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AIRLEASE LTD
Form 8-K
September 30, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 30, 2004

Airlease Ltd., A California Limited Partnership

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| California | 1-9259 | 94-3008908 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 555 California Street, 4th Floor, San Francisco, California | | 94104 |
| <hr/> (Address of principal executive offices) | | <hr/> (Zip Code) |

(415) 765-1814

Registrant's telephone number, including area code:

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01. REGULATION FD DISCLOSURE.

On September 30, 2004, the General Partner of the registrant issued a press release announcing that the registrant's dissolution, winding up and liquidation has been completed and that the registrant filed a certificate of cancellation with the California Secretary of State, thereby terminating its existence under California law. A copy of the press release is filed as Exhibit 99.1 hereto.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press Release dated September 30, 2004. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: September 30, 2004

AIRLEASE LTD., A CALIFORNIA LIMITED
PARTNERSHIP
(Registrant)

By: Airlease Management Services, Inc.,
Its General Partner

By: /s/ DAVID B. GEBLER

David B. Gebler
Chief Executive Officer

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EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated September 30, 2004.