

WILLIS LEASE FINANCE CORP  
Form 8-K  
July 10, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**FORM 8-K**

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

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Date of Report (Date of earliest event reported): **June 30, 2006**

**WILLIS LEASE FINANCE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-28774**  
(Commission File  
Number)

**68-0070656**  
(I.R.S. Employer  
Identification Number)

**2320 Marinship Way, Suite 300**  
**Sausalito, California 94965**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (415) 275-5100**

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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

On June 30, 2006, the Registrant entered into a Second Amended and Restated Credit Agreement dated June 30, 2006 among the Registrant, the Banks party to the Agreement, National City Bank, as Administrative Agent and Fortis Bank (Nederland) N.V., as Structuring and Security Agent (the Credit Agreement ). The Credit Agreement provides a \$200 million credit facility at a variable interest rate for a term of three years, the first two years of which are on a revolving basis. The obligations of the Registrant are secured by a security interest in substantially of Registrant s assets. The credit facility is available to finance the acquisition of aircraft engines as well as for general working capital purposes. The facility has a revolving period that ends in June 30, 2008 with a final maturity on June 30, 2009. Fortis Bank and HSH Nordbank (one of the participating banks) are also lenders to the Registrant s securitization, Willis Engine Securitization Trust Series A-2, Series B-1 and Series B-2 Notes.

**Item 7.01 Regulation FD Disclosure**

On July 7, 2006, the Company issued a Press Release announcing the renewal and expansion of its primary revolving credit facility. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The Company hereby furnishes the following exhibit pursuant to Item 1.01, Entry into a Material Definitive Agreement .

Exhibit

No.	Description
99.1	Press Release issued on July 7, 2006.

**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 hereunto duly authorized.

Dated: July 7, 2006.

WILLIS LEASE FINANCE  
CORPORATION

By: */s/ Robert M. Warwick*  
Robert M. Warwick  
Executive Vice President and  
Chief Financial Officer