futures rates and swap rates in effect at the period close. We determine the fair value of our United States dollar denominated guaranteed notional balance interest rate derivatives based on the upper notional band using cash flows discounted at relevant market interest rates in effect at the period close. The changes in fair values related to the effective portion of the interest rate derivatives are recorded in other comprehensive income on our consolidated balance sheet. The ineffective portion of the interest rate derivative is calculated and recorded in interest expense on our consolidated statement of income at each quarter end. For any interest rate derivatives not designated as a hedge, all mark-to-market adjustments are recognized in other income (expense) on our consolidated statement of income.

At inception of the hedge, we choose a method to assess effectiveness and to calculate ineffectiveness, which we must use for the life of the hedge relationship. Historically, we have designated the change in variable cash flows method for calculation of hedge ineffectiveness. This methodology, which is only available for interest rate derivatives designated at execution with a fair value of zero, involves a comparison of the present value of the cumulative change in the expected future cash flows on the variable leg of the interest rate derivative against the present value of the

cumulative change in the expected future interest cash flows on the floating-rate liability. When the change in the interest

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rate derivative's variable leg exceeds the change in the liability, the calculated ineffectiveness is recorded in interest expense on our consolidated statement of income. Effectiveness is tested by dividing the change in the interest rate derivative's variable leg by the change in the liability.

We used the hypothetical trade method for hedge relationships designated after execution because those hedge relationships did not have an interest rate derivative fair value of zero, and therefore, did not qualify for the change in variable cash flow method. The hypothetical trade method involves a comparison of the change in the fair value of an actual interest rate derivative to the change in the fair value of a hypothetical interest rate derivative with critical terms that reflect the hedged debt. When the change in the value of the interest rate derivative exceeds the change in the hypothetical interest rate derivative, the calculated ineffectiveness is recorded in interest expense on our consolidated statement of income. The effectiveness of these relationships is tested by regressing historical changes in the interest rate derivative against historical changes in the hypothetical interest rate derivative.

## **Fair Value Measurements**

We measure the fair value of interest rate derivative assets and liabilities on a recurring basis. Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Our valuation model for interest rate derivatives classified in level 2 maximizes the use of observable inputs, including contractual terms, interest rate curves, cash rates and futures rates and minimizes the use of unobservable inputs, including an assessment of the risk of non-performance by the interest rate derivative counterparty in valuing derivative assets, an evaluation of the Company's credit risk in valuing derivative liabilities and an assessment of market risk in valuing the derivative asset or liability. We use our interest rate derivative counterparty's valuation of our interest rate derivatives to validate our models. Our interest rate derivatives are sensitive to market changes in LIBOR as discussed in ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk.

Our valuation model for interest rate derivatives classified in Level 3 includes a significant unobservable market input to value the option component of the guaranteed notional balance. The guaranteed notional balance has an upper notional band that matches the hedged debt on Term Financing No. 1 and a lower notional band. The notional balance is guaranteed to match the hedged debt balance if the debt balances decrease within the upper and lower notional band. The range of the guaranteed notional between the upper and lower band represents an option that may not be exercised independently of the debt notional balance. The fair value of the interest rate derivative is determined based on the upper notional band using cash flows discounted at the relevant market interest rates in effect at the period close and incorporates an assessment of the risk of non-performance by the interest rate derivative counterparty in valuing derivative assets, an evaluation of the Company's credit risk in valuing derivative liabilities and an assessment of market risk in valuing the derivative asset or liability.

We also measure the fair value of aircraft on a non-recurring basis when US GAAP requires the application of fair value, including events or changes in circumstances that indicate that the carrying amounts of aircraft may not be recoverable. We principally use the income approach to measure the fair value of these assets. The income approach is based on the present value of cash flows from contractual lease agreements and projected future lease payments, net of expenses, which extend to the end of the aircraft's economic life in its highest and best use configuration, as well as a disposal value based on expectations of market participants.

## **Income Taxes**

Aircastle uses an asset and liability based approach in accounting for income taxes. Deferred income tax assets and liabilities are recognized for the future tax consequences attributed to differences between the financial statement and tax basis of existing assets and liabilities using enacted rates applicable to the periods in which the differences are

expected to affect taxable income. A valuation

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allowance is established, when necessary, to reduce deferred tax assets to the amount estimated by us to be realizable. The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities. We did not have any unrecognized tax benefits.

**RECENT ACCOUNTING PRONOUNCEMENTS**

Effective January 1, 2010, the Company adopted Financial Accounting Standards Board ( FASB ) Accounting Standards Update ( ASU ) 2009-17 ( ASU 2009-17 ), *Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, which requires an enterprise to perform an analysis to determine whether the enterprise's variable interest, or interests, give it a controlling financial interest in a variable interest entity. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity's purpose and design and the reporting entity's ability to direct the activities of the other entity that most significantly impact the other entity's economic performance. This ASU amends certain guidance for determining whether an entity is a variable interest entity and requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. ASU 2009-17 requires a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. The adoption of ASU 2009-17 did not have a material impact on the Company's consolidated financial statements.

In January 2010, the FASB issued ASU 2010-06 ( ASU 2010-06 ), *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*, which requires new disclosures (1) to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and to describe the reasons for the transfers, and (2) in the reconciliation for fair value measurements using significant unobservable inputs (Level 3), to present separately information about purchases, sales issuances, and settlements on a gross basis rather than as one net number. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward to activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of ASU 2010-06 did not have a material impact on our consolidated financial statements.

In August 2010, the FASB issued an exposure draft, *Leases ( Lease ED )*, which would replace the existing guidance in Accounting Standard Codification 840 ( ASC 840 ), *Leases*. Under the Lease ED, a lessor would be required to adopt a right-of-use model where the lessor would apply one of two approaches to each lease based on whether the lessor retains exposure to significant risks or benefits associated with the underlying asset. For the lessor, the right-of-use model records a right to receive lease payment (lease receivable) and a lease liability, for the obligation to permit the lessee to use the underlying asset. The comment period for the Lease ED ended on December 15, 2010 and a final standard is expected to be issued in the second quarter of 2011. A final standard may have an effective date no earlier than 2014. When and if the proposed guidance becomes effective, it may have a significant impact on the Company's consolidated financial statements.

**LIQUIDITY AND CAPITAL RESOURCES**

Our primary sources of liquidity currently are cash on hand, cash generated by our aircraft leasing operations and loans secured by new aircraft we acquire and unsecured borrowings. Our business is very capital intensive, requiring significant investments in order to expand our fleet during periods of growth and investments in maintenance and improvements on our existing portfolio. Our business also generates a significant amount of cash from operations, primarily from lease rentals and maintenance collections. These sources have historically provided liquidity for these investments and for other uses,



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including the payment of dividends to our shareholders. In the past, we have also met our liquidity and capital resource needs by utilizing several sources, including:

lines of credit, our securitizations, term financings and, more recently, secured borrowings supported by export credit agencies for new aircraft acquisitions;

unsecured indebtedness, including an unsecured revolving credit facility and unsecured senior notes;

public offerings of common shares; and

asset sales.

Going forward, we expect to continue to seek liquidity from these sources subject to pricing and conditions that we consider satisfactory.

In June 2010, we closed a \$108.5 million pre-delivery payment financing loan facility from Sumitomo Mitsui Banking Corporation (SMBC) with respect to six new Airbus A330-200 passenger aircraft scheduled for delivery on long-term leases to SAA during 2011. As of December 31, 2010, we had drawn down \$88.5 million under this facility.

In July 2010, we issued \$300.0 million aggregate principal amount of 9.75% senior unsecured notes due 2018. The notes were issued at 98.645% of par and were offered only to qualified institutional buyers and buyers outside the United States in accordance with Rule 144A and Regulation S, respectively, under the Securities Act of 1933. We used a portion of the net proceeds of the private placement to repay \$25 million drawn under a credit facility used in connection with the purchase of the first A330 SLB Aircraft and used the remaining net proceeds to repay all of the outstanding indebtedness under our Term Financing No. 2 and for general corporate purposes, including the purchase of aviation assets. In October 2010 we completed an exchange offer registered under the Securities Act whereby all the privately placed notes were exchanged for registered notes having terms substantially identical to the privately placed notes.

In September 2010, we entered into a \$50.0 million senior unsecured revolving credit facility with Citigroup Global Markets Inc. which has a three-year term. As of December 31, 2010, we had not drawn down on this facility.

In addition, in July 2010, we secured new financing commitments which will benefit from an ECA guarantee provided by Compagnie Francaise d Assurance pour le Commerce Exterieur, or COFACE, as follows:

SMBC committed \$250.0 million in debt to finance the first three New A330 Aircraft;

Citibank, N.A. committed approximately \$221.0 million to finance three New A330 Aircraft of which we borrowed \$69.0 for the delivery of one New A330 Aircraft in August 2010; and

The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BOTM) committed approximately \$227.0 million to finance three New A330 Aircraft of which we borrowed \$69.3 million for the delivery of one New A330 Aircraft in November 2010.

During the twelve months ended December 31, 2010, we funded \$139.0 million of pre-delivery payments (including buyer furnished equipment) on our New A330 Aircraft. As described above, we also drew down \$88.5 million under the pre-delivery payment financing loan to refinance certain pre-delivery payments made to Airbus.

In 2011, we are scheduled to take delivery of seven New A330 Aircraft. Based on our existing funding commitments described above and previously funded pre-delivery payments, we expect that the seven New A330 Aircraft deliveries in 2011 will require funding from us of approximately \$37.3 million.



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Under the terms of Securitization No. 1, if we do not refinance this facility by June 15, 2011, all cash flows available after expenses and interest will be applied to debt amortization after that date. Assuming we do not refinance this facility by June 15, 2011, we expect that debt amortization payments over the next twelve months will be approximately \$45.4 million dollars compared to \$21.0 million over the 12 months ended December 31, 2010.

In addition, as of December 31, 2010, we expect capital expenditures and lessee maintenance payment draws on our aircraft portfolio during 2011 to be approximately \$120.0 million to \$130.0 million, excluding purchase obligation payments, and we expect maintenance collections from lessees on our owned aircraft portfolio to be approximately equal to the expected expenditures and draws over the next twelve months. There can be no assurance that the capital expenditures, our contributions to maintenance events and lessee maintenance payment draws described above will not be greater than expected or that our expected maintenance payment collections or disbursements will equal our current estimates.

In March 2011, we completed the annual maintenance-adjusted appraisal for the Term Financing No. 1 Portfolio and determined that we expect to be in compliance with the loan to value ratio on the April 2011 payment date.

In March 2011, the Company's Board of Directors authorized the repurchase of up to \$60 million of the Company's common shares. Under the program, the Company may purchase its common shares from time to time in the open market or in privately negotiated transactions. The amount and timing of the purchases will depend on a number of factors including the price and availability of the Company's common shares, trading volume and general market conditions. The Company may also from time to time establish a trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate purchases of its common shares under this authorization.

While the financing structures for our securitizations and certain of our term financings include liquidity facilities, these liquidity facilities are primarily designed to provide short-term liquidity to enable the financing vehicles to remain current on principal and interest payments during periods when the relevant entities incur substantial unanticipated expenditures. Because these facilities have priority in the payment waterfall and therefore must be repaid quickly, and because we do not anticipate being required to draw on these facilities to cover operating expenses, we do not view these liquidity facilities as an important source of liquidity for us.

We believe that cash on hand, funds generated from operations, maintenance payments received from lessees, proceeds from contracted aircraft sales and funds we expect to borrow upon delivery of the New A330 Aircraft we acquire in future periods, including borrowings under export credit agency-supported loan facilities, will be sufficient to satisfy our liquidity and capital resource needs over the next twelve months. Our liquidity and capital resource needs include pre-delivery payments under the Airbus A330 Agreement, payments for buyer furnished equipment, payments due at delivery of the New A330 Aircraft, payments due under our other aircraft purchase commitments, required principal and interest payments under our long-term debt facilities, as well as repayments under our A330 PDP Facility, expected capital expenditures, lessee maintenance payment draws and lease incentive payments over the next twelve months.

**Cash Flows**

|  | <b>Year Ended<br/>December 31,<br/>2008</b> | <b>Year Ended<br/>December 31,<br/>2009</b> | <b>Year Ended<br/>December 31,<br/>2010</b> |
|--|---|---|---|
|  | <b>(Dollars in thousands)</b>               |   |   |
| Net cash flow provided by operating activities | \$ 321,806                                  | \$ 300,811                                  | \$ 374,872                                  |

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|  |           |           |           |
|--|-----------|-----------|-----------|
| Net cash flow (used in) provided by investing activities | 37,640    | (269,434) | (541,115) |
| Net cash flow provided by (used in) financing activities | (292,045) | 30,342    | 263,534   |

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*Operating Activities:*

Cash flow from operations was \$374.9 million in 2010 as compared to \$300.8 million in 2009. The increase in cash flow from operations of approximately \$74.1 million for the year ended December 31, 2010 versus the same period in 2009 was primarily a result of:

- a \$19.6 million increase in cash from lease rental revenue;
- a net \$42.0 million increase in cash from the release of restricted cash from returned security deposits, the payment of expenses which was offset by the receipt of maintenance payments;
- a \$22.2 million increase in cash from working capital, of which \$12.8 million relates to accrued interest for our Notes which will be paid in February 2011; and
- a \$9.0 million increase in cash from a decrease in cash payments for interest.

This increase was offset partially by:

- \$12.4 million lower cash from end of lease maintenance revenue; and
- \$1.7 million cash from an increase in cash payments for taxes.

Cash flow from operations was \$300.8 million in 2009 as compared to \$321.8 million in 2008. The decrease in cash flow from operations of \$21.0 million for the year ended December 31, 2009 versus the same period in 2008, primarily as a result of:

- \$30.8 million decrease in cash flow from lease rental revenues;
- \$17.0 million increase in cash paid for aircraft transition costs in 2009; and
- \$5.5 million decrease in cash flow from working capital (changes in certain assets and liabilities).

These decreases were offset partially by:

- \$17.8 million increase in cash received for maintenance revenue; and
- \$15.3 million decrease in cash payments for interest.

*Investing Activities:*

Cash used in investing activities was \$541.1 million in 2010 and \$269.4 million in 2009. The increase in cash flow used in investing activities of \$271.7 million for the year ended December 31, 2010 versus the same period in 2009, was primarily a result of:

- a \$250.4 million increase in the acquisition and improvement of flight equipment;
- a \$61.1 million increase in purchase deposits under our Airbus A330 Agreement; and

\$17.2 million lower proceeds from the sale of and principal payments on our debt investments, as we had sold all of our debt investments by the end of 2009.

This increase was offset partially by:

\$57.0 million higher proceeds from the sale of flight equipment.

Cash used in investing activities was \$269.4 million in 2009 and cash provided by investing activities was \$37.6 million in 2008. The increase in cash flow used in investing activities of \$307.1 million for the year ended December 31, 2009 versus the same period in 2008, primarily as a result of:

\$168.5 million lower proceeds from sale of flight equipment (three aircraft sold in 2009 compared to eight aircraft sold in 2008);

\$92.6 million in increased purchase deposits under our Airbus A330 Agreement and aircraft undergoing freighter conversion;

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\$59.9 million lower proceeds from the sale of and principal repayments on our debt investments; and  
\$35.9 million lower collateral call receipts, net of payments, on our interest rate derivatives and repurchase agreements.

These increases were offset partially by:

\$49.5 million decrease in the acquisition and improvement of flight equipment.

*Financing Activities:*

Cash flow from financing activities was \$263.5 million in 2010 as compared to \$30.3 million in 2009. The net increase in cash flow from financing activities of \$233.2 million for the year ended December 31, 2010 versus the same period in 2009 was a result of:

\$405.5 million higher proceeds from notes and term debt financings; and

\$27.8 million of higher maintenance payments received net of maintenance payments returned.

The inflows were offset partially by:

\$150.6 million of higher financing repayments on our securitizations and term debt financings;

\$37.7 million of lower security deposits received net of deposits returned; and

a \$9.2 million increase in deferred financing costs.

Cash flow from financing activities was a net source of cash of \$30.3 million in 2009 as compared to a net use of cash of \$292.0 million in 2008. The net increase in cash flow provided by financing activities of \$322.4 million for the year ended December 31, 2009 versus the same period in 2008 was a result of:

\$151.3 million of lower payments for terminated cash flow hedges;

\$82.3 million of lower dividend payments;

\$67.7 million of lower principal payments on our repurchase agreements;

\$18.1 million of lower deferred financings costs; and

\$14.1 million of security deposits and maintenance payments received (net of payments).

These decreases were offset partially by:

\$12.1 million of lower borrowings (net of repayments) on our credit facilities, term debt financings and securitizations.

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The following table provides a summary of our secured and unsecured debt financings at December 31, 2010:

| <b>Debt Obligation</b>            | <b>Collateral</b>   | <b>Outstanding<br/>Borrowing</b> | <b>Number<br/>of<br/>Aircraft</b> | <b>Interest<br/>Rate<sup>(1)</sup><br/>(Dollars in thousands)</b> | <b>Final<br/>Stated<br/>Maturity<sup>(2)</sup></b> |
|-----------------------------------|---|----------------------------------|-----------------------------------|---|--|
| <b>Secured Debt Financings:</b>   |   |                                  |                                   |   |  |
| Securitization No. 1              | Interests in aircraft leases, beneficial interests in aircraft owning entities and related interests  | \$ 415,103                       | 33                                | 0.53%   | 06/20/31   |
| Securitization No. 2              | Interests in aircraft leases, beneficial interests in aircraft owning entities and related interests  | 997,713                          | 54                                | 0.53%   | 06/14/37   |
| Term Financing No. 1              | Interests in aircraft leases, beneficial interests in aircraft owning entities and related interests  | 643,196                          | 27                                | 2.02%   | 05/02/15   |
| ECA Term Financings               | Interests in aircraft leases, beneficial interests in aircraft leasing entities and related interests | 267,311                          | 4                                 | 2.65%<br>to<br>4.48%  | 05/27/21<br>to<br>11/03/22                         |
| A330 PDP Facility                 | Interests in Airbus A330 Agreement and aircraft leases  | 88,487                           | 6                                 | 2.76%   | 12/01/11 <sup>(3)</sup>                            |
| Total secured debt Financings     |   | 2,411,810                        |                                   |   |  |
| <b>Unsecured Debt Financings:</b> |   |                                  |                                   |   |  |
| Senior Notes due 2018             | None  | 296,148                          |                                   | 9.75%   | 08/01/18   |
| 2010 Revolving Credit Facility    | None  |                                  |                                   |   | 09/28/13   |
| Total unsecured debt financings   |   | 296,148                          |                                   |   |  |

|  |           |
|--|-----------|
| Total secured and<br>unsecured debt financings | 2,707,958 |
|  | \$        |

- (1) Reflects floating rate in effect at the most recent applicable reset date, except for the ECA Term Financings which are fixed rate.
- (2) For Securitization No. 1, Securitization No. 2 and Term Financing No. 1, all cash flows available after expenses and interest will be applied to debt amortization, if the debt is not refinanced by June 2011, June 2012, and May 2013, respectively.
- (3) Reflects the last scheduled delivery month for the six relevant new Airbus A330-200 delivery positions. The final maturity date is the earlier of the aircraft delivery date or nine months after the scheduled delivery month for the last scheduled delivery position.

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The following securitizations and term debt financing structures include liquidity facility commitments described in the table below:

| Facility             | Liquidity Facility Provider    | Available Liquidity    |                   | Unused Fee | Interest Rate on any Advances |
|----------------------|--------------------------------|------------------------|-------------------|------------|-------------------------------|
|                      |                                | December 31, 2009      | December 31, 2010 |            |                               |
|                      |                                | (Dollars in thousands) |                   |            |                               |
| Securitization No. 1 | Calyon                         | \$ 42,000              | \$ 42,000         | 0.45%      | 1M Libor + 1.00%              |
| Securitization No. 2 | HSH Nordbank AG <sup>(1)</sup> | 79,617                 | 74,828            | 0.50%      | 1M Libor + 0.75%              |
| Term Financing No. 1 | Calyon                         | 14,174                 | 12,864            | 0.60%      | 1M Libor + 1.20%              |

(1) Following a ratings downgrade with respect to the liquidity facility provider in May 2009, the liquidity facility was drawn and the proceeds, or permitted investments thereof, remain available to provide liquidity if required. Amounts drawn following a ratings downgrade with respect to the liquidity facility provider do not bear interest; however, net investment earnings will be paid to the liquidity facility provider and the unused fee continues to apply.

The purpose of these facilities is to provide liquidity for the relevant securitization or term financing in the event that cash flow from lease contracts and other revenue sources is not sufficient to pay operating expenses with respect to the relevant aircraft portfolio, interest payments and interest rate hedging payments for the relevant securitization or term debt financings. These liquidity facilities are generally 364-day commitments of the liquidity provider and may be extended prior to expiry. If a facility is not extended, or in certain circumstances if the short-term credit rating of the liquidity provider is downgraded, the relevant securitization or term financing documents require that the liquidity facility is drawn and the proceeds of the drawing placed on deposit so that such amounts may be available, if needed, to provide liquidity advances for the relevant securitization or term financing. Downgrade or non-extension drawings are generally not required to be repaid to the liquidity facility provider until 15 days after final maturity of the securitization or term financing debt. In the case of the liquidity facilities for Securitization No. 2 and Term Financing No. 1, the required amount of the facilities reduce over time as the principal balance of the debt amortizes, with the Securitization No. 2 liquidity facility having a minimum required amount of \$65 million.

In May 2009, we were notified of a short-term credit rating downgrade of the liquidity facility provider for Securitization No. 2, HSH Nordbank AG. This downgrade required a drawing of the liquidity facility in cash, which was deposited in a liquidity facility deposit account and held as cash collateral. HSH Nordbank AG directs the investment of this restricted cash into AAA-rated investments. Accordingly, the restricted cash is recorded as an asset on our consolidated balance sheet as Restricted liquidity facility collateral. In addition, the commitment to repay the Securitization No. 2 liquidity facility is recorded as a liability on our consolidated balance sheet as Liquidity facility. As of December 31, 2010, the liquidity facilities for Securitization No. 1 and Term Financing No. 1 remain undrawn.

**Secured Debt Financings:***Securitization No. 1*

On June 15, 2006, we closed Securitization No. 1, a \$560.0 million transaction comprising 40 aircraft and related leases, which we refer to as Portfolio No. 1. In connection with Securitization No. 1, two of our subsidiaries, ACS Aircraft Finance Ireland plc, or ACS Ireland, and ACS Aircraft Finance Bermuda Limited, or ACS Bermuda, which



we refer to together with their subsidiaries as the ACS 1 Group, issued \$560.0 million of ACS 1 Notes to the ACS 2006-1 Pass Through Trust, or the ACS 1 Trust. The ACS 1 Trust simultaneously issued a single class of Class G-1 pass through trust certificates, or the ACS 1 Certificates, representing undivided fractional interests in the notes. Payments on the ACS 1 Notes will be passed through to holders of the ACS 1 certificates. The ACS 1 Notes are secured by ownership interests in aircraft-owning subsidiaries of ACS Bermuda and ACS Ireland and the

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aircraft leases, cash, rights under service agreements and any other assets they may hold. We retained 100% of the rights to receive future cash flows from Portfolio No. 1 after the payment of claims that are senior to our rights, including but not limited to payment of expenses related to the aircraft and fees of service providers, interest and principal payments to certificate holders, amounts owed to hedge providers and amounts, if any, owed to the policy provider and liquidity provider for previously unreimbursed advances.

Each of ACS Bermuda and ACS Ireland has fully and unconditionally guaranteed the other's obligations under the ACS 1 Notes. However, the ACS 1 Notes are neither obligations of nor guaranteed by Aircastle Limited. The ACS 1 Notes mature on June 20, 2031. In the event that the notes are not repaid on or prior to June 2011, the excess securitization cash flow will be used to repay the principal amount of the ACS1 Notes and will not be available to us to pay dividends to our shareholders.

During the first five years from issuance, Securitization No. 1 has an amortization schedule that requires that lease payments be applied to reduce the outstanding principal balance of the indebtedness so that such balance remains at 54.8% of the assumed future depreciated value of Portfolio No. 1. If the debt service coverage ratio requirement of 1.70 is not met on two consecutive monthly payment dates during the fourth and fifth year following the closing date of Securitization No. 1 (beginning June 15, 2009), all excess securitization cash flow is required to be used to reduce the principal balance of the indebtedness and will not be available to us for other purposes, including paying dividends to our shareholders. The ACS 1 Group's compliance with these requirements depends substantially upon the timely receipt of lease payments from its lessees.

The ACS 1 Notes provide for monthly payments of interest at a floating rate of one-month LIBOR plus 0.27%, and scheduled payments of principal. Financial Guaranty Insurance Company, or FGIC, issued a financial guaranty insurance policy to support the payment of interest when due on the ACS 1 Certificates and the payment, on the final distribution date, of the outstanding principal amount of the ACS 1 Certificates. The downgrade in the rating of FGIC did not result in a change in any of the rights or obligations of the parties to Securitization No. 1. If FGIC were to become insolvent, it would lose certain consent rights under the financing documents, but it would retain its consent rights in respect of proposed aircraft sales, and the policy premiums would continue to be payable.

We have entered into a series of interest rate hedging contracts intended to hedge the interest rate exposure associated with issuing floating-rate obligations backed by primarily fixed-rate lease assets. Obligations owed to the hedge counterparty under these contracts are secured on a pari passu basis with the same collateral that secures the ACS 1 Notes and, accordingly, the ACS 1 Group has no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

*Securitization No. 2*

On June 8, 2007, we completed Securitization No. 2, a \$1.17 billion transaction comprising 59 aircraft and related leases, which we refer to as Portfolio No. 2. In connection with Securitization No. 2, two of our subsidiaries, ACS Aircraft Finance Ireland 2 Limited, or ACS Ireland 2, and ACS 2007-1 Limited, or ACS Bermuda 2, which we refer to together with their subsidiaries as the ACS 2 Group, issued \$1.17 billion of Class A notes, or the ACS 2 Notes, to a newly formed trust, the ACS 2007-1 Pass Through Trust, or the ACS 2 Trust. The ACS 2 Trust simultaneously issued a single class of Class G-1 pass through trust certificates, or the ACS 2 Certificates, representing undivided fractional interests in the ACS 2 Notes. Payments on the ACS 2 Notes will be passed through to the holders of the ACS 2 Certificates. The ACS 2 Notes are secured by ownership in aircraft owning subsidiaries of ACS Bermuda 2 and ACS Ireland 2 and the aircraft leases, cash rights under service agreements and any other assets they may hold. We retained 100% of the rights to receive future cash flows from Portfolio No. 2 after the payment of claims that are senior to our rights. All claims are senior to our rights to receive future cash flows, including but not limited to payment of expenses



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related to the aircraft and fees of service providers, interest and principal payments to certificate holders, amounts owed to hedge providers and amounts, if any, owed to the policy provider and liquidity provider under Securitization No. 2 for previously unreimbursed advances.

Each of ACS Bermuda 2 and ACS Ireland 2 has fully and unconditionally guaranteed the other's obligations under the ACS 2 Notes. However, the ACS 2 Notes are neither obligations of nor guaranteed by Aircastle Limited. The ACS 2 Notes mature on June 8, 2037. In the event that the notes are not repaid on or prior to June 2012, the excess securitization cash flow will be used to repay the principal amount of the notes and will not be available to us to pay dividends to our shareholders.

During the first five years from issuance, Securitization No. 2 has an amortization schedule that requires that lease payments be applied to reduce the outstanding principal balance of the indebtedness so that such balance remains at 60.6% of an assumed value of the aircraft, decreased over time by an assumed amount of depreciation. If the debt service coverage ratio requirement of 1.70 is not met on two consecutive monthly payment dates during the fourth and fifth year following the closing date of Securitization No. 2 (beginning June 8, 2010), all excess securitization cash flow is required to be used to reduce the principal balance of the indebtedness and will not be available to us for other purposes, including paying dividends to our shareholders. The ACS2 Group's compliance with these requirements depends substantially upon the timely receipt of lease payments from its lessees.

The ACS 2 Notes provide for monthly payments of interest at a floating rate of one-month LIBOR plus 0.26%, and scheduled payments of principal. FGIC issued a financial guaranty insurance policy to support the payment of interest when due on the ACS 2 Certificates and the payment, on the final distribution date, of the outstanding principal amount of the ACS 2 Certificates. The downgrade in the rating of FGIC did not result in any change in the rights or obligations of the parties to Securitization No. 2. If FGIC were to become insolvent, it would lose certain consent rights under the financing documents, but it would retain its consent rights in respect of proposed aircraft sales, and the policy premiums would continue to be payable.

We have entered into a series of interest rate hedging contracts intended to hedge the interest rate exposure associated with issuing floating-rate obligations backed by primarily fixed-rate lease assets. Obligations owed to the hedge counterparty under these contracts are secured on a pari passu basis with the same collateral that secures the ACS 2 Notes and, accordingly, the ACS 2 Group has no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

### *Term Financing No. 1*

On May 2, 2008 two of our subsidiaries, ACS Aircraft Finance Ireland 3 Limited, or ACS Ireland 3, and ACS 2008-1 Limited, or ACS Bermuda 3, which we refer to together with their subsidiaries as the ACS 3 Group, entered into a seven year, \$786.1 million term debt facility, which we refer to as Term Financing No. 1, to finance a portfolio of 28 aircraft, or the Term Financing No. 1 Portfolio. The loans under Term Financing No. 1 are secured by, among other things, first priority security interests in, and pledges or assignments of ownership interests in, the aircraft-owning and other subsidiaries which are part of the financing structure, as well as by interests in aircraft leases, cash collections and other rights and properties they may hold. However, the loans are neither obligations of, nor guaranteed by, Aircastle Limited. The loans mature on May 2, 2015.

We generally retained the right to receive future cash flows after the payment of claims that are senior to our rights, including, but not limited to, payment of expenses related to the Term Financing No. 1 Portfolio, fees of administration and fees and expenses of service providers, interest and principal on the loans, amounts owed to interest rate hedge providers and amounts, if any, owed to the liquidity provider for previously unreimbursed advances. We are entitled to receive these excess cash flows until May 2, 2013, subject to confirmed compliance with

the Term Financing No. 1 loan documents. After that date, all excess cash flows will be applied to the prepayment of the principal balance of the loans.

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The loans provide for monthly payments of interest on a floating rate basis at a rate of one-month LIBOR plus 1.75% and scheduled payments of principal, which during the first five years will equal approximately \$48.9 million per year. The loans may be prepaid upon notice, subject to certain conditions, and the payment of expenses, if any, and the payment of a prepayment premium on amounts prepaid on or before May 2, 2010. We entered into interest rate hedging arrangements with respect to a substantial portion of the principal balance of the loans under Term Financing No. 1 in order to effectively pay interest at a fixed rate on a substantial portion of the loans. Obligations owed to hedge counterparties under these contracts are secured on a pari passu basis by the same collateral that secures the loans under Term Financing No. 1 and, accordingly, there is no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

Term Financing No. 1 requires compliance with certain financial covenants in order to continue to receive excess cash flows, including the maintenance of loan to value and debt service coverage ratios. If the loan to value ratio exceeds 75%, all excess cash flows will be applied to prepay the principal balance of the loans until such time as the loan to value ratio falls below 75%. In addition, debt service coverage must be maintained at a minimum of 1.32. If the debt service coverage ratio requirements are not met on two consecutive monthly payment dates, all excess cash flows will thereafter be applied to prepay the principal balance of the loans until such time as the debt service coverage ratio exceeds the minimum level. Compliance with these covenants depends substantially upon the appraised value of the aircraft securing Term Financing No. 1 and the timely receipt of lease payments from its lessees. We refer to any prepayments of principal following noncompliance with the loan to value or debt service coverage ratios as Supplemental Principal Payments.

A maintenance-adjusted appraisal of Term Financing No. 1 Portfolio must be completed each year before a date in early May by a specified appraiser. To determine the maintenance-adjusted values, the appraiser applies upward or downward, adjustments of half-life current market values for the aircraft in the Term Financing No. 1 Portfolio based upon the maintenance status of the airframe, engines, landing gear and auxiliary power unit ( APU ), and applies certain other upward or downward adjustments for equipment, capabilities and utilization. Compliance with the loan to value ratio is measured each month by comparing the 75% minimum ratio against the most recently completed maintenance-adjusted appraised value, less 0.5% for each month since such appraisal was provided to the lenders, plus 75% of the cash maintenance reserve balance held on deposit for the Term Financing No. 1 Portfolio. In June 2010, we amended the loan documents for Term Financing No. 1 so that 75% of the stated amount of qualifying letters of credit held for maintenance events would be taken into account in the loan to value test. Noncompliance with the loan to value ratio will require us to make supplemental principal payments but will not by itself result in a default under Term Financing No. 1.

In March 2011, we completed the annual maintenance-adjusted appraisal for the Term Financing No. 1 Portfolio and determined that we expect to be in compliance with the loan to value ratio on the April 2011 payment date.

*Term Financing No. 2*

The outstanding principal balance of Term Financing No. 2 in the amount of \$103.2 million, plus accrued interest, loan breakage fees, interest rate derivative breakage fees of \$3.6 million, and accrued interest on the terminated interest rate derivative, was repaid in full from the proceeds of the 2010-1 Notes on August 12, 2010, and no further amounts may be drawn thereunder. During the third quarter of 2010, we wrote-off \$1.9 million of deferred financing fees, which is reflected in interest expense on the consolidated statement of income.

*ECA Term Financings*

In May 2009, we entered into a twelve-year \$70.9 million term loan with Citibank International Plc which is supported by a guarantee from Compagnie Francaise d Assurance pour le Commerce Exterieur, or COFACE, the

French government sponsored export credit agency, or ECA, for the

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financing of a new Airbus Model A330-200 aircraft. The borrowing under this financing bears a fixed rate of interest equal to 4.475%. In December 2009, we entered into a twelve-year \$71.3 million term loan with Calyon, which is also supported by a guarantee from COFACE, for the financing of a new Airbus Model A330-200 aircraft. The borrowing under this financing bears a fixed rate of interest equal to 3.96%. In August 2010, we entered into a twelve-year \$69.0 million term loan with Citibank N.A., which is supported by a guarantee from COFACE for the financing of a new Airbus Model A330-200F freighter aircraft. The borrowing under this financing bears a fixed rate of interest equal to 2.645%. In November 2010, we entered into a twelve-year \$69.3 million term loan with The Bank of Tokyo Mitsubishi UFJ, LTD, which is supported by a guarantee from COFACE for the financing of a new Airbus Model A330-200F freighter aircraft. The borrowing under this financing bears a fixed rate of interest equal to 2.685%. We refer to these COFACE-supported financings as ECA Term Financings .

The obligations outstanding under the ECA Term Financings are secured by, among other things, a mortgage over the aircraft and a pledge of our ownership interest in our subsidiary company that leases the aircraft to the operator. The ECA Term Financings documents contain a \$500.0 million minimum net worth covenant for Aircastle Limited, as well as a material adverse change default and cross default to any other recourse obligation of Aircastle Limited, and other terms and conditions customary for ECA-supported financings being completed at this time. In addition, Aircastle Limited has guaranteed the repayment of the ECA Term Financings.

**Unsecured Debt Financings:***2010-1 Notes*

On July 30, 2010, we issued \$300.0 million aggregate principal amount of 9.75% Senior Notes due 2018, which we refer to as the 2010-1 Notes , pursuant to an Indenture, dated as of July 30, 2010, between Aircastle Limited and Wells Fargo Bank, National Association, as trustee. The 2010-1 Notes were issued at 98.645% of par for an effective interest rate of 10.00%, and were offered and sold only to qualified institutional buyers and buyers outside the United States in accordance with Rule 144A and Regulation S, respectively, under the Securities Act of 1933. The 2010-1 Notes will mature on August 1, 2018 and bear interest at the rate of 9.75% per annum, payable semi-annually in arrears on February 1 and August 1, commencing on February 1, 2011 to holders of record on the immediately preceding January 15 and July 15.

The Company may redeem all or a portion of the 2010-1 Notes at any time on or after August 1, 2014 at a premium decreasing ratably to zero, plus accrued and unpaid interest. In addition, prior to August 1, 2013 the Company may redeem up to 35% of the aggregate principal amount of the 2010-1 Notes with the net cash proceeds of certain equity offerings at a redemption price equal to 109.75%, plus accrued and unpaid interest. If the Company undergoes a change of control, it must offer to repurchase the 2010-1 Notes at 101% of the principal amount, plus accrued and unpaid interest. The 2010-1 Notes are the Company's unsecured senior obligations and rank equally in right of payment with all of the Company's existing and future senior debt and rank senior in right of payment to all of the Company's existing and future subordinated debt. The 2010-1 Notes are effectively junior in right of payment to all of the Company's existing and future secured debt to the extent of the assets securing such debt, and to any existing and future liabilities of the Company's subsidiaries. The 2010-1 Notes are not guaranteed by any of the Company's subsidiaries or any third party.

We used a portion of the net proceeds from the 2010-1 Notes to repay all of the outstanding indebtedness under our Term Financing No. 2 and our A330 SLB Facility and for general corporate purposes, including the purchase of aviation assets.

In October 2010 we completed an exchange offer registered under the Securities Act whereby all the outstanding unregistered 2010-1 Notes were exchanged for registered notes that are substantially identical to the privately placed



notes.

**Table of Contents***2010 Revolving Credit Facility*

On September 28, 2010, the Company entered into a three-year \$50.0 million senior unsecured revolving credit facility with a group of banks, which we refer to as the 2010 Revolving Credit Facility. The 2010 Revolving Credit Facility provides loans in amounts up to \$50.0 million for working capital and other general corporate purposes. We have not drawn on the 2010 Revolving Credit Facility.

**Contractual Obligations**

Our contractual obligations consist of principal and interest payments on variable rate liabilities, interest payments on interest rate derivatives, purchase obligations under the Airbus A330 Agreement, other aircraft acquisition agreements and rent payments pursuant to our office leases. Total contractual obligations increased from \$3.69 billion at December 31, 2009 to approximately \$3.82 billion at December 31, 2010 due primarily to:

an increase in borrowings under our 2010-1 Notes, our ECA Term Financings and under our A330 PDP Facility.

These increases were partially offset by:

principal and interest payments made under our securitizations and term financings, including the prepayment of Term Financing No. 2 and the A330 SLB facility; and

lower variable interest rates and payments made under our purchase obligations.

The following table presents our actual contractual obligations and their payment due dates as of December 31, 2010.

| <b>Contractual Obligations</b>                                | <b>Payments Due By Period as of December 31, 2010</b> |                             |                  |                  |                              |
|---|---|-----------------------------|------------------|------------------|------------------------------|
|   | <b>Total</b>  | <b>Less than<br/>1 year</b> | <b>1-3 years</b> | <b>3-5 years</b> | <b>More than<br/>5 years</b> |
| <b>(Dollars in thousands)</b>                                 |   |                             |                  |                  |                              |
| <b>Principal payments:</b>                                    |   |                             |                  |                  |                              |
| 2010-1 Notes <sup>(1)</sup>                                   | \$ 300,000  | \$                          | \$               | \$               | \$ 300,000                   |
| Securitization No. 1 <sup>(2)</sup>                           | 415,103   | 45,396                      | 125,453          | 140,307          | 103,947                      |
| Securitization No. 2 <sup>(3)</sup>                           | 997,713   | 98,971                      | 239,818          | 291,698          | 367,226                      |
| Term Financing No. 1 <sup>(4)</sup>                           | 643,196   | 49,657                      | 118,008          | 475,531          |                              |
| ECA Term Financings <sup>(5)</sup>                            | 267,311   | 19,712                      | 41,550           | 44,583           | 161,466                      |
| A330 PDP Facility <sup>(6)</sup>                              | 88,487  | 88,487                      |                  |                  |                              |
| <b>Total principal payments</b>                               | <b>2,711,810</b>                                      | <b>302,223</b>              | <b>524,829</b>   | <b>952,119</b>   | <b>932,639</b>               |
| <b>Interest payments:</b>                                     |   |                             |                  |                  |                              |
| Interest payments on debt obligations <sup>(7)</sup>          | 369,850   | 60,105                      | 109,399          | 90,805           | 109,541                      |
| Interest payments on interest rate derivatives <sup>(8)</sup> | 247,804   | 92,719                      | 97,847           | 50,165           | 7,073                        |
| <b>Total interest payments</b>                                | <b>617,654</b>  | <b>152,824</b>              | <b>207,246</b>   | <b>140,970</b>   | <b>116,614</b>               |

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|                                      |              |            |            |              |              |
|--------------------------------------|--------------|------------|------------|--------------|--------------|
| Office leases <sup>(9)</sup>         | 2,870        | 1,118      | 1,298      | 363          | 91           |
| Purchase obligations <sup>(10)</sup> | 491,627      | 430,232    | 61,395     |              |              |
| Total                                | \$ 3,823,961 | \$ 886,397 | \$ 794,768 | \$ 1,093,452 | \$ 1,049,344 |

(1) Includes scheduled balloon payment on August 1, 2018.

(2) For this non-recourse financing, includes principal payments based on amortization schedules so that the loan to assumed aircraft values are held constant through the June 2011 payment date; thereafter, estimated principal payments for this financing are based on excess cash flows available from forecasted lease rentals, net maintenance funding and proceeds from asset disposition

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after the payment of forecasted operating expenses and interest payments, including interest payments on existing swap agreements and policy provider fees.

- (3) For this non-recourse financing, includes principal payments based on amortization schedules so that the loan to assumed aircraft values are held constant through the June 2012 payment date; thereafter, estimated principal payments for this financing are based on excess cash flows available from forecasted lease rentals, net maintenance funding and proceeds from asset disposition after the payment of forecasted operating expenses and interest payments, including interest payments on existing swap agreements and policy provider fees. Payments due in less than one year includes repayments of \$57.5 million related to contracted sales of six aircraft.
- (4) Includes scheduled principal payments through May 2013, after which all excess cash flow is required to reduce the principal balances of the indebtedness until maturity in May 2015.
- (5) Includes scheduled principal payments based upon fixed rate, 12 year, fully amortizing loans.
- (6) Includes principal payments based upon the scheduled delivery of aircraft. The final maturity date is the earlier of the delivery date or nine months after the scheduled delivery date.
- (7) Future interest payments on variable rate, LIBOR-based debt obligations are estimated using the interest rate in effect at December 31, 2010.
- (8) Future interest payments on derivative financial instruments are estimated using the spread between the floating interest rates and the fixed interest rates in effect at December 31, 2010.
- (9) Represents contractual payment obligations for our office leases in Stamford, Connecticut; Dublin, Ireland and Singapore.
- (10) At December 31, 2010, we had aircraft purchase agreements including the acquisition of eight New A330 Aircraft from Airbus.

## **Capital Expenditures**

We make capital expenditures from time to time in connection with improvements made to our aircraft. These expenditures include the cost of major overhauls necessary to place an aircraft in service and modifications made at the request of lessees. For the years ended December 31, 2008, 2009 and 2010, we incurred a total of \$30.2 million, \$49.3 million and \$46.5 million, respectively, of capital expenditures (including lease incentives) related to the acquisition and improvement of aircraft.

As of December 31, 2010, the weighted average age (by net book value) of our aircraft was approximately 11.0 years. In general, the costs of operating an aircraft, including maintenance expenditures, increase with the age of the aircraft. Under our leases, the lessee is primarily responsible for maintaining the aircraft. We may incur additional maintenance and modification costs in the future in the event we are required to remarket an aircraft or a lessee fails to meet its maintenance obligations under the lease agreement. At December 31, 2010, we had a \$342.3 million maintenance payment liability on our balance sheet which is an \$89.2 million increase from 2009. The increase primarily consisted of net maintenance cash inflows of \$73.0 million and lease incentive liabilities of \$11.7 million. These maintenance reserves are paid by the lessee to provide for future maintenance events. Provided a lessee performs scheduled maintenance of the aircraft, we are required to reimburse the lessee for scheduled maintenance payments. In certain cases, we are also required to make lessor contributions, in excess of amounts a lessee may have

paid, towards the costs of maintenance events performed by or on behalf of the lessee.

Actual maintenance payments to us by lessees in the future may be less than projected as a result of a number of factors, including defaults by the lessees. Maintenance reserves may not cover the entire amount of actual maintenance expenses incurred and, where these expenses are not otherwise covered by the lessees, there can be no assurance that our operational cash flow and maintenance reserves will be sufficient to fund maintenance requirements, particularly as our aircraft age. See Item 1A. Risk Factors Risks related to our leases *If lessees are unable to fund their maintenance obligations on our aircraft, our cash flow and our ability to meet our debt obligations or to pay dividends on our common shares could be adversely affected.*

**Table of Contents****Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of December 31, 2010.

**Foreign Currency Risk and Foreign Operations**

At December 31, 2010, all of our leases are payable to us in U.S. dollars. However, we incur Euro and Singapore dollar-denominated expenses in connection with our subsidiary in Ireland and branch office in Singapore. As of December 31, 2010, 12 of our 78 employees were based in Ireland and four employees were based in Singapore. For the year ended December 31, 2010, expenses, such as payroll and office costs, denominated in currencies other than the U.S. dollar aggregated approximately \$7.5 million in U.S. dollar equivalents and represented approximately 16.4% of total selling, general and administrative expenses. Our international operations are a significant component of our business strategy and permit us to more effectively source new aircraft, service the aircraft we own and maintain contact with our lessees. Therefore, it is likely that our international operations and our exposure to foreign currency risk will increase over time. Although we have not yet entered into foreign currency hedges because our exposure to date has not been significant, if our foreign currency exposure increases we may enter into hedging transactions in the future to mitigate this risk. For the years ended December 31, 2008, 2009 and 2010, we incurred insignificant net gains and losses on foreign currency transactions.

**Hedging**

The objective of our hedging policy is to adopt a risk averse position with respect to changes in interest rates. Accordingly, we have entered into a number of interest rate derivatives to hedge the current and expected future interest rate payments on our variable rate debt. Interest rate derivatives are agreements in which a series of interest rate cash flows are exchanged with a third party over a prescribed period. The notional amount on an interest rate derivative is not exchanged. Our interest rate derivatives typically provide that we make fixed rate payments and receive floating rate payments to convert our floating rate borrowings to fixed rate obligations to better match the largely fixed rate cash flows from our investments in flight equipment.

The objective of our hedging policy is to adopt a risk averse position with respect to changes in interest rates. Accordingly, we have entered into a number of interest rate derivatives to hedge the current and expected future interest rate payments on our variable rate debt. Interest rate derivatives are agreements in which a series of interest rate cash flows are exchanged with a third party over a prescribed period. The notional amount on an interest rate derivative is not exchanged. Our interest rate derivatives typically provide that we make fixed rate payments and receive floating rate payments to convert our floating rate borrowings to fixed rate obligations to better match the largely fixed rate cash flows from our investments in flight equipment.

We held the following interest rate derivatives as of December 31, 2010:

| <b>Hedged Item</b> | <b>Current</b>         |                       | <b>Maturity Date</b> | <b>Derivative Assets</b>              |                      |                   | <b>Balance Sheet Location</b> | <b>Fair Value</b> |
|--------------------|------------------------|-----------------------|----------------------|---------------------------------------|----------------------|-------------------|-------------------------------|-------------------|
|                    | <b>Notional Amount</b> | <b>Effective Date</b> |                      | <b>Future Maximum Notional Amount</b> | <b>Floating Rate</b> | <b>Fixed Rate</b> |                               |                   |
|                    |                        |                       |                      |                                       |                      |                   |                               |                   |

(Dollars in thousands)

**Interest rate derivatives not  
designated as cash flow  
hedges :**

|   |    |        |        |          |          |      |                                       |        |
|---|----|--------|--------|----------|----------|------|---------------------------------------|--------|
| ECA Term Financing<br>for New A330<br>Aircraft <sup>(1)</sup> | \$ | Jul-11 | Jul-23 | \$67,000 | 3M LIBOR | 4.0% | Fair value of<br>derivative<br>assets | \$ 374 |
|---|----|--------|--------|----------|----------|------|---------------------------------------|--------|

(1) In October 2010, we paid \$119 for an option that expires July 13, 2011 and gives us the right to enter into a forward starting swap with an amortizing notional of \$67,000. Although this interest rate derivative is hedging the interest payments related to the ECA Financing of our July 2011 delivery in the New A330 Aircraft portfolio, we have not designated this interest rate derivative as

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a cash flow hedge for accounting purposes. As such, all mark to market adjustments related to this contract are being charged to other income (expense) on our consolidated statement of income. The amount charged to other income (expense) through December 31, 2010 was income in the amount of \$255.

| Hedged Item   | Current<br>Notional<br>Amount | Effective<br>Date | Maturity<br>Date | Derivative Liabilities  |                     |               | Balance Sheet<br>Location            | Fair<br>Value |
|---|-------------------------------|-------------------|------------------|---|---------------------|---------------|--------------------------------------|---------------|
|   |                               |                   |                  | Future<br>Maximum<br>Notional<br>Amount<br>(Dollars in thousands) | Floating<br>Rate    | Fixed<br>Rate |                                      |               |
| <b>Interest rate derivatives designated as cash flow hedges :</b> |                               |                   |                  |   |                     |               |                                      |               |
| Securitization No. 1  |                               |                   |                  |   |                     |               | Fair value of derivative liabilities |               |
|   | \$ 427,575                    | Jun-06            | Jun-16           | \$ 427,575  | 1M LIBOR<br>+ 0.27% | 5.78%         |                                      | \$ 58,098     |
| Securitization No. 2  |                               |                   |                  |   |                     |               | Fair value of derivative liabilities |               |
|   | 994,059                       | Jun-07            | Jun-12           | 994,059   | 1M LIBOR            | 5.36%         | to                                   | 66,306        |
| Term Financing No. 1 <sup>(1)</sup>                               |                               |                   |                  |   |                     |               | Fair value of derivative liabilities |               |
|   | 582,564                       | Jun-08            | May-13           | 582,564   | 1M LIBOR            | 4.04%         |                                      | 38,816        |
| Term Financing No. 1 <sup>(1)</sup>                               |                               |                   |                  |   |                     |               | Fair value of derivative liabilities |               |
|   |                               | May-13            | May-15           | 478,044   | 1M LIBOR            | 5.31%         |                                      | 16,365        |
| Total interest rate derivatives                                   | \$ 2,004,198                  |                   |                  | \$ 2,482,242  |                     |               |                                      | \$ 179,585    |

(1) The interest payments related to Term Financing No. 1 are being hedged by two consecutive interest rate derivatives. When the first matures in May 2013, the next becomes effective.

Our interest rate derivatives involve counterparty credit risk. As of December 31, 2010, our interest rate derivatives are held with the following counterparties: JP Morgan Chase Bank NA, Citibank Canada NA and HSH Nordbank AG. All of our counterparties or guarantors of these counterparties are considered investment grade (senior unsecured ratings of A3 or above) by Moody's Investors Service. All are also considered investment grade (long-term foreign issuer ratings of A or above) by Standard and Poor's except HSH Nordbank AG which is not rated. We do not anticipate that any of these counterparties will fail to meet their obligations.

In addition to the derivative liability above, another component of the fair value of our interest rate derivatives is accrued interest. As of December 31, 2010, accrued interest payable included in accounts payable, accrued expenses, and other liabilities on our consolidated balance sheet was \$5.7 million related to interest rate derivatives designated as cash flow hedges.



Historically, the Company acquired its aircraft using short term credit facilities and equity. The short term credit facilities were refinanced by securitizations or term debt facilities secured by groups of aircraft. The Company completed two securitizations and two term financings during the period 2006 through 2008. The Company entered into interest rate derivatives to hedge interest payments on variable rate debt for acquired aircraft as well as aircraft that it expected to acquire within certain future periods. In conjunction with its financing strategy, the Company used interest rate derivatives for periods ranging from 5 to 10 years to fix the interest rates on the variable rate debt that it incurred to acquire aircraft in anticipation of the expected securitization or term debt re-financings.

At the time of each re-financing, the initial interest rate derivatives were terminated and new interest rate derivatives were executed as required by each specific debt financing. At the time of each interest rate derivative termination, certain interest rate derivatives were in a gain position and others were in a loss position. Since the hedged interest payments for the variable rate debt associated with each terminated interest rate derivative were probable of occurring, the gain or loss was deferred in accumulated other comprehensive income (loss) and is being amortized into interest expense over the relevant period for each interest rate derivative.

Prior to the securitizations and term debt financings, our interest rate derivatives typically required us to post cash collateral to the counterparty when the value of the interest rate derivative exceeded a defined threshold. When the interest rate derivatives were terminated and became part of a larger

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aircraft portfolio financing, there were no cash collateral posting requirements associated with the new interest rate derivative. As of December 31, 2010, we did not have any cash collateral pledged under our interest rate derivatives, nor do we have any existing agreements that require cash collateral postings.

Generally, our interest rate derivatives are hedging current interest payments on debt and future interest payments on long-term debt. In the past, we have entered into forward-starting interest rate derivatives to hedge the anticipated interest payment on long-term financings. These interest rate derivatives were terminated and new, specifically tailored interest rate derivatives were entered into upon closing of the relevant long-term financing. We have also early terminated interest rate derivatives in an attempt to manage our exposure to collateral calls.

The following table summarizes the deferred (gains) and losses and related amortization into interest expense for our terminated interest rate derivative contracts for the years ended December 31, 2008, 2009, and 2010:

| Original<br>Maximum<br>Notional<br>Amount | Effective<br>Date | Maturity<br>Date | Fixed<br>Rate<br>% | Termination<br>Date | Deferred<br>(Gain) or<br>Loss<br>Upon<br>Termination<br>(Dollars in thousands) | Unamortized   | Amount of Deferred (Gain) or<br>Loss<br>Amortized (including<br>Accelerated<br>Amortization) into Interest<br>Expense<br>For the Year Ended<br>December 31, |            |            |         |
|---|-------------------|------------------|--------------------|---------------------|--|---|---|------------|------------|---------|
|   |                   |                  |                    |                     |  | Deferred<br>(Gain)<br>or<br>Loss at<br>December 31,<br>2010 | 2008  | 2009       | 2010       |         |
| 0.1                                       | \$ 400,000        | Dec-05           | Aug-10             | 4.61                | Jun-06   | \$ (12,968)   | \$  | \$ (3,214) | \$ (3,083) | \$ (1,4 |
| 0.1                                       | 200,000           | Dec-05           | Dec-10             | 5.03                | Jun-06   | (2,541)   |   | (892)      | (422)      | (2      |
| 0.2                                       | 500,000           | Mar-06           | Mar-11             | 5.07                | Jun-07   | (2,687)   | (122)   | (746)      | (711)      | (6      |
| 0.2                                       | 200,000           | Jan-07           | Aug-12             | 5.06                | Jun-07   | (1,850)   | (523)   | (386)      | (368)      | (3      |
| 0.2                                       | 410,000           | Feb-07           | Apr-17             | 5.14                | Jun-07   | (3,119)   | (1,663)   | (487)      | (398)      | (3      |
| No. 1                                     | 150,000           | Jul-07           | Dec-17             | 5.14                | Mar-08   | 15,281  | 9,485   | 1,825      | 2,055      | 1,9     |
| No. 1                                     | 440,000           | Jun-07           | Feb-13             | 4.88                | Partial Full<br>Mar-08<br>Jun-08   | 26,281  | 10,340  | 4,364      | 5,989      | 5,5     |

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|                  |         |        |        |      |                               |                      |           |           |           |        |
|------------------|---------|--------|--------|------|-------------------------------|----------------------|-----------|-----------|-----------|--------|
| No. 1            | 248,000 | Aug-07 | May-13 | 5.33 | Jun-08                        | 9,888                | 3,690     | 1,299     | 2,222     | 2,6    |
| No. 2            | 55,000  | May-08 | Mar-14 | 5.41 | Jun-08                        | 2,380                |           | 2,380     |           |        |
| No. 2            | 360,000 | Jan-08 | Feb-19 | 5.16 | Partial Jun-08<br>Full Oct-08 | 23,077               | 10,170    | 8,499     | 2,585     | 1,8    |
| ement            | 74,000  | Feb-06 | Jul-10 | 5.02 | Feb-08                        | 878                  |           | 878       |           |        |
| ement            | 5,000   | Dec-05 | Sep-09 | 4.94 | Mar-08                        | 144                  |           | 144       |           |        |
| ement            | 2,900   | Jun-05 | Mar-13 | 4.21 | Jun-08                        | (19)                 |           | (19)      |           |        |
| cing<br>ircraft. | 238,000 | Jan-11 | Apr-16 | 5.23 | Dec-08                        | 19,430               | 18,432    |           | 985       |        |
| cing<br>ircraft  | 231,000 | Apr-10 | Oct-15 | 5.17 | Partial Jun-08<br>Full Dec-08 | 15,310               | 11,732    | 1,582     | 1,291     | 7      |
| or New           | 203,000 | Jun-07 | Jan-12 | 4.89 | Dec-08                        | 2,728 <sup>(1)</sup> |           | 1,264     | 1,464     |        |
| cing<br>ircraft  | 238,000 | Jul-11 | Sep-16 | 5.27 | Dec-08                        | 17,254               | 15,969    |           | 1,285     |        |
|                  |         |        |        |      |                               | \$ 109,467           | \$ 77,510 | \$ 16,491 | \$ 12,894 | \$ 9,6 |

(1) The deferred loss for this swap is related to the period prior to de-designation.

The amount of loss expected to be reclassified from accumulated other comprehensive income ( OCI ) into interest expense over the next 12 months consists of net interest settlements on active interest rate derivatives in the amount of \$89.3 million and the amortization of deferred net losses in the amount of \$14.9 million. Over the next twelve months, we expect the amortization of deferred net losses to increase as certain gains on Securitizations No. 1 and No. 2 fully amortize in the amount of \$0.1 million and the losses on the forward starting A330 swaps in the amount of \$5.8 million begin to amortize as we take delivery of these aircraft. For the twelve months ended December 31, 2010, the amount of loss reclassified from OCI into interest expense consisted of net interest settlements on

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active interest rate derivatives in the amount of \$97.4 million, and the amortization of deferred net losses (including accelerated amortization) in the amount of \$9.6 million as disclosed below.

*Securitization No. 1*

During 2009, we partially terminated one interest rate derivative with a maximum notional of \$451.9 million. A termination payment of \$2.8 million was made which related to the portion of interest payments that were not probable of occurring. The interest rate derivative was hedging interest payments related to Securitization No. 1. The hedge notional was reduced to match the revised debt balance due to sales of aircraft and the related repayment of debt. The remaining portion of the interest rate derivative was re-designated as a cash flow hedge for accounting purposes.

*Term Financing No. 1*

During 2008, we terminated three interest rate derivatives with maximum notional amounts of \$150.0 million, \$440.0 million and \$248.0 million with deferred losses of \$15.3 million, \$26.3 million and \$9.9 million, respectively. These interest rate derivatives were hedging interest payments related to actual and forecasted borrowings under the Amended Credit Facility No. 2 and the related portion of debt re-financed into Term Financing No. 1. The deferred losses related to interest payments that were probable to occur are being amortized into interest expense using the interest rate method as interest payments occur. The deferred loss related to any portion of interest payments that were not probable of occurring were accelerated into interest expense.

During 2008, we entered into two amortizing interest rate derivatives with a balance guarantee notional and initial notional amounts of \$710.1 million and \$491.7 million. The balance guarantee notional has a lower and upper notional band that adjusts to the outstanding principal balance on Term Financing No. 1. We entered into these interest rate derivatives in connection with Term Financing No. 1 in order to effectively pay interest at a fixed rate on a substantial portion of the loans under this facility. These interest rate derivatives were designated as cash flow hedges for accounting purposes on June 30, 2008.

*Term Financing No. 2*

During 2008, we terminated two interest rate derivatives with maximum notional amounts of \$55.0 million and \$360.0 million with deferred losses of \$2.4 million and \$23.1 million, respectively. These interest rate derivatives were hedging interest payments related to actual and forecasted borrowings under the Amended Credit Facility No. 2 and the related portion of debt re-financed into Term Financing No. 2. The deferred losses related to interest payments that were probable to occur are being amortized into interest expense using the interest rate method as interest payments occur. The deferred loss related to any portion of interest payments that were not probable of occurring were accelerated into interest expense.

During 2008, we entered into a series of interest rate forward rate contracts with an initial notional amount of \$139.2 million. Although we entered into this arrangement to hedge the variable interest payments in connection with Term Financing No. 2, this instrument was not designated as a cash flow hedge for accounting purposes. All mark to market adjustments related to these contracts were charged directly to other income (expense) on the consolidated statement of income. This interest rate derivative was terminated in August 2010. The loss (income) charged to other income/expense through December 31, 2008, 2009 and 2010 was \$4.6 million, \$(1.3) million and \$0.6 million, respectively.

*New A330 Aircraft*

During 2008, we terminated four interest rate derivatives with maximum notional amounts of \$203.0 million, \$231.0 million, \$238.0 million and \$238.0 million with deferred losses of \$2.7 million, \$15.3 million, \$19.4 million and \$17.3 million, respectively. These interest rate derivatives were originally executed to hedge expected interest payments related to actual and forecasted borrowings related to

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the acquisition and related financing for New A330 Aircraft. We terminated these interest rate derivatives to limit our exposure to cash collateral calls. The deferred losses will be amortized into interest expense over the relevant periods since the expected debt associated with the acquisition of these aircraft is still probable of occurring. Some level of hedge ineffectiveness has occurred and may continue to occur due to the changes in: (1) the expected number of New A330 Aircraft to be acquired; (2) the timing of such future deliveries, and; (3) the level of debt associated with each New A330 Aircraft at delivery. To limit our exposure to interest rate changes in relation to the anticipated long-term financings required for six of our New A330 Aircraft, we entered into lease agreements which adjust the lease rentals to changes in the seven year swap rate at delivery, at which time, the lease rentals rate will be fixed for the lease term.

The weighted average interest pay rates of these derivatives at December 31, 2008, 2009 and 2010 were 4.97%, 4.91% and 5.01%, respectively.

The following table summarizes amounts charged directly to the consolidated statement of income for the years ended December 31, 2008, 2009, and 2010 related to our interest rate derivative contracts:

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>  |             |             |
| <b>Interest Expense:</b>                             |                                |             |             |
| Hedge ineffectiveness losses                         | \$ 16,623                      | \$ 463      | \$ 5,039    |
| Amortization:  |                                |             |             |
| Accelerated amortization of deferred losses          | 11,963                         | 4,924       | 766         |
| Amortization of deferred (gains) losses              | 3,525                          | 7,970       | 8,868       |
| Losses on termination of interest rate swaps         | 1,003                          |             |             |
| Total Amortization                                   | 16,491                         | 12,894      | 9,634       |
| Total charged to interest expense                    | \$ 33,114                      | \$ 13,357   | \$ 14,673   |
| <b>Other Income (Expense):</b>                       |                                |             |             |
| Mark to market gains (losses) on undesignated hedges | \$ (11,446)                    | \$ 959      | \$ (860)    |
| Total charged to other income (expense)              | \$ (11,446)                    | \$ 959      | \$ (860)    |

As of December 31, 2010, we did not have any existing agreements that require cash collateral postings and we were not required to have any cash collateral pledged under our interest rate derivatives or our forward contracts.

**Margin Calls**

As of December 31, 2009 and 2010, none of our interest rate derivatives were subject to margin calls and we had no repurchase agreements. Historically, our interest rate derivatives and repurchase agreements were, in some cases, subject to margin calls based on the value of the underlying security and the level of interest rates. Margin calls resulting from decreases in the value of our debt instruments or mark-to-market losses on our derivative instruments due to decreasing interest rates required that we post additional collateral. As discussed in Hedging above, we terminated certain interest rate derivatives to limit our exposure to these margin calls and therefore we have no future

liquidity exposure to these terminated interest rate contracts. In addition, we terminated the repurchase agreement in early 2008.

**Inflation**

Inflation affects our lease rentals, asset values and costs, including SG&A expenses and other expenses. Inflation generally would be expected to create upward pressure on lease rentals and asset

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values and increase the price of the airframes and engines we purchase under the Airbus A330 Agreement, although we have agreed with the manufacturers to certain limitations on price escalation in order to reduce our exposure to inflation. Our contractual commitments described elsewhere in this report include estimates we have made concerning the impact of inflation on our acquisition costs under the Airbus A330 Agreement. We do not believe that our financial results have been, or will be, adversely affected by inflation in a material way.

**Management's Use of EBITDA**

We define EBITDA as income (loss) from continuing operations before income taxes, interest expense, and depreciation and amortization. We use EBITDA to assess our consolidated financial and operating performance, and we believe this non-US GAAP measure is helpful in identifying trends in our performance.

This measure provides an assessment of controllable expenses and affords management the ability to make decisions which are expected to facilitate meeting current financial goals as well as achieving optimal financial performance. It provides an indicator for management to determine if adjustments to current spending decisions are needed.

EBITDA provides us with a measure of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges on our outstanding debt) and asset base (primarily depreciation and amortization) from our operating results. Accordingly, this metric measures our financial performance based on operational factors that management can impact in the short-term, namely the cost structure, or expenses, of the organization. EBITDA is one of the metrics used by senior management and the board of directors to review the consolidated financial performance of our business.

The table below shows the reconciliation of net income to EBITDA for the years ended December 31, 2008, 2009 and 2010, respectively.

|  | <b>Year Ended December 31,</b> |                   |                   |
|--|--------------------------------|-------------------|-------------------|
|  | <b>2008</b>                    | <b>2009</b>       | <b>2010</b>       |
|  | <b>(Dollars in thousands)</b>  |                   |                   |
| Net income   | \$ 115,291                     | \$ 102,492        | \$ 65,816         |
| Depreciation   | 201,759                        | 209,481           | 220,476           |
| Amortization of net lease discounts and lease incentives | (1,815)                        | 11,229            | 20,081            |
| Interest, net  | 203,529                        | 169,810           | 178,262           |
| Income tax provision                                     | 7,541                          | 8,660             | 6,596             |
| <b>EBITDA</b>  | <b>\$ 526,305</b>              | <b>\$ 501,672</b> | <b>\$ 491,231</b> |

**Management's Use of Adjusted Net Income and Adjusted Net Income plus Depreciation and Amortization**

Management believes that Adjusted Net Income ( ANI ) and Adjusted Net Income plus Depreciation and Amortization ( ANIDA ), when viewed in conjunction with the Company's results under US GAAP and the below reconciliation, provide useful information about operating and period-over-period performance, and provide additional information that is useful for evaluating the underlying operating performance of our business without regard to periodic reporting elements related to interest rate derivative accounting and gains or losses related to flight equipment and debt investments. Additionally, management believes that ANIDA provides investors with an additional metric to enhance their understanding of the factors and trends affecting our ongoing cash earnings from which capital investments are



made, debt is serviced, and dividends are paid.

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The table below shows the reconciliation of net income to ANI and ANIDA for the years ended December 31, 2008, 2009 and 2010.

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
|  | <b>(Dollars in thousands)</b>  |             |             |
| Net income   | \$ 115,291                     | \$ 102,492  | \$ 65,816   |
| Ineffective portion and termination of cash flow hedges <sup>(1)</sup> | 29,589                         | 5,387       | 5,805       |
| Mark to market of interest rate derivative contracts <sup>(2)</sup>    | 11,446                         | (959)       | 860         |
| Gain on sale of flight equipment <sup>(2)</sup>                        | (6,525)                        | (1,162)     | (7,084)     |
| (Gain) loss on sale of debt investments <sup>(2)</sup>                 | 245                            | (4,965)     |             |
| Write-off of deferred financing fees                                   |                                |             | 2,471       |
| Termination of engine purchase agreement <sup>(2)</sup>                |                                | 4,000       |             |
| Adjusted net income  | 150,046                        | 104,793     | 67,868      |
| Depreciation   | 201,759                        | 209,481     | 220,476     |
| Amortization of net lease discounts and lease incentives               | (1,815)                        | 11,229      | 20,081      |
| Adjusted net income plus depreciation and amortization                 | \$ 349,990                     | \$ 325,503  | \$ 308,425  |

(1) Included in Interest, net.

(2) Included in Other income (expense).

| <b>Weighted-average shares:</b> | <b>Year Ended December 31,</b> |             |             |
|---------------------------------|--------------------------------|-------------|-------------|
|                                 | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Common shares outstanding       | 77,750,136                     | 77,986,155  | 78,488,031  |
| Restricted common shares        | 895,978                        | 1,317,547   | 1,118,542   |
| Total weighted-average shares   | 78,646,114                     | 79,303,702  | 79,606,573  |

| <b>Percentage of weighted-average shares:</b> | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Common shares outstanding                     | 98.86%                         | 98.34%      | 98.59%      |
| Restricted common shares <sup>(a)</sup>       | 1.14%                          | 1.66%       | 1.41%       |
| Total   | 100.00%                        | 100.00%     | 100.00%     |

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Weighted-average common shares outstanding Basic and Diluted <sup>(b)</sup> | 77,750,136                     | 77,986,155  | 78,488,031  |

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| <b>Adjusted net income allocation:</b>  | <b>Year Ended December 31,</b>                          |             |             |
|---|---|-------------|-------------|
|   | <b>2008</b>   | <b>2009</b> | <b>2010</b> |
|   | <b>(Dollars in thousands, except per share amounts)</b> |             |             |
| Adjusted net income   | \$ 150,046  | \$ 104,793  | \$ 67,868   |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (1,709)   | (1,741)     | (954)       |
| Adjusted net income allocable to common shares Basic and Diluted                                  | \$ 148,337  | \$ 103,052  | \$ 66,914   |
| Adjusted net income per common share Basic  | \$ 1.91   | \$ 1.32     | \$ 0.85     |
| Adjusted net income per common share Diluted  | \$ 1.91   | \$ 1.32     | \$ 0.85     |

| <b>Adjusted net income plus depreciation and amortization allocation:</b>                           | <b>Year Ended December 31,</b>                          |             |             |
|---|---|-------------|-------------|
|   | <b>2008</b>   | <b>2009</b> | <b>2010</b> |
|   | <b>(Dollars in thousands, except per share amounts)</b> |             |             |
| Adjusted net income plus depreciation and amortization  | \$ 349,990  | \$ 325,503  | \$ 308,425  |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup>   | (3,987)   | (5,408)     | (4,334)     |
| Adjusted net income plus depreciation and amortization allocable to common shares Basic and Diluted | \$ 346,003  | \$ 320,095  | \$ 304,091  |
| Adjusted net income plus depreciation and amortization per common share Basic                       | \$ 4.45   | \$ 4.10     | \$ 3.87     |
| Adjusted net income plus depreciation and amortization per common share Diluted                     | \$ 4.45   | \$ 4.10     | \$ 3.87     |

(a) For the years ended December 31, 2008, 2009 and 2010, distributed and undistributed earnings to restricted shares is 1.14%, 1.66% and 1.41%, respectively, of net income. The amount of restricted share forfeitures for all periods presented is immaterial to the allocation of distributed and undistributed earnings.

(b) For the years ended December 31, 2008, 2009 and 2010, we have no dilutive shares.

**Limitations of EBITDA, ANI and ANIDA**

An investor or potential investor may find EBITDA, ANI and ANIDA important measures in evaluating our performance, results of operations and financial position. We use these non-US GAAP measures to supplement our US GAAP results in order to provide a more complete understanding of the factors and trends affecting our business.

EBITDA, ANI and ANIDA have limitations as analytical tools and should not be viewed in isolation or as substitutes for US GAAP measures of earnings. Material limitations in making the adjustments to our earnings to calculate EBITDA, ANI and ANIDA, and using these non-US GAAP measures as compared to US GAAP net income, income from continuing operations and cash flows provided by or used in operations, include:

depreciation and amortization, though not directly affecting our current cash position, represent the wear and tear and/or reduction in value of our aircraft, which affects the aircraft's availability for use and may be indicative of future needs for capital expenditures;

the cash portion of income tax (benefit) provision generally represents charges (gains), which may significantly affect our financial results;

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elements of our interest rate derivative accounting may be used to evaluate the effectiveness of our hedging policy; and

gains and losses from asset sales, which may not reflect the overall financial return of the asset, may be an indicator of the current value of our portfolio of assets.

EBITDA, ANI, and ANIDA are not alternatives to net income, income from operations or cash flows provided by or used in operations as calculated and presented in accordance with US GAAP. You should not rely on these non-US GAAP measures as a substitute for any such US GAAP financial measure. We strongly urge you to review the reconciliations to US GAAP net income, along with our consolidated financial statements included elsewhere in this Annual Report. We also strongly urge you to not rely on any single financial measure to evaluate our business. In addition, because EBITDA, ANI and ANIDA are not measures of financial performance under US GAAP and are susceptible to varying calculations, EBITDA, ANI and ANIDA, as presented in this Annual Report, may differ from and may not be comparable to similarly titled measures used by other companies.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Interest rate risk is the exposure to loss resulting from changes in the level of interest rates and the spread between different interest rates. These risks are highly sensitive to many factors, including U.S. monetary and tax policies, U.S. and international economic factors and other factors beyond our control. We are exposed to changes in the level of interest rates and to changes in the relationship or spread between interest rates. Our primary interest rate exposures relate to our lease agreements, floating rate debt obligations and interest rate derivatives. Rent payments under our aircraft lease agreements typically do not vary during the term of the lease according to changes in interest rates. However, our borrowing agreements generally require payments based on a variable interest rate index, such as LIBOR. Therefore, to the extent our borrowing costs are not fixed, increases in interest rates may reduce our net income by increasing the cost of our debt without any corresponding increase in rents or cash flow from our securities.

Changes in interest rates may also impact our net book value as our interest rate derivatives are periodically marked-to-market through shareholders' equity. Generally, we are exposed to loss on our fixed pay interest rate derivatives to the extent interest rates decrease below their contractual fixed rate.

The relationship between spreads on derivative instruments may vary from time to time, resulting in a net aggregate book value increase or decrease. Changes in the general level of interest rates can also affect our ability to acquire new investments and our ability to realize gains from the settlement of such assets.

### **Sensitivity Analysis**

The following discussion about the potential effects of changes in interest rates is based on a sensitivity analysis, which models the effects of hypothetical interest rate shifts on our financial condition and results of operations. Although we believe a sensitivity analysis provides the most meaningful analysis permitted by the rules and regulations of the SEC, it is constrained by several factors, including the necessity to conduct the analysis based on a single point in time and by the inability to include the extraordinarily complex market reactions that normally would arise from the market shifts modeled. Although the following results of a sensitivity analysis for changes in interest rates may have some limited use as a benchmark, they should not be viewed as a forecast. This forward-looking disclosure also is selective in nature and addresses only the potential minimum contracted rental and interest expense impacts on our financial instruments and our six variable rate leases and, in particular, does not address the mark-to-market impact on our interest rate derivatives. It also does not include a variety of other potential factors that could affect our business as a result of changes in interest rates.

A hypothetical 100-basis point increase/decrease in our variable interest rates would increase/decrease the minimum contracted rentals on our portfolio as of December 31, 2010 by \$0.8 million and

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\$0.4 million, respectively, over the next twelve months. As of December 31, 2010, a hypothetical 100-basis point increase/decrease in our variable interest rate on our borrowings would result in an interest expense increase/decrease of \$0.6 million and \$0.2 million, respectively, net of amounts received from our interest rate derivatives, over the next twelve months.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our consolidated financial statements and notes thereto, referred to in Item 15(A)(1) of this Form 10-K, are filed as part of this report and appear in this Form 10-K beginning on page F-1.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.**

**Management's Evaluation of Disclosure Controls and Procedures**

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer, or CEO, and Chief Financial Officer, or CFO, as appropriate, to allow timely decisions regarding required disclosure. An evaluation was performed under the supervision and with the participation of the Company's management, including the CEO, and CFO, of the effectiveness of the Company's disclosure controls and procedures as of December 31, 2010. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of December 31, 2010.

**Management's Annual Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or because the degree of compliance with policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2010. The assessment was based on criteria established in the framework Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2010.





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Ernst & Young LLP, the independent registered public accounting firm that audited our Consolidated Financial Statements included in this Annual Report on Form 10-K, audited the effectiveness of our controls over financial reporting as of December 31, 2010. Ernst & Young LLP has issued their report which is included below.

**Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of  
Aircastle Limited

We have audited Aircastle Limited and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Aircastle Limited and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Aircastle Limited and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Aircastle Limited and subsidiaries as of December 31, 2009 and 2010, and the related consolidated statements of income, changes in shareholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2010 of Aircastle Limited and subsidiaries and our report dated March 10, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York

March 10, 2011

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**ITEM 9B. OTHER INFORMATION**

None.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The name, age and background of each of our directors nominated for election will be contained under the caption Election of Directors in our Proxy Statement for our 2011 Annual General Meeting of Shareholders. The identification of our Audit Committee and our Audit Committee financial experts will be contained in our Proxy Statement for our 2011 Annual General Meeting of Shareholders under the captions CORPORATE GOVERNANCE Committees of the Board of Directors The Audit Committee. Information regarding our Code of Business Ethics and Conduct, any material amendments thereto and any related waivers will be contained in our Proxy Statement for our 2010 Annual General Meeting of Shareholders under the captions CORPORATE GOVERNANCE Code of Business Conduct and Ethics. All of the foregoing information is incorporated herein by reference. The Code of Business Conduct and Ethics is posted on Aircastle's Website at [www.aircastle.com](http://www.aircastle.com) under Investors Corporate Governance. Pursuant to Item 401(b) of Regulation S-K, the requisite information pertaining to our executive officers is reported immediately following Item 4 of Part I of this report.

Information on compliance with Section 16(a) of the Exchange Act will be contained in our Proxy Statement for our 2011 Annual General Meeting of Shareholders under the captions OWNERSHIP OF AYR COMMON SHARES Section 16 Beneficial Ownership Reporting Compliance and is incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

Information on compensation of our directors and certain named executive officers will be contained in our Proxy Statement for our 2011 Annual General Meeting of Shareholders under the captions Directors Compensation and EXECUTIVE COMPENSATION, respectively, and is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information on the number of shares of Aircastle's common shares beneficially owned by each director, each named executive officer and by all directors and executive officers as a group will be contained under the captions OWNERSHIP OF THE COMPANY'S COMMON SHARES Security Ownership by Management and information on each beneficial owner of more than 5% of Aircastle's common shares is contained under the captions OWNERSHIP OF THE COMPANY'S COMMON SHARES Security Ownership of Certain Beneficial Owners in our Proxy Statement for our 2011 Annual General Meeting of Shareholders and is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information relating to certain transactions between Aircastle and its affiliates and certain other persons will be set forth under the caption CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS in our Proxy Statement for our 2011 Annual General Meeting of Shareholders and is incorporated herein by reference.

Information relating to director independence will be set forth under the caption PROPOSAL NUMBER ONE ELECTION OF DIRECTORS Director Independence in our Proxy Statement for our 2011 Annual General Meeting of Shareholders and is incorporated herein by reference.



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**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information relating to audit fees, audit-related fees, tax fees and all other fees billed in fiscal 2010 and by Ernst & Young LLP, for services rendered to Aircastle is set forth under the caption INDEPENDENT AUDITOR FEES in the Proxy Statement for our 2011 Annual General Meeting of Shareholders and is incorporated herein by reference. In addition, information relating to the pre-approval policies and procedures of the Audit Committee is set forth under the caption INDEPENDENT AUDITOR FEES Pre-Approval Policies and Procedures in our Proxy Statement for our 2011 Annual General Meeting of Shareholders and is incorporated herein by reference.



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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(A) 1. Consolidated Financial Statements.**

The following is a list of the Consolidated Financial Statements of Aircastle Limited and its subsidiaries included in this Annual Report on Form 10-K, which are filed herewith pursuant to Item 8:

Report of Independent Registered Public Accounting Firm.

Consolidated Balance Sheets as of December 31, 2009 and December 31, 2010.

Consolidated Statements of Income for the years ended December 31, 2008, December 31, 2009 and December 31, 2010.

Consolidated Statements of Cash Flows for the years ended December 31, 2008, December 31, 2009 and December 31, 2010.

Consolidated Statements of Changes in Shareholders Equity and Comprehensive Income (Loss) for the years ended December 31, 2008, December 31, 2009 and December 31, 2010.

Notes to Consolidated Financial Statements.

**2. Financial Statement Schedules.**

There are no Financial Statement Schedules filed as part of this Annual Report, since the required information is included in the Consolidated Financial Statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

**3. Exhibits.**

The exhibits filed herewith are listed on the Exhibit Index filed as part of this report on Form 10-K.

**Table of Contents****(B) EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 3 .1               | Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006).  |
| 3 .2               | Bye-laws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006).   |
| 4 .1               | Specimen Share Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006).   |
| 4 .2               | Amended and Restated Shareholders Agreement among Aircastle Limited and Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) LP, Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP, Fortress Investment Fund III (Coinvestment Fund D) L.P., Drawbridge Special Opportunities Fund LP, Drawbridge Special Opportunities Fund Ltd. and Drawbridge Global Macro Master Fund Ltd. (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006). |
| 4 .3               | Indenture, dated as of July 30, 2010, by and among Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K filed with the SEC on August 4, 2010).   |
| 10 .1              | Aircastle Limited 2005 Equity and Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #   |
| 10 .2              | Form of Restricted Share Purchase Agreement (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #  |
| 10 .3              | Form of Restricted Share Grant Letter (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #  |
| 10 .4              | Form of Amended Restricted Share Grant Letter (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on form 10-K filed March 5, 2010). #   |
| 10 .5              | Form of Amended Restricted Share Agreement for Certain Executive Officers under the Amended and Restated Aircastle Limited 2005 Equity and Incentive Plan. #, Δ  |
| 10 .6              | Form of International Restricted Share Grant Letter (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #  |
| 10 .7              | Form of Amended International Restricted Share Grant Letter (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on form 10-K filed March 5, 2010). #   |

- 10 .8 Letter Agreement, dated May 2, 2005, between Aircastle Limited and Ron Wainshal (incorporated by reference to Exhibit 10.5 to the Company s Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #
- 10 .9 Letter Agreement, dated February 3, 2005, between Aircastle Limited and David Walton (incorporated by reference to Exhibit 10.8 to the Company s Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #
- 10 .10 Letter Agreement, dated March 8, 2006, between Aircastle Advisor LLC and David Walton (incorporated by reference to Exhibit 10.9 to the Company s Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #

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| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 10.11              | Letter Agreement, dated February 24, 2006, between Aircastle Advisor LLC and Joseph Schreiner (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #  |
| 10.12              | Letter Agreement, dated April 29, 2005, between Aircastle Advisor LLC and Jonathan Lang (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #  |
| 10.13              | Letter Agreement, dated March 8, 2006 between Aircastle Advisor LLC and Jonathan M. Lang (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006). #   |
| 10.14              | Letter Agreement, dated January 8, 2007, between Aircastle Advisor LLC and Michael Platt (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on January 9, 2007). #   |
| 10.15              | Subscription Agreement, dated as of April 28, 2006, between Aircastle Limited and Ueberroth Family Trust (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 (No. 333-134669) filed on June 2, 2006).   |
| 10.16              | Trust Indenture, dated as of June 15, 2006, among ACS Aircraft Finance Bermuda Limited, as Issuer, ACS Aircraft Finance Ireland PLC, as Guarantor, Deutsche Bank Trust Company Americas, in its capacity as the Cash Manager, Deutsche Bank Trust Company Americas, in its capacity as the person accepting appointment as the Trustee under the Indenture, CALYON, Financial Guaranty Insurance Company and Deutsche Bank Trust Company Americas, in its capacity as the Drawing Agent (incorporated by reference to Exhibit 10.26 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006). |
| 10.17              | Trust Indenture, dated as of June 15, 2006, among ACS Aircraft Finance Ireland PLC, as Issuer, ACS Aircraft Finance Bermuda Limited, as Guarantor, Deutsche Bank Trust Company Americas, in its capacity as the Cash Manager, Deutsche Bank Trust Company Americas, in its capacity as the person accepting appointment as the Trustee under the Indenture, CALYON, Financial Guaranty Insurance Company and Deutsche Bank Trust Company Americas, in its capacity as the Drawing Agent (incorporated by reference to Exhibit 10.27 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006). |
| 10.18              | Amended and Restated Aircastle Limited 2005 Equity and Incentive Plan (incorporated by reference to Exhibit 10.28 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006). #   |
| 10.19              | Form of Indemnification Agreement with directors and officers (incorporated by reference to Exhibit 10.31 to the Company's Registration Statement on Form S-1 (Amendment No. 3) (No. 333-134669) filed on August 2, 2006).  |
| 10.20              |   |

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Employment Letter, dated April 12, 2007, between Aircastle Advisor LLC and Michael Inglese (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on April 16, 2007). #

- 10 .21 Separation Agreement, dated April 12, 2007, between Aircastle Advisor LLC and Mark Zeidman (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed with the SEC on April 16, 2007).#
- 10 .22 Trust Indenture, dated as of June 8, 2007, among ACS 2007-1 Limited, as Issuer, ACS Aircraft Finance Ireland 2 Limited, as Guarantor, Deutsche Bank Trust Company Americas, in its capacity as the Cash Manager, Deutsche Bank Trust Company Americas, in its capacity as the person accepting appointment as the Trustee under the Indenture, HSH Nordbank AG, New York Branch, Financial Guaranty Insurance Company and Deutsche Bank Trust Company Americas, in its capacity as the Drawing Agent (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on June 12, 2007).

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| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 10.23              | Trust Indenture, dated as of June 8, 2007, among ACS Aircraft Finance Ireland 2 Limited, as Issuer, ACS 2007-1 Limited, as Guarantor, Deutsche Bank Trust Company Americas, in its capacity as the Cash Manager, Deutsche Bank Trust Company Americas, in its capacity as the person accepting appointment as the Trustee under the Indenture, HSH Nordbank AG, New York Branch, Financial Guaranty Insurance Company and Deutsche Bank Trust Company Americas, in its capacity as the Drawing Agent (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed with the SEC on June 12, 2007). |
| 10.24              | Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.43 to the Company's quarterly report on Form 10-Q filed with the SEC on August 14, 2007).  |
| 10.25              | Amendment No. 1 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K filed on March 5, 2010). ◊   |
| 10.26              | Amendment No. 2 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K filed on March 5, 2010). ◊   |
| 10.27              | Amendment No. 3 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.28              | Amendment No. 4 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.29              | Amendment No. 5 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.30              | Amendment No. 6 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.31              | Amendment No. 7 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.32              | Amendment No. 8 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K filed on March 5, 2010).   |
| 10.33              |   |

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Amendment No. 9 to the Acquisition Agreement, dated as of June 20, 2007, by and between AYR Freighter LLC and Airbus SAS (incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed with the SEC on August 10, 2010).

- 10.34 Credit Agreement (2008-B), dated as of May 2, 2008, by and among ACS 2008-1 Limited and ACS Aircraft Finance Ireland 3 Limited, as Borrowers, each lender from time to time party thereto, as Lenders, Calyon New York Branch, as Sole Bookrunner and Facility Agent, and Calyon New York Branch, HSH Nordbank AG, KfW Ipex-Bank GmbH and DVB Bank AG, as Joint Lead Arrangers (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to the Company's current report on Form 8-K filed with the SEC on May 5, 2008).
- 10.35 Intercreditor Agreement, dated as of May 2, 2008, by and among ACS 2008-1 Limited, as Borrower, ACS Aircraft Finance Ireland 3 Limited, as Guarantor, Aircastle Advisor LLC, as Administrative Agent, Calyon New York Branch, as Facility Agent, Collateral Agent and Liquidity Facility Provider, and Deutsche Bank Trust Company Americas, as Operating Bank (incorporated by reference to Amendment No. 1 to Exhibit 10.2 to the Company's current report on Form 8-K filed with the SEC on May 5, 2008).

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| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 10 .36             | Intercreditor Agreement, dated as of May 2, 2008, by and among ACS Aircraft Finance Ireland 3 Limited, as Borrower, ACS 2008-1 Limited, as Guarantor, Aircastle Advisor LLC, as Administrative Agent, Calyon New York Branch, as Facility Agent, Collateral Agent and Liquidity Facility Provider and Deutsche Bank Trust Company Americas, as Operating Bank (incorporated by reference to Amendment No. 1 to Exhibit 10.3 to the Company s current report on Form 8-K filed with the SEC on May 5, 2008).  |
| 10 .37             | Amendment No. 1 to Intercreditor Agreement, dated as of May 2, 2008, by and among ACS 2008-1 Limited, as Borrower, ACS Aircraft Finance Ireland 3 Limited, as Guarantor, Aircastle Advisor LLC, as Administrative Agent, Credit Agricole Corporate and Investment Bank (formerly known as Calyon New York Branch), as Facility Agent, Collateral Agent and Liquidity Facility Provider and Deutsche Bank Trust Company, Americas, as Operating Bank (incorporated by reference to Exhibit 10. to the Company s quarterly report on Form 10-Q filed with the SEC on August 10, 2010). |
| 10 .38             | Form of Lease Agreement, dated as of December 16, 2009, between Wells Fargo Bank Northwest, National Association, a national banking association, not in its individual capacity but solely as Owner Trustee, as Lessor and South African Airways (PTY) Ltd., as Lessee (incorporated by reference to Exhibit 10.35 to the Company s Annual Report on Form 10-K filed on March 5, 2010). ◇   |
| 10 .39             | Amendment No. 1 to Form of Lease Agreement, dated as of December 16, 2009, between Wells Fargo Bank Northwest, National Association, a national banking association, not in its individual capacity but solely as Owner Trustee, as Lessor and South African Airways (PTY) Ltd., as Lessee (incorporated by reference to Exhibit 10.2 to the Company s quarterly report on Form 10-Q filed with the SEC on August 10, 2010). ◇   |
| 10 .40             | Form of Lease Novation Agreement, dated as of December 15, 2010, by and among Wells Fargo Bank Northwest, National Association, a US national banking association, not in its individual capacity but solely as Owner Trustee, as Existing Lessor, South African Airways (PTY) Ltd., as Lessee, and the New Lessor (as defined therein). Δ   |
| 10 .41             | Separation Agreement, dated May 3, 2010, by and among Aircastle Limited, Aircastle Advisor LLC and Michael Platt (incorporated by reference to Exhibit 10.1 to the Company s current report on Form 8-K filed with the SEC on May 4, 2010). #  |
| 10 .42             | Letter Agreement, dated July 13, 2010, between Aircastle Advisor LLC and Ron Wainshal (incorporated by reference to Exhibit 10.1 to the Company s current report on Form 8-K filed with the SEC on July 15, 2010). #   |
| 10 .43             | Registration Rights Agreement, dated as of July 30, 2010, by and among Aircastle Limited and Citigroup Global Markets Inc., as representative of the several Initial Purchasers named therein (incorporated by reference to Exhibit 10.2 to the Company s current report on Form 8-K filed with the SEC on August 4, 2010).  |
| 10 .44             | Employment Agreement, dated as of December 7, 2010, by and between Aircastle Advisor LLC and J. Robert Peart (incorporated by reference to Exhibit 10.1 to the Company s current report on Form 8-K  |



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filed with the SEC on December 8, 2010). #

- 10 .45 Form of Senior Executive Employment Agreement (incorporated by reference to Exhibit 10.2 to the Company s current report on Form 8-K filed with the SEC on December 8, 2010). #
- 12 .1 Computation of Ratio of Earnings to Fixed Charges Δ
- 21 .1 Subsidiaries of the Registrant Δ
- 23 .1 Consent of Ernst & Young LLP Δ
- 31 .1 Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 Δ
- 31 .2 Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 Δ

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| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 32 .1              | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Δ |
| 32 .2              | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Δ |
| 99 .1              | Owned Aircraft Portfolio at December 31, 2011 Δ   |

# Management contract or compensatory plan or arrangement.

Δ Filed herewith.

◇ Portions of this exhibit have been omitted pursuant to a request for confidential treatment.

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**Index to Financial Statements**

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of  
Aircastle Limited

We have audited the accompanying consolidated balance sheets of Aircastle Limited and subsidiaries as of December 31, 2009 and 2010, and the related consolidated statements of income, changes in shareholders' equity and comprehensive income (loss) and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Aircastle Limited and subsidiaries at December 31, 2009 and 2010 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Aircastle Limited and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 10, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York  
March 10, 2011

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**Aircastle Limited and Subsidiaries**  
**Consolidated Balance Sheets**  
(Dollars in thousands, except share data)

|   | <b>December 31,</b> |                     |
|---|---------------------|---------------------|
|   | <b>2009</b>         | <b>2010</b>         |
| <b>ASSETS</b>   |                     |                     |
| Cash and cash equivalents   | \$ 142,666          | \$ 239,957          |
| Accounts receivable   | 2,941               | 1,815               |
| Restricted cash and cash equivalents  | 207,834             | 191,052             |
| Restricted liquidity facility collateral  | 81,000              | 75,000              |
| Flight equipment held for lease, net of accumulated depreciation of \$586,537 and \$785,490   | 3,812,970           | 4,065,780           |
| Aircraft purchase deposits and progress payments  | 141,822             | 219,898             |
| Other assets  | 65,279              | 65,557              |
| <b>Total assets</b>   | <b>\$ 4,454,512</b> | <b>\$ 4,859,059</b> |
| <br><b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                     |                     |
| <b>LIABILITIES</b>  |                     |                     |
| Borrowings from secured and unsecured financings (including borrowings of ACS Ireland VIEs of \$331,856 and \$314,877, respectively)  | \$ 2,464,560        | \$ 2,707,958        |
| Accounts payable, accrued expenses and other liabilities  | 60,392              | 76,470              |
| Dividends payable   | 7,955               | 7,964               |
| Lease rentals received in advance   | 34,381              | 43,790              |
| Liquidity facility  | 81,000              | 75,000              |
| Security deposits   | 82,533              | 83,241              |
| Maintenance payments  | 253,175             | 342,333             |
| Fair value of derivative liabilities  | 179,279             | 179,585             |
| <b>Total liabilities</b>  | <b>3,163,275</b>    | <b>3,516,341</b>    |
| <br>Commitments and Contingencies   |                     |                     |
| <b>SHAREHOLDERS EQUITY</b>  |                     |                     |
| Preference shares, \$.01 par value, 50,000,000 shares authorized, no shares issued and outstanding  |                     |                     |
| Common shares, \$.01 par value, 250,000,000 shares authorized, 79,550,421 shares issued and outstanding at December 31, 2009; and 79,640,285 shares issued and outstanding at December 31, 2010 | 796                 | 796                 |
| Additional paid-in capital  | 1,479,995           | 1,485,841           |
| Retained earnings   | 70,294              | 104,301             |
| Accumulated other comprehensive loss  | (259,848)           | (248,220)           |
| <b>Total shareholders equity</b>  | <b>1,291,237</b>    | <b>1,342,718</b>    |
| <b>Total liabilities and shareholders equity</b>  | <b>\$ 4,454,512</b> | <b>\$ 4,859,059</b> |

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Aircastle Limited and Subsidiaries**  
**Consolidated Statements of Income**  
(Dollars in thousands, except per share amounts)

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| <b>Revenues:</b>   |                                |             |             |
| Lease rental revenue   | \$ 542,270                     | \$ 511,459  | \$ 531,076  |
| Amortization of net lease discounts and lease incentives   | 1,815                          | (11,229)    | (20,081)    |
| Maintenance revenue  | 34,460                         | 58,733      | 15,703      |
| <br>   |                                |             |             |
| Total lease rentals  | 578,545                        | 558,963     | 526,698     |
| Interest income  | 3,174                          | 1,924       |             |
| Other revenue  | 868                            | 9,698       | 1,012       |
| <br>   |                                |             |             |
| Total revenues   | 582,587                        | 570,585     | 527,710     |
| <br><b>Expenses:</b>   |                                |             |             |
| Depreciation   | 201,759                        | 209,481     | 220,476     |
| Interest, net  | 203,529                        | 169,810     | 178,262     |
| Selling, general and administrative (including non-cash share based payment expense of \$6,529, \$6,868 and \$7,509, respectively) | 46,806                         | 46,016      | 45,774      |
| Impairment of aircraft   |                                | 18,211      | 7,342       |
| Maintenance and other costs  | 3,982                          | 19,431      | 9,612       |
| <br>   |                                |             |             |
| Total expenses   | 456,076                        | 462,949     | 461,466     |
| <br><b>Other income (expense):</b>   |                                |             |             |
| Gain on sale of flight equipment   | 6,525                          | 1,162       | 7,084       |
| Other  | (10,204)                       | 2,354       | (916)       |
| <br>   |                                |             |             |
| Total other income (expense)   | (3,679)                        | 3,516       | 6,168       |
| <br>   |                                |             |             |
| Income from continuing operations before income taxes  | 122,832                        | 111,152     | 72,412      |
| Income tax provision   | 7,541                          | 8,660       | 6,596       |
| <br>   |                                |             |             |
| Net income   | \$ 115,291                     | \$ 102,492  | \$ 65,816   |
| <br>   |                                |             |             |
| Earnings per common share Basic:   |                                |             |             |
| Net income per share   | \$ 1.47                        | \$ 1.29     | \$ 0.83     |
| <br>   |                                |             |             |
| Earnings per common share Diluted:   |                                |             |             |
| Net income per share   | \$ 1.47                        | \$ 1.29     | \$ 0.83     |
| <br>   |                                |             |             |
| Dividends declared per share   | \$ 0.85                        | \$ 0.40     | \$ 0.40     |

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Aircastle Limited and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(Dollars in thousands)

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| <b>Cash flows from operating activities:</b>                                      |                                |             |             |
| Net income  | \$ 115,291                     | \$ 102,492  | \$ 65,816   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                |             |             |
| Depreciation  | 201,759                        | 209,481     | 220,476     |
| Amortization of deferred financing costs  | 13,603                         | 12,232      | 15,065      |
| Amortization of net lease discounts and lease incentives                          | (1,815)                        | 11,229      | 20,081      |
| Deferred income taxes   | 4,913                          | 6,176       | 3,727       |
| Accretion of purchase discounts on debt investments                               | (579)                          | (469)       |             |
| Non-cash share based payment expense  | 6,529                          | 6,868       | 7,509       |
| Cash flow hedges reclassified into earnings                                       | 16,491                         | 12,894      | 9,634       |
| Ineffective portion of cash flow hedges   | 16,623                         | 463         | 5,039       |
| Security deposits and maintenance payments included in earnings                   | (37,885)                       | (47,934)    | (14,004)    |
| Gain on the sale of flight equipment  | (6,525)                        | (1,162)     | (7,084)     |
| Loss (gain) on sale of debt investments   | 245                            | (4,965)     |             |
| Impairment of aircraft  |                                | 18,211      | 7,342       |
| Other   | 11,445                         | (959)       | 848         |
| Changes on certain assets and liabilities:  |                                |             |             |
| Accounts receivable   | 1,439                          | 364         | (412)       |
| Restricted cash and cash equivalents  | (21,306)                       | (25,211)    | 16,782      |
| Other assets  | 559                            | (1,796)     | (3,097)     |
| Accounts payable, accrued expenses, other liabilities and payable to affiliates   | 3,364                          | (3,189)     | 18,478      |
| Lease rentals received in advance   | (2,345)                        | 6,086       | 8,672       |
| Net cash provided by operating activities   | 321,806                        | 300,811     | 374,872     |
| <b>Cash flows from investing activities:</b>                                      |                                |             |             |
| Acquisition and improvement of flight equipment                                   | (264,586)                      | (215,117)   | (465,529)   |
| Proceeds from sale of flight equipment  | 180,112                        | 11,601      | 68,622      |
| Aircraft purchase deposits and progress payments, net of returned deposits        | 9,545                          | (83,081)    | (144,143)   |
| Principal repayments on and proceeds from sale of debt investments                | 77,136                         | 17,247      |             |
| Collateral call payments on derivatives and repurchase agreements                 | (404,012)                      |             |             |
| Collateral call receipts on derivatives and repurchase agreements                 | 439,892                        |             |             |
| Other   | (447)                          | (84)        | (65)        |
| Net cash (used in) provided by investing activities                               | 37,640                         | (269,434)   | (541,115)   |
| <b>Cash flows from financing activities:</b>                                      |                                |             |             |
| Repurchase of shares from directors and employees                                 | (1,270)                        | (262)       | (1,663)     |

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|  |               |               |               |
|--|---------------|---------------|---------------|
| Proceeds from securitizations, notes and term debt financings  | 992,715       | 142,228       | 547,719       |
| Securitization and term debt financing repayments  | (194,155)     | (153,964)     | (304,533)     |
| Credit facility borrowings   | 482,723       |               |               |
| Credit facility repayments   | (1,280,909)   |               |               |
| Deferred financing costs   | (24,183)      | (6,127)       | (15,365)      |
| Restricted secured liquidity facility collateral   |               | (81,000)      | 6,000         |
| Secured liquidity facility collateral  |               | 81,000        | (6,000)       |
| Principal repayments on repurchase agreements  | (67,744)      |               |               |
| Security deposits received   | 12,149        | 52,351        | 14,218        |
| Security deposits returned   | (10,792)      | (14,687)      | (14,281)      |
| Maintenance payments received  | 93,947        | 84,030        | 119,118       |
| Maintenance payments returned  | (26,516)      | (38,837)      | (46,174)      |
| Payments for terminated cash flow hedges and payment for option                                      | (154,064)     | (2,758)       | (3,705)       |
| Dividends paid   | (113,946)     | (31,632)      | (31,800)      |
| Net cash provided by (used in) financing activities  | (292,045)     | 30,342        | 263,534       |
| <b>Net increase in cash and cash equivalents</b>   | <b>67,401</b> | <b>61,719</b> | <b>97,291</b> |
| Cash and cash equivalents at beginning of year   | 13,546        | 80,947        | 142,666       |
| Cash and cash equivalents at end of year   | \$ 80,947     | \$ 142,666    | \$ 239,957    |
| <b>Supplemental disclosures of cash flow information:</b>  |               |               |               |
| Cash paid during the year for interest, net of capitalized interest                                  | \$ 160,892    | \$ 145,573    | \$ 136,596    |
| Cash paid during the year for income taxes   | \$ 6,007      | \$ 1,782      | \$ 3,528      |
| <b>Supplemental disclosures of non-cash investing activities:</b>                                    |               |               |               |
| Security deposits, maintenance liabilities and other liabilities settled in sale of flight equipment | \$            | \$ 2,556      | \$ 100        |
| Advance lease rentals, security deposits and maintenance reserves assumed in asset acquisitions      | \$            | \$            | \$ 20,204     |
| <b>Supplemental disclosures of non-cash financing activities:</b>                                    |               |               |               |
| Advance lease rentals converted to maintenance reserves  | \$            | \$            | \$ 1,750      |
| Security deposits converted to advance lease rentals   | \$            | \$            | \$ 730        |
| Security deposits converted to maintenance payment liabilities                                       | \$            | \$ 11,110     | \$            |

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Aircastle Limited and Subsidiaries**  
**Consolidated Statements of Changes in Shareholders Equity and Comprehensive Income (Loss)**  
(Dollars in thousands, except share amounts)

|  | Common Shares |        | Additional<br>Paid-In<br>Capital | Retained<br>Earnings<br>(Deficit) | Accumulated                                | Total<br>Shareholders<br>Equity | Total<br>Comprehensive<br>Income<br>(Loss) |
|--|---------------|--------|----------------------------------|-----------------------------------|--|---------------------------------|--|
|  | Shares        | Amount |                                  |                                   | Other<br>Comprehensive<br>Income<br>(Loss) |                                 |  |
| Balance,<br>December 31, 2007  | 78,574,657    | \$ 786 | \$ 1,468,140                     | \$ (48,960)                       | \$ (125,389)                               | \$ 1,294,577                    |  |
| Issuance of<br>common shares to<br>directors and<br>employees                | 104,653       | 1      | (1)                              |                                   |  |                                 |  |
| Repurchase of<br>common shares<br>from directors and<br>employees            | (58,990)      | (1)    | (1,269)                          |                                   |  | (1,270)                         |  |
| Amortization of<br>share based<br>payments                                   |               |        | 6,529                            |                                   |  | 6,529                           |  |
| Excess tax benefit<br>from stock based<br>compensation                       |               |        | 1,056                            |                                   |  | 1,056                           |  |
| Dividends declared   |               |        |                                  | (66,804)                          |  | (66,804)                        |  |
| Net income   |               |        |                                  | 115,291                           |  | 115,291                         | \$ 115,291                                 |
| Net change in fair<br>value of derivatives,<br>net of \$2,602 tax<br>benefit |               |        |                                  |                                   | (245,407)                                  | (245,407)                       | (245,407)                                  |
| Net derivative loss<br>reclassified into<br>earnings                         |               |        |                                  |                                   | 16,491                                     | 16,491                          | 16,491                                     |
| Net change in<br>unrealized fair<br>value of debt<br>investments             |               |        |                                  |                                   | (8,297)                                    | (8,297)                         | (8,297)                                    |
| Total<br>comprehensive<br>(loss)   |               |        |                                  |                                   |  |                                 | \$ (121,922)                               |
| Balance,<br>December 31, 2008  | 78,620,320    | 786    | 1,474,455                        | (473)                             | (362,602)                                  | 1,112,166                       |  |
| Issuance of<br>common shares to  | 983,532       | 10     | (10)                             |                                   |  |                                 |  |

|   |            |     |           |          |           |         |           |            |
|---|------------|-----|-----------|----------|-----------|---------|-----------|------------|
| directors and employees   |            |     |           |          |           |         |           |            |
| Repurchase of common shares from directors and employees            | (53,431)   |     | (262)     |          |           |         | (262)     |            |
| Amortization of share based payments                                |            |     | 6,868     |          |           |         | 6,868     |            |
| Excess tax benefit from stock based compensation                    |            |     | (1,056)   |          |           |         | (1,056)   |            |
| Dividends declared  |            |     |           | (31,725) |           |         | (31,725)  |            |
| Net income  |            |     |           | 102,492  |           |         | 102,492   | \$ 102,492 |
| Net change in fair value of derivatives, net of \$1,473 tax expense |            |     |           |          |           | 92,396  | 92,396    | 92,396     |
| Net derivative loss reclassified into earnings                      |            |     |           |          |           | 12,894  | 12,894    | 12,894     |
| Gain on debt investments reclassified into earnings                 |            |     |           |          |           | (4,965) | (4,965)   | (4,965)    |
| Net change in unrealized fair value of debt investments             |            |     |           |          |           | 2,429   | 2,429     | 2,429      |
| Total comprehensive income  |            |     |           |          |           |         |           | \$ 205,246 |
| Balance, December 31, 2009  | 79,550,421 | 796 | 1,479,995 | 70,294   | (259,848) |         | 1,291,237 |            |
| Issuance of common shares to directors and employees                | 258,105    | 2   | (2)       |          |           |         |           |            |
| Repurchase of common shares from directors and employees            | (168,241)  | (2) | (1,661)   |          |           |         | (1,663)   |            |
| Amortization of share based payments                                |            |     | 7,509     |          |           |         | 7,509     |            |
| Dividends declared  |            |     |           | (31,809) |           |         | (31,809)  |            |
| Net income  |            |     |           | 65,816   |           |         | 65,816    | \$ 65,816  |
| Net change in fair value of derivatives,                            |            |     |           |          |           | 1,994   | 1,994     | 1,994      |

|  |            |        |              |            |              |              |           |
|--|------------|--------|--------------|------------|--------------|--------------|-----------|
| net of \$268 tax<br>expense                          |            |        |              |            |              |              |           |
| Net derivative loss<br>reclassified into<br>earnings |            |        |              | 9,634      | 9,634        | 9,634        |           |
| Total<br>comprehensive<br>income                     |            |        |              |            |              |              | \$ 77,444 |
| Balance,<br>December 31, 2010                        | 79,640,285 | \$ 796 | \$ 1,485,841 | \$ 104,301 | \$ (248,220) | \$ 1,342,718 |           |

*The accompanying notes are an integral part of these consolidated financial statements.*

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**Note 1. Summary of Significant Accounting Policies**

**Organization**

Aircastle Limited ( Aircastle, the Company, we, us or our ) is a Bermuda exempted company that was incorporated on October 29, 2004 by Fortress Investment Group LLC and certain of its affiliates (together, the Fortress Shareholders or Fortress ) under the provisions of Section 14 of the Companies Act of 1981 of Bermuda. Aircastle's business is investing in aviation assets, including leasing, managing and selling commercial jet aircraft to airlines throughout the world and investing in aircraft related debt investments.

**Basis of Presentation**

Aircastle is a holding company that conducts its business through subsidiaries. Aircastle directly or indirectly owns all of the outstanding common shares of its subsidiaries. The consolidated financial statements presented are prepared in accordance with U.S. generally accepted accounting principles ( US GAAP ). We operate in a single segment.

The Company's management has reviewed and evaluated all events or transactions for potential recognition and/or disclosure since the balance sheet date of December 31, 2010 through the date on which the consolidated financial statements included in this Form 10-K were issued.

**Principles of Consolidation**

The consolidated financial statements include the accounts of Aircastle and all of its subsidiaries. Aircastle consolidates seven Variable Interest Entities ( VIEs ) of which Aircastle is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation.

We consolidate VIEs in which we have determined that we are the primary beneficiary. We use judgment when deciding (a) whether an entity is subject to consolidation as a VIE, (b) who the variable interest holders are, (c) the potential expected losses and residual returns of the variable interest holders, and (d) which variable interest holder is the primary beneficiary. When determining which enterprise is the primary beneficiary, we consider (1) the entity's purpose and design, (2) which variable interest holder has the power to direct the activities that most significantly impact the entity's economic performance, and (3) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. When certain events occur, we reconsider whether we are the primary beneficiary of VIEs. We do not reconsider whether we are a primary beneficiary solely because of operating losses incurred by an entity.

**Risk and Uncertainties**

In the normal course of business, Aircastle encounters several significant types of economic risk including credit and market. Credit risk is the risk of a lessee's inability or unwillingness to make contractually required payments. Market risk reflects the change in the value of derivatives and financings due to changes in interest rate spreads or other market factors, including the value of collateral underlying debt investments and financings. The Company believes that the carrying values of its investments and derivative obligations are reasonable taking into consideration these risks, along with estimated collateral values, payment histories and other relevant financial information.

**Use of Estimates**

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial

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statements and accompanying notes. While Aircastle believes that the estimates and related assumptions used in the preparation of the consolidated financial statements are appropriate, actual results could differ from those estimates.

**Cash and Cash Equivalents and Restricted Cash and Cash Equivalents**

Aircastle considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

Restricted cash and cash equivalents consists primarily of maintenance deposits and security deposits received from lessees pursuant to the terms of various lease agreements, and rent collections held in lockbox accounts pursuant to our financings.

Virtually all of our cash and cash equivalents and restricted cash and cash equivalents are held by four major financial institutions.

**Flight Equipment Held for Lease and Depreciation**

Flight equipment held for lease is stated at cost and depreciated using the straight-line method, typically over a 25 year life from the date of manufacture for passenger aircraft and over a 30 – 35 year life for freighter aircraft, depending on whether the aircraft is a converted or purpose-built freighter, to estimated residual values. Estimated residual values are generally determined to be approximately 15% of the manufacturer's estimated realized price for passenger aircraft when new and 5% – 10% for freighter aircraft when new. Management may make exceptions to this policy on a case-by-case basis when, in its judgment, the residual value calculated pursuant to this policy does not appear to reflect current expectations of value. Examples of situations where exceptions may arise include but are not limited to:

flight equipment where estimates of the manufacturer's realized sales prices are not relevant (e.g., freighter conversions);

flight equipment where estimates of the manufacturers' realized sales prices are not readily available; and

flight equipment which may have a shorter useful life due to obsolescence.

Major improvements and modifications incurred in connection with the acquisition of aircraft that are required to get the aircraft ready for initial service are capitalized and depreciated over the remaining life of the flight equipment.

For planned major maintenance activities for aircraft off lease, the Company capitalizes the actual maintenance costs by applying the deferral method. Under the deferral method, we capitalize the actual cost of major maintenance events, which are depreciated on a straight-line basis over the period until the next maintenance event is required.

In accounting for flight equipment held for lease, we make estimates about the expected useful lives, the fair value of attached leases, acquired maintenance liabilities and the estimated residual values. In making these estimates, we rely upon actual industry experience with the same or similar aircraft types and our anticipated lessee's utilization of the aircraft.



When we acquire an aircraft with a lease, determining the fair value of attached leases requires us to make assumptions regarding the current fair values of leases for specific aircraft. We estimate a range of current lease rates of like aircraft in order to determine if the attached lease is within a fair value range. If a lease is below or above the range of current lease rates, we present value the

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estimated amount below or above the fair value range over the remaining term of the lease. The resulting lease discount or premium is amortized into lease rental income over the remaining term of the lease.

**Impairment of Flight Equipment**

We perform a recoverability assessment of all aircraft in our fleet, on an aircraft-by-aircraft basis, at least annually. In addition, a recoverability assessment is performed whenever events or changes in circumstances, or indicators, indicate that the carrying amount or net book value of an asset may not be recoverable. Indicators may include, but are not limited to, a significant lease restructuring or early lease termination, significant air traffic decline, the introduction of newer technology aircraft or engines, an aircraft type is no longer in production or a significant airworthiness directive is issued. When we perform a recoverability assessment, we measure whether the estimated future undiscounted net cash flows expected to be generated by the aircraft exceed its net book value. The undiscounted cash flows consist of cash flows from currently contracted leases, future projected lease rates, transition costs, estimated down time and estimated residual or scrap values for an aircraft. In the event that an aircraft does not meet the recoverability test, the aircraft will be adjusted to fair value resulting in an impairment charge. See Note 2. Fair Value Measurements.

Management develops the assumptions used in the recoverability analysis based on its knowledge of active lease contracts, current and future expectations of the global demand for a particular aircraft type and historical experience in the aircraft leasing market and aviation industry, as well as information received from third party industry sources. The factors considered in estimating the undiscounted cash flows are impacted by changes in future periods due to changes in contracted lease rates, residual values, economic conditions, technology, airline demand for a particular aircraft type and other factors.

In monitoring the aircraft in our fleet for impairment charges, we identify those aircraft that are most susceptible to failing the recoverability assessment and monitor those aircraft more closely, which may result in more frequent recoverability assessments. The recoverability in the value of these aircraft is more sensitive to changes in contractual cash flows, future cash flow estimates and residual values or scrap values for each aircraft. These are typically older aircraft for which lessee demand is declining.

**Capitalization of Interest**

We capitalize interest related to progress payments made in respect of flight equipment on forward order and add such amount to prepayments on flight equipment. The amount of interest capitalized is the actual interest costs incurred on funding specific assets or the amount of interest costs which could have been avoided in the absence of such payments for the related assets.

**Security Deposits**

Most of our operating leases require the lessee to pay Aircastle a security deposit or provide a letter of credit. At December 31, 2009 and 2010, security deposits represent cash received from the lessee that is held on deposit until lease expiration. Aircastle's operating leases also obligate the lessees to maintain flight equipment and comply with all governmental requirements applicable to the flight equipment, including without limitation, operational, maintenance, registration requirements and airworthiness directives.

**Maintenance Payments**

Typically, under an operating lease, the lessee is responsible for performing all maintenance but might be required to make deposit payments to us for heavy maintenance, overhaul or replacement of

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certain high-value components of the aircraft. These maintenance payments are based on hours or cycles of utilization or on calendar time, depending upon the component, and are required to be made monthly in arrears or at the end of the lease term. Whether to permit a lessee to make maintenance payments at the end of the lease term, rather than requiring such payments to be made monthly, depends on a variety of factors, including the creditworthiness of the lessee, the level of security deposit which may be provided by the lessee and market conditions at the time we enter into the lease. If a lessee is making monthly maintenance payments, we would typically be obligated to reimburse the lessee for costs they incur for heavy maintenance, overhaul or replacement of certain high-value components to the extent of maintenance payments received in respect of the specific maintenance event, usually shortly following completion of the relevant work.

We record maintenance payments paid by the lessee as accrued maintenance payments liabilities in recognition of our contractual commitment to refund such receipts. In these contracts, we do not recognize such maintenance payments as maintenance revenue during the lease. Reimbursements to the lessee upon the receipt of evidence of qualifying maintenance work are charged against the existing accrued maintenance payments liability. We defer maintenance revenue recognition of all maintenance reserve payments collected until the end of the lease, when we are able to determine the amount, if any, by which reserve payments received exceed costs to be incurred by the current lessee in performing scheduled maintenance.

**Lease Incentives and Amortization**

Many of our leases contain provisions which may require us to pay a portion of the lessee's costs for heavy maintenance, overhaul or replacement of certain high-value components. We account for these expected payments as lease incentives, which are amortized as a reduction of revenue over the life of the lease. We estimate the amount of our portion for such costs, typically for the first major maintenance event for the airframe, engines, landing gear and auxiliary power units, expected to be paid to the lessee based on assumed utilization of the related aircraft by the lessee, the anticipated amount of the maintenance event cost and the estimated amounts the lessee is responsible to pay.

This estimated lease incentive is not recognized as a lease incentive liability at the inception of the lease. We recognize the lease incentive as a reduction of lease revenue on a straight-line basis over the life of the lease, with the offset being recorded as a lease incentive liability which is included in maintenance payments on the balance sheet. The payment to the lessee for the lease incentive liability is first recorded against the lease incentive liability and any excess above the lease incentive liability is recorded as a prepaid lease incentive asset which is included in other assets on the balance sheet and continues to amortize over the remaining life of the lease.

Lease acquisition costs related to reconfiguration of the aircraft cabin, other lessee specific modifications and other direct costs are capitalized and amortized into revenue over the initial life of the lease, assuming no lease renewals, and are included in other assets.

**Income Taxes**

Aircastle uses an asset and liability based approach in accounting for income taxes. Deferred income tax assets and liabilities are recognized for the future tax consequences attributed to differences between the financial statement and tax basis of existing assets and liabilities using enacted rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is established, when necessary, to reduce deferred tax assets

to the amount estimated by us to be realizable. The Company recognizes the tax benefit from an uncertain tax position only if it is

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more likely than not that the tax position will be sustained on examination by the taxing authorities. We did not have any unrecognized tax benefits.

**Derivative Financial Instruments**

In the normal course of business we utilize interest rate derivatives to manage our exposure to interest rate risks. Specifically, our interest rate derivatives are hedging variable rate interest payments on our various debt facilities. If certain conditions are met, an interest rate derivative may be specifically designated as a cash flow hedge. All of our designated interest rate derivatives are cash flow hedges. We have one interest rate derivative that is not designated for accounting purposes.

On the date that we enter into an interest rate derivative, we formally document the intended use of the interest rate derivative and its designation as a cash flow hedge, if applicable. We also assess (both at inception and on an ongoing basis) whether the interest rate derivative has been highly effective in offsetting changes in the cash flows of the variable rate interest payments on our debt and whether the interest rate derivative is expected to remain highly effective in future periods. If it were to be determined that the interest rate derivative is not (or has ceased to be) highly effective as a cash flow hedge, we would discontinue cash flow hedge accounting prospectively.

At inception of an interest rate derivative designated as a cash flow hedge, we establish the method we will use to assess effectiveness and the method we will use to measure any ineffectiveness. Historically, we have elected to use the change in variable cash flows method for both. This method involves a comparison of the present value of the cumulative change in the expected future cash flows on the variable leg of the interest rate derivative against the present value of the cumulative change in the expected future interest cash flows on the variable-rate debt. When the change in the interest rate derivative's variable leg exceeds the change in the debt's variable-rate interest cash flows, the calculated ineffectiveness is recorded in interest expense on our consolidated statement of income. Effectiveness is assessed by dividing the change in the interest rate derivative variable leg by the change in the debt's variable-rate interest cash flows.

We use the hypothetical trade method for interest rate derivatives designated as cash flow hedges subsequent to inception that did not qualify for the change in variable cash flow method. The calculation involves a comparison of the change in the fair value of the interest rate derivative to the change in the fair value of a hypothetical interest rate derivative with critical terms that reflect the hedged variable-rate debt. The effectiveness of these relationships is assessed by regressing historical changes in the interest rate derivative against historical changes in the hypothetical interest rate derivative. When the change in the interest rate derivative exceeds the change in the hypothetical interest rate derivative, the calculated ineffectiveness is recorded in interest expense on our consolidated statement of income.

All interest rate derivatives are recognized on the balance sheet at their fair value. We determine fair value for our United States dollar denominated interest rate derivatives by calculating reset rates and discounting cash flows based on cash rates, futures rates and swap rates in effect at the period close. We determine the fair value of our United States dollar denominated guaranteed notional balance interest rate derivatives based on the upper notional band using cash flows discounted at relevant market interest rates in effect at the period close. See Note 2 Fair Value Measurements for more information.

For our interest rate derivatives designated as cash flow hedges, the effective portion of the interest rate derivative's gain or loss is initially reported as a component of other comprehensive income and subsequently reclassified into

earnings when the interest payments on the debt are recorded in earnings. The ineffective portion of the interest rate derivative is calculated and recorded

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in interest expense on our consolidated statement of income at each quarter end. For any interest rate derivative not designated as a cash flow hedge, the gain or loss is recognized in other income (expense) on our consolidated statement of income.

We may choose to terminate certain interest rate derivatives prior to their contracted maturities. Any related net gains or losses in accumulated other comprehensive income at the date of termination are not reclassified into earnings if it remains probable that the interest payments on the debt will occur. The amounts in accumulated other comprehensive income are reclassified into earnings as the interest payments on the debt affect earnings. Terminated interest rate derivatives are reviewed periodically to determine if the forecasted transactions remain probable of occurring. To the extent that the occurrence of the interest payments on the debt are deemed remote, the related portion of the accumulated other comprehensive income balance is reclassified into earnings immediately.

**Lease Revenue Recognition**

We lease flight equipment under net operating leases with lease terms typically ranging from three to seven years. We generally do not offer renewal terms or purchase options in our leases, although certain of our operating leases allow the lessee the option to extend the lease for an additional term. Operating leases with fixed rentals and step rentals are recognized on a straight-line basis over the term of the initial lease, assuming no renewals. Operating lease rentals that adjust based on a London Interbank Offered Rate ( LIBOR ) index are recognized on a straight-line basis over the period the rentals are fixed and accruable. Revenue is not recognized when collection is not reasonably assured. When collectability is not reasonably assured, the customer is placed on non-accrual status and revenue is recognized when cash payments are received.

**Comprehensive Income (Loss)**

Comprehensive income (loss) consists of net income and other gains and losses, net of income taxes, if any, affecting shareholders' equity that, under US GAAP, are excluded from net income. At December 31, 2010, such amount consists of the effective portion of fluctuations in the fair value of derivatives designated as cash flow hedges.

**Share Based Compensation**

Aircastle recognizes compensation cost relating to share-based payment transactions in the financial statements based on the fair value of the equity instruments issued. Aircastle uses the straight line method of accounting for compensation cost on share-based payment awards that contain pro-rata vesting provisions.

**Deferred Financing Costs**

Deferred financing costs, which are included in other assets in the Consolidated Balance Sheet, are amortized using the interest method for amortizing loans over the lives of the relevant related debt.

**Leasehold Improvements, Furnishings and Equipment**

Improvements made in connection with the leasing of office facilities are capitalized as leasehold improvements and are amortized on a straight line basis over the minimum lease period. Furnishings and equipment are capitalized at cost and are amortized over the estimated life of the related assets or remaining lease terms, which range between



three and five years.

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**Recent Accounting Pronouncements**

Effective January 1, 2010, the Company adopted Financial Accounting Standards Board ( FASB ) Accounting Standards Update ( ASU ) 2009-17 ( ASU 2009-17 ), *Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, which requires an enterprise to perform an analysis to determine whether the enterprise's variable interest, or interests, give it a controlling financial interest in a variable interest entity. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity's purpose and design and the reporting entity's ability to direct the activities of the other entity that most significantly impact the other entity's economic performance. This ASU amends certain guidance for determining whether an entity is a variable interest entity and requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. ASU 2009-17 requires a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. The adoption of ASU 2009-17 did not have a material impact on the Company's consolidated financial statements. See Note 4. Variable Interest Entities.

In January 2010, the FASB issued ASU 2010-06 ( ASU 2010-06 ), *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*, which requires new disclosures (1) to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and to describe the reasons for the transfers, and (2) in the reconciliation for fair value measurements using significant unobservable inputs (Level 3), to present separately information about purchases, sales issuances, and settlements on a gross basis rather than as one net number. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of ASU 2010-06 did not have a material impact on our consolidated financial statements.

In August 2010, the FASB issued an exposure draft, *Leases ( Lease ED )*, which would replace the existing guidance in Accounting Standard Codification 840 ( ASC 840 ), *Leases*. Under the Lease ED, a lessor would be required to adopt a right-of-use model where the lessor would apply one of two approaches to each lease based on whether the lessor retains exposure to significant risks or benefits associated with the underlying asset. For the lessor, the right-of-use model records a right to receive lease payment (lease receivable) and a lease liability, for the obligation to permit the lessee to use the underlying asset. The comment period for the Lease ED ended on December 15, 2010 and a final standard is expected to be issued in the second quarter of 2011. A final standard may have an effective date no earlier than 2014. When and if the proposed guidance becomes effective, it may have a significant impact on the Company's consolidated financial statements.

**Note 2. Fair Value Measurements**

Fair value measurements and disclosures require the use of valuation techniques to measure fair value that maximize the use of observable inputs and minimize use of unobservable inputs. These inputs are prioritized as follows:

Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities or market corroborated inputs.



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Level 3: Unobservable inputs for which there is little or no market data and which require us to develop our own assumptions about how market participants price the asset or liability.

The valuation techniques that may be used to measure fair value are as follows:

**Market approach** Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

**Income approach** Uses valuation techniques to convert future amounts to a single present amount based on current market expectation about those future amounts.

**Cost approach** Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost).

The following tables set forth our financial assets and liabilities as of December 31, 2009 and 2010 that we measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to their fair value measurement.

|                                      | Fair Value<br>as of<br>December 31,<br>2009 | Fair Value Measurements at December 31, 2009<br>Using Fair Value Hierarchy |            |           | Valuation<br>Technique |
|--------------------------------------|---|--|------------|-----------|------------------------|
|                                      |   | Level 1  | Level 2    | Level 3   |                        |
| <u>Assets:</u>                       |   |  |            |           |                        |
| Cash and cash equivalents            | \$ 142,666                                  | \$ 142,666   | \$         | \$        | Market                 |
| Restricted cash and cash equivalents | 207,834                                     | 207,834  |            |           | Market                 |
| Total                                | \$ 350,500                                  | \$ 350,500   | \$         | \$        |                        |
| <u>Liabilities:</u>                  |   |  |            |           |                        |
| Derivative liabilities               | \$ 179,279                                  | \$   | \$ 140,372 | \$ 38,907 | Income                 |

|                                      | Fair Value<br>as of<br>December 31,<br>2010 | Fair Value Measurements at December 31, 2010<br>Using Fair Value Hierarchy |         |         | Valuation<br>Technique |
|--------------------------------------|---|--|---------|---------|------------------------|
|                                      |   | Level 1  | Level 2 | Level 3 |                        |
| <u>Assets:</u>                       |   |  |         |         |                        |
| Cash and cash equivalents            | \$ 239,957                                  | \$ 239,957   | \$      | \$      | Market                 |
| Restricted cash and cash equivalents | 191,052                                     | 191,052  |         |         | Market                 |
| Derivative assets                    | 374   |  | 374     |         | Income                 |

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|                        |    |         |    |         |    |         |    |        |
|------------------------|----|---------|----|---------|----|---------|----|--------|
| Total                  | \$ | 431,383 | \$ | 431,009 | \$ | 374     | \$ |        |
| <u>Liabilities:</u>    |    |         |    |         |    |         |    |        |
| Derivative liabilities | \$ | 179,585 | \$ |         | \$ | 124,404 | \$ | 55,181 |
|                        |    |         |    |         |    |         |    | Income |

Our cash and cash equivalents, along with our restricted cash and cash equivalents balances, consist largely of money market securities that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy. Our interest rate derivatives included in Level 2 consist of United States dollar denominated interest rate derivatives, and their fair values are determined by applying standard modeling techniques under the income approach to relevant market

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interest rates (cash rates, futures rates, swap rates) in effect at the period close to determine appropriate reset and discount rates and incorporates an assessment of the risk of non-performance by the interest rate derivative counterparty in valuing derivative assets and an evaluation of the Company's credit risk in valuing derivative liabilities.

Our interest rate derivatives included in Level 3 consist of United States dollar denominated interest rate swaps on Term Financing No. 1 with a guaranteed notional balance. The guaranteed notional balance has an upper notional band that matches the hedged debt and a lower notional band. The notional balance is guaranteed to match the hedged debt balance if the debt balance decreases within the upper and lower notional band. During the year ended December 31, 2010, we made supplemental principal payments on Term Financing No. 1 and the notional balance was adjusted to match the debt balance of Term Financing No. 1. The fair value of the interest rate derivative is determined based on the adjusted upper notional band using cash flows discounted at the relevant market interest rates in effect at the period close. It incorporates an assessment of the risk of non-performance by the interest rate derivative counterparty in valuing derivative assets and an evaluation of the Company's credit risk in valuing derivative liabilities. The range of the guaranteed notional between the upper and lower band represents an option that may not be exercised independently of the debt notional and is therefore valued based on unobservable market inputs.

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The following table reflects the activity for the classes of our assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2009 and 2010:

|  | <b>Assets<br/>Debt<br/>Investments</b> | <b>Liabilities<br/>Derivative<br/>Liabilities</b> |
|--|--|---|
| Balance as of December 31, 2008              | \$ 14,349                              | \$ (66,321)                                       |
| Transfers into Level 3                       |  |   |
| Transfers out of Level 3                     |  |   |
| Total gains/(losses), net:                   |  |   |
| Included in other income (expense)           |  | (580)   |
| Included in interest income                  | 469                                    |   |
| Included in interest expense                 |  | 36  |
| Included in other comprehensive income       | (2,536)                                | 27,958  |
| Purchases, issuances, sales and settlements: |  |   |
| Purchases                                    |  |   |
| Issuances                                    |  |   |
| Sales  | (8,495)                                |   |
| Settlements                                  | (3,787)                                |   |
| Balance as of December 31, 2009              |  | (38,907)  |
| Transfers into Level 3                       |  |   |
| Transfers out of Level 3                     |  |   |
| Total gains/(losses), net:                   |  |   |
| Included in other income (expense)           |  | (571)   |
| Included in interest expense                 |  | (154)   |
| Included in other comprehensive income       |  | (15,549)  |
| Purchases, issuances, sales and settlements: |  |   |
| Purchases                                    |  |   |
| Issuances                                    |  |   |
| Sales  |  |   |
| Settlements                                  |  |   |
| Balance as of December 31, 2010              | \$                                     | \$ (55,181)                                       |

We measure the fair value of certain assets and liabilities on a non-recurring basis, when US GAAP requires the application of fair value, including events or changes in circumstances that indicate that the carrying amounts of assets may not be recoverable. Assets subject to these measurements include aircraft. We record aircraft at fair value when we determine the carrying value may not be recoverable. Fair value measurements for aircraft in impairment tests are based on an income approach which uses level 3 inputs, which include the Company's assumptions and appraisal data as to future cash proceeds from leasing and selling aircraft.

In the year ended December 31, 2009, we recognized an impairment charge of \$18,211. The impairment related to two Boeing Model 737-300 aircraft and two Boeing Model 757-200 aircraft and was triggered by the early termination of leases and changes to estimated future cash flows. The Company received \$18,176, of which \$8,382 represented lease termination payments and \$9,794



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represented maintenance revenue from the previous lessees of these aircraft. These lease termination payments were recorded as other revenue during the year ended December 31, 2009.

In the year ended December 31, 2010, we recognized an impairment of \$7,342 related to one Boeing Model 737-300 aircraft and one Boeing Model 737-500 aircraft, triggered by the early termination of the lease for one aircraft, a signed forward sales agreement for the other aircraft and, for each, the change to estimated future cash flows. The Company recorded \$4,396 related to maintenance revenue from the previous lessees of the aircraft that is the subject of the forward sales agreement and \$1,765 related to maintenance revenue from the lessees of one aircraft.

Our financial instruments, other than cash, consist principally of cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, amounts borrowed under financings and interest rate derivatives. The fair value of cash, cash equivalents, restricted cash and cash equivalents, accounts receivable and accounts payable approximates the carrying value of these financial instruments because of their short term nature.

The fair values of our securitizations which contain third-party credit enhancements are estimated using a discounted cash flow analysis, based on our current incremental borrowing rates of borrowing arrangements that do not contain third-party credit enhancements. The fair values of our term debt financings are estimated using a discounted cash flow analysis, based on our current incremental borrowing rates for similar types of borrowing arrangements.

The carrying amounts and fair values of our financial instruments at December 31, 2009 and 2010 are as follows:

|  | <b>December 31, 2009</b>                                |  | <b>December 31, 2010</b>                                |  |
|--|---|--|---|--|
|  | <b>Carrying<br/>Amount<br/>of Asset<br/>(Liability)</b> | <b>Fair Value<br/>of Asset<br/>(Liability)</b> | <b>Carrying<br/>Amount<br/>of Asset<br/>(Liability)</b> | <b>Fair Value<br/>of Asset<br/>(Liability)</b> |
| Securitizations and term debt financings | (2,324,972)   | (2,037,718)                                    | (2,056,012)   | (1,829,277)                                    |
| ECA term financings                      | (139,588)   | (140,984)                                      | (267,311)   | (273,203)                                      |
| A330 PDP Facility                        |   |  | (88,487)  | (88,487)                                       |
| 2010-1 Notes                             |   |  | (296,148)   | (328,500)                                      |

**Note 3. Lease Rental Revenues and Flight Equipment Held for Lease**

Minimum future annual lease rentals contracted to be received under our existing operating leases of flight equipment at December 31, 2010 were as follows:

| <b>Year Ending December 31,</b> | <b>Amount</b> |
|---------------------------------|---------------|
| 2011                            | \$ 557,709    |
| 2012                            | 493,318       |
| 2013                            | 385,616       |
| 2014                            | 300,570       |

|            |              |
|------------|--------------|
| 2015       | 250,814      |
| Thereafter | 544,734      |
| Total      | \$ 2,532,761 |

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Geographic concentration of lease rental revenue earned from flight equipment held for lease was as follows:

| Region                 | Year Ended December 31, |      |      |
|------------------------|-------------------------|------|------|
|                        | 2008                    | 2009 | 2010 |
| Europe                 | 46%                     | 46%  | 45%  |
| Asia                   | 24%                     | 20%  | 21%  |
| North America          | 13%                     | 16%  | 15%  |
| Latin America          | 7%                      | 7%   | 9%   |
| Middle East and Africa | 10%                     | 11%  | 10%  |
| Total                  | 100%                    | 100% | 100% |

The classification of regions in the tables above and the table and discussion below is determined based on the principal location of the lessee of each aircraft.

For the year ended December 31, 2008, one customer accounted for 8% of lease rental revenues and two additional customers accounted for a combined 12% of lease rental revenues. No other customer accounted for more than 5% of lease rental revenues.

For the year ended December 31, 2009, one customer accounted for 9% of lease rental revenues and two additional customers accounted for a combined 13% of lease rental revenues. No other customer accounted for more than 5% of lease rental revenues.

For the year ended December 31, 2010, one customer accounted for 11% of lease rental revenues and two additional customers accounted for a combined 14% of lease rental revenues. No other customer accounted for more than 5% of lease rental revenues.

The following table sets forth revenue attributable to individual countries representing at least 10% of total revenue in any year based on each lessee's principal place of business for the years indicated:

| Country       | 2008      |                    | 2009      |                    | 2010      |                    |
|---------------|-----------|--------------------|-----------|--------------------|-----------|--------------------|
|               | Revenue   | % of Total Revenue | Revenue   | % of Total Revenue | Revenue   | % of Total Revenue |
| United States | \$ 55,610 | 10%                | \$ 65,662 | 12%                | \$ 66,847 | 13%                |
| Netherlands   | 57,693    | 10%                | 67,372    | 12%                | 56,057    | 11%                |
| China         |           | %                  |           | %                  | 60,181    | 11%                |

Geographic concentration of net book value of flight equipment held for lease was as follows:

| <b>Region</b>          | <b>December 31, 2009</b>          |                             | <b>December 31, 2010</b>          |                             |
|------------------------|-----------------------------------|-----------------------------|-----------------------------------|-----------------------------|
|                        | <b>Number<br/>of<br/>Aircraft</b> | <b>Net Book<br/>Value %</b> | <b>Number<br/>of<br/>Aircraft</b> | <b>Net Book<br/>Value %</b> |
| Europe                 | 58                                | 46%                         | 66                                | 46%                         |
| Asia                   | 30 <sup>(1)</sup>                 | 20%                         | 35                                | 26%                         |
| North America          | 15                                | 12%                         | 14                                | 10%                         |
| Latin America          | 10                                | 9%                          | 11                                | 8%                          |
| Middle East and Africa | 13                                | 12%                         | 10                                | 10%                         |
| Off-lease              | 3 <sup>(2)</sup>                  | 1%                          |                                   | %                           |
| Total                  | 129                               | 100%                        | 136                               | 100%                        |

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- (1) Includes one Boeing Model 737-400 aircraft which was being converted to freighter configuration and for which we had an executed lease with a carrier in Asia post-conversion and which we delivered in the first quarter of 2010.
- (2) Includes one Boeing Model 737-300 aircraft which was returned to us on a consensual early lease termination in the third quarter of 2009 and which was delivered to a customer on lease in the second quarter of 2010 and two Boeing Model 757-200 aircraft which were returned to us early on a consensual basis in the third quarter of 2009, one of which was sold in the second quarter of 2010 and the other which was sold in the third quarter of 2010.

The following table sets forth net book value of flight equipment attributable to individual countries representing at least 10% of total assets based on each lessee's principal place of business as of:

| Country              | December 31, 2009 |                  |                   | December 31, 2010 |                  |                   |
|----------------------|-------------------|------------------|-------------------|-------------------|------------------|-------------------|
|                      | Net Book Value    | Net Book Value % | Number of Lessees | Net Book Value    | Net Book Value % | Number of Lessees |
| China <sup>(a)</sup> | \$                |                  |                   | \$ 518,545        | 13%              | 5                 |
| Netherlands          | 435,796           | 11%              | 3                 | 410,086           | 10%              | 3                 |

(a) The net book value of flight equipment attributable to China was less than 10% as of December 31, 2009.

At December 31, 2009 and 2010, the amounts of lease incentive liabilities recorded in maintenance payments on the consolidated balance sheets were \$14,859 and \$26,536, respectively.

At December 31, 2009 and 2010, the amounts of prepaid lease incentives and lease premiums, net of amortization, recorded in other assets on the consolidated balance sheets were \$10,451 and \$9,115 respectively.

#### **Note 4. Variable Interest Entities**

As described in Note 1 – Summary of Significant Accounting Policies, effective January 1, 2010 ASU 2009-17 provided additional guidance for determining when to consolidate certain entities in which the investors do not have the characteristics of a controlling financial interest or the total equity investment at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support by any parties, including equity holders.

Aircastle consolidates seven VIEs of which it is the primary beneficiary. ACS Aircraft Finance Ireland plc ( ACS Ireland ), ACS Aircraft Finance Ireland 2 Limited ( ACS Ireland 2 ), ACS Ireland 3 Limited ( ACS Ireland 3 ), Air Knight 1 Leasing Limited ( Air Knight 1 ), Air Knight 2 Leasing Limited ( Air Knight 2 ), Air Knight 3 Leasing Limited ( Air Knight 3 ) and Air Knight 4 Leasing Limited ( Air Knight 4 ). The operating activities of these VIEs are limited to acquiring, owning, leasing, maintaining, operating and, under certain circumstances, selling the nineteen aircraft discussed below.

*Securitizations and Term Financing*

In connection with Securitization No. 1, two of our subsidiaries, ACS Ireland and ACS Aircraft Finance Bermuda Limited ( ACS Bermuda ) issued Class A-1 notes and each has fully and unconditionally guaranteed the other's obligations under the notes. In connection with Securitization No. 2, two of our subsidiaries, ACS Ireland 2 and ACS 2007-1 Limited ( ACS Bermuda 2 ) issued Class A-1 notes and each has fully and unconditionally guaranteed the other's obligations under the notes. In

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connection with Term Financing No. 1, two of our subsidiaries, ACS Ireland 3 and ACS 2008-1 Limited ( ACS Bermuda 3 ) entered into a seven year term debt facility and each has fully and unconditionally guaranteed the other's obligations under the term debt facility. ACS Bermuda, ACS Bermuda 2 and ACS Bermuda 3 are collectively referred to as the ACS Bermuda Group . At December 31, 2010, the assets of the three VIEs include fifteen aircraft transferred into the VIEs at historical cost basis in connection with Securitization No. 1, Securitization No. 2 and Term Financing No. 1.

Aircastle is the primary beneficiary of ACS Ireland, ACS Ireland 2 and ACS Ireland 3 (collectively, the ACS Ireland VIEs ) as we have both the power to direct the activities of the VIEs that most significantly impact the economic performance of such VIEs and we bear the significant risk of loss and participate in gains through Class E-1 Securities. Although Aircastle has not guaranteed the ACS Ireland VIEs debt, Aircastle wholly owns the ACS Bermuda Group which has fully and unconditionally guaranteed the ACS Ireland VIEs obligations. The activity that most significantly impacts the economic performance is the leasing of aircraft. Aircastle Advisor (Ireland) Limited (Aircastle's wholly owned subsidiary) is the Remarketing Servicer and is responsible for the leasing of the aircraft. An Irish charitable trust owns 95% of the common shares of the ACS Ireland VIEs. The Irish charitable trust's risk is limited to its annual dividend of \$2 per VIE.

The combined assets of the ACS Ireland VIEs as of December 31, 2010 are \$468,072. The combined liabilities of the ACS Ireland VIEs, net of \$96,016 Class E-1 Securities held by the Company which is eliminated in consolidation, as of December 31, 2010 are \$421,846.

*ECA Term Financings*

Air Knight 1, Air Knight 2, Air Knight 3 and Air Knight 4 (collectively, the Air Knight VIEs ) entered into four different twelve-year term loans, two with Citibank International Plc, one with Calyon and one with The Bank of Tokyo Mitsubishi UFJ, LTD, all of which are supported by a guarantee from Compagnie Francaise d Assurance pour le Commerce Extérieur, ( COFACE ), the French government sponsored export credit agency ( ECA ), for the financing of four new Airbus Model A330-200 aircraft. The Air Knight VIEs are owned by a charitable trust. We refer to these COFACE-supported financings as ECA Term Financings.

Aircastle is the primary beneficiary of the Air Knight VIEs as we have the power to direct the activities of the VIEs that most significantly impact the economic performance of such VIEs and we bear the significant risk of loss and participate in gains through a finance lease. The activity that most significantly impacts the economic performance is the leasing of aircraft of which Aircastle Advisor LLC (Aircastle's wholly owned subsidiary) is the Servicer and is responsible for the leasing of the aircraft. There is a cross collateralization guarantee between the Air Knight VIEs. In addition, Aircastle guarantees the debt of the Air Knight VIEs.

The only assets that the Air Knight VIEs have on their books are financing leases that are eliminated in the consolidated financial statements. The related aircraft are included in our flight equipment held for lease balance. The consolidated liabilities of the Air Knight VIEs as of December 31, 2010 are \$289,547.

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**Note 5. Borrowings from Secured and Unsecured Debt Financings**

The outstanding amounts of our secured and unsecured term debt financings were as follows:

| Debt Obligation                             | At<br>December 31,<br>2009 |                           | At December 31, 2010         |   |
|---|----------------------------|---------------------------|------------------------------|---|
|   | Outstanding<br>Borrowings  | Outstanding<br>Borrowings | Interest Rate <sup>(1)</sup> | Final Stated<br>Maturity <sup>(2)</sup> |
| <b>Secured Debt Financings:</b>             |                            |                           |                              |   |
| Securitization No. 1                        | \$ 436,091                 | \$ 415,103                | 0.53%                        | 6/20/31                                 |
| Securitization No. 2                        | 1,061,566                  | 997,713                   | 0.53%                        | 6/14/37                                 |
| Term Financing No. 1                        | 708,710                    | 643,196                   | 2.02%                        | 05/02/15                                |
| Term Financing No. 2                        | 118,605                    |                           | N/A                          | N/A                                     |
| ECA Term Financings                         | 139,588                    | 267,311                   | 2.65% to 4.48%               | 5/27/21 to<br>11/03/22                  |
| A330 PDP Facility                           |                            | 88,487                    | 2.76%                        | 12/01/11 <sup>(3)</sup>                 |
| Total secured debt financings               | 2,464,560                  | 2,411,810                 |                              |   |
| <b>Unsecured Debt Financings:</b>           |                            |                           |                              |   |
| 2010-1 Notes                                |                            | 296,148                   | 9.75%                        | 08/01/18                                |
| 2010 Revolving Credit Facility              |                            |                           | N/A                          | 09/28/13                                |
| Total unsecured debt financings             |                            | 296,148                   |                              |   |
| Total secured and unsecured debt financings | \$ 2,464,560               | \$ 2,707,958              |                              |   |

(1) Reflects floating rate in effect at the applicable reset date except for the ECA Term Financings, which are fixed rate.

(2) For Securitization No. 1, Securitization No. 2 and Term Financing No. 1, all cash flows available after expenses and interest will be applied to debt amortization, if the debt is not refinanced by June 2011, June 2012, and May 2013, respectively.

(3) Reflects the last scheduled delivery month for the six relevant new Airbus A330-200 delivery positions. The final maturity date is the earlier of the aircraft delivery date or nine months after the scheduled delivery month for the last scheduled delivery position.



The following securitizations and term debt financing structures include liquidity facility commitments described in the table below:

| Facility                | Liquidity<br>Facility Provider | Available Liquidity  |                      | Unused<br>Fee | Interest Rate<br>on any Advances |
|-------------------------|--------------------------------|----------------------|----------------------|---------------|----------------------------------|
|                         |                                | December 31,<br>2009 | December 31,<br>2010 |               |                                  |
| Securitization No. 1    | Calyon<br>HSH Nordbank         | \$ 42,000            | \$ 42,000            | 0.45%         | 1M Libor + 1.00%                 |
| Securitization No. 2    | AG <sup>(1)</sup>              | 79,617               | 74,828               | 0.50%         | 1M Libor + 0.75%                 |
| Term Financing<br>No. 1 | Calyon                         | 14,174               | 12,864               | 0.60%         | 1M Libor + 1.20%                 |

(1) Following a ratings downgrade with respect to the liquidity facility provider in May 2009, the liquidity facility was drawn and the proceeds, or permitted investments thereof, remain available to provide liquidity if required. Amounts drawn following a ratings downgrade with respect to the

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liquidity facility provider do not bear interest; however, net investment earnings will be paid to the liquidity facility provider and the unused fee continues to apply.

The purpose of these facilities is to provide liquidity for the relevant securitization or term financing in the event that cash flow from lease contracts and other revenue sources is not sufficient to pay operating expenses with respect to the relevant aircraft portfolio, interest payments and interest rate hedging payments for the relevant securitization or term debt financings. These liquidity facilities are generally 364-day commitments of the liquidity provider and may be extended prior to expiry. If a facility is not extended, or in certain circumstances if the short-term credit rating of the liquidity provider is downgraded, the relevant securitization or term financing documents require that the liquidity facility is drawn and the proceeds of the drawing placed on deposit so that such amounts may be available, if needed, to provide liquidity advances for the relevant securitization or term financing. Downgrade or non-extension drawings are generally not required to be repaid to the liquidity facility provider until 15 days after final maturity of the securitization or term financing debt. In the case of the liquidity facilities for Securitization No. 1 and Term Financing No. 1, the required amount of the facilities reduce over time as the principal balance of the debt amortizes, with the Securitization No. 2 liquidity facility having a minimum required amount of \$65,000.

In May 2009, we were notified of a short-term credit rating downgrade of the liquidity facility provider for Securitization No. 2, HSH Nordbank AG. This downgrade required a drawing of the liquidity facility in cash, which was deposited in a liquidity facility deposit account and held as cash collateral. HSH Nordbank AG directs the investment of this restricted cash into AAA-rated investments. Accordingly, the restricted cash is recorded as an asset on our consolidated balance sheet as Restricted liquidity facility collateral. In addition, the commitment to repay the Securitization No. 2 liquidity facility is recorded as a liability on our consolidated balance sheet as Liquidity facility. As of December 31, 2010, the liquidity facilities for Securitization No. 1 and Term Financing No. 1 remain undrawn.

**Secured Debt Financings:**

*Securitization No. 1*

On June 15, 2006, we completed our first securitization, a \$560,000 transaction comprised of 40 aircraft and related leases, which we refer to as Securitization No. 1. In connection with Securitization No. 1, two of our subsidiaries, ACS Ireland and ACS Aircraft Finance Bermuda Limited ( ACS Bermuda ), which we refer to together with their subsidiaries as the ACS 1 Group, issued \$560,000 of Class A-1 notes, or the ACS 1 Notes to the ACS 2006-1 Pass Through Trust, or the ACS 1 Trust. The ACS 1 Trust simultaneously issued a single class of Class G-1 pass through trust certificates, or the ACS 1 Certificates, representing undivided fractional interests in the notes. Payments on the ACS 1 Notes will be passed through to holders of the ACS 1 certificates. The ACS 1 Notes are secured by ownership interests in aircraft-owning subsidiaries of ACS Bermuda and ACS Ireland and the aircraft leases, cash, rights under service agreements and any other assets they may hold. Each of ACS Bermuda and ACS Ireland has fully and unconditionally guaranteed the other's obligations under the notes. However, the ACS 1 Notes are neither obligations of, nor guaranteed by, Aircastle Limited. The ACS 1 Notes mature on June 20, 2031.

The terms of Securitization No. 1 require the ACS 1 Group to satisfy certain financial covenants, including the maintenance of debt service coverage ratios. The ACS 1 Group's compliance with these covenants depends substantially upon the timely receipt of lease payments from its lessees. In particular, during the first five years from issuance, Securitization No. 1 has an amortization schedule that requires that lease payments be applied to reduce the outstanding principal balance of the



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indebtedness so that such balance remains at 54.8% of the assumed future depreciated value of the portfolio. If the debt service coverage ratio requirement of 1.70 is not met on two consecutive monthly payment dates during the fourth and fifth year following the closing date of Securitization No. 1 (beginning June 15, 2009), all excess securitization cash flow is required to be used to reduce the principal balance of the indebtedness and will not be available to us for other purposes, including paying dividends to our shareholders.

The ACS 1 Notes provide for monthly payments of interest at a floating rate of one-month LIBOR plus 0.27%, and scheduled payments of principal. Financial Guaranty Insurance Company ( FGIC ) issued a financial guaranty insurance policy to support the payment of interest when due on the ACS 1 Certificates and the payment, on the final distribution date, of the outstanding principal amount of the ACS 1 Certificates. The downgrade in the rating of FGIC did not result in a change in any of the rights or obligations of the parties to Securitization No. 1. If FGIC were to become insolvent, it would lose certain consent rights under the financing documents, but it would retain its consent rights in respect of proposed aircraft sales, and the policy premiums would continue to be payable.

We have entered into a series of interest rate hedging contracts intended to hedge the interest rate exposure associated with issuing floating-rate obligations backed by primarily fixed-rate lease assets. Obligations owed to the hedge counterparty under these contracts are secured on a pari passu basis with the same collateral that secures the ACS 1 Notes and, accordingly, the ACS 1 Group has no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

*Securitization No. 2*

On June 8, 2007, we completed our second securitization, a \$1,170,000 transaction comprising 59 aircraft and related leases, which we refer to as Securitization No. 2 . In connection with Securitization No. 2, two of our subsidiaries, ACS Ireland 2 and ACS 2007-1 Limited ( ACS Bermuda 2 ), to which we refer together with their subsidiaries as the ACS 2 Group issued \$1,170,000 of Class A notes, or the ACS 2 Notes , to the ACS 2007-1 Pass Through Trust, or the ACS 2 Trust. The ACS 2 Trust simultaneously issued a single class of Class G-1 pass through trust certificates, or the ACS 2 Certificates, representing undivided fractional interests in the ACS 2 Notes. Payments on the ACS 2 Notes will be passed through to the holders of the ACS 2 Certificates. The ACS 2 Notes are secured by ownership in aircraft owning subsidiaries of ACS Bermuda 2 and ACS Ireland 2 and the aircraft leases, cash, rights under service agreements and any other assets they may hold. Each of ACS Bermuda 2 and ACS Ireland 2 has fully and unconditionally guaranteed the other s obligations under the ACS 2 Notes. However, the ACS 2 Notes are neither obligations of, nor guaranteed by, Aircastle Limited. The ACS 2 Notes mature on June 14, 2037.

The terms of Securitization No. 2 require the ACS 2 Group to satisfy certain financial covenants, including the maintenance of debt service coverage ratios. The ACS 2 Group s compliance with these covenants depends substantially upon the timely receipt of lease payments from its lessees. In particular, during the first five years from issuance, Securitization No. 2 has an amortization schedule that requires that lease payments be applied to reduce the outstanding principal balance of the indebtedness so that such balance remains at 60.6% of an assumed value of the 54 aircraft securing the ACS 2 Notes, reduced over time by an assumed amount of depreciation. If the debt service coverage ratio requirement of 1.70 is not met on two consecutive monthly payment dates in the fourth and fifth year following the closing date of Securitization No. 2 (beginning June 8, 2010), all excess securitization cash flow is required to be used to reduce the principal balance of the indebtedness and will not be available to us for other purposes, including paying dividends to our shareholders.



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The ACS 2 Notes provide for monthly payments of interest at a floating rate of one-month LIBOR plus 0.26%, and scheduled payments of principal. FGIC issued a financial guaranty insurance policy to support the payment of interest when due on the ACS 2 Certificates and the payment, on the final distribution date, of the outstanding principal amount of the ACS 2 Certificates. The downgrade in the rating of FGIC did not result in any change in the rights or obligations of the parties to Securitization No. 2. If FGIC were to become insolvent, it would lose certain consent rights under the financing documents, but it would retain its consent rights in respect of proposed aircraft sales, and the policy premiums would continue to be payable.

We have entered into a series of interest rate hedging contracts intended to hedge the interest rate exposure associated with issuing floating-rate obligations backed by primarily fixed-rate lease assets. Obligations owed to the hedge counterparty under these contracts are secured on a pari passu basis with the same collateral that secures the ACS 2 Notes and, accordingly, the ACS 2 Group has no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

*Term Financing No. 1*

On May 2, 2008 two of our subsidiaries, ACS Ireland 3 and ACS 2008-1 Limited ( ACS Bermuda 3 ), which we refer to together with their subsidiaries as the ACS 3 Group, entered into a seven year, \$786,135 term debt facility, which we refer to as Term Financing No. 1, to finance a portfolio of 28 aircraft, or the Term Financing No. 1 Portfolio. The loans under Term Financing No. 1 are secured by, among other things, first priority security interests in, and pledges or assignments of ownership interests in, the aircraft-owning and other subsidiaries which are part of the financing structure, as well as by interests in aircraft leases, cash collections and other rights and properties they may hold. However, the loans are neither obligations of, nor guaranteed by, Aircastle Limited. The loans mature on May 2, 2015.

We generally retained the right to receive future cash flows after the payment of claims that are senior to our rights, including, but not limited to, payment of expenses related to the Term Financing No. 1 Portfolio, fees of administration and fees and expenses of service providers, interest and principal on the loans, amounts owed to interest rate hedge providers and amounts, if any, owed to the liquidity provider for previously unreimbursed advances. We are entitled to receive these excess cash flows until May 2, 2013, subject to confirmed compliance with the Term Financing No. 1 loan documents. After that date, all excess cash flows will be applied to the prepayment of the principal balance of the loans.

The loans provide for monthly payments of interest on a floating rate basis at a rate of one-month LIBOR plus 1.75% and scheduled payments of principal, which during the first five years will equal approximately \$48.9 million per year. The loans may be prepaid upon notice, subject to certain conditions, and the payment of expenses, if any, and the payment of a prepayment premium on amounts prepaid on or before May 2, 2010. We entered into interest rate hedging arrangements with respect to a substantial portion of the principal balance of the loans under Term Financing No. 1 in order to effectively pay interest at a fixed rate on a substantial portion of the loans. Obligations owed to hedge counterparties under these contracts are secured on a pari passu basis by the same collateral that secures the loans under Term Financing No. 1 and, accordingly, there is no obligation to pledge cash collateral to secure any loss in value of the hedging contracts if interest rates fall.

Term Financing No. 1 requires compliance with certain financial covenants in order to continue to receive excess cash flows, including the maintenance of loan to value and debt service coverage ratios. If the loan to value ratio exceeds

75%, all excess cash flows will be applied to prepay the principal balance of the loans until such time as the loan to value ratio falls below 75%. In addition, debt service

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coverage must be maintained at a minimum of 1.32. If the debt service coverage ratio requirements are not met on two consecutive monthly payment dates, all excess cash flows will thereafter be applied to prepay the principal balance of the loans until such time as the debt service coverage ratio exceeds the minimum level. Compliance with these covenants depends substantially upon the appraised value of the aircraft securing Term Financing No. 1 and the timely receipt of lease payments from their lessees. We refer to any prepayments of principal following noncompliance with the loan to value or debt service coverage ratios as Supplemental Principal Payments.

A maintenance-adjusted appraisal of Term Financing No. 1 Portfolio must be completed each year, before a date in early May by a specified appraiser. To determine the maintenance-adjusted values, the appraiser applies upward or downward adjustments of its half-life current market values for the aircraft in the Term Financing No. 1 Portfolio based upon the maintenance status of the airframe, engines, landing gear and auxiliary power unit, or APU, and applies certain other upward or downward adjustments for equipment and capabilities and for utilization. Compliance with the loan to value ratio is measured each month by comparing the 75% minimum ratio against the most recently completed maintenance-adjusted appraised value, less 0.5% for each month since such appraisal was provided to the lenders, plus 75% of the cash maintenance reserve balance held on deposit for the Term Financing No. 1 Portfolio. In June 2010, we amended the loan documents for Term Financing No. 1 so that 75% of the stated amount of qualifying letters of credit held for maintenance events would be taken into account in the loan to value test. Noncompliance with the loan to value ratio will require us to make Supplemental Principal Payments but will not by itself result in a default under Term Financing No. 1.

In March 2010, we completed the maintenance-adjusted appraisal for the Term Financing No. 1 Portfolio and determined that our loan to value ratio on the April 2010 payment date was approximately 78%. During the second quarter of 2010, we made supplemental principal payments of \$11,496.

In March 2011, we completed the annual maintenance-adjusted appraisal for the Term Financing No. 1 Portfolio and determined that we expect to be in compliance with the loan to value ratio on the April 2011 payment date.

*Term Financing No. 2*

The outstanding principal balance of Term Financing No. 2 in the amount of \$103,196, plus accrued interest, loan breakage fees, interest rate derivative breakage fees of \$3,586, and accrued interest on the terminated interest rate derivative, was repaid in full, and no further amounts may be drawn thereunder, from the proceeds of the 2010-1 Notes on August 12, 2010. During the third quarter of 2010, we wrote-off \$1,859 of deferred financing fees, which is reflected in interest expense on the consolidated statement of income.

*ECA Term Financings*

In May 2009, we entered into a twelve-year \$70,916 term loan with Citibank International Plc which is supported by a guarantee from Compagnie Francaise d Assurance pour le Commerce Exterieur, or COFACE, the French government sponsored export credit agency, or ECA, for the financing of a new Airbus Model A330-200 aircraft. The borrowing under this financing bears a fixed rate of interest equal to 4.475%. In December 2009, we entered into a twelve-year \$71,313 term loan with Calyon, which is also supported by a guarantee from COFACE, for the financing of a new Airbus Model A330-200 aircraft. The borrowing under this financing bears a fixed rate of interest equal to 3.96%. In August 2010, we entered into a twelve-year \$68,967 term loan with Citibank N.A. which is supported by a guarantee from COFACE for the financing of a new Airbus Model A330-200F freighter aircraft. The borrowing under this



financing bears a fixed rate of interest equal to 2.645%. In November 2010, we

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entered into a twelve-year \$69,328 term loan with The Bank of Tokyo Mitsubishi UFJ, LTD which is supported by a guarantee from COFACE for the financing of a new Airbus Model A330-200F freighter aircraft. The borrowing under this financing bears a fixed rate of interest equal to 2.685%. We refer to these COFACE-supported financings as ECA Term Financings .

The obligations outstanding under the ECA Term Financings are secured by, among other things, a mortgage over the aircraft and a pledge of our ownership interest in our subsidiary company that leases the aircraft to the operator. The ECA Term Financings documents contain a \$500,000 minimum net worth covenant for Aircastle Limited, as well as a material adverse change default and cross default to any other recourse obligation of Aircastle Limited, and other terms and conditions customary for ECA-supported financings being completed at this time. In addition, Aircastle Limited has guaranteed the repayment of the ECA Term Financings.

*A330 PDP Facility*

In June 2010, one of our subsidiaries entered into a \$108,500 loan facility to finance a portion of the pre-delivery payments ( PDP ) on six new Airbus Model A330-200 aircraft to be acquired under the Airbus A330 acquisition agreement (the Airbus A330 Agreement ). See Note 11. Commitments and Contingencies. We refer to this loan facility as the A330 PDP Facility . The loans are secured by, among other things, an assignment of certain rights under the Airbus A330 Agreement and an assignment of the lease agreement for each aircraft and are guaranteed by Aircastle Limited.

Loans under the A330 PDP Facility bear interest on a floating rate basis of one-month Libor plus 2.50% per annum and are payable monthly in arrears following the initial drawdown on the outstanding balance of the facility. The loans are subject to a commitment fee of 0.25% per annum, payable quarterly in arrears, on the undrawn portion of the facility. The facility may be prepaid without penalty, subject to certain customary conditions. Each loan is payable in full on the delivery date of the relevant aircraft. There are no financial covenants associated with this facility.

*A330 SLB Facility*

In July 2010, one of our subsidiaries entered into a \$75,000 secured credit facility, which we refer to as the A330 SLB Facility, with Citicorp North America Inc., to finance the acquisition of three used Airbus Model A330-200 passenger configuration aircraft during the third quarter of 2010 from Sri Lankan Airlines in a sale-leaseback transaction. On July 26, 2010, the first of the three sale-leaseback transactions closed and we borrowed \$25,000 under the facility. The outstanding balance in the amount of \$25,000 plus accrued interest was repaid in full from the proceeds of the 2010-1 Notes on August 3, 2010 and no further amounts may be drawn thereunder. During the third quarter of 2010, we wrote-off \$612 of deferred financing fees which is reflected in interest expense on the consolidated statement of income.

**Unsecured Debt Financings:**

*2010-1 Notes*

On July 30, 2010, Aircastle Limited issued \$300,000 aggregate principal amount of 9.75% Senior Notes due 2018, which we refer to as the 2010-1 Notes , pursuant to an Indenture, dated as of July 30, 2010, between Aircastle Limited and Wells Fargo Bank, National Association, as trustee. The 2010-1 Notes were issued at 98.645% of par for an

effective interest rate of 10.00% and were offered only to qualified institutional buyers and buyers outside the United States in accordance with Rule 144A and Regulation S, respectively, under the Securities Act of 1933. The 2010-1 Notes will mature on August 1, 2018 and bear interest at the rate of 9.75% per annum, payable semi-annually in arrears on February 1

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and August 1, commencing on February 1, 2011 to holders of record on the immediately preceding January 15 and July 15.

The Company may redeem all or a portion of the 2010-1 Notes at any time on or after August 1, 2014 at a premium decreasing ratably to zero, plus accrued and unpaid interest. In addition, prior to August 1, 2013 the Company may redeem up to 35% of the aggregate principal amount of the 2010-1 Notes with the net cash proceeds of certain equity offerings at a redemption price equal to 109.75%, plus accrued and unpaid interest. If the Company undergoes a change of control, it must offer to repurchase the 2010-1 Notes at 101% of the principal amount, plus accrued and unpaid interest. The 2010-1 Notes are the Company's unsecured senior obligations and rank equally in right of payment with all of the Company's existing and future senior debt and rank senior in right of payment to all of the Company's existing and future subordinated debt. The 2010-1 Notes are effectively junior in right of payment to all of the Company's existing and future secured debt to the extent of the assets securing such debt, and to any existing and future liabilities of the Company's subsidiaries. The 2010-1 Notes are not guaranteed by any of the Company's subsidiaries or any third party.

We used a portion of the net proceeds from the 2010-1 Notes to repay all of the outstanding indebtedness under our Term Financing No. 2 and our A330 SLB Facility and for general corporate purposes, including the purchase of aviation assets.

On September 24, 2010, the 2010-1 Notes were registered by the Company with the U.S. Securities Exchange Commission and in October 2010 we completed the exchange of all outstanding unregistered 2010-1 Notes. The registered notes have terms that are substantially identical to the privately placed notes.

*2010 Revolving Credit Facility*

On September 28, 2010, the Company entered into a three-year \$50,000 senior unsecured revolving credit facility with a group of banks, which we refer to as the 2010 Revolving Credit Facility. The 2010 Revolving Credit Facility provides loans in amounts up to \$50,000 for working capital and other general corporate purposes. We have not drawn on the 2010 Revolving Credit Facility as of December 31, 2010.

The weighted average interest rates for our credit facilities at December 31, 2008, 2009 and 2010 were 0%, 0% and 0%, respectively.

Maturities of the secured and unsecured debt financings over the next five years and thereafter are as follows:

|            |    |                        |
|------------|----|------------------------|
| 2011       | \$ | 302,223 <sup>(1)</sup> |
| 2012       |    | 223,782                |
| 2013       |    | 301,047                |
| 2014       |    | 316,885                |
| 2015       |    | 635,234                |
| Thereafter |    | 932,639                |
| Total      | \$ | 2,711,810              |

(1) Includes repayments of \$57,549 in 2011 related to contracted sales for six aircraft in 2011.

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**Note 6. Shareholders Equity and Share Based Payment**

In January 2006, the board of directors (the Board) and the Fortress Shareholders adopted the Aircastle Investment Limited 2005 Equity and Incentive Plan, and the Board and the Fortress Shareholders approved an amendment to and restatement thereof on July 20, 2006 (as so amended and restated, the 2005 Plan). The purpose of the 2005 Plan is to provide additional incentive to selected management employees. The 2005 Plan provides that the Company may grant (a) share options, (b) share appreciation rights, (c) awards of restricted common shares, deferred shares, performance shares, unrestricted shares or other share-based awards, or (d) any combination of the foregoing. Four million shares were reserved under the 2005 Plan, increasing by 100,000 each year beginning in 2007 through and including 2016. The 2005 Plan provides that grantees of restricted common shares will have all of the rights of shareholders, including the right to receive dividends, other than the right to sell, transfer, assign or otherwise dispose of the shares until the lapse of the restricted period. Generally, the restricted common shares vest over three or five year periods based on continued service and are being expensed on a straight line basis over the requisite service period of the awards. The terms of the grants provide for accelerated vesting under certain circumstances, including termination without cause following a change of control.

In July 2010, Aircastle Limited entered into an amended employment agreement with an executive officer of the Company and in December 2010, the Company entered into amended employment agreements with two other executive officers of the Company. Under these amended employment agreements, the Company has agreed to amend certain restricted share award agreements previously entered into with these executive officers to provide for an accelerated vesting schedule for certain unvested restricted shares granted under their respective previous employment agreements. The effect of such amendments is to increase the number of common shares of the Company vesting in 2010 by 27,993 shares, in 2011 by 87,208 shares and in 2012 by 5,833 shares. Consequently, the number of common shares vesting in 2012 through 2014 will be reduced by a total of 121,034 shares. During the year ended December 31, 2010, we recorded an additional \$1,252 of share based payment expense to account for the accelerated vesting.

In December 2010, the Company granted 125,000 restricted common shares with a total fair value of \$1,293 to an executive officer of the company. The restricted common shares granted had a grant price of \$10.34 per share and will vest over five years at 20% per year.

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A summary of the fair value of non-vested shares for the years ended December 31, 2008, 2009 and 2010 is as follows:

| <b>Non vested Shares</b>        | <b>Shares<br/>(in 000 s)</b> | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value</b> | <b>Fair Value of<br/>Non-vested<br/>Shares at<br/>Grant Date</b> |
|---------------------------------|------------------------------|---|--|
| Non-vested at January 1, 2008   | 1,060.6                      | \$ 22.89  | \$ 24,281  |
| Granted                         | 85.0                         | 14.84   | 1,262  |
| Cancelled                       | (0.6)                        | 28.89   | (17)   |
| Vested                          | (238.2)                      | 18.91   | (4,504)  |
| Non-vested at December 31, 2008 | 906.8                        | 23.18   | 21,022   |
| Granted                         | 1,069.4                      | 5.97  | 6,386  |
| Cancelled                       | (0.3)                        | 28.89   | (9)  |
| Vested                          | (297.7)                      | 20.30   | (6,044)  |
| Non-vested at December 31, 2009 | 1,678.2                      | 12.73   | 21,355   |
| Granted                         | 205.1                        | 10.14   | 2,080  |
| Cancelled                       | (7.1)                        | 9.62  | (69)   |
| Vested                          | (712.5)                      | 14.15   | (10,079)   |
| Non-vested at December 31, 2010 | 1,163.7                      | \$ 11.42  | \$ 13,287  |

The fair value of the restricted common shares granted in 2008, 2009 and 2010 were determined based upon the market price of the shares at the grant date.

The total unrecognized compensation cost, adjusted for estimated forfeitures, related to all non-vested shares as of December 31, 2010, in the amount of \$6,863, is expected to be recognized over a weighted average period of 1.47 years.

In March 2011, the Company's Board of Directors authorized the repurchase of up to \$60,000 of the Company's common shares. Under the program, the Company may purchase its common shares from time to time in the open market or in privately negotiated transactions. The amount and timing of the purchases will depend on a number of factors including the price and availability of the Company's common shares, trading volume and general market conditions. The Company may also from time to time establish a trading plan under Rule 10b5-1 of the Securities Exchange Act of 1934 to facilitate purchases of its common shares under this authorization.

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**Note 7. Dividends**

The following table sets forth the quarterly dividends declared by our Board of Directors for the three years ended December 31, 2010:

| Declaration Date   | Dividend<br>per<br>Common<br>Share | Aggregate<br>Dividend<br>Amount | Record Date           | Payment Date     |
|--------------------|------------------------------------|---------------------------------|-----------------------|------------------|
| December 11, 2007  | \$ 0.70                            | \$ 55,004                       | December 31, 2007     | January 15, 2008 |
| March 24, 2008     | \$ 0.25                            | 19,640                          | March 31, 2008        | April 15, 2008   |
| June 11, 2008      | \$ 0.25                            | 19,647                          | June 30, 2008         | July 15, 2008    |
| September 11, 2008 | \$ 0.25                            | 19,655                          | September 30,<br>2008 | October 15, 2008 |
| December 22, 2008  | \$ 0.10                            | 7,862                           | December 31, 2008     | January 15, 2009 |
| March 13, 2009     | \$ 0.10                            | 7,923                           | March 31, 2009        | April 15, 2009   |
| June 10, 2009      | \$ 0.10                            | 7,923                           | June 30, 2009         | July 15, 2009    |
| September 10, 2009 | \$ 0.10                            | 7,924                           | September 30,<br>2009 | October 15, 2009 |
| December 14, 2009  | \$ 0.10                            | 7,955                           | December 31, 2009     | January 15, 2010 |
| March 12, 2010     | \$ 0.10                            | 7,951                           | March 31, 2010        | April 15, 2010   |
| May 25, 2010       | \$ 0.10                            | 7,947                           | June 30, 2010         | July 15, 2010    |
| September 21, 2010 | \$ 0.10                            | 7,947                           | September 30,<br>2010 | October 15, 2010 |
| December 6, 2010   | \$ 0.10                            | 7,964                           | December 31, 2010     | January 14, 2011 |

**Note 8. Earnings Per Share**

ASC 260 *Earnings Per Share*, requires us to include all common shares granted under our incentive compensation plan which remain unvested ( restricted common shares ) and contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid ( participating securities ), in the number of shares outstanding in our basic and diluted EPS calculations using the two-class method. All of our restricted common shares are currently participating securities.

Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings allocated to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, distributed and undistributed earnings are allocated to both common shares and restricted common shares based on the total weighted average shares outstanding during the period as follows:

| Year Ended December 31, |      |      |
|-------------------------|------|------|
| 2008                    | 2009 | 2010 |



|   |            |            |            |
|---|------------|------------|------------|
| <b>Weighted-average shares:</b>               |            |            |            |
| Common shares outstanding                     | 77,750,136 | 77,986,155 | 78,488,031 |
| Restricted common shares                      | 895,978    | 1,317,547  | 1,118,542  |
| Total weighted-average shares                 | 78,646,114 | 79,303,702 | 79,606,573 |
| <b>Percentage of weighted-average shares:</b> |            |            |            |
| Common shares outstanding                     | 98.86%     | 98.34%     | 98.59%     |
| Restricted common shares                      | 1.14%      | 1.66%      | 1.41%      |
| Total   | 100.00%    | 100.00%    | 100.00%    |

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The calculations of both basic and diluted earnings per share for the years ended December 31, 2008, 2009 and 2010 are as follows:

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| <b>Earnings per common share Basic:</b>   |                                |             |             |
| Income from continuing operations   | \$ 115,291                     | \$ 102,492  | \$ 65,816   |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (1,313)                        | (1,703)     | (925)       |
| Income from continuing operations available to common shareholders Basic                          | \$ 113,978                     | \$ 100,789  | \$ 64,891   |
| Weighted-average common shares outstanding Basic  | 77,750,136                     | 77,986,155  | 78,488,031  |
| Net income per common share Basic   | \$ 1.47                        | \$ 1.29     | \$ 0.83     |
| <b>Earnings per common share Diluted:</b>   |                                |             |             |
| Income from continuing operations   | \$ 115,291                     | \$ 102,492  | \$ 65,816   |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (1,313)                        | (1,703)     | (925)       |
| Income from continuing operations available to common shareholders Basic                          | \$ 113,978                     | \$ 100,789  | \$ 64,891   |
| Weighted-average common shares outstanding Basic  | 77,750,136                     | 77,986,155  | 78,488,031  |
| Effect of diluted shares  | (b)                            | (b)         | (b)         |
| Weighted-average common shares outstanding Diluted  | 77,750,136                     | 77,986,155  | 78,488,031  |
| Net income per common share Diluted   | \$ 1.47                        | \$ 1.29     | \$ 0.83     |

(a) For the years ended December 31, 2008, 2009 and 2010, distributed and undistributed earnings to restricted shares is 1.14%, 1.66% and 1.41%, respectively, of net income. The amount of restricted share forfeitures for all periods present is immaterial to the allocation of distributed and undistributed earnings.

(b) For the years ended December 31, 2008, 2009 and 2010, we have no dilutive shares.

**Note 9. Income Taxes**

Income taxes have been provided for based upon the tax laws and rates in countries in which our operations are conducted and income is earned. The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2016. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily the United States and Ireland.

The sources of income from continuing operations before income taxes for the years ended December 31, 2008, 2009 and 2010 were as follows:

|                     | <b>Year Ended December 31,</b> |                   |                  |
|---------------------|--------------------------------|-------------------|------------------|
|                     | <b>2008</b>                    | <b>2009</b>       | <b>2010</b>      |
| U.S. operations     | \$ 2,109                       | \$ 1,971          | \$ 1,661         |
| Non-U.S. operations | 120,723                        | 109,181           | 70,751           |
| <b>Total</b>        | <b>\$ 122,832</b>              | <b>\$ 111,152</b> | <b>\$ 72,412</b> |

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The components of the income tax provision from continuing operations for the year ended December 31, 2008, 2009 and 2010 consisted of the following:

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Current:                                |                                |             |             |
| United States:                          |                                |             |             |
| Federal                                 | \$ 1,110                       | \$ 1,805    | \$ 1,874    |
| State                                   | 205                            | 96          | 48          |
| Non-U.S.                                | 1,313                          | 583         | 947         |
| Current income tax provision            | 2,628                          | 2,484       | 2,869       |
| Deferred:                               |                                |             |             |
| United States:                          |                                |             |             |
| Federal                                 | 1,790                          | 628         | 712         |
| State                                   | 251                            | 244         | 161         |
| Non-U.S.                                | 2,872                          | 5,304       | 2,854       |
| Deferred income tax provision (benefit) | 4,913                          | 6,176       | 3,727       |
| Total                                   | \$ 7,541                       | \$ 8,660    | \$ 6,596    |

Significant components of the Company's deferred tax assets and liabilities at December 31, 2008, 2009 and 2010 consisted of the following:

|                                   | <b>Year Ended December 31,</b> |             |             |
|-----------------------------------|--------------------------------|-------------|-------------|
|                                   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Deferred tax assets:              |                                |             |             |
| Non-cash share based payments     | \$ 2,382                       | \$ 2,507    | \$ 2,148    |
| Hedge gain                        | 77                             |             |             |
| Net operating loss carry forwards | 5,366                          | 5,775       | 6,708       |
| Interest rate derivatives         | 4,529                          | 3,056       | 2,789       |
| Other                             |                                | 119         | 260         |
| Total deferred tax assets         | 12,354                         | 11,457      | 11,905      |
| Deferred tax liabilities:         |                                |             |             |
| Accelerated depreciation          | (12,007)                       | (18,743)    | (23,468)    |
| Other                             | (159)                          | (744)       | (646)       |

|                                       |          |            |             |
|---------------------------------------|----------|------------|-------------|
| Total deferred tax liabilities        | (12,166) | (19,487)   | (24,114)    |
| Net deferred tax (liabilities) assets | \$ 188   | \$ (8,030) | \$ (12,209) |

The Company had approximately \$7,725 of net operating loss carry forwards available at December 31, 2010 to offset future taxable income subject to U.S. graduated tax rates. If not utilized, these carry forwards begin to expire in 2027. The Company also had net operating loss carry forwards of \$32,960 with no expiration date to offset future Irish taxable income. Deferred tax assets and liabilities are included in other assets and accounts payable and accrued liabilities, respectively, in the accompanying consolidated balance sheets.

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We do not expect to incur income taxes on future distributions of undistributed earnings of non-U.S. subsidiaries and, accordingly, no deferred income taxes have been provided for the distributions of such earnings. As of December 31, 2010, we have elected to permanently reinvest our accumulated undistributed U.S. earnings of \$8,894. Accordingly, no U.S. withholding taxes have been provided. Withholding tax of \$2,668 would be due if such earnings were remitted.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. We also have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes.

Differences between statutory income tax rates and our effective income tax rates applied to pre-tax income from continuing operations at December 31, 2008, 2009 and 2010 consisted of the following:

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Notional U.S. federal income tax expense at the statutory rate: | \$ 42,991                      | \$ 38,903   | \$ 25,344   |
| U.S. state and local income tax, net                            | 88                             | 129         | 121         |
| Non-U.S. operations:  |                                |             |             |
| Bermuda   | (30,074)                       | (22,724)    | (12,971)    |
| Ireland   | (5,409)                        | (8,389)     | (6,891)     |
| Other   | (67)                           | 52          | (47)        |
| Non-deductible expenses in the U.S.                             | 87                             | 710         | 1,187       |
| Other   | (75)                           | (21)        | (147)       |
| Provision for income taxes                                      | \$ 7,541                       | \$ 8,660    | \$ 6,596    |

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities. We did not have any unrecognized tax benefits.

We conduct business globally and, as a result, the Company and its subsidiaries or branches are subject to foreign, U.S. federal and various state and local income taxes, as well as withholding taxes. In the normal course of business the Company is subject to examination by taxing authorities throughout the world, including such major jurisdictions as Ireland and the United States. With few exceptions, the Company and its subsidiaries or branches remain subject to examination for all periods since inception.

Our policy is that we will recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. We did not accrue interest or penalties associated with any unrecognized tax benefits, nor was any interest expense or penalty recognized during the year.



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**Note 10. Interest, Net**

The following table shows the components of interest, net for the years ended December 31, 2008, 2009 and 2010:

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| Interest on borrowings, net settlements on interest rate derivatives, and other liabilities | \$ 169,860                     | \$ 146,617  | \$ 153,064  |
| Hedge ineffectiveness losses  | 16,623                         | 463         | 5,039       |
| Amortization related to deferred (gains) losses   | 15,488                         | 12,894      | 9,634       |
| Losses on termination of interest rate swaps  | 1,003                          |             |             |
| Amortization of deferred financing fees   | 13,603                         | 12,232      | 15,065      |
| Interest Expense  | 216,577                        | 172,206     | 182,802     |
| Less interest income  | (7,311)                        | (939)       | (413)       |
| Less capitalized interest   | (5,737)                        | (1,457)     | (4,127)     |
| Interest, net   | \$ 203,529                     | \$ 169,810  | \$ 178,262  |

**Note 11. Commitments and Contingencies**

Rent expense, primarily for the corporate office and sales and marketing facilities, was approximately \$1,342, \$1,272 and \$1,135 for the years ended December 31, 2008, 2009 and 2010, respectively.

As of December 31, 2010, Aircastle is obligated under non-cancelable operating leases relating principally to office facilities in Stamford, Connecticut, Dublin, Ireland, and Singapore for future minimum lease payments as follows:

| <b>December 31,</b> | <b>Amount</b> |
|---------------------|---------------|
| 2011                | \$ 1,118      |
| 2012                | 1,117         |
| 2013                | 181           |
| 2014                | 182           |
| 2015                | 181           |
| Thereafter          | 91            |
| Total               | \$ 2,870      |

On June 20, 2007, we entered into an acquisition agreement, which we refer to as the Airbus A330 Agreement, under which we agreed to acquire new A330 aircraft, or the New A330 Aircraft, from Airbus. We currently have eight New



A330 Aircraft remaining to be delivered, with seven scheduled for delivery in 2011 and one in 2012. During 2009 and 2010, we acquired two New A330 Aircraft in each year.

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At December 31, 2010, we had commitments to acquire, convert and/or modify aircraft including, where applicable, our estimate of adjustments for configuration changes, engine acquisition costs, contractual price escalations and other adjustments, net of amounts already paid, as follows:

| <b>December 31,</b> | <b>Amount</b> |
|---------------------|---------------|
| 2011                | \$ 430,232    |
| 2012                | 61,395        |
| Total               | \$ 491,627    |

**Note 12. Related Party Transactions**

In May 2006, two of our operating subsidiaries entered into service agreements to provide certain leasing, remarketing, administrative and technical services to a Fortress entity with respect to four aircraft owned by the Fortress entity and leased to third parties. As of December 31, 2008, 2009 and 2010, we had earned \$117, \$174 and \$138, respectively, in fees due from the Fortress entity. Total fees paid to us for the years ended December 31, 2008, 2009 and 2010 were \$117, \$166 and \$142, respectively. Our responsibilities include remarketing the aircraft for lease or sale, invoicing the lessees for expenses and rental payments, reviewing maintenance reserves, reviewing the credit of lessees, arranging for the periodic inspection of the aircraft and securing the return of the aircraft when necessary. The agreements also provide that the Fortress entity will pay us 3.0% of the collected rentals with respect to leases of the aircraft, plus expenses incurred during the service period, and will pay us 2.5% of the gross sales proceeds from the sale of any of the aircraft, plus expenses incurred during the service period. We believe that the scope of services and fees under these service agreements were concluded on an arms-length basis. In May 2007, we sold two aircraft owned by Fortress. In May 2009, we sold one aircraft owned by Fortress and Fortress paid us a fee in the amount of \$55 for the remarketing of this aircraft. In August 2009, we sold a second aircraft owned by Fortress on an installment sale basis, for which a fee of \$270 is due from Fortress to the Company. The proceeds of this sale are paid in installments to Fortress, as is the fee due from Fortress to us. In 2009 and 2010, respectively, we received \$38 and \$142 in fee payments related to this second aircraft. The service agreements had an initial term which expired on December 31, 2008, but continued thereafter unless one party terminates the agreement by providing the other with advance written notice. As of December 31, 2009 and 2010, we had a \$94 and a \$21 receivable, respectively, from Fortress.

For the years ended December 31, 2008, 2009 and 2010, Aircastle paid \$552, \$238 and \$377, respectively, for legal fees related to the establishment and financing activities of our Bermuda subsidiaries, and, for the years ended December 31, 2008, 2009, and 2010, Aircastle paid \$156, \$128 and \$53 for Bermuda corporate services related to our Bermuda companies to a law firm and a corporate secretarial services provider affiliated with a Bermuda resident director serving on certain of our subsidiaries' board of directors. The Bermuda resident director serves as an outside director of these subsidiaries.

**Note 13. Derivatives**

The objective of our hedging policy is to adopt a risk averse position with respect to changes in interest rates. Accordingly, we have entered into a number of interest rate derivatives to hedge the current and expected future interest rate payments on our variable rate debt. Interest rate derivatives are agreements in which a series of interest rate cash flows are exchanged with a third party over a prescribed period. The notional amount on an interest rate derivative is not exchanged. Our interest rate derivatives typically provide that we make fixed rate payments and receive floating rate payments

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to convert our floating rate borrowings to fixed rate obligations to better match the largely fixed rate cash flows from our investments in flight equipment.

We held the following interest rate derivatives as of December 31, 2010:

| Hedged Item   | Current  |           | Maturity | Derivative Assets |          |       | Balance Sheet     | Fair Value |
|---|----------|-----------|----------|-------------------|----------|-------|-------------------|------------|
|   | Notional | Effective |          | Future Maximum    | Floating | Fixed |                   |            |
|   | Amount   | Date      | Date     | Notional          | Rate     | Rate  | Location          |            |
| <b>Interest rate derivatives not designated as cash flow hedges :</b> |          |           |          |                   |          |       |                   |            |
| ECA Term Financing for New A330 Aircraft <sup>(1)</sup>               | \$       | Jul-11    | Jul-23   | \$67,000          | 3M LIBOR | 4.0%  | Fair value of     | \$ 374     |
|   |          |           |          |                   |          |       | derivative assets |            |

(1) In October 2010, we paid \$119 for an option that expires July 13, 2011 and gives us the right to enter into a forward starting swap with an amortizing notional of \$67,000. Although this interest rate derivative is hedging the interest payments related to the ECA Financing of our July 2011 delivery in the New A330 Aircraft portfolio, we have not designated this interest rate derivative as a cash flow hedge for accounting purposes. As such, all mark to market adjustments related to this contract are being charged to other income (expense) on our consolidated statement of income. The amount charged to other income (expense) through December 31, 2010 was income in the amount of \$255.

| Hedged Item   | Current  |           |          | Derivative Liabilities |          |       | Balance Sheet | Fair Value |
|---|----------|-----------|----------|------------------------|----------|-------|---------------|------------|
|   | Notional | Effective | Maturity | Future Maximum         | Floating | Fixed |               |            |
|   | Amount   | Date      | Date     | Notional               | Rate     | Rate  | Location      |            |
| <b>Interest rate derivatives designated as cash</b> |          |           |          |                        |          |       |               |            |

**flow hedges :**

|                                     |              |        |        |             |                  |       | Fair value of derivative liabilities |            |
|-------------------------------------|--------------|--------|--------|-------------|------------------|-------|--------------------------------------|------------|
| Securitization No. 1                | \$ 427,575   | Jun-06 | Jun-16 | \$427,575   | 1M LIBOR + 0.27% | 5.78% | Fair value of derivative liabilities | \$ 58,098  |
|                                     |              |        |        |             |                  | 5.25% | Fair value of derivative liabilities |            |
| Securitization No. 2                | 994,059      | Jun-07 | Jun-12 | 994,059     | 1M LIBOR         | 5.36% | Fair value of derivative liabilities | 66,306     |
| Term Financing No. 1 <sup>(1)</sup> | 582,564      | Jun-08 | May-13 | 582,564     | 1M LIBOR         | 4.04% | Fair value of derivative liabilities | 38,816     |
| Term Financing No. 1 <sup>(1)</sup> |              | May-13 | May-15 | 478,044     | 1M LIBOR         | 5.31% | Fair value of derivative liabilities | 16,365     |
| Total interest rate derivatives     | \$ 2,004,198 |        |        | \$2,482,242 |                  |       |                                      | \$ 179,585 |

(1) The interest payments related to Term Financing No. 1 are being hedged by two consecutive interest rate derivatives. When the first matures in May 2013, the next becomes effective.

Our interest rate derivatives involve counterparty credit risk. As of December 31, 2010, our interest rate derivatives are held with the following counterparties: JP Morgan Chase Bank NA, Citibank Canada NA and HSH Nordbank AG. All of our counterparties or guarantors of these counterparties are considered investment grade (senior unsecured ratings of A3 or above) by Moody's Investors Service. All are also considered investment grade (long-term foreign issuer ratings of A or

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above) by Standard and Poor's except HSH Nordbank AG which is not rated. We do not anticipate that any of these counterparties will fail to meet their obligations.

In addition to the derivative liability above, another component of the fair value of our interest rate derivatives is accrued interest. As of December 31, 2010, accrued interest payable included in accounts payable, accrued expenses, and other liabilities on our consolidated balance sheet was \$5,712 related to interest rate derivatives designated as cash flow hedges.

Historically, the Company acquired its aircraft using short term credit facilities and equity. The short term credit facilities were refinanced by securitizations or term debt facilities secured by groups of aircraft. The Company completed two securitizations and two term financings during the period 2006 through 2008. The Company entered into interest rate derivatives to hedge interest payments on variable rate debt for acquired aircraft as well as aircraft that it expected to acquire within certain future periods. In conjunction with its financing strategy, the Company used interest rate derivatives for periods ranging from 5 to 10 years to fix the interest rates on the variable rate debt that it incurred to acquire aircraft in anticipation of the expected securitization or term debt re-financings.

At the time of each re-financing, the initial interest rate derivatives were terminated and new interest rate derivatives were executed as required by each specific debt financing. At the time of each interest rate derivative termination, certain interest rate derivatives were in a gain position and others were in a loss position. Since the hedged interest payments for the variable rate debt associated with each terminated interest rate derivative were probable of occurring, the gain or loss was deferred in accumulated other comprehensive income (loss) and is being amortized into interest expense over the relevant period for each interest rate derivative.

Prior to the securitizations and term debt financings, our interest rate derivatives typically required us to post cash collateral to the counterparty when the value of the interest rate derivative exceeded a defined threshold. When the interest rate derivatives were terminated and became part of a larger aircraft portfolio financing, there were no cash collateral posting requirements associated with the new interest rate derivative. As of December 31, 2010, we did not have any cash collateral pledged under our interest rate derivatives, nor do we have any existing agreements that require cash collateral postings.

Generally, our interest rate derivatives are hedging current interest payments on debt and future interest payments on long-term debt. In the past, we have entered into forward-starting interest rate derivatives to hedge the anticipated interest payment on long-term financings. These interest rate derivatives were terminated and new, specifically tailored interest rate derivatives were entered into upon closing of the relevant long-term financing. We have also early terminated interest rate derivatives in an attempt to manage our exposure to collateral calls.

Following is the effect of interest rate derivatives on the statement of financial performance for the year ended December 31, 2010:

| Derivatives in | Effective Portion |                   | Amount of      | Ineffective Portion |                |
|----------------|-------------------|-------------------|----------------|---------------------|----------------|
|                | Location of       | Amount of         |                | Location of         | Amount of      |
| ASC 815        | Amount of         | Gain or (Loss)    | Gain or (Loss) | Gain or (Loss)      | Gain or (Loss) |
| Cash Flow      |                   | Reclassified from |                | Recognized in       | (Loss)         |

| <b>Hedging Relationships</b> | <b>Gain or (Loss) Recognized in OCI on Derivative<sup>(a)</sup></b> | <b>Accumulated OCI into Income</b> | <b>Reclassified from Accumulated OCI into Income<sup>(b)</sup></b> | <b>Income on Derivative</b> | <b>Recognized in Income on Derivative<sup>(c)</sup></b> |
|------------------------------|---|------------------------------------|--|-----------------------------|---|
| Interest rate derivatives    | \$ (93,756)   | Interest expense                   | \$ (104,618) <sup>(1)</sup>  | Interest expense            | \$ (5,492) <sup>(1)</sup>                               |

(a) This represents the change in fair market value of our interest rate derivatives since year end, net of taxes, offset by the amount of actual cash paid related to the net settlements of the interest rate derivatives for each of the twelve months ended December 31, 2010.

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- (b) This represents the amount of actual cash paid, net of taxes, related to the net settlements of the interest rate derivatives for each month of the twelve months ended December 31, 2010 plus any effective amortization of net deferred interest rate derivative losses.
- (c) This represents both realized and unrealized ineffectiveness incurred during the twelve months ended December 31, 2010.
- (1) Excludes accelerated deferred loss of \$766 which was charged to interest expense during the twelve months ended December 31, 2010 as a result of changes in projected future debt.

| <b>Derivatives Not Designated as Hedging Instruments under ASC 815</b> | <b>Location of Gain or (Loss) Recognized in Income on Derivative</b> | <b>Amount of Gain or (Loss) Recognized in Income on Derivative</b> |
|--|--|--|
| Interest rate derivatives  | Other income (expense)   | \$ (860)   |

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The following table summarizes the deferred (gains) and losses and related amortization into interest expense for our terminated interest rate derivative contracts for the years ended December 31, 2008, 2009, and 2010:

|       | Original<br>Maximum<br><br>Notional<br>Amount | Effective<br>Date | Maturity<br>Date | Fixed<br>Rate<br>% | Termination<br>Date                     | Deferred<br>(Gain) or<br>Loss<br>Upon<br>Termination | Unamortized<br>Deferred<br>(Gain)<br>or<br>Loss at<br>December 31,<br>2010 | Amount of Deferred (Gain) or<br>Loss Amortized (including<br>Accelerated<br>Amortization) into Interest<br>Expense<br>For the Year Ended<br>December 31, |            |            |
|-------|---|-------------------|------------------|--------------------|---|--|--|--|------------|------------|
|       |   |                   |                  |                    |   |  |  | 2008   | 2009       | 2010       |
| No. 1 | \$ 400,000                                    | Dec-05            | Aug-10           | 4.61               | Jun-06                                  | \$ (12,968)  | \$   | \$ (3,214)   | \$ (3,083) | \$ (1,400) |
| No. 1 | 200,000                                       | Dec-05            | Dec-10           | 5.03               | Jun-06                                  | (2,541)  |  | (892)  | (422)      | (2,000)    |
| No. 2 | 500,000                                       | Mar-06            | Mar-11           | 5.07               | Jun-07                                  | (2,687)  | (122)  | (746)  | (711)      | (600)      |
| No. 2 | 200,000                                       | Jan-07            | Aug-12           | 5.06               | Jun-07                                  | (1,850)  | (523)  | (386)  | (368)      | (300)      |
| No. 2 | 410,000                                       | Feb-07            | Apr-17           | 5.14               | Jun-07                                  | (3,119)  | (1,663)  | (487)  | (398)      | (300)      |
| No. 1 | 150,000                                       | Jul-07            | Dec-17           | 5.14               | Mar-08                                  | 15,281   | 9,485  | 1,825  | 2,055      | 1,900      |
| No. 1 | 440,000                                       | Jun-07            | Feb-13           | 4.88               | Partial<br>Mar-08<br><br>Full<br>Jun-08 | 26,281   | 10,340   | 4,364  | 5,989      | 5,500      |
| No. 1 | 248,000                                       | Aug-07            | May-13           | 5.33               | Jun-08                                  | 9,888  | 3,690  | 1,299  | 2,222      | 2,600      |
| No. 2 | 55,000  | May-08            | Mar-14           | 5.41               | Jun-08                                  | 2,380  |  | 2,380  |            |            |
| No. 2 | 360,000                                       | Jan-08            | Feb-19           | 5.16               | Partial<br>Jun-08<br><br>Full<br>Oct-08 | 23,077   | 10,170   | 8,499  | 2,585      | 1,800      |

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|                 |         |        |        |      |                               |                      |           |           |           |        |
|-----------------|---------|--------|--------|------|-------------------------------|----------------------|-----------|-----------|-----------|--------|
| ement           | 74,000  | Feb-06 | Jul-10 | 5.02 | Feb-08                        | 878                  |           | 878       |           |        |
| ement           | 5,000   | Dec-05 | Sep-09 | 4.94 | Mar-08                        | 144                  |           | 144       |           |        |
| ement           | 2,900   | Jun-05 | Mar-13 | 4.21 | Jun-08                        | (19)                 |           | (19)      |           |        |
| cing<br>ircraft | 238,000 | Jan-11 | Apr-16 | 5.23 | Dec-08                        | 19,430               | 18,432    |           | 985       |        |
| cing<br>ircraft | 231,000 | Apr-10 | Oct-15 | 5.17 | Partial Jun-08<br>Full Dec-08 | 15,310               | 11,732    | 1,582     | 1,291     | 7      |
| or New          | 203,000 | Jun-07 | Jan-12 | 4.89 | Dec-08                        | 2,728 <sup>(1)</sup> |           | 1,264     | 1,464     |        |
| cing<br>ircraft | 238,000 | Jul-11 | Sep-16 | 5.27 | Dec-08                        | 17,254               | 15,969    |           | 1,285     |        |
|                 |         |        |        |      |                               | \$ 109,467           | \$ 77,510 | \$ 16,491 | \$ 12,894 | \$ 9,6 |

(1) The deferred loss for this swap is related to the period prior to de-designation.

The amount of loss expected to be reclassified from accumulated other comprehensive income ( OCI ) into interest expense over the next 12 months consists of net interest settlements on active interest rate derivatives in the amount of \$89,296 and the amortization of deferred net losses in the amount of \$14,896. Over the next twelve months, we expect the amortization of deferred net losses to increase as certain gains on Securitizations No. 1 and No. 2 fully amortize in the amount of \$122 and the losses on the forward starting A330 swaps in the amount of \$5,800 begin to amortize as we take

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delivery of these aircraft. For the twelve months ended December 31, 2010, the amount of loss reclassified from OCI into interest expense consisted of net interest settlements on active interest rate derivatives in the amount of \$97,414, and the amortization of deferred net losses (including accelerated amortization) in the amount of \$9,634 as disclosed below.

*Securitization No. 1*

During 2009, we partially terminated one interest rate derivative with a maximum notional of \$451,911. A termination payment of \$2,758 was made which related to the portion of interest payments that were not probable of occurring. The interest rate derivative was hedging interest payments related to Securitization No. 1. The hedge notional was reduced to match the revised debt balance due to sales of aircraft and the related repayment of debt. The remaining portion of the interest rate derivative was re-designated as a cash flow hedge for accounting purposes.

*Term Financing No. 1*

During 2008, we terminated three interest rate derivatives with maximum notional amounts of \$150,000, \$440,000 and \$248,000 with deferred losses of \$15,281, \$26,281 and \$9,888, respectively. These interest rate derivatives were hedging interest payments related to actual and forecasted borrowings under the Amended Credit Facility No. 2 and the related portion of debt re-financed into Term Financing No. 1. The deferred losses related to interest payments that were probable to occur are being amortized into interest expense using the interest rate method as interest payments occur. The deferred loss related to any portion of interest payments that were not probable of occurring were accelerated into interest expense.

During 2008, we entered into two amortizing interest rate derivatives with a balance guarantee notional and initial notional amounts of \$710,068 and \$491,718. The balance guarantee notional has a lower and upper notional band that adjusts to the outstanding principal balance on Term Financing No. 1. We entered into these interest rate derivatives in connection with Term Financing No. 1 in order to effectively pay interest at a fixed rate on a substantial portion of the loans under this facility. These interest rate derivatives were designated as cash flow hedges for accounting purposes on June 30, 2008.

*Term Financing No. 2*

During 2008, we terminated two interest rate derivatives with maximum notional amounts of \$55,000 and \$360,000 million with deferred losses of \$2,380 and \$23,077, respectively. These interest rate derivatives were hedging interest payments related to actual and forecasted borrowings under the Amended Credit Facility No. 2 and the related portion of debt re-financed into Term Financing No. 2. The deferred losses related to interest payments that were probable to occur are being amortized into interest expense using the interest rate method as interest payments occur. The deferred loss related to any portion of interest payments that were not probable of occurring were accelerated into interest expense.

During 2008, we entered into a series of interest rate forward rate contracts with an initial notional amount of \$139,180. Although we entered into this arrangement to hedge the variable interest payments in connection with Term Financing No. 2, this instrument was not designated as a cash flow hedge for accounting purposes. All mark to market adjustments related to these contracts were charged directly to other income (expense) on the consolidated statement of income. This interest rate derivative was terminated in August 2010. The loss (income) charged to other

income/expense through December 31, 2008, 2009 and 2010 was \$4,581, \$(1,303) and \$617, respectively.

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*New A330 Aircraft*

During 2008, we terminated four interest rate derivatives with maximum notional amounts of \$203,000, \$231,000, \$238,000 and \$238,000 with deferred losses of \$2,728, \$15,310, \$19,430 and \$17,254, respectively. These interest rate derivatives were originally executed to hedge expected interest payments related to actual and forecasted borrowings related to the acquisition and related financing for New A330 Aircraft. We terminated these interest rate derivatives to limit our exposure to cash collateral calls. The deferred losses will be amortized into interest expense over the relevant periods since the expected debt associated with the acquisition of these aircraft is still probable of occurring. Some level of hedge ineffectiveness has occurred and may continue to occur due to the changes in: (1) the expected number of New A330 Aircraft to be acquired; (2) the timing of such future deliveries, and; (3) the level of debt associated with each New A330 Aircraft at delivery. To limit our exposure to interest rate changes in relation to the anticipated long-term financings required for six of our New A330 Aircraft, we entered into lease agreements which adjust the lease rentals to changes in the seven year swap rate at delivery, at which time, the lease rentals rate will be fixed for the lease term.

The following table summarizes amounts charged directly to the consolidated statement of income for the years ended December 31, 2008, 2009 and 2010 related to our interest rate derivative contracts:

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2008</b>                    | <b>2009</b> | <b>2010</b> |
| <b>Interest Expense:</b>                             |                                |             |             |
| Hedge ineffectiveness losses                         | \$ 16,623                      | \$ 463      | \$ 5,039    |
| Amortization:  |                                |             |             |
| Accelerated amortization of deferred losses          | 11,963                         | 4,924       | 766         |
| Amortization of deferred (gains) losses              | 3,525                          | 7,970       | 8,868       |
| Losses on termination of interest rate swaps         | 1,003                          |             |             |
| Total Amortization                                   | 16,491                         | 12,894      | 9,634       |
| Total charged to interest expense                    | \$ 33,114                      | \$ 13,357   | \$ 14,673   |
| <b>Other Income (Expense):</b>                       |                                |             |             |
| Mark to market gains (losses) on undesignated hedges | \$ (11,446)                    | \$ 959      | \$ (860)    |
| Total charged to other income (expense)              | \$ (11,446)                    | \$ 959      | \$ (860)    |

The weighted average interest pay rates of these derivatives at December 31, 2008, 2009 and 2010 were 4.97%, 4.91% and 5.01%, respectively.

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**Note 14. Other Assets**

The following table describes the principal components of other assets on our consolidated balance sheet as of:

|   | <b>December 31,</b> |                  |
|---|---------------------|------------------|
|   | <b>2009</b>         | <b>2010</b>      |
| Deferred debt issuance costs, net of amortization of \$34,326 and \$43,826, respectively        | \$ 28,907           | \$ 30,045        |
| Deferred federal income tax asset   | 11,457              | 11,905           |
| Lease incentives and lease premiums, net of amortization of \$17,978 and \$26,749, respectively | 10,451              | 9,115            |
| Other assets  | 14,464              | 14,492           |
| <b>Total other assets</b>   | <b>\$ 65,279</b>    | <b>\$ 65,557</b> |

**Note 15. Accounts Payable, Accrued Expenses and Other Liabilities**

The following table describes the principal components of accounts payable, accrued expenses and other liabilities recorded on our consolidated balance sheet as of:

|   | <b>December 31,</b> |                  |
|---|---------------------|------------------|
|   | <b>2009</b>         | <b>2010</b>      |
| Accounts payable and accrued expenses                                 | \$ 33,020           | \$ 32,145        |
| Deferred federal income tax liability                                 | 19,487              | 24,114           |
| Accrued interest payable  | 7,885               | 20,211           |
| <b>Total accounts payable, accrued expenses and other liabilities</b> | <b>\$ 60,392</b>    | <b>\$ 76,470</b> |

The increase in accrued interest payable is primarily due to accrued semi-annual interest on our 2010-1 Notes which is due on February 1, 2011.

**Note 16. Segment Reporting**

Historically we reported separate segment information for the operations of our Aircraft Leasing and Debt Investments segments. Beginning in the first quarter of 2008, in conjunction with the sale of two of our debt investments, our chief operating decision maker, who is the Company's Chief Executive Officer, began reviewing and assessing the operating performance of our business on a consolidated basis as the sale caused the operational results and asset levels of our remaining debt investments to be immaterial to our business and operations. As a result, we now operate in a single segment. During 2009, we sold our remaining debt investments.



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**Note 17. Quarterly Financial Data (Unaudited)**

Quarterly results of our operations for the years ended December 31, 2009 and 2010 are summarized below:

|                             | <b>First<br/>Quarter</b> | <b>Second<br/>Quarter</b> | <b>Third<br/>Quarter</b> | <b>Fourth<br/>Quarter</b> |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| <b>2009</b>                 |                          |                           |                          |                           |
| Revenues                    | \$ 132,138               | \$ 136,913                | \$ 165,740               | \$ 135,794                |
| Net income                  | \$ 18,471                | \$ 27,571                 | \$ 33,458                | \$ 22,992                 |
| Basic earnings per share:   |                          |                           |                          |                           |
| Net income                  | \$ 0.23                  | \$ 0.35                   | \$ 0.42                  | \$ 0.29                   |
| Diluted earnings per share: |                          |                           |                          |                           |
| Net income                  | \$ 0.23                  | \$ 0.35                   | \$ 0.42                  | \$ 0.29                   |
| <b>2010</b>                 |                          |                           |                          |                           |
| Revenues                    | \$ 130,561               | \$ 130,184                | \$ 132,247               | \$ 134,718                |
| Net income                  | \$ 18,879                | \$ 18,139                 | \$ 8,569                 | \$ 20,229                 |
| Basic earnings per share:   |                          |                           |                          |                           |
| Net income                  | \$ 0.24                  | \$ 0.23                   | \$ 0.11                  | \$ 0.25                   |
| Diluted earnings per share: |                          |                           |                          |                           |
| Net income                  | \$ 0.24                  | \$ 0.23                   | \$ 0.11                  | \$ 0.25                   |

The sum of the quarterly earnings per share amounts may not equal the annual amount reported since per share amounts are computed independently for each period presented.



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**Note 18. Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income (loss) includes the changes in the fair value of derivatives, reclassification into earnings of amounts previously deferred relating to our derivative financial instruments and the change in unrealized appreciation of debt securities.

|  | <b>Fair Value of<br/>Derivatives</b> | <b>Unrealized<br/>Appreciation<br/>Debt<br/>Securities</b> | <b>Accumulated<br/>Other<br/>Comprehensive<br/>Income (Loss)</b> |
|--|--------------------------------------|--|--|
| January 1, 2008  | \$ (136,222)                         | \$ 10,833  | \$ (125,389)   |
| Net change in fair value of derivatives, net of tax benefit of \$2,602 | (245,407)                            |  | (245,407)  |
| Net derivative loss reclassified into earnings                         | 16,491                               |  | 16,491   |
| Net change in unrealized fair value of debt investments                |                                      | (8,297)  | (8,297)  |
| December 31, 2008  | (365,138)                            | 2,536  | (362,602)  |
| Net change in fair value of derivatives, net of tax expense of \$1,473 | 92,396                               |  | 92,396   |
| Net derivative loss reclassified into earnings                         | 12,894                               |  | 12,894   |
| Gain on debt investments reclassified into earnings                    |                                      | (4,965)  | (4,965)  |
| Net change in unrealized fair value of debt investments                |                                      | 2,429  | 2,429  |
| December 31, 2009  | (259,848)                            |  | (259,848)  |
| Net change in fair value of derivatives, net of tax expense of \$268   | 1,994                                |  | 1,994  |
| Net derivative loss reclassified into earnings                         | 9,634                                |  | 9,634  |
| December 31, 2010  | \$ (248,220)                         | \$   | \$ (248,220)   |

The following table sets forth the components of accumulated other comprehensive income (loss), net of tax where applicable, at December 31, 2009 and December 31, 2010:

|  | <b>Accumulated<br/>Other<br/>Comprehensive<br/>Income (Loss)</b> |
|--|--|
| December 31, 2009, net of tax benefit of \$3,057                     | \$ (259,848)   |
| Net change in fair value of derivatives, net of tax expense of \$268 | 1,994  |
| Derivative loss reclassified into earnings                           | 9,634  |

December 31, 2010

\$ (248,220)

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**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, Aircastle Limited has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 10, 2011

**Aircastle Limited**

By: /s/ Ron Wainshal

Ron Wainshal  
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Aircastle Limited and in the capacities and on the date indicated.

| <b>SIGNATURE</b>                                 | <b>TITLE</b>                         | <b>DATE</b>    |
|--|--------------------------------------|----------------|
| /s/ Ron Wainshal<br>Ron Wainshal                 | Chief Executive Officer and Director | March 10, 2011 |
| /s/ Michael Inglese<br>Michael Inglese           | Chief Financial Officer              | March 10, 2011 |
| /s/ Aaron Dahlke<br>Aaron Dahlke                 | Chief Accounting Officer             | March 10, 2011 |
| /s/ Wesley R. Edens<br>Wesley R. Edens           | Chairman of the Board                | March 10, 2011 |
| /s/ Joseph P. Adams, Jr.<br>Joseph P. Adams, Jr. | Deputy Chairman of the Board         | March 10, 2011 |
| /s/ Ronald W. Allen<br>Ronald W. Allen           | Director                             | March 10, 2011 |
| /s/ Douglas A. Hacker<br>Douglas A. Hacker       | Director                             | March 10, 2011 |

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|                        |          |                |
|------------------------|----------|----------------|
| /s/ Ronald L. Merriman | Director | March 10, 2011 |
| Ronald L. Merriman     |          |                |
| /s/ Charles W. Pollard | Director | March 10, 2011 |
| Charles W. Pollard     |          |                |
| /s/ Peter V. Ueberroth | Director | March 10, 2011 |
| Peter V. Ueberroth     |          |                |

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