

Aircastle LTD  
Form 10-Q  
May 03, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

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)

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|   |   |
|---|---|
| <b>Bermuda</b><br>(State or other jurisdiction of<br>incorporation or organization)                             | <b>98-0444035</b><br>(IRS Employer<br>Identification No.) |
| <b>c/o Aircastle Advisor LLC</b>  |   |
| <b>300 First Stamford Place, 5<sup>th</sup> Floor, Stamford, CT</b><br>(Address of principal executive offices) | <b>06902</b><br>(Zip Code)                                |
| <b>Registrant's telephone number, including area code</b>   | <b>(203) 504-1020</b>                                     |

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 Web site, 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 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.

|   |  |
|---|--|
| Large accelerated filer <input type="checkbox"/>  | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input checked="" 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

As of April 30, 2012, there were 72,245,218 outstanding shares of the registrant's common shares, par value \$0.01 per share.

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**Aircastle Limited and Subsidiaries**

**Form 10-Q**

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****Aircastle Limited and Subsidiaries****Consolidated Balance Sheets****(Dollars in thousands, except share data)**

|  | <b>December 31,<br/>2011</b> | <b>March 31,<br/>2012<br/>(Unaudited)</b> |
|--|------------------------------|---|
| <b>ASSETS</b>  |                              |   |
| Cash and cash equivalents  | \$ 295,522                   | \$ 256,670                                |
| Accounts receivable  | 3,646                        | 3,584                                     |
| Restricted cash and cash equivalents   | 247,452                      | 185,306                                   |
| Restricted liquidity facility collateral   | 110,000                      | 107,300                                   |
| Flight equipment held for lease, net of accumulated depreciation of \$981,932 and \$1,034,764  | 4,387,986                    | 4,386,010                                 |
| Aircraft purchase deposits and progress payments   | 89,806                       | 78,102                                    |
| Other assets   | 90,047                       | 129,566                                   |
| <b>Total assets</b>  | <b>\$ 5,224,459</b>          | <b>\$ 5,146,538</b>                       |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |                              |   |
| <b>LIABILITIES</b>   |                              |   |
| Borrowings from secured and unsecured financings (including borrowings of ACS Ireland VIEs of \$295,952 and \$291,042, respectively)   | \$ 2,986,516                 | \$ 2,923,230                              |
| Accounts payable, accrued expenses and other liabilities   | 105,432                      | 86,996                                    |
| Lease rentals received in advance  | 46,105                       | 45,565                                    |
| Liquidity facility   | 110,000                      | 107,300                                   |
| Security deposits  | 83,037                       | 80,421                                    |
| Maintenance payments   | 347,122                      | 332,959                                   |
| Fair value of derivative liabilities   | 141,639                      | 123,461                                   |
| <b>Total liabilities</b>   | <b>3,819,851</b>             | <b>3,699,932</b>                          |
| 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, 72,258,472 shares issued and outstanding at December 31, 2011; and 72,272,366 shares issued and outstanding at March 31, 2012 | 723                          | 723                                       |
| Additional paid-in capital   | 1,400,090                    | 1,399,797                                 |
| Retained earnings  | 191,476                      | 213,213                                   |
| Accumulated other comprehensive loss   | (187,681)                    | (167,127)                                 |
| <b>Total shareholders equity</b>   | <b>1,404,608</b>             | <b>1,446,606</b>                          |
| <b>Total liabilities and shareholders equity</b>   | <b>\$ 5,224,459</b>          | <b>\$ 5,146,538</b>                       |

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



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

|  | <b>Three Months Ended<br/>March 31,</b> |                  |
|--|---|------------------|
|  | <b>2011</b>                             | <b>2012</b>      |
| <b>Revenues:</b>   |   |                  |
| Lease rental revenue   | \$ 141,116                              | \$ 152,242       |
| Amortization of lease premiums, discounts and lease incentives   | (3,102)                                 | (1,598)          |
| Maintenance revenue  | 16,844                                  | 12,647           |
| <b>Total lease rentals</b>   | <b>154,858</b>                          | <b>163,291</b>   |
| Other revenue  | 3,056                                   | 1,624            |
| <b>Total revenues</b>  | <b>157,914</b>                          | <b>164,915</b>   |
| <b>Expenses:</b>   |   |                  |
| Depreciation   | 59,591                                  | 64,514           |
| Interest, net  | 45,619                                  | 48,981           |
| Selling, general and administrative (including non-cash share based payment expense of \$1,895, and \$1,176, respectively) | 12,531                                  | 13,198           |
| Maintenance and other costs  | 3,530                                   | 2,774            |
| <b>Total expenses</b>  | <b>121,271</b>                          | <b>129,467</b>   |
| <b>Other income (expense):</b>   |   |                  |
| Gain on sale of flight equipment   | 9,662                                   | 196              |
| Other  | (359)                                   | (113)            |
| <b>Total other income (expense)</b>  | <b>9,303</b>                            | <b>83</b>        |
| Income from continuing operations before income taxes  | 45,946                                  | 35,531           |
| Income tax provision   | 3,269                                   | 2,929            |
| <b>Net income</b>  | <b>\$ 42,677</b>                        | <b>\$ 32,602</b> |
| <b>Earnings per common share Basic:</b>  |   |                  |
| Net income per share   | \$ 0.54                                 | \$ 0.45          |
| <b>Earnings per common share Diluted:</b>  |   |                  |
| Net income per share   | \$ 0.54                                 | \$ 0.45          |
| <b>Dividends declared per share</b>  | <b>\$ 0.10</b>                          | <b>\$ 0.15</b>   |

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

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**Aircastle Limited and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**

(Dollars in thousands)

(Unaudited)

|  | <b>Three Months Ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2011</b>                             | <b>2012</b> |
| Net income   | \$ 42,677                               | \$ 32,602   |
| Other comprehensive income, net of tax:  |   |             |
| Net change in fair value of derivatives, net of tax expense of \$400 and \$289, respectively | 23,468                                  | 16,483      |
| Net derivative loss reclassified into earnings   | 2,835                                   | 4,071       |
| Other comprehensive income   | 26,303                                  | 20,554      |
| Total comprehensive income   | \$ 68,980                               | \$ 53,156   |

*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)

(Unaudited)

|  | <b>Three Months<br/>Ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2011</b>                             | <b>2012</b> |
| <b>Cash flows from operating activities:</b>   |   |             |
| Net income   | \$ 42,677                               | \$ 32,602   |
| Adjustments to reconcile net income to net cash provided by operating activities:          |   |             |
| Depreciation   | 59,591                                  | 64,514      |
| Amortization of deferred financing costs   | 3,528                                   | 2,716       |
| Amortization of net lease discounts and lease incentives                                   | 3,102                                   | 1,598       |
| Deferred income taxes  | 1,853                                   | 1,377       |
| Non-cash share based payment expense   | 1,895                                   | 1,176       |
| Cash flow hedges reclassified into earnings  | 2,835                                   | 4,071       |
| Ineffective portion of cash flow hedges  | (475)                                   | (1,519)     |
| Security deposits and maintenance payments included in earnings                            | (18,534)                                | (12,722)    |
| Gain on sale of flight equipment   | (9,662)                                 | (196)       |
| Other  | (57)                                    | 57          |
| Changes in certain assets and liabilities:   |   |             |
| Accounts receivable  | 1,288                                   | (3,396)     |
| Restricted cash and cash equivalents related to operating activities                       | (1,006)                                 | 700         |
| Other assets   | (731)                                   | (1,886)     |
| Accounts payable, accrued expenses and other liabilities                                   | (17,416)                                | (15,338)    |
| Lease rentals received in advance  | (5,381)                                 | (788)       |
| Net cash provided by operating activities  | 63,507                                  | 72,966      |
| <b>Cash flows from investing activities:</b>   |   |             |
| Acquisition and improvement of flight equipment and lease incentives                       | (110,410)                               | (48,449)    |
| Proceeds from sale of flight equipment   | 75,200                                  | 2,500       |
| Restricted cash and cash equivalents related to sale of flight equipment                   |   | 35,762      |
| Purchase of debt investment  |   | (43,626)    |
| Aircraft purchase deposits and progress payments   | (36,630)                                | (16,518)    |
| Other  |   | (40)        |
| Net cash used in investing activities  | (71,840)                                | (70,371)    |
| <b>Cash flows from financing activities:</b>   |   |             |
| Repurchase of shares   | (16,367)                                | (1,469)     |
| Proceeds from term debt financings   | 157,161                                 |             |
| Securitization and term debt financing repayments  | (116,340)                               | (63,257)    |
| Deferred financing costs   | (7,346)                                 | (271)       |
| Restricted secured liquidity facility collateral   | 4,000                                   | 2,700       |
| Secured liquidity facility collateral  | (4,000)                                 | (2,700)     |
| Restricted cash and cash equivalents related to security deposits and maintenance payments | 697                                     | 25,684      |
| Security deposits received   | 7,009                                   | 1,985       |
| Security deposits returned   | (5,312)                                 | (1,495)     |
| Maintenance payments received  | 27,487                                  | 30,275      |
| Maintenance payments returned  | (30,374)                                | (22,034)    |
| Dividends paid   | (7,964)                                 | (10,865)    |
| Net cash provided by (used in) financing activities  | 8,651                                   | (41,447)    |

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|  |            |            |
|--|------------|------------|
| <b>Net increase (decrease) in cash and cash equivalents</b>                                  | 318        | (38,852)   |
| Cash and cash equivalents at beginning of period   | 239,957    | 295,522    |
| <br>   |            |            |
| Cash and cash equivalents at end of period   | \$ 240,275 | \$ 256,670 |
| <br>   |            |            |
| <b>Supplemental disclosures of cash flow information:</b>                                    |            |            |
| Cash paid for interest, net of capitalized interest  | \$ 46,919  | \$ 55,233  |
| <br>   |            |            |
| Cash paid for income taxes   | \$ 1,004   | \$ 1,432   |
| <br>   |            |            |
| <b>Supplemental disclosures of non-cash investing activities:</b>                            |            |            |
| Purchase deposits, advance lease rentals and security deposits assumed in asset acquisitions | \$         | \$ 1,138   |
| <br>   |            |            |
| <b>Supplemental disclosures of non-cash financing activities:</b>                            |            |            |
| Security deposits converted to advance lease rentals   | \$ 546     | \$         |

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

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**Aircastle Limited and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**(Dollars in thousands, except per share amounts)**

**March 31, 2012**

**Note 1. Summary of Significant Accounting Policies**

**Organization and Basis of Presentation**

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.

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 accompanying consolidated financial statements are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial reporting and, in our opinion, reflect all adjustments, including normal recurring items, which are necessary to present fairly the results for interim periods. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the entire year. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with US GAAP have been omitted in accordance with the rules and regulations of the SEC; however, we believe that the disclosures are adequate to make information presented not misleading. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

For the year ended December 31, 2011, we revised the presentation in our consolidated statements of cash flows to reflect the net change in restricted cash and cash equivalents from security deposits and maintenance payments as financing activities. For the quarter ended March 31, 2011, our consolidated statements of cash flows reflected the net change in restricted cash and cash equivalents from security deposits and maintenance payments as cash flows from operating activities. Therefore, the amounts included for the quarter ended March 31, 2011 have been reclassified to conform to the current period presentation.

The Company's management has reviewed and evaluated all events or transactions for potential recognition and/or disclosure since the balance sheet date of March 31, 2012 through the date on which the consolidated financial statements included in this Form 10-Q were issued.

**Principles of Consolidation**

The consolidated financial statements include the accounts of Aircastle and all of its subsidiaries. Aircastle consolidates eight 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.

Effective January 1, 2012, the Company adopted Financial Accounting Standards Board (the FASB) Accounting Standards Updated (ASU) ASU 2011-04 (ASU 2011-04), *Fair Value Measurement (Topic 820): Amendments to*



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**Aircastle Limited and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**(Dollars in thousands, except per share amounts)**

**March 31, 2012**

*Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with US GAAP and IFRS. The amendments in this update change the wording used to describe the requirements in US GAAP for measuring fair value and for disclosing information about fair value measurements which include (1) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements, and (2) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurement. ASU 2011-04 is effective for interim and annual reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the Company's consolidated financial statements.

Also effective January 1, 2012, the Company adopted ASU 2011-12 ( ASU 2011-12 ) *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. This ASU defers the ASU 2011-05 requirement that companies present reclassification adjustments for each component of accumulated other comprehensive income ( AOCI ) in both net income and other comprehensive income ( OCI ) on the face of the financial statements. During the deferral period, there is no requirement to separately present or disclose the reclassification adjustments into net income. The FASB expects to complete a project to reconsider the presentation requirement for reclassification adjustments in 2012. The deferral allows the FASB time to further research the matter. ASU 2011-12 is effective for interim and annual reporting periods beginning after December 15, 2011 and should be applied retrospectively. The adoption of ASU 2011-12 did not have a material impact on the Company's consolidated financial statements.

**Risk and Uncertainties**

In the normal course of business, Aircastle encounters several significant types of economic risk including credit, market, aviation industry and capital market risks. Credit risk is the risk of a lessee's inability or unwillingness to make contractually required payments and to fulfill its other contractual obligations. 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 derivatives and financings. Aviation industry risk is the risk of a downturn in the commercial aviation industry which could adversely impact a lessee's ability to make payments, increase the risk of unscheduled lease terminations and depress lease rates and the value of the Company's aircraft. Capital market risk is the risk that the Company is unable to obtain capital at reasonable rates to fund the growth of our business or to refinance existing debt facilities.

**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 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.

**Recent Unadopted Accounting Pronouncements**

In August 2010, the FASB issued an exposure draft, *Leases* (the Lease ED ), which would replace the existing guidance in the Accounting Standards Codification ( ASC ) 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. In July 2011, the FASB tentatively decided on a new model for lessor accounting that would require a single approach for all leases, with a few exceptions. Under the new model, a lease receivable would be recognized for the lessor's right to

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**Aircastle Limited and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**(Dollars in thousands, except per share amounts)**

**March 31, 2012**

receive lease payments, a portion of the carrying amount of the underlying asset would be allocated between the right of use granted to the lessee and the lessor's residual value and profit or loss would only be recognized at commencement if it is reasonably assured. Even though the FASB has not completed all of its deliberations, the decisions made to date were sufficiently different from those published in the Lease ED issued in August 2010. As a result, the FASB decided to re-expose the ED in the second half of 2012. We anticipate that the final standard may have an effective date no earlier than 2016. When and if the proposed guidance becomes effective, it may have a significant impact on the Company's consolidated financial statements. Although we believe the presentation of our financial statements, and those of our lessees could change, we do not believe the accounting pronouncement will change the fundamental economic reasons for which the airlines lease aircraft. Therefore, we do not believe it will have a material impact on our business.

**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.

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:

The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The income approach uses valuation techniques to convert future amounts to a single present amount based on current market expectation about those future amounts.

The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement cost).

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(Dollars in thousands, except per share amounts)

**March 31, 2012**

The following tables set forth our financial assets and liabilities as of December 31, 2011 and March 31, 2012 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.

|                                      | 0000   | 0000  | 0000   | 0000   | 0000                           |
|--------------------------------------|--|---|--|--|--------------------------------|
|                                      | <b>Fair Value Measurements at December 31, 2011<br/>Using Fair Value Hierarchy</b> |   |  |  |                                |
|                                      |  | <b>Quoted Prices<br/>In Active<br/>Markets<br/>for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>Valuation<br/>Technique</b> |
|                                      | <b>Fair Value<br/>as of<br/>December 31,<br/>2011</b>                              |   |  |  |                                |
| <b>Assets:</b>                       |  |   |  |  |                                |
| Cash and cash equivalents            | \$295,522  | \$295,522   | \$   | \$   | Market                         |
| Restricted cash and cash equivalents | 247,452  | 247,452   |  |  | Income                         |
| Total                                | \$542,974  | \$542,974   | \$   | \$   |                                |
| <b>Liabilities:</b>                  |  |   |  |  |                                |
| Derivative liabilities               | \$141,639  | \$  | \$85,410   | \$56,229   | Income                         |
|                                      | 0000000  | 0000000   | 0000000  | 0000000  | 0000000                        |
|                                      | <b>Fair Value Measurements at March 31, 2012<br/>Using Fair Value Hierarchy</b>    |   |  |  |                                |
|                                      |  | <b>Quoted Prices<br/>In Active<br/>Markets<br/>for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>Valuation<br/>Technique</b> |
|                                      | <b>Fair Value<br/>as of<br/>March 31,<br/>2012</b>                                 |   |  |  |                                |
| <b>Assets:</b>                       |  |   |  |  |                                |
| Cash and cash equivalents            | \$256,670  | \$256,670   | \$   | \$   | Market                         |
| Restricted cash and cash equivalents | 185,306  | 185,306   |  |  | Income                         |
| Total                                | \$441,976  | \$441,976   | \$   | \$   |                                |
| <b>Liabilities:</b>                  |  |   |  |  |                                |
| Derivative liabilities               | \$123,461  | \$  | \$72,519   | \$50,942   | Income                         |

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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 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. As of April 4, 2012, the interest rate derivatives included in Level 3 were terminated when the related hedged debt was repaid with proceeds from the Senior Notes due 2017 and the Senior Notes due 2020 (See Note 5. Securitizations and Term Debt Financings – Unsecured Debt Financings below). The fair value of these interest rate derivatives as of March 31, 2012 was



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determined in a manner consistent with the counterparty's settlement value methodology which was based on the lower notional band using cash flows discounted at the relevant market interest rates in effect at the period close. It incorporates an assessment of non-performance risk. The range of the guaranteed notional between the lower and upper band represents an interest rate cap that may not be exercised independently of the debt notional and is therefore valued based on unobservable market inputs.

The following tables reflect 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 three months ended March 31, 2011 and 2012, respectively:

|  | <b>Liabilities<br/>Derivative<br/>Liabilities</b> |
|--|---|
| Balance as of December 31, 2010        | \$ (55,181)                                       |
| Total gains/(losses), net:             |   |
| Included in other income (expense)     | (122)   |
| Included in interest expense           | 6   |
| Included in other comprehensive income | 6,533   |
| Balance as of March 31, 2011           | \$ (48,764)                                       |

|  | <b>Liabilities<br/>Derivative<br/>Liabilities</b> |
|--|---|
| Balance as of December 31, 2011        | \$ (56,229)                                       |
| Total gains/(losses), net:             |   |
| Included in other income (expense)     | (113)   |
| Included in interest expense           | 73  |
| Included in other comprehensive income | 5,327   |
| Balance as of March 31, 2012           | \$ (50,942)                                       |

For the three months ended March 31, 2011, we had no transfers into or out of Level 3 and we had no purchases, issuances, sales or settlements of Level 3 items. For the three months ended March 31, 2012, we had no transfers into or out of Level 3 and we had no issuances, sales or settlements of Level 3 items.

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.

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

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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 and bank financings are estimated using a discounted cash flow analysis, based on our current incremental borrowing rates for similar types of borrowing arrangements. The fair value of our Senior Notes due 2018 is estimated using quoted market prices.

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(Dollars in thousands, except per share amounts)

**March 31, 2012**

The carrying amounts and fair values of our financial instruments at December 31, 2011 and March 31, 2012 are as follows:

|                                      | December 31, 2011                          |                                       | March 31, 2012                             |                                       |
|--------------------------------------|--|---------------------------------------|--|---------------------------------------|
|                                      | Carrying Amount<br>of Asset<br>(Liability) | Fair Value<br>of Asset<br>(Liability) | Carrying Amount<br>of Asset<br>(Liability) | Fair Value<br>of Asset<br>(Liability) |
| Securitized and term debt financings | \$(1,873,652)                              | \$ (1,681,023)                        | \$(1,823,639)                              | \$ (1,667,046)                        |
| ECA term financings                  | (536,107)                                  | (524,373)                             | (526,150)                                  | (528,315)                             |
| Bank financings                      | (126,000)                                  | (126,000)                             | (122,712)                                  | (125,411)                             |
| Senior Notes due 2018                | (450,757)                                  | (482,625)                             | (450,729)                                  | (502,875)                             |

All of our financial instruments are classified as Level 2 with the exception of our Senior Notes due 2018, which are classified as Level 1.

**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 March 31, 2012 were as follows:

| Year Ending December 31, | Amount       |
|--------------------------|--------------|
| Remainder of 2012        | \$ 435,636   |
| 2013                     | 515,020      |
| 2014                     | 417,556      |
| 2015                     | 359,841      |
| 2016                     | 303,518      |
| 2017                     | 199,266      |
| Thereafter               | 336,430      |
| Total                    | \$ 2,567,267 |

Geographic concentration of lease rental revenue earned from flight equipment held for lease was as follows:

| Region        | Three Months Ended<br>March 31, |      |
|---------------|---------------------------------|------|
|               | 2011                            | 2012 |
| Europe        | 46%                             | 43%  |
| Asia          | 24%                             | 28%  |
| North America | 13%                             | 12%  |
| Latin America | 9%                              | 6%   |

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|                        |      |      |
|------------------------|------|------|
| Middle East and Africa | 8%   | 11%  |
| Total                  | 100% | 100% |

The classification of regions in the tables above and in the table and discussion below is determined based on the principal location of the lessee of each aircraft.

For the three months ended March 31, 2011, one customer accounted for 11% of lease rental revenue and three additional customers accounted for a combined 18% of lease rental revenue. No other customer accounted for more than 5% of lease rental revenue.

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For the three months ended March 31, 2012, one customer accounted for 10% of lease rental revenue and four additional customers accounted for a combined 26% of lease rental revenue. No other customer accounted for more than 5% of lease rental revenue.

The following table sets forth revenue attributable to individual countries representing at least 10% of total revenue based on each lessee's principal place of business:

| Country              | Three Months Ended March 31, |  |                         |           |  |                         |
|----------------------|------------------------------|--|-------------------------|-----------|--|-------------------------|
|                      | Revenue                      | 2011<br>Percent of<br>Total<br>Revenue | Number<br>of<br>Lessees | Revenue   | 2012<br>Percent of<br>Total<br>Revenue | Number<br>of<br>Lessees |
| United States        | \$ 16,735                    | 11%                                    | 4                       | \$ 27,513 | 17%                                    | 5                       |
| China                | 16,274                       | 10%                                    | 5                       | 18,219    | 11%                                    | 4                       |
| Egypt <sup>(1)</sup> | 17,069                       | 11%                                    | 1                       |           | %                                      |                         |

- (1) Total revenue attributable to Egypt includes \$1.2 million of lease rental revenue, \$12.6 million of maintenance revenue and other revenue of \$2.7 million for the three months ended March 31, 2011 related to the early termination of four leases in the first quarter of 2011. As of March 31, 2011, we had no aircraft on lease in Egypt.

Geographic concentration of net book value of flight equipment held for lease was as follows:

| Region                 | December 31, 2011        |                     | March 31, 2012           |                        |
|------------------------|--------------------------|---------------------|--------------------------|------------------------|
|                        | Number<br>of<br>Aircraft | Net Book<br>Value % | Number<br>of<br>Aircraft | Net Book<br>Value<br>% |
| Europe                 | 66                       | 41%                 | 67                       | 41%                    |
| Asia                   | 39                       | 28%                 | 39                       | 27%                    |
| North America          | 16                       | 9%                  | 16                       | 9%                     |
| Latin America          | 10                       | 6%                  | 11                       | 6%                     |
| Middle East and Africa | 9                        | 15%                 | 8                        | 14%                    |
| Off-lease              | 4 <sup>(1)</sup>         | 1%                  | 4 <sup>(2)</sup>         | 3%                     |
| <b>Total</b>           | <b>144</b>               | <b>100%</b>         | <b>145</b>               | <b>100%</b>            |

- (1) Includes two Boeing Model 747-400 aircraft being converted from passenger to freighter configuration, one of these aircraft was delivered to a customer in North America in January 2012 and we have a commitment to lease the other aircraft post-conversion to a customer in North America; one Airbus Model A320-200 aircraft for which we have a lease commitment, and one Boeing Model 737-400 aircraft which was sold in January 2012.

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- (2) Includes one Boeing Model 747-400 aircraft being converted from passenger to freighter configuration, which was delivered to a customer in North America in April 2012, one Boeing Model 747-400 BDSF aircraft for which we have a commitment to lease to a customer in North America, one Boeing Model 737-700 aircraft and one Boeing Model 747-400 aircraft.

The following table sets forth net book value of flight equipment attributable to individual countries representing at least 10% of net book value of flight equipment based on each lessee's principal place of business as of:

| Country | December 31, 2011 |                  |                   | March 31, 2012 |                  |                   |
|---------|-------------------|------------------|-------------------|----------------|------------------|-------------------|
|         | Net Book Value    | Net Book Value % | Number of Lessees | Net Book Value | Net Book Value % | Number of Lessees |
| China   | \$ 526,008        | 12%              | 4                 | \$ 534,621     | 12%              | 4                 |
| Russia  | 453,695           | 10%              | 8                 | 447,362        | 10%              | 8                 |

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**Aircastle Limited and Subsidiaries**

**Notes to Unaudited Consolidated Financial Statements**

**(Dollars in thousands, except per share amounts)**

**March 31, 2012**

At December 31, 2011 and March 31, 2012, the amounts of lease incentive liabilities recorded in maintenance payments on the consolidated balance sheets were \$28,412 and \$22,654, respectively.

**Note 4. Variable Interest Entities**

Aircastle consolidates eight VIEs of which it is the primary beneficiary. The operating activities of these VIEs are limited to acquiring, owning, leasing, maintaining, operating and, under certain circumstances, selling the 23 aircraft discussed below.

*Securitizations and Term Financing*

In connection with Securitization No. 1, two of our subsidiaries, ACS Aircraft Finance Ireland plc ( 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 Aircraft Finance Ireland 2 Limited ( 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 connection with Term Financing No. 1, two of our subsidiaries, ACS Ireland 3 Limited ( 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 March 31, 2012, the assets of the three VIEs include 15 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 March 31, 2012 are \$468,996. 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 March 31, 2012 are \$416,551.

*ECA Term Financings*

Aircastle, through various subsidiaries, each of which is owned by a charitable trust (such entities, collectively the Air Knight VIEs ), entered into nine different twelve-year term loans, which are supported by guarantees from Compagnie Francaise d Assurance pour le Commerce Extérieur, ( COFACE ), the French government sponsored export credit agency ( ECA ). These loans provided for the financing for nine new Airbus Model A330-200 aircraft. In June 2011, we repaid one of these loans from the proceeds of the sale of the related aircraft. At March 31, 2012, Aircastle had eight outstanding term loans with guarantees from COFACE. 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 our wholly owned subsidiary is the servicer and is responsible for managing the relevant aircraft. There is a cross collateralization guarantee between the Air Knight VIEs. In addition, Aircastle guarantees the debt of the Air Knight VIEs.





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The only assets that the Air Knight VIEs have on their books are financing leases that are eliminated in the consolidated financial statements and deferred financing costs. The related aircraft, with a net book value as of March 31, 2012 were \$656,372, are included in our flight equipment held for lease. The consolidated debt outstanding of the Air Knight VIEs as of March 31, 2012 is \$526,150.

**Note 5. Securitizations and Term Debt Financings**

The outstanding amounts of our secured and unsecured term debt financings were as follows:

|  | At<br>December 31,<br>2011 |                           | At March 31, 2012            |   |
|--|----------------------------|---------------------------|------------------------------|---|
|  | Outstanding<br>Borrowings  | Outstanding<br>Borrowings | Interest Rate <sup>(1)</sup> | Final Stated<br>Maturity <sup>(2)</sup> |
| <b>Debt Obligation</b>                             |                            |                           |                              |   |
| <b>Secured Debt Financings:</b>                    |                            |                           |                              |   |
| Securitization No. 1                               | \$ 387,124                 | \$ 374,073                | 0.51%                        | 06/20/31                                |
| Securitization No. 2                               | 891,452                    | 866,428                   | 0.50%                        | 06/14/37                                |
| Term Financing No. 1 <sup>(3)</sup>                | 595,076                    | 583,138                   | 2.00%                        | 05/02/15                                |
| ECA Term Financings                                | 536,107                    | 526,150                   | 2.65% to 3.96%               | 12/03/21 to 07/13/23                    |
| Bank Financings                                    | 126,000                    | 122,712                   | 4.22% to 4.57%               | 09/15/15 to 10/26/17                    |
| <b>Total secured debt financings</b>               | <b>2,535,759</b>           | <b>2,472,501</b>          |                              |   |
| <b>Unsecured Debt Financings:</b>                  |                            |                           |                              |   |
| Senior Notes due 2018                              | 450,757                    | 450,729                   | 9.75%                        | 08/01/18                                |
| 2010 Revolving Credit Facility                     |                            |                           | N/A                          | 09/28/13                                |
| <b>Total unsecured debt financings</b>             | <b>450,757</b>             | <b>450,729</b>            |                              |   |
| <b>Total secured and unsecured debt financings</b> | <b>\$ 2,986,516</b>        | <b>\$ 2,923,230</b>       |                              |   |

(1) Reflects floating rate in effect at the applicable reset date plus the margin except for the ECA Term Financings, Bank Financings and the Senior Notes due 2018, which are fixed rate.

(2) Effective June 2011 for Securitization No. 1, all cash flows available after expenses and interest is applied to debt amortization. For 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 2012 and May 2013, respectively.

(3) In April 2012, we used a portion of the net proceeds of the private placement of \$500,000 aggregate principal amount of Senior Notes due 2017 and \$300,000 aggregate principal amount of Senior Notes due 2020 to pay off Term Financing No. 1.

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

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| Facility             | Liquidity Facility Provider                                  | Available Liquidity |                | Unused Fee | Interest Rate on any Advances |
|----------------------|--|---------------------|----------------|------------|-------------------------------|
|                      |  | December 31, 2011   | March 31, 2012 |            |                               |
| Securitization No. 1 | Crédit Agricole Corporate and Investment Bank                | \$42,000            | \$ 42,000      | 0.45%      | 1M Libor + 1.00%              |
| Securitization No. 2 | HSH Nordbank AG  | 66,859              | 65,000         | 0.50%      | 1M Libor + 0.75%              |
| Term Financing No. 1 | Crédit Agricole Corporate and Investment Bank <sup>(1)</sup> | 11,902              | 11,663         | 0.60%      | 1M Libor + 1.20%              |

(1) Facility was terminated in April 2012 upon repayment of Term Financing No. 1 (See Unsecured Debt Financings below).

**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements**

(Dollars in thousands, except per share amounts)

**March 31, 2012****Unsecured Debt Financings:***Senior Notes due 2017 and Senior Notes due 2020*

In April 2012, we closed an offering of \$500,000 aggregate principal amount of 6.75% Senior Notes due 2017 (the Senior Notes due 2017 ) and \$300,000 aggregate principal amount of 7.625% Senior Notes due 2020 (the Senior Notes due 2020 ). We used the net proceeds of the private placement to repay outstanding indebtedness under our Term Financing No. 1 and the termination of the associated interest rate derivatives, and for general corporate purposes, including the purchase of aviation assets.

As of March 31, 2012, we are in compliance with all applicable covenants in our financings.

**Note 6. Dividends**

The following table sets forth the quarterly dividends declared by our board of directors for the periods covered in this report:

| <b>Declaration Date</b> | <b>Dividend per Common Share</b> | <b>Aggregate Dividend Amount</b> | <b>Record Date</b> | <b>Payment Date</b> |
|-------------------------|----------------------------------|----------------------------------|--------------------|---------------------|
| December 6, 2010        | \$0.100                          | \$7,964                          | December 31, 2010  | January 14, 2011    |
| March 8, 2011           | \$0.100                          | 7,857                            | March 31, 2011     | April 15, 2011      |
| June 27, 2011           | \$0.125                          | 9,364                            | July 7, 2011       | July 15, 2011       |
| September 14, 2011      | \$0.125                          | 9,035                            | September 30, 2011 | October 14, 2011    |
| November 7, 2011        | \$0.150                          | 10,839                           | November 30, 2011  | December 15, 2011   |
| February 17, 2012       | \$0.150                          | 10,865                           | February 29, 2012  | March 15, 2012      |

**Note 7. Earnings Per Share**

We 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 earnings per share 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:

|                                 | <b>Three Months Ended</b> |             |
|---------------------------------|---------------------------|-------------|
|                                 | <b>March 31,</b>          |             |
|                                 | <b>2011</b>               | <b>2012</b> |
| <b>Weighted-average shares:</b> |                           |             |

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|   |            |            |
|---|------------|------------|
| Common shares outstanding                     | 78,785,736 | 71,696,939 |
| Restricted common shares                      | 913,671    | 630,038    |
| Total weighted-average shares                 | 79,699,407 | 72,326,977 |
| <b>Percentage of weighted-average shares:</b> |            |            |
| Common shares outstanding                     | 98.85%     | 99.13%     |
| Restricted common shares                      | 1.15%      | 0.87%      |
| Total   | 100.00%    | 100.00%    |

**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements****(Dollars in thousands, except per share amounts)****March 31, 2012**

The calculations of both basic and diluted earnings per share are as follows:

|   | \$00,000,000              | \$00,000,000   |
|---|---------------------------|----------------|
|   | <b>Three Months Ended</b> |                |
|   | <b>March 31,</b>          |                |
|   | <b>2011</b>               | <b>2012</b>    |
| <b>Earnings per share Basic:</b>  |                           |                |
| Net income  | \$ 42,677                 | \$ 32,602      |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (489)                     | (284)          |
| Earnings available to common shareholders Basic   | \$ 42,188                 | \$ 32,318      |
| Weighted-average common shares outstanding Basic  | 78,785,736                | 71,696,939     |
| Earnings per common share Basic   | \$ 0.54                   | \$ 0.45        |
| <b>Earnings per share Diluted:</b>  |                           |                |
| Net income  | \$ 42,677                 | \$ 32,602      |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (489)                     | (284)          |
| Earnings available to common shareholders Diluted   | \$ 42,188                 | \$ 32,318      |
| Weighted-average common shares outstanding Basic  | 78,785,736                | 71,696,939     |
| Effect of dilutive shares   | <sup>(b)</sup>            | <sup>(b)</sup> |
| Weighted-average common shares outstanding Diluted  | 78,785,736                | 71,696,939     |
| Earnings per common share Diluted   | \$ 0.54                   | \$ 0.45        |

(a) For the three months ended March 31, 2011 and 2012, distributed and undistributed earnings to restricted shares is 1.15% and 0.87%, 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 three months ended March 31, 2011 and 2012, we have no dilutive shares.

**Note 8. 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

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capital gains taxes until March 2035. 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 three months ended March 31, 2011 and 2012 were as follows:

|                     | \$00,000,000              | \$00,000,000     |
|---------------------|---------------------------|------------------|
|                     | <b>Three Months Ended</b> |                  |
|                     | <b>March 31,</b>          |                  |
|                     | <b>2011</b>               | <b>2012</b>      |
| U.S. operations     | \$ 434                    | \$ 324           |
| Non-U.S. operations | 45,512                    | 35,207           |
| <b>Total</b>        | <b>\$ 45,946</b>          | <b>\$ 35,531</b> |

**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements****(Dollars in thousands, except per share amounts)****March 31, 2012**

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 consisted of the following:

|  | <b>Three Months Ended</b> |                 |
|--|---------------------------|-----------------|
|  | <b>March 31,</b>          |                 |
|  | <b>2011</b>               | <b>2012</b>     |
| Notional U.S. federal income tax expense at the statutory rate | \$16,081                  | \$ 12,436       |
| U.S. state and local income tax, net                           | 24                        | 24              |
| Non-U.S. operations:   |                           |                 |
| Bermuda  | (11,996)                  | (8,632)         |
| Ireland  | (1,071)                   | (30)            |
| Other  | (522)                     | (920)           |
| Non-deductible expenses in the U.S.                            | 757                       | 55              |
| Other  | (4)                       | (4)             |
| <b>Provision for income taxes</b>                              | <b>\$ 3,269</b>           | <b>\$ 2,929</b> |

**Note 9. Interest, Net**

The following table shows the components of interest, net:

|   | <b>Three Months Ended</b> |                  |
|---|---------------------------|------------------|
|   | <b>March 31,</b>          |                  |
|   | <b>2011</b>               | <b>2012</b>      |
| Interest on borrowings, net settlements on interest rate derivatives, and other liabilities | \$ 41,278                 | \$ 44,969        |
| Hedge ineffectiveness gains   | (475)                     | (1,519)          |
| Amortization of interest rate derivatives related to deferred losses                        | 2,835                     | 4,071            |
| Amortization of deferred financing fees   | 3,528                     | 2,716            |
| <b>Interest Expense</b>   | <b>47,166</b>             | <b>50,237</b>    |
| Less interest income  | (161)                     | (171)            |
| Less capitalized interest   | (1,386)                   | (1,085)          |
| <b>Interest, net</b>  | <b>\$ 45,619</b>          | <b>\$ 48,981</b> |

**Note 10. Commitments and Contingencies**

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On June 20, 2007, we entered into an acquisition agreement (the Airbus A330 Agreement ), under which we agreed to acquire new A330 aircraft (the New A330 Aircraft ), from Airbus S.A.S. ( Airbus ). As of March 31, 2012, we had one New A330 Aircraft remaining to be delivered. This new A330 Aircraft was delivered in April 2012.

At March 31, 2012, 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, of \$256,049, of which we expect to occur \$233,509 in 2012 and \$22,540 in 2013.



**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements****(Dollars in thousands, except per share amounts)****March 31, 2012****Note 11. 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 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 March 31, 2012:

| Hedged Item  | Current<br>Notional<br>Amount | Effective<br>Date | Maturity<br>Date | Derivative Liabilities                  |                     | Fixed<br>Rate        | Balance Sheet<br>Location                  | Fair<br>Value |
|--|-------------------------------|-------------------|------------------|---|---------------------|----------------------|--|---------------|
|  |                               |                   |                  | Future<br>Maximum<br>Notional<br>Amount | Floating<br>Rate    |                      |  |               |
| <b>Interest rate derivatives designated as cash flow hedges:</b>     |                               |                   |                  |   |                     |                      |  |               |
| Securitization No. 1   | \$ 362,507                    | Jun-06            | Jun-16           | \$ 362,507                              | 1M LIBOR<br>+ 0.27% | 5.78%                | Fair value of<br>derivative<br>liabilities | \$ 56,945     |
| Securitization No. 2 <sup>(1)</sup>                                  | 929,725                       | Jun-07            | Jun-12           | 929,725                                 | 1M LIBOR            | 5.25%<br>to<br>5.36% | Fair value of<br>derivative<br>liabilities | 9,065         |
| Securitization No. 2 <sup>(1)</sup>                                  |                               | Jun-12            | Jun-17           | 645,543                                 | 1M LIBOR            | 1.26%<br>to<br>1.28% | Fair value of<br>derivative<br>liabilities | 6,509         |
| Total interest rate derivatives designated as cash flow hedges       | 1,292,232                     |                   |                  | 1,937,775                               |                     |                      |  | 72,519        |
| <b>Interest rate derivatives not designated as cash flow hedges:</b> |                               |                   |                  |   |                     |                      |  |               |
| Term Financing No. 1 <sup>(2)</sup>                                  | 528,309                       | Jun-08            | May-13           | 528,309                                 | 1M LIBOR            | 4.04%                | Fair value of<br>derivative<br>liabilities | 19,026        |

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|   |              |        |              |          |       |  |            |
|---|--------------|--------|--------------|----------|-------|--|------------|
| Term Financing No. 1 <sup>(2)</sup>                                   | May-13       | May-15 | 417,960      | 1M LIBOR | 5.31% | Fair value of<br>derivative<br>liabilities | 31,916     |
| Total interest rate derivatives not<br>designated as cash flow hedges | 528,309      |        | 946,269      |          |       |  | 50,942     |
| Total interest rate derivative<br>liabilities                         | \$ 1,820,541 |        | \$ 2,884,044 |          |       |  | \$ 123,461 |

- (1) The interest payments related to Securitization No. 2 are being hedged by two consecutive interest rate derivatives. When the first matures in June 2012, the next becomes effective.
- (2) The interest rate derivatives hedging the variable interest rate payments of Term Financing No. 1 were de-designated as of March 30, 2012 when it became probable that the Term Financing No. 1 debt would be repaid from the net proceeds from the Senior Notes due 2017 and the Senior Notes due 2020. On April 4, 2012, upon the repayment of Term Financing No. 1, both interest rate derivatives were terminated resulting in a net deferred loss of \$50,429 which will be amortized into interest expense using the interest rate method. The mark-to-market adjustment for the period from date of de-designation through the termination date will be charged to other income (expense) on our consolidated statement of income.

The weighted average interest pay rates of these derivatives at December 31, 2011 and March 31, 2012 were 5.04% and 5.03%, respectively.

For the three months ended March 31, 2012, the amount of loss reclassified from accumulated other comprehensive income ( OCI ) into interest expense related to net interest settlements on active interest rate derivatives was \$20,822. The amount of loss expected to be reclassified from OCI into interest expense over the next 12 months related to net interest settlements on active interest rate derivatives is \$31,336.

**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements****(Dollars in thousands, except per share amounts)****March 31, 2012**

Our interest rate derivatives involve counterparty credit risk. As of March 31, 2012, our interest rate derivatives are held with the following counterparties: JP Morgan Chase Bank NA, Citibank Canada NA, HSH Nordbank AG and Wells Fargo Bank NA. All of our counterparties or guarantors of these counterparties are considered investment grade (senior unsecured ratings of Baa2 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 March 31, 2012, accrued interest payable included in accounts payable, accrued expenses, and other liabilities on our consolidated balance sheet was \$4,035 related to interest rate derivatives designated as cash flow hedges and \$1,116 related to the interest rate derivatives not 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.

Following is the effect of interest rate derivatives on the statement of financial performance for the three months ended March 31, 2012:

| Derivatives in                  | Effective Portion  |  | Ineffective Portion  |  |   |
|---------------------------------|--|--|--|--|---|
|                                 | Amount of Gain or (Loss) Recognized in OCI on Derivative | Location of Gain or (Loss) Reclassified from Accumulated OCI into Income | Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income | Location of Gain or (Loss) Recognized in | Amount of Gain or (Loss) Recognized in Income on Derivative |
| ASC 815                         | (a)  | OCI into Income  | (b)  | Income on Derivative                     | (c)   |
| Cash Flow Hedging Relationships |  |  |  |  |   |
| Interest rate derivatives       | \$(3,975)  | Interest expense   | \$(24,529)   | Interest expense                         | \$587   |

- (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 three months ended March 31, 2012.
- (b) This represents the amount of actual cash paid, net of taxes, related to the net settlements of the interest rate derivatives for each of the three months ended March 31, 2012 plus any effective amortization of net deferred interest rate derivative losses.

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(c) This represents both realized and unrealized ineffectiveness incurred during the three months ended March 31, 2012.

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(Dollars in thousands, except per share amounts)

**March 31, 2012**

| <b>Derivatives Not Designated as Hedging Instruments under ASC 815</b> | <b>Location of Gain<br/>or (Loss)<br/>Recognized in Income<br/>On Derivative</b> | <b>Amount of Gain<br/>or (Loss)<br/>Recognized in Income on<br/>Derivative</b> |
|--|--|--|
| Interest rate derivatives  | Other income (expense)   | \$(113)  |

On an ongoing basis, terminated interest rate derivative notionals are evaluated against debt forecasts. To the extent that interest payments are deemed remote to occur, deferred gains or losses are accelerated into interest expense as applicable. Due to the sale of certain aircraft in the second half of 2011 and the resulting repayment of ECA Term Financing debt, amortization of deferred losses was accelerated.

For the three months ended March 31, 2012, the amount of deferred net loss reclassified from OCI into interest expense related to our terminated interest rate derivatives was \$4,071. The amount of deferred net loss expected to be reclassified from OCI into interest expense over the next 12 months related to our terminated interest rate derivatives is \$34,538.

The following table summarizes amounts charged directly to the consolidated statement of income for the three months ended March 31, 2011 and 2012, respectively, related to our interest rate derivatives:

|   | December 31,<br><b>Three Months Ended</b><br>March 31,<br><b>2011</b> | December 31,<br><b>Three Months Ended</b><br>March 31,<br><b>2012</b> |
|---|---|---|
| <b>Interest Expense:</b>  |   |   |
| Hedge ineffectiveness gains                                     | \$ (475)  | \$ (1,519)  |
| <b>Amortization:</b>  |   |   |
| Amortization of deferred losses                                 | 2,835   | 4,071   |
| <b>Total Amortization</b>                                       | <b>2,835</b>  | <b>4,071</b>  |
| Total charged to interest expense                               | \$ 2,360  | \$ 2,552  |
| <b>Other Income (Expense):</b>                                  |   |   |
| Mark to market losses on undesignated interest rate derivatives | \$ (359)  | \$ (113)  |
| <b>Total charged to other income (expense)</b>                  | <b>\$ (359)</b>   | <b>\$ (113)</b>   |

**Note 12. Other Assets**

The following table describes the principal components of other assets on our consolidated balance sheet as of:

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|   | December 31,<br>December 31,<br>2011 | December 31,<br>March 31,<br>2012 |
|---|--------------------------------------|-----------------------------------|
| Debt investments <sup>(1)</sup>   | \$                                   | \$ 43,652                         |
| Deferred debt issuance costs, net of amortization of \$55,173 and \$57,917, respectively        | 35,960                               | 33,486                            |
| Deferred federal income tax asset   | 22,036                               | 22,149                            |
| Lease incentives and lease premiums, net of amortization of \$19,294 and \$21,368, respectively | 20,490                               | 16,722                            |
| Other assets  | 11,561                               | 13,557                            |
| <br>Total other assets  | <br>\$ 90,047                        | <br>\$ 129,566                    |

- (1) Represents a loan we acquired in March 2012 that is secured by a commercial jet aircraft that is classified as available for sale.

**Table of Contents****Aircastle Limited and Subsidiaries****Notes to Unaudited Consolidated Financial Statements****(Dollars in thousands, except per share amounts)****March 31, 2012****Note 13. 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,<br/>2011</b> | <b>March 31,<br/>2012</b> |
|--|------------------------------|---------------------------|
| Accounts payable and accrued expenses                                      | \$ 34,931                    | \$ 26,262                 |
| Deferred federal income tax liability                                      | 40,410                       | 42,189                    |
| Accrued interest payable   | 27,849                       | 16,710                    |
| Lease discounts, net of amortization of \$30,830 and \$31,411 respectively | 2,242                        | 1,835                     |
| <b>Total accounts payable, accrued expenses and other liabilities</b>      | <b>\$105,432</b>             | <b>\$ 86,996</b>          |

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**ITEM 2. 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 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 "Risk Factors" and included in our Annual Report on Form 10-K for the year ended December 31, 2011 filed with the Securities and Exchange Commission (the "SEC"). 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.

Certain items in this Quarterly Report on Form 10-Q (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 and Adjusted Net Income and the global aviation industry and aircraft leasing sector. Words such as "anticipates," "expects," "intends," "plans," "projects," "believes," "may," "will," "would," "could," "should," "seeks," "estimates" and variations on these words and similar expressions are intended to identify 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 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 expectations include, but are not limited to, significant capital markets disruption and volatility and the significant contraction in the availability of bank financing, 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, uncertainties in the Eurozone arising from the sovereign debt crisis 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's filings with the SEC, including as previously disclosed in Aircastle's 2011 Annual Report on Form 10-K, 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, quarterly reports on Forms 10-Q, 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.



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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, 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.

## **OVERVIEW**

We are a global company that acquires, leases, and sells high-utility commercial jet aircraft to customers throughout the world. High-utility aircraft are generally modern, operationally efficient jets with a large operator base and long useful lives. As of March 31, 2012, our aircraft portfolio consisted of 145 aircraft that were leased to 65 lessees located in 34 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 three months ended March 31, 2012 were \$164.9 million and \$32.6 million, respectively.

The availability of equity and debt capital remains limited for the type of aircraft investments we are currently pursuing. However, we plan to grow our business and profits over the long-term by continuing to employ our fundamental business strategy by:

***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. We also believe the contraction in traditional aviation bank debt lending capacity 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. In this regard, we believe having corporate credit ratings from Standard & Poor s and Moody s enables us to access a broader pool of capital than many of our peers. Notwithstanding the contraction in traditional aviation bank lending capacity, we expect capital to continue to be available, 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 base and earnings base.

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*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.

For the first three months of 2012, air traffic data has continued to demonstrate improvement in the passenger markets while the air cargo markets shrank slightly. According to the International Air Transport Association, global passenger traffic increased by 7.4% while air cargo traffic, measured in freight ton kilometers, decreased 0.7% as compared to the same period in 2011. We believe that passenger and cargo traffic will likely increase 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 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.

We intend to pay quarterly dividends to our shareholders based on the company's sustainable earnings levels; however, our ability to pay quarterly dividends will depend upon many factors, including those as previously disclosed in Aircastle's 2011 Annual Report on Form 10-K. On February 17, 2012, our board of directors declared a regular quarterly dividend of \$0.15 per common share, or an aggregate of \$10.9 million, for the three months ended March 31, 2012, which was paid on March 15, 2012 to holders of record on February 29, 2012. This dividend may not be indicative of the amount of any future dividends.

## **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 incentive 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 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

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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 cost of the maintenance event 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.

### **2012 Lease Expirations and Lease Placements**

*Scheduled Lease expirations / placements.* At the beginning of 2012, we had 17 aircraft with scheduled lease expirations in 2012 and have new leases, lease extension or sale commitments or letters of intent for seven of these aircraft, leaving us with ten such aircraft that we are marketing for lease or sale in 2012. Those ten aircraft represented 5% of our total net book value at March 31, 2012. We also have a lease commitment for one of the Boeing Model 747-400SF aircraft which was returned to us early by World Airways after its Chapter 11 filing under the U.S. Bankruptcy Code. We have reached an agreement with World Airways for a second Boeing Model 747-400SF aircraft to remain on lease to World Airways at a reduced lease rate, and for a shorter lease term. Finally, we are marketing two additional Boeing Model 737-700 aircraft that had scheduled lease expirations in the first quarter of 2013 but are now expected to be returned to us in the second quarter of 2012 following the insolvency of one of our customers, Cimber Sterling A/S in Denmark.

*Aircraft acquisitions / placements.* We took delivery of the final new A330 aircraft (the New A330 Aircraft) from Airbus S.A.S. (Airbus) in April 2012 and delivered this aircraft to Virgin Australia Airlines Pty Limited. We currently have no commitments to acquire off-lease aircraft in 2012.

### **2013-2016 Lease Expirations and Lease Placements**

*Scheduled lease expirations / placements.* Taking into account lease and sale commitments, we currently have the following number of aircraft with lease expirations scheduled in the period 2013-2016 representing the percentage of our net book value of flight equipment held for lease at March 31, 2012 specified below:

2013: 22 aircraft, representing 8%;

2014: 31 aircraft, representing 15%;

2015: 17 aircraft, representing 7%; and

2016: 22 aircraft, representing 12%.

### **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

primarily relates to expenses for unscheduled lease terminations.

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### **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 2035, 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.

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.

### **Acquisitions and Disposals**

Thus far in 2012, we have acquired three aircraft:

One New A330 Aircraft which we delivered to Virgin Australia Airlines Pty Limited in April 2012.

One on-lease Airbus Model A320-200 aircraft.

One on-lease Boeing Model 737-800 aircraft.

The purchase price for these aircraft acquisitions in 2012 totaled approximately \$127.3 million.

We also have commitments to acquire five aircraft, including:

Three on-lease Boeing Model 737-800s aircraft;

One on-lease Boeing Model 747-400 BDSF aircraft; and

One on-lease Airbus Model A330-300 aircraft

During the first quarter of 2012, we sold one Boeing Model 737-400 aircraft and we have a commitment to sell a Boeing Model 737-300 aircraft at lease expiry, which we expect to occur in the third quarter of 2012.

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The following table sets forth certain information with respect to the aircraft owned by us as of March 31, 2012:

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

|   | <b>Owned<br/>Aircraft as of<br/>March 31, 2012<sup>(1)</sup></b> |
|---|--|
| Flight Equipment Held for Lease   | \$ 4,386   |
| Number of Aircraft  | 145  |
| Number of Lessees   | 65   |
| Number of Countries   | 34   |
| Weighted Average Age Passenger (years) <sup>(3)</sup>                           | 11.5   |
| Weighted Average Age Freighter (years) <sup>(3)</sup>                           | 10.3   |
| Weighted Average Age Combined (years) <sup>(3)</sup>                            | 11.1   |
| Weighted Average Remaining Passenger Lease Term (years) <sup>(3)</sup>          | 4.0  |
| Weighted Average Remaining Cargo Lease Term (years) <sup>(3)</sup>              | 5.9  |
| Weighted Average Remaining Combined Lease Term (years) <sup>(3)</sup>           | 4.7  |
| Weighted Average Fleet Utilization during the First Quarter 2012 <sup>(4)</sup> | 99%  |
| Portfolio Yield for the First Quarter 2012 <sup>(5)</sup>                       | 14%  |

(1) Calculated using net book value as of March 31, 2012.

(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.

(5) Lease rental revenue for the period as a percent of the average net book value of flight equipment held for lease for the period; quarterly information is annualized.

Our owned aircraft portfolio as March 31, 2012 is listed in Exhibit 99.1 to this report.

Of our owned aircraft portfolio as of March 31, 2012, \$3.7 billion, representing 116 aircraft and 83% of the net book value of our aircraft, was encumbered by secured debt financings, and \$0.7 billion, representing 29 aircraft and 17% of the net book value of our aircraft, was unencumbered by secured debt financings.

In April 2012, we repaid the outstanding indebtedness under our Term Financing No. 1 with the proceeds from an offering of our unsecured Senior Notes due 2017 and Senior Notes due 2020. Repayment of our Term Financing No. 1 unencumbered 27 aircraft with a net book value of approximately \$962.7 million.

Total pro-forma unencumbered aircraft following the repayment of Term Financing No. 1 was 56 aircraft representing \$1.7 billion and 39% of net book value of our aircraft at March 31, 2012.

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|                                 | <b>Owned Aircraft as of<br/>March 31, 2012</b> |                                    |
|---------------------------------|--|------------------------------------|
|                                 | <b>Number of<br/>Aircraft</b>                  | <b>% of Net<br/>Book<br/>Value</b> |
| <b>Aircraft Type</b>            |  |                                    |
| Passenger:                      |  |                                    |
| Narrowbody                      | 88   | 37%                                |
| Midbody                         | 29   | 27%                                |
| Widebody                        | 3  | 5%                                 |
| Total Passenger                 | 120  | 69%                                |
| Freighter                       | 25   | 31%                                |
| <b>Total</b>                    | <b>145</b>                                     | <b>100%</b>                        |
| <b>Manufacturer</b>             |  |                                    |
| Boeing                          | 91   | 57%                                |
| Airbus                          | 54   | 43%                                |
| <b>Total</b>                    | <b>145</b>                                     | <b>100%</b>                        |
| <b>Regional Diversification</b> |  |                                    |
| Europe                          | 67   | 41%                                |
| Asia                            | 39   | 27%                                |
| North America                   | 16   | 9%                                 |
| Latin America                   | 11   | 6%                                 |
| Middle East and Africa          | 8  | 14%                                |
| Off-lease <sup>(1)</sup>        | 4  | 3%                                 |
| <b>Total</b>                    | <b>145</b>                                     | <b>100%</b>                        |

- (1) Includes one Boeing Model 747-400 aircraft being converted from passenger to freighter configuration, which was delivered to a customer in North America in April 2012, one Boeing Model 747-400 BDSF aircraft for which we have a commitment to lease to a customer in North America, one Boeing Model 737-700 aircraft and one Boeing Model 747-400 aircraft.

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Our largest customer represents less than 8% of the net book value of flight equipment held for lease at March 31, 2012. Our top 15 customers for aircraft we owned at March 31, 2012, representing 70 aircraft and 61% of the net book value of flight equipment held for lease, are as follows:

| Percent of Net Book Value    | Customer                              | Country              | Number of Aircraft |
|------------------------------|---------------------------------------|----------------------|--------------------|
| Greater than 6% per customer | South African Airways                 | South Africa         | 4                  |
|                              | Hainan Airlines Company               | China                | 9                  |
| 3% to 6% per customer        | Emirates                              | United Arab Emirates | 2                  |
|                              | US Airways                            | USA                  | 11                 |
|                              | Martinair <sup>(1)</sup>              | Netherlands          | 5                  |
|                              | SriLankan Airlines                    | Sri Lanka            | 5                  |
|                              | Airbridge Cargo <sup>(2)</sup>        | Russia               | 2                  |
|                              | Iberia Airlines                       | Spain                | 6                  |
|                              | GOL <sup>(3)</sup>                    | Brazil               | 7                  |
| Less than 3% per customer    | Cathay Pacific                        | Hong Kong            | 1                  |
|                              | China Eastern Airlines <sup>(4)</sup> | China                | 6                  |
|                              | KLM <sup>(1)</sup>                    | Netherlands          | 1                  |
|                              | Orenburg Airlines                     | Russia               | 4                  |
|                              | Icelandair <sup>(5)</sup>             | Iceland              | 5                  |
|                              | Malaysia Airlines                     | Malaysia             | 2                  |

- (1) Martinair is a wholly owned subsidiary of KLM. If combined with KLM, the two, together with two other affiliated customers, represent 9% of flight equipment held for lease.
- (2) Guaranteed by Volga-Dnepr.
- (3) GOL has guaranteed the obligations of an affiliate, VRG Linhas Aereas, and accordingly, the two are shown combined in the above table.
- (4) Does not include the aircraft leased by Shanghai Airlines and China Cargo Airlines, which are wholly owned subsidiaries of China Eastern Airlines. Although China Eastern Airlines does not guarantee the obligations of these subsidiaries under their relevant leases, if combined, the three customers represent 5% of flight equipment held for lease.
- (5) 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. In April 2012, we closed an offering of \$500.0 million aggregate principal amount of 6.75% Senior Notes due 2017 (the "Senior Notes due 2017") and \$300.0 million aggregate principal amount of 7.625% Senior Notes due 2020 (the "Senior Notes due 2020"). We used the net proceeds of the private placement to repay outstanding indebtedness under our Term Financing No. 1 and the termination of the associated interest rate derivatives, and for general corporate purposes, including the purchase of aviation assets. 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 and asset sales. 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.





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

**RESULTS OF OPERATIONS**

*Comparison of the three months ended March 31, 2011 to the three months ended March 31, 2012:*

|  | <b>Three Months Ended<br/>March 31,<br/>2011      2012<br/>(Dollars in thousands)</b> |                  |
|--|---|------------------|
| <b>Revenues:</b>   |   |                  |
| Lease rental revenue   | \$ 141,116  | \$ 152,242       |
| Amortization of net lease premiums, discounts and lease incentives | (3,102)   | (1,598)          |
| Maintenance revenue  | 16,844  | 12,647           |
| <b>Total lease rentals</b>   | <b>154,858</b>  | <b>163,291</b>   |
| Other revenue  | 3,056   | 1,624            |
| <b>Total revenues</b>  | <b>157,914</b>  | <b>164,915</b>   |
| <b>Expenses:</b>   |   |                  |
| Depreciation   | 59,591  | 64,514           |
| Interest, net  | 45,619  | 48,981           |
| Selling, general and administrative                                | 12,531  | 13,198           |
| Maintenance and other costs  | 3,530   | 2,774            |
| <b>Total operating expenses</b>                                    | <b>121,271</b>  | <b>129,467</b>   |
| <b>Other income (expense):</b>                                     |   |                  |
| Gain on sale of flight equipment                                   | 9,662   | 196              |
| Other income (expense)   | (359)   | (113)            |
| <b>Total other income (expense)</b>                                | <b>9,303</b>  | <b>83</b>        |
| <b>Income from continuing operations before income taxes</b>       | <b>45,946</b>   | <b>35,531</b>    |
| <b>Income tax provision</b>  | <b>3,269</b>  | <b>2,929</b>     |
| <b>Net income</b>  | <b>\$ 42,677</b>  | <b>\$ 32,602</b> |

**Revenues:**

Total revenues increased by 4.4%, or \$7.0 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011, primarily as a result of the following:

*Lease rental revenue.* The increase in lease rental revenue of \$11.1 million for the three months ended March 31, 2012 as compared to the same period in 2011 was primarily the result of:

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\$26.1 million of revenue reflecting the full quarter impact of five new aircraft and 13 used aircraft purchased in 2011, and two used aircraft purchased in 2012.

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

\$9.0 million due to aircraft sales and disposals;

\$1.1 million from the effect of lease terminations and other changes; and

\$4.9 million due to lease extensions and transitions at lower rentals.

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*Amortization of net lease premiums, discounts and lease incentives.*

|  | <b>Three Months Ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2011</b>                             | <b>2012</b> |
|  | <b>(Dollars in thousands)</b>           |             |
| Amortization of lease discounts                          | \$ 596                                  | \$ 581      |
| Amortization of lease premiums                           | (76)                                    | (1,242)     |
| Amortization of lease incentives                         | (3,622)                                 | (937)       |
| Amortization of net lease discounts and lease incentives | \$ (3,102)                              | \$ (1,598)  |

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 premiums of \$1.2 million for the three months ended March 31, 2012 as compared to the same period in 2011 primarily resulted from additional amortization on four aircraft purchased during the second half of 2011. The decrease in amortization of lease incentives of \$2.7 million resulted from two unscheduled lease terminations and one scheduled lease termination in the first quarter of 2012.

*Maintenance revenue.*

|                                | <b>Three Months Ended March 31,</b>   |                             |                                   |                             |
|--------------------------------|---------------------------------------|-----------------------------|-----------------------------------|-----------------------------|
|                                | <b>2011</b>                           |                             | <b>2012</b>                       |                             |
|                                | <b>Dollars<br/>(in<br/>thousands)</b> | <b>Number of<br/>Leases</b> | <b>Dollars<br/>(in thousands)</b> | <b>Number of<br/>Leases</b> |
| Unscheduled lease terminations | \$ 13,032                             | 5                           | \$ 9,859                          | 2                           |
| Scheduled lease terminations   | 3,812                                 | 2                           | 2,788                             | 1                           |
| Maintenance revenue            | \$ 16,844                             | 7                           | \$ 12,647                         | 3                           |

Unscheduled lease terminations. For the three months ended March 31, 2011, we recorded maintenance revenue in the amount of \$13.0 million from unscheduled lease terminations associated with five aircraft. Comparatively, for the same period in 2012, we recorded maintenance revenue totaling \$9.9 million from unscheduled lease terminations primarily associated with two aircraft returned in 2012.

Scheduled lease terminations. For the three months ended March 31, 2011, we recorded maintenance revenue from scheduled lease terminations totaling \$3.8 million associated with two aircraft. Comparatively, for the same period in 2012, we recorded \$2.8 million, primarily associated with maintenance revenue from one scheduled lease termination.

*Other revenue.* For the three months ended March 31, 2011, other revenue was \$3.1 million which was primarily due to additional fees paid by lessees in connection with early termination of four leases. For the three months ended March 31, 2012, other revenue was \$1.6 million which was primarily due to additional fees paid by lessees in connection with the early termination of two leases.

**Operating Expenses:**

Total operating expenses increased by 6.8%, or \$8.2 million for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011 primarily as a result of the following:

*Depreciation expense* increased by 8.3%, or \$4.9 million for the three months ended March 31, 2012 over the same period in 2010. The net increase is primarily the result of:

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\$7.7 million increase in depreciation for aircraft acquired; and

\$1.2 million increase in depreciation for capitalized aircraft improvements.

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These increases were offset partially by:

a \$3.6 million decrease in depreciation for aircraft sold.

*Interest, net* consisted of the following:

|   | <b>Three Months Ended<br/>March 31,</b> |                  |
|---|---|------------------|
|   | <b>2011</b>                             | <b>2012</b>      |
|   | <b>(Dollars in thousands)</b>           |                  |
| Interest on borrowings, net settlements on interest rate derivatives, and other liabilities | \$ 41,278                               | \$ 44,969        |
| Hedge ineffectiveness gains   | (475)                                   | (1,519)          |
| Amortization of interest rate derivatives related to deferred losses                        | 2,835                                   | 4,071            |
| Amortization of deferred financing fees and notes discount                                  | 3,528                                   | 2,716            |
| <b>Interest Expense</b>   | <b>47,166</b>                           | <b>50,237</b>    |
| Less interest income  | (161)                                   | (171)            |
| Less capitalized interest   | (1,386)                                 | (1,085)          |
| <b>Interest, net</b>  | <b>\$ 45,619</b>                        | <b>\$ 48,981</b> |

Interest, net increased by \$3.4 million, or 7.4 %, over the three months ended March 31, 2011. The net increase is primarily a result of:

a \$3.7 million increase in interest expense on our borrowings primarily due to a higher weighted average debt balance (\$2.95 billion for the three months ended March 31, 2012 as compared to \$2.71 billion for the three months ended March 31, 2011); and

a \$1.2 million increase in the amortization of deferred losses.

These increases were offset partially by:

a \$1.0 million decrease resulting from changes in measured hedge ineffectiveness due primarily to changes in our debt forecast.

*Selling, general and administrative expenses* for the three months ended March 31, 2012 increased slightly over the same period in 2011.

Non-cash share based expense was \$1.9 million and \$1.2 million for the three months ended March 31, 2011 and 2012, respectively.

*Maintenance and other costs* were \$2.8 million for the three months ended March 31, 2012, a decrease of \$0.8 million over the same period in 2011. The net decrease is primarily due to a decrease in aircraft maintenance and other transitions costs primarily relating to unscheduled lease terminations for four aircraft returned to us in the first quarter of 2011.

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

Total other income for the three months ended March 31, 2012 was \$83 thousand as compared to \$9.3 million for the same period in 2011. The decrease is a result of a \$9.5 million decrease due to the gain on the sale of aircraft recorded in the three months ended March 31, 2011 as compared to the same period in 2012.

***Income Tax Provision***

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Our provision for income taxes for the three months ended March 31, 2011 and 2012 was \$3.3 million and \$2.9 million, respectively. Income taxes have been provided based on the applicable tax laws and rates of those countries in

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which operations are conducted and income is earned, primarily Ireland and the United States. The decrease in our income tax provision of approximately \$0.3 million for the three months ended March 31, 2012 as compared to the same period in 2011 was attributable to a decrease in operating income subject to tax in the U.S. and Ireland.

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 2035. 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>Three Months Ended<br/>March 31,</b> |               |
|--|---|---------------|
|  | <b>2011</b>                             | <b>2012</b>   |
|  | <b>(Dollars in thousands)</b>           |               |
| Net income   | \$ 42,677                               | \$ 32,602     |
| Net change in fair value of derivatives, net of tax expense of \$400 and \$289, respectively | 23,468                                  | 16,483        |
| Derivative loss reclassified into earnings   | 2,835                                   | 4,071         |
| <br>Total comprehensive income   | <br>\$ 68,980                           | <br>\$ 53,156 |

Other comprehensive income was \$53.2 million for the three months ended March 31, 2012, a decrease of \$15.8 million from the \$69.0 million of other comprehensive income for the three months ended March 31, 2011. Other comprehensive income for the three months ended March 31, 2012 primarily consisted of:

\$32.6 million of net income;

\$16.5 million gain from a change in fair value of interest rate derivatives, net of taxes which is due primarily to net settlements for the three months ended March 31, 2011 partially offset by a slight downward shift in the one-month LIBOR forward curve; and

\$4.1 million of amortization of deferred net losses reclassified into earnings related to terminated interest rate derivatives.

Other comprehensive income for the three months ended March 31, 2011 primarily consisted of:

\$42.7 million of net income;

\$23.5 million gain from a change in fair value of interest rate derivatives, net of taxes which is due primarily to net settlements for the three months ended March 31, 2011 combined with a relatively flat LIBOR curve; and

\$2.8 million of amortization of deferred net losses reclassified into earnings related to terminated interest rate derivatives.



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For the three months ended March 31, 2012, the amount of deferred net loss reclassified from OCI into interest expense related to our terminated interest rate derivatives was \$4,071. The amount of deferred net loss expected to be reclassified from OCI into interest expense over the next 12 months related to our terminated interest rate derivatives is \$34,538. See [Liquidity and Capital Resources](#) [Hedging](#) below for more information on deferred net losses as related to terminated interest rate derivatives.

**Table of Contents****Recoverability Assessment**

At March 31, 2012, we had a total of 27 aircraft with a total net book value of \$382.0 million (accounting for 8.7% of the total net book value of our flight equipment held for lease), that we consider more susceptible to failing our recoverability assessment. The recoverability in the value of these aircraft is more sensitive to changes in contractual cash flows, future cash flow estimates and aircraft residual or scrap values. These aircraft fall primarily into a few categories as shown in the table below:

| Aircraft Type            | Number of Aircraft | Percent of Net Book Value |
|--------------------------|--------------------|---------------------------|
| A319-100                 | 5                  | 2.1%                      |
| A320-200/737-300/737-400 | 12                 | 2.2%                      |
| 767-300ER                | 8                  | 3.5%                      |
| Other (757-200/MD-11F)   | 2                  | 0.9%                      |

**RECENT UNADOPTED ACCOUNTING PRONOUNCEMENTS**

In August 2010, the Financial Accounting Standards Board ( FASB ) issued an exposure draft, *Leases* (the Lease ED ), which would replace the existing guidance in the Accounting Standards Codification ( ASC ) 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. In July 2011, the FASB tentatively decided on a new model for lessor accounting that would require a single approach for all leases, with a few exceptions. Under the new model, a lease receivable would be recognized for the lessor's right to receive lease payments, a portion of the carrying amount of the underlying asset would be allocated between the right of use granted to the lessee and the lessor's residual value and profit or loss would only be recognized at commencement if it is reasonably assured. Even though the FASB has not completed all of its deliberations, the decisions made to date were sufficiently different from those published in the Lease ED issued in August 2010. As a result, the FASB decided to re-expose the ED in the second half of 2012. We anticipate that the final standard may have an effective date no earlier than 2016. When and if the proposed guidance becomes effective, it may have a significant impact on the Company's consolidated financial statements. Although we believe the presentation of our financial statements, and those of our lessees could change, we do not believe the accounting pronouncement will change the fundamental economic reasons for which the airlines lease aircraft. Therefore, we do not believe it will have a material impact on our business.

**LIQUIDITY AND CAPITAL RESOURCES**

Our primary sources of liquidity currently are cash on hand, cash generated by our aircraft leasing operations, 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, 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, secured borrowings supported by export credit agencies for new aircraft acquisitions and bank financings secured by aircraft purchases;

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

public offerings of common shares; and

asset sales.



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Going forward, we expect to continue to seek liquidity from these sources subject to pricing and conditions that we consider satisfactory. In addition, we have a \$50.0 million senior unsecured revolving credit facility with Citigroup Global Markets Inc., which has a three-year term scheduled to expire in September 2013; we have not yet drawn down on this facility.

In April 2012, we closed an offering of \$500.0 million aggregate principal amount of Senior Notes due 2017 and \$300.0 million aggregate principal amount of Senior Notes due 2020. Both the Senior Notes due 2017 and the Senior Notes due 2020 were priced at par. We used the net proceeds of the private placement to repay outstanding indebtedness under our Term Financing No. 1 and the termination of the associated interest rate derivatives, and for general corporate purposes, including the purchase of aviation assets.

Under the terms of Securitization No. 2, effective June 8, 2012 all cash flows available after expenses and interest will be applied to debt amortization. We expect that debt amortization payments, excluding repayments from asset sales, over the next twelve months will be approximately \$108.6 million, excluding debt repayments from asset sales of \$1.8 million, compared to \$41.1 million, excluding debt repayments from asset sales of \$36.0 million, made over the twelve months ended March 31, 2012. Further, for this financing, we recently entered into a forward starting interest rate derivative arrangement to hedge approximately 75% of the expected future debt balance beginning in June 2012 at an average swap rate of 1.27%, which is approximately 400 basis points lower than the existing interest rate derivative which expires in June 2012.

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 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.

As of March 31, 2012, we are in compliance with all applicable covenants in our financings.

We believe that cash on hand, funds generated from operations, maintenance payments received from lessees, and proceeds from any future contracted aircraft sales will be sufficient to satisfy our liquidity and capital resource needs over the next twelve months. Our liquidity and capital resource needs include payments due under our other aircraft purchase commitments, required principal and interest payments under our long-term debt facilities, expected capital expenditures, lessee maintenance payment draws and lease incentive payments over the next twelve months.

In April 2012, we repaid the outstanding indebtedness under our Term Financing No. 1. Repayment of our Term Financing No. 1 unencumbered 27 aircraft with a net book value of approximately \$962.7 million. In addition, our lease rental exit run rate for unencumbered aircraft would be \$238 million, and the ratio of our unencumbered assets to unsecured debt would be 173%. We believe the cash flow contribution for this asset base, together with the cash flow contribution from our delivered New A330 Aircraft, will provide sufficient amounts of cash flow to meet our liquidity needs and near-term growth objectives.

**Table of Contents****Cash Flows**

|  | <b>Three Months Ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2011</b>                             | <b>2012</b> |
|  | <b>(Dollars in thousands)</b>           |             |
| Net cash flow provided by operating activities           | \$ 63,507                               | \$ 72,966   |
| Net cash flow used in investing activities               | (71,840)                                | (70,371)    |
| Net cash flow provided by (used in) financing activities | 8,651                                   | (41,447)    |

*Operating Activities:*

Cash flow from operations was \$63.5 million and \$73.0 million for the three months ended March 31, 2011 and March 31, 2012, respectively. The increase in cash flow from operations of approximately \$9.5 million for the three months ended March 31, 2012 versus the same period in 2011 was primarily a result of:

\$15.7 million increase in cash from lease rentals.

This increase was offset partially by:

an \$8.3 million increase in cash paid for interest.

*Investing Activities:*

Cash used in investing activities was \$71.8 million and \$70.4 million for the three months ended March 31, 2011 and March 31, 2012, respectively. The decrease in cash flow used in investing activities of \$1.5 million for the three months ended March 31, 2012 versus the same period in 2011, was primarily a result of:

a \$62.0 million decrease in the acquisition and improvement of flight equipment;

a \$35.8 million increase in restricted cash and cash equivalents related to sale of flight equipment; and

a \$20.1 million decrease in aircraft purchase deposits under our Airbus A330 Agreement.

These decreases were offset partially by:

\$72.7 million in lower proceeds from the sale of flight equipment; and

\$43.6 million for the purchase of a debt investment in 2012.

*Financing Activities:*

Cash provided by financing activities was \$8.7 million for the three months ended March 31, 2011 as compared to a net use of cash of \$41.4 million for the three months ended March 31, 2012. The net increase in cash flow used in financing activities of \$50.1 million for the three months ended March 31, 2012 versus the same period in 2011 was a result of:

\$157.2 million of lower proceeds from term debt financings;

\$2.9 million of higher dividend payments; and

\$1.2 million of lower security deposits received net of security deposits returned.

The outflows were offset partially by:

\$53.1 million of lower financing repayments on our securitizations and term debt financings;

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\$25.0 million of higher restricted cash and cash equivalents related to security deposits and maintenance payments;

\$14.9 million lower repurchases of our common shares;

\$11.1 million of higher maintenance deposits received net of maintenance deposits returned; and

\$7.1 million in lower deferred financing costs.

**Debt Obligations**

The following table provides a summary of our secured and unsecured debt financings at March 31, 2012:

| Debt Obligation                             | Collateral   | Outstanding Borrowing<br>(Dollars in thousands) | Number of Aircraft | Interest Rate <sup>(1)</sup> | Final Stated Maturity <sup>(2)</sup> |
|---|--|---|--------------------|------------------------------|--------------------------------------|
| <b>Secured Debt Financings:</b>             |  |   |                    |                              |                                      |
| Securitization No. 1                        | Interests in aircraft leases, beneficial interests in aircraft owning/leasing entities and related interests           | \$ 374,073                                      | 32                 | 0.51%                        | 06/20/31                             |
| Securitization No. 2                        | Interests in aircraft leases, beneficial interests in aircraft owning/leasing entities and related interests           | 866,428   | 46                 | 0.50%                        | 06/14/37                             |
| Term Financing No. 1 <sup>(3)</sup>         | Interests in aircraft leases, beneficial interests in aircraft owning/leasing entities and related interests           | 583,138   | 27                 | 2.00%                        | 05/02/15                             |
| ECA Term Financings                         | Interests in aircraft, aircraft leases, beneficial interests in aircraft owning/leasing entities and related interests | 526,150   | 8                  | 2.65%<br>to<br>3.96%         | 12/03/21<br>to<br>07/13/23           |
| Bank Financings                             | Interests in aircraft, aircraft leases, beneficial interests in aircraft owning/leasing entities and related interests | 122,712   | 3                  | 4.22%<br>to<br>4.57%         | 09/15/15<br>to<br>10/26/17           |
| <b>Total secured debt financings</b>        |  | <b>2,472,501</b>                                |                    |                              |                                      |
| <b>Unsecured Debt Financings:</b>           |  |   |                    |                              |                                      |
| Senior Notes due 2018                       | None   | 450,729   |                    | 9.75%                        | 08/01/18                             |
| 2010 Revolving Credit Facility              | None   |   |                    | N/A                          | 09/28/13                             |
| <b>Total unsecured debt financings</b>      |  | <b>450,729</b>                                  |                    |                              |                                      |
| Total secured and unsecured debt financings |  | <b>\$ 2,923,230</b>                             |                    |                              |                                      |

(1) Reflects floating rate in effect at the most recent applicable reset date plus the margin, except for the ECA Term Financings, Bank Financings and the Senior Notes due 2018, which are fixed rate.

(2)

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Effective June 2011 for Securitization No. 1, all cash flows available after expenses and interest is applied to debt amortization. For 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 2012 and May 2013, respectively.

- (3) In April 2012, we used a portion of the net proceeds of the private placement of \$500.0 million aggregate principal amount of Senior Notes due 2017 and \$300.0 million aggregate principal amount of Senior Notes due 2020 to pay off Term Financing No. 1.



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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, 2011<br>(Dollars in thousands) | March 31, 2012 |            |                               |
| Securitization No. 1 | Crédit Agricole Corporate and Investment Bank                | \$42,000                                    | \$42,000       | 0.45%      | 1M Libor + 1.00%              |
| Securitization No. 2 | HSH Nordbank AG  | 66,859                                      | 65,000         | 0.50%      | 1M Libor + 0.75%              |
| Term Financing No. 1 | Crédit Agricole Corporate and Investment Bank <sup>(1)</sup> | 11,902                                      | 11,663         | 0.60%      | 1M Libor + 1.20%              |

(1) Facility was terminated in April 2012 upon repayment of Term Financing No. 1 (See Unsecured Debt Financings below).

**Unsecured Debt Financings:***Senior Notes due 2017 and Senior Notes due 2020*

In April 2012, we closed an offering of \$500.0 million aggregate principal amount of Senior Notes due 2017 and \$300.0 million aggregate principal amount of Senior Notes due 2020. Both the Senior Notes due 2017 and the Senior Notes due 2020 were priced at par. We used the net proceeds of the private placement to repay outstanding indebtedness under our Term Financing No. 1 and the termination of the associated interest rate derivative, and for general corporate purposes, including the purchase of aviation assets.

**Contractual Obligations**

Our contractual obligations consist of principal and interest payments on variable and fixed rate liabilities, interest payments on interest rate derivatives, other aircraft acquisition and conversion agreements and rent payments pursuant to our office leases. Total contractual obligations increased from \$3.75 billion at December 31, 2011 to approximately \$3.90 billion at March 31, 2012 due primarily to:

an increase in borrowings as a result of a commitment on an ECA loan for the purchase of a New A330 aircraft purchased on April 5, 2012;

an increase in purchase obligations for the purchase of aircraft; and

an increase in the commitment for office leases as a result of a ten-year lease extension for the office space in Stamford, Connecticut signed in January 2012.

These increases were partially offset by:

principal and interest payments made under our securitizations, term financings and our ECA term financings.

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The following table presents our actual contractual obligations and their payment due dates as of March 31, 2012.

| Contractual Obligations                                       | Total               | Payments Due By Period as of March 31, 2012 |                   |                     |                      |
|---|---------------------|---|-------------------|---------------------|----------------------|
|   |                     | Less than<br>1 year                         | 1-3 years         | 3-5 years           | More than<br>5 years |
| (Dollars in thousands)  |                     |   |                   |                     |                      |
| <b>Principal payments:</b>                                    |                     |   |                   |                     |                      |
| Senior Notes due 2018   | \$ 450,000          | \$  | \$                | \$                  | \$ 450,000           |
| Securitization No. 1 <sup>(1)</sup>                           | 374,073             | 57,984                                      | 114,005           | 132,522             | 69,562               |
| Securitization No. 2 <sup>(2)</sup>                           | 866,428             | 110,411                                     | 283,558           | 275,283             | 197,176              |
| Term Financing No. 1 <sup>(3)</sup>                           | 583,138             | 47,750                                      | 166,214           | 369,174             |                      |
| ECA Term Financings <sup>(4)</sup>                            | 603,250             | 44,525                                      | 96,383            | 103,172             | 359,170              |
| Bank Financings <sup>(5)</sup>                                | 122,712             | 13,337                                      | 27,631            | 26,744              | 55,000               |
| <b>Total principal payments</b>                               | <b>2,999,601</b>    | <b>274,007</b>                              | <b>687,791</b>    | <b>906,895</b>      | <b>1,130,908</b>     |
| <b>Interest payments:</b>                                     |                     |   |                   |                     |                      |
| Interest payments on debt obligations <sup>(6)</sup>          | 482,324             | 86,087                                      | 159,215           | 127,886             | 109,136              |
| Interest payments on interest rate derivatives <sup>(7)</sup> | 152,862             | 54,740                                      | 72,873            | 24,935              | 314                  |
| <b>Total interest payments</b>                                | <b>635,186</b>      | <b>140,827</b>                              | <b>232,088</b>    | <b>152,821</b>      | <b>109,450</b>       |
| Office leases <sup>(8)</sup>                                  | 8,510               | 885   | 1,607             | 1,569               | 4,449                |
| Purchase obligations <sup>(9)</sup>                           | 256,049             | 256,049                                     |                   |                     |                      |
| <b>Total</b>  | <b>\$ 3,899,346</b> | <b>\$ 671,768</b>                           | <b>\$ 921,486</b> | <b>\$ 1,061,285</b> | <b>\$ 1,244,807</b>  |

- (1) Estimated principal payments for this non-recourse 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 interest rate derivative agreements and policy provider fees.
- (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 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 interest rate derivative agreements and policy provider fees. Payments due in less than one year include repayments of \$1.9 million related to contracted sales of one aircraft in 2012.
- (3) 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. In April 2012, we used a portion of the net proceeds of the private placement of \$500.0 million aggregate principal amount of 6.75% Senior Notes due 2017 and \$300.0 million aggregate principal amount of 7.625% Senior Notes due 2020 to pay off Term Financing No. 1.
- (4) Includes scheduled principal payments based upon fixed rate, 12-year, fully amortizing loans, including one New A330 Aircraft we acquired on April 5, 2012.
- (5) Includes principal payments based upon individual loan amortization schedules.
- (6) Future interest payments on variable rate, LIBOR-based debt obligations are estimated using the interest rate in effect at March 31, 2012.
- (7) 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 March 31, 2012.
- (8) Represents contractual payment obligations for our office leases in Stamford, Connecticut; Dublin, Ireland and Singapore.
- (9) At March 31, 2012, we had aircraft purchase agreements and freighter conversion agreements, including the acquisition of one New A330 Aircraft from Airbus.



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The following table presents our contractual obligations and their payment due dates as of March 31, 2012 pro-forma for the issuance of our \$500.0 million aggregate principal amount of Senior Notes due 2017 and \$300.0 million aggregate principal amount of Senior Notes due 2020, the repayment of our outstanding indebtedness under Term Financing No. 1 in April 2012 and the termination of the associated interest rate derivative on April 5, 2012.

| Contractual Obligations                                       | Payments Due By Period as of March 31, 2012 |                     |                   |                   |                      |
|---|---|---------------------|-------------------|-------------------|----------------------|
|   | Total                                       | Less than<br>1 year | 1-3 years         | 3-5 years         | More than<br>5 years |
| (Dollars in thousands)  |   |                     |                   |                   |                      |
| Principal payments:   |   |                     |                   |                   |                      |
| Senior Notes due 2017   | \$ 500,000                                  | \$                  | \$                | \$                | \$ 500,000           |
| Senior Notes due 2018   | 450,000                                     |                     |                   |                   | 450,000              |
| Senior Notes due 2020   | 300,000                                     |                     |                   |                   | 300,000              |
| Securitization No. 1 <sup>(1)</sup>                           | 374,073                                     | 57,984              | 114,005           | 132,522           | 69,562               |
| Securitization No. 2 <sup>(2)</sup>                           | 866,428                                     | 110,411             | 283,558           | 275,283           | 197,176              |
| ECA Term Financings <sup>(3)</sup>                            | 603,250                                     | 44,525              | 96,383            | 103,172           | 359,170              |
| Bank Financings <sup>(4)</sup>                                | 122,712                                     | 13,337              | 27,631            | 26,744            | 55,000               |
| <b>Total principal payments</b>                               | <b>3,216,463</b>                            | <b>226,257</b>      | <b>521,577</b>    | <b>537,721</b>    | <b>1,930,908</b>     |
| Interest payments:  |   |                     |                   |                   |                      |
| Interest payments on debt obligations <sup>(5)</sup>          | 802,350                                     | 102,544             | 253,834           | 239,898           | 206,074              |
| Interest payments on interest rate derivatives <sup>(6)</sup> | 100,033                                     | 35,177              | 41,525            | 23,017            | 314                  |
| <b>Total interest payments</b>                                | <b>902,383</b>                              | <b>137,721</b>      | <b>295,359</b>    | <b>262,915</b>    | <b>206,388</b>       |
| Office leases <sup>(7)</sup>                                  | 8,510                                       | 885                 | 1,607             | 1,569             | 4,449                |
| Purchase obligations <sup>(8)</sup>                           | 256,049                                     | 256,049             |                   |                   |                      |
| <b>Total</b>  | <b>\$ 4,383,405</b>                         | <b>\$ 620,912</b>   | <b>\$ 818,543</b> | <b>\$ 802,205</b> | <b>\$ 2,141,745</b>  |

- (1) Estimated principal payments for this non-recourse 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 interest rate derivative agreements and policy provider fees.
- (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 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 interest rate derivative agreements and policy provider fees. Payments due in less than one year include repayments of \$1.9 million related to contracted sales of one aircraft in 2012.
- (3) Includes scheduled principal payments based upon fixed rate, 12-year, fully amortizing loans, including one aircraft we acquired on April 5, 2012.
- (4) Includes principal payments based upon individual loan amortization schedules.
- (5) Future interest payments on variable rate, LIBOR-based debt obligations are estimated using the interest rate in effect at March 31, 2012.
- (6) 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 March 31, 2012.
- (7) Represents contractual payment obligations for our office leases in Stamford, Connecticut; Dublin, Ireland and Singapore.
- (8) At March 31, 2012, we had aircraft purchase agreements and freighter conversion agreements, including the acquisition of one New A330 Aircraft from Airbus.



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### **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 three months ended March 31, 2011 and 2012, we incurred a total of \$9.8 million and \$16.3 million, respectively, of capital expenditures (including lease incentives) related to the acquisition and improvement of aircraft.

As of March 31, 2012, the weighted average age (by net book value) of our aircraft was approximately 11.1 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 March 31, 2012, we had \$333.0 million of maintenance reserves as a liability on our balance sheet. 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. For the three months ended March 31, 2012, we received \$30.3 million of maintenance payments and returned \$22.0 million of maintenance payments.

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.

### **Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of March 31, 2012.

### **Foreign Currency Risk and Foreign Operations**

At March 31, 2012, 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. For the three months ended March 31, 2012, expenses, such as payroll and office costs, denominated in currencies other than the U.S. dollar aggregated approximately \$2.6 million in U.S. dollar equivalents and represented approximately 19.7% 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 three months ended March 31, 2011 and 2012, 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.

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We held the following interest rate derivatives as of March 31, 2012:

| Hedged Item  | Current<br>Notional<br>Amount | Effective<br>Date | Maturity<br>Date | Derivative Liabilities  |                     |                      | Balance Sheet<br>Location            | Fair 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   | \$ 362,507                    | Jun-06            | Jun-16           | \$ 362,507  | 1M LIBOR<br>+ 0.27% | 5.78%                | Fair value of derivative liabilities | \$ 56,945  |
| Securitization No. 2 <sup>(1)</sup>                                  | 929,725                       | Jun-07            | Jun-12           | 929,725   | 1M LIBOR            | 5.25%<br>to<br>5.36% | Fair value of derivative liabilities | 9,065      |
| Securitization No. 2 <sup>(1)</sup>                                  |                               | Jun-12            | Jun-17           | 645,543   | 1M LIBOR            | 1.26%<br>to<br>1.28% | Fair value of derivative liabilities | 6,509      |
| Total interest rate derivatives designated as cash flow hedges       | 1,292,232                     |                   |                  | 1,937,775   |                     |                      |                                      | 72,519     |
| <b>Interest rate derivatives not designated as cash flow hedges:</b> |                               |                   |                  |   |                     |                      |                                      |            |
| Term Financing No. 1 <sup>(2)</sup>                                  | 528,309                       | Jun-08            | May-13           | 528,309   | 1M LIBOR            | 4.04%                | Fair value of derivative liabilities | 19,026     |
| Term Financing No. 1 <sup>(2)</sup>                                  |                               | May-13            | May-15           | 417,960   | 1M LIBOR            | 5.31%                | Fair value of derivative liabilities | 31,916     |
| Total interest rate derivatives not designated as cash flow hedges   | 528,309                       |                   |                  | 946,269   |                     |                      |                                      | 50,942     |
| Total interest rate derivative liabilities                           | \$ 1,820,541                  |                   |                  | \$ 2,884,044  |                     |                      |                                      | \$ 123,461 |

- (1) The interest payments related to Securitization No. 2 are being hedged by two consecutive interest rate derivatives. When the first matures in June 2012, the next becomes effective.
- (2) The interest rate derivatives hedging the variable interest payments of Term Financing No. 1 were de-designated as of March 30, 2012 when it became probable that the Term Financing No. 1 debt would be repaid from the net proceeds from the Senior Notes due 2017 and the Senior Notes due 2020. On April 4, 2012, upon the repayment of Term Financing No. 1, both interest rate derivatives were terminated resulting in a net deferred loss of \$50,429 which will be amortized into interest expense using the interest rate method. The mark-to-market adjustment for the period from date of de-designation through the termination date will be

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charged to other income (expense) on our consolidated statement of income.

The weighted average interest pay rates of these derivatives at December 31, 2011 and March 31, 2012 were 5.04%, and 5.03%, respectively.

For the three months ended March 31, 2012, the amount of loss reclassified from accumulated other comprehensive income ( OCI ) into interest expense related to net interest settlements on active interest rate derivatives was \$20.8 million. The amount of loss expected to be reclassified from OCI into interest expense over the next 12 months related to net interest settlements on active interest rate derivatives is \$31.3 million.

Our interest rate derivatives involve counterparty credit risk. As of March 31, 2012, our interest rate derivatives are held with the following counterparties: JP Morgan Chase Bank NA, Citibank Canada NA, HSH Nordbank AG and Wells Fargo Bank NA. All of our counterparties or guarantors of these counterparties are considered investment grade (senior unsecured ratings of Baa2 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 March 31, 2012, accrued interest payable included in accounts payable, accrued expenses, and other liabilities on our consolidated balance sheet was \$4.0 million related to interest rate derivatives designated as cash flow hedges and \$1.6 million related to interest rate derivatives not designated as cash flow hedges.



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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.

On an ongoing basis, terminated interest rate derivative notionals are evaluated against debt forecasts. To the extent that interest payments are deemed remote to occur, deferred gains or losses are accelerated into interest expense as applicable. Due to the sale of certain aircraft in the second half of 2011 and the resulting repayment of ECA Term Financing debt, amortization of deferred losses was accelerated.

The following table summarizes the deferred (gains) and losses and related amortization into interest expense for our terminated interest rate derivative contracts for the three months ended March 31, 2011 and 2012:

| Hedged Item                         | 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 Upon<br>Termination<br>(Dollars in Thousands) | Unamortized<br>Deferred<br>(Gain) or<br>Loss at<br>March 31,<br>2012 | Amount of<br>Deferred<br>(Gain) or<br>Loss   |  | Amount of<br>Deferred<br>(Gain) or<br>Loss<br>Expected<br>to be<br>Amortized<br>over the<br>Next<br>Twelve<br>Months |
|-------------------------------------|---|-------------------|------------------|--------------------|-------------------------|---|--|--|--|--|
|                                     |   |                   |                  |                    |                         |   |  | Amortized<br>(including<br>Accelerated<br>Amortization)<br>into Interest<br>Expense for<br>the Three<br>Months<br>Ended<br>March 31,<br>2011 | Amortized<br>(including<br>Accelerated<br>Amortization)<br>into Interest<br>Expense for<br>the Three<br>Months<br>Ended<br>March 31,<br>2012 |  |
| Securitization No. 2                | 500,000                                   | Mar-06            | Mar-11           | 5.07               | Jun-07                  | \$ (2,687)  | \$   | \$ (122)   | \$   | \$   |
| Securitization No. 2                | 200,000                                   | Jan-07            | Aug-12           | 5.06               | Jun-07                  | (1,850)   | (110)  | (85)   | (80)   | (110)  |
| Securitization No. 2                | 410,000                                   | Feb-07            | Apr-17           | 5.14               | Jun-07                  | (3,119)   | (1,222)  | (82)   | (87)   | (332)  |
| Term Financing No. 1                | 150,000                                   | Jul-07            | Dec-17           | 5.14               | Mar-08                  | 15,281  | 7,277  | 458  | 429  | 1,676  |
| Term Financing No. 1                | 440,000                                   | Jun-07            | Feb-13           | 4.88               | Partial<br>Mar-08       | 26,281  | 3,925  | 1,334  | 1,230  | 3,925  |
|                                     |   |                   |                  |                    | Full<br>Jun-08          |   |  |  |  |  |
| Term Financing No. 1                | 248,000                                   | Aug-07            | May-13           | 5.33               | Jun-08                  | 9,888   | 1,685  | 418  | 385  | 1,487  |
| Term Financing No. 1 <sup>(1)</sup> | 710,068                                   | Jun-08            | May-13           | 4.04               | De-designated<br>Mar-12 | 19,026  | 19,026   |  |  | 17,614   |
|                                     |   |                   |                  |                    | Terminated<br>April-12  |   |  |  |  |  |
| Term Financing No. 1 <sup>(1)</sup> | 491,718                                   | May-13            | May-15           | 5.31               | De-designated           | 31,403  | 31,403   |  |  |  |

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Mar-12

Terminated

April-12

|   |         |        |        |      |         |        |                  |                  |                |                 |                 |
|---|---------|--------|--------|------|---------|--------|------------------|------------------|----------------|-----------------|-----------------|
| Term Financing No. 2                        | 360,000 | Jan-08 | Feb-19 | 5.16 | Partial | Jun-08 | 23,077           | 8,616            | 394            | 226             | 481             |
|   |         |        |        |      |         | Full   | Oct-08           |                  |                |                 |                 |
| ECA Term Financing for<br>New A330 Aircraft | 231,000 | Apr-10 | Oct-15 | 5.17 | Partial | Jun-08 |                  |                  |                |                 |                 |
|   |         |        |        |      | Full    | Dec-08 | 15,310           | 8,460            | 520            | 734             | 3,809           |
| ECA Term Financing for<br>New A330 Aircraft | 238,000 | Jan-11 | Apr-16 | 5.23 |         | Dec-08 | 19,430           | 12,959           |                | 965             | 3,684           |
| ECA Term Financing for<br>New A330 Aircraft | 238,000 | Jul-11 | Sep-16 | 5.27 |         | Dec-08 | 17,254           | 8,772            |                | 269             | 2,304           |
| <b>Total</b>                                |         |        |        |      |         |        | <b>\$169,294</b> | <b>\$100,791</b> | <b>\$2,835</b> | <b>\$ 4,071</b> | <b>\$34,538</b> |

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- (1) The interest rate derivatives hedging the variable interest rate payments of Terming Financing No. 1 were de-designated as of March 30, 2012 when it became probable that the Term Financing No. 1 debt would be repaid from the net proceeds from the Senior Notes due 2017 and the Senior Notes due 2020. On April 4, 2012, upon the repayment of Term Financing No. 1, both interest rate derivatives were terminated resulting in a net deferred loss of \$50,429 which will be amortized into interest expense using the interest rate method. The mark-to-market adjustment for the period from date of de-designation through the termination date will be charged to other income (expense) on our consolidated statement of income.

For the three months ended March 31, 2012, the amount of deferred net loss reclassified from OCI into interest expense related to our terminated interest rate derivatives was \$4.1 million. The amount of deferred net loss expected to be reclassified from OCI into interest expense over the next 12 months related to our terminated interest rate derivatives is \$34.5 million.

The following table summarizes amounts charged directly to the consolidated statement of income for the three months ended March 31, 2011 and 2012, respectively, related to our interest rate derivatives:

|   | <b>Three Months Ended<br/>March 31,<br/>2011                      2012<br/>(Dollars in thousands)</b> |                 |
|---|---|-----------------|
| <b>Interest Expense:</b>  |   |                 |
| Hedge ineffectiveness gains   | \$ (475)  | \$ (1,519)      |
| <b>Amortization:</b>  |   |                 |
| Amortization of deferred losses   | 2,835   | 4,071           |
| <b>Total Amortization</b>   | <b>2,835</b>  | <b>4,071</b>    |
| <b>Total charged to interest expense</b>                                | <b>\$ 2,360</b>   | <b>\$ 2,552</b> |
| <b>Other Income (Expense):</b>  |   |                 |
| Mark to market gains (losses) on undesignated interest rate derivatives | \$ (359)  | \$ (113)        |
| <b>Total charged to other income (expense)</b>                          | <b>\$ (359)</b>   | <b>\$ (113)</b> |

**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.



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The table below shows the reconciliation of net income to EBITDA for the three months ended March 31, 2011 and 2012, respectively.

|  | 78,785,736                    | 78,785,736     |
|--|-------------------------------|----------------|
|  | <b>Three Months Ended</b>     |                |
|  | <b>March 31,</b>              |                |
|  | <b>2011</b>                   | <b>2012</b>    |
|  | <b>(Dollars in thousands)</b> |                |
| Net income   | \$ 42,677                     | \$ 32,602      |
| Depreciation   | 59,591                        | 64,514         |
| Amortization of net lease discounts and lease incentives | 3,102                         | 1,598          |
| Interest, net  | 45,619                        | 48,981         |
| Income tax provision                                     | 3,269                         | 2,929          |
| <br>EBITDA   | <br>\$ 154,258                | <br>\$ 150,624 |

**Management's Use of Adjusted Net Income ( ANI )**

Beginning with this report for the quarter ended March 31, 2012, management, to be more consistent with reporting practices of peer aircraft leasing companies, has revised the calculation of ANI to no longer exclude gains (losses) on sales of assets, and to exclude non-cash share based payment expense in the calculation of ANI. Beginning with our Quarterly Report for the quarter ended June 30, 2012, we will also exclude Term Financing No. 1 hedge loss amortization charges which will be reported in Interest, net on our consolidated statement of income from the calculation of ANI. The calculation of ANI for the three months ended March 31, 2011 has been revised to be comparable with the current period presentation.

Management believes that ANI 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.

The table below shows the reconciliation of net income to ANI for the three months ended March 31, 2011 and 2012, respectively.

|   | 78,785,736                    | 78,785,736    |
|---|-------------------------------|---------------|
|   | <b>Three Months Ended</b>     |               |
|   | <b>March 31,</b>              |               |
|   | <b>2011</b>                   | <b>2012</b>   |
|   | <b>(Dollars in thousands)</b> |               |
| Net income  | \$ 42,677                     | \$ 32,602     |
| Ineffective portion and termination of hedges <sup>(1)</sup>        | (475)                         | (1,519)       |
| Mark to market of interest rate derivative contracts <sup>(2)</sup> | 359                           | 113           |
| Stock compensation expense <sup>(3)</sup>                           | 1,895                         | 1,176         |
| <br>Adjusted net income   | <br>\$ 44,456                 | <br>\$ 32,372 |

(1) Included in Interest, net.

(2) Included in Other income (expense).

(3) Included in Selling, general and administrative expenses.

,78,785,736      ,78,785,736

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| <b>Weighted-average shares:</b>      | <b>Three Months Ended</b> |                   |
|--------------------------------------|---------------------------|-------------------|
|                                      | <b>March 31,</b>          |                   |
|                                      | <b>2011</b>               | <b>2012</b>       |
| Common shares outstanding            | 78,785,736                | 71,696,939        |
| Restricted common shares             | 913,671                   | 630,038           |
| <b>Total weighted-average shares</b> | <b>79,699,407</b>         | <b>72,326,977</b> |

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|   | 00000000                                | 00000000       |
|---|---|----------------|
|   | <b>Three Months Ended<br/>March 31,</b> |                |
| <b>Percentage of weighted-average shares:</b> | <b>2011</b>                             | <b>2012</b>    |
| Common shares outstanding                     | 98.85%                                  | 99.13%         |
| Restricted common shares                      | 1.15%                                   | 0.87%          |
| <b>Total</b>                                  | <b>100.00%</b>                          | <b>100.00%</b> |

|   | <b>Three Months Ended<br/>March 31,</b> |             |
|---|---|-------------|
|   | <b>2011</b>                             | <b>2012</b> |
| Weighted-average common shares outstanding Basic and Diluted <sup>(b)</sup> | 78,785,736                              | 71,696,939  |

|   | <b>Three Months Ended<br/>March 31,</b>                     |             |
|---|---|-------------|
|   | <b>2011</b>   | <b>2012</b> |
|   | <b>(Dollars in thousands,<br/>except per share amounts)</b> |             |
| <b>Adjusted net income allocation:</b>  |   |             |
| Adjusted net income   | \$ 44,456   | \$ 32,372   |
| Less: Distributed and undistributed earnings allocated to restricted common shares <sup>(a)</sup> | (510)   | (282)       |
| Adjusted net income allocable to common shares Basic and Diluted                                  | \$ 43,946   | \$ 32,090   |
| Adjusted net income per common share Basic  | \$ 0.56   | \$ 0.45     |
| Adjusted net income per common share Diluted  | \$ 0.56   | \$ 0.45     |

(a) For the three months ended March 31, 2011 and 2012, distributed and undistributed earnings to restricted shares is 1.15% and 0.87%, 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 three months ended March 31, 2011 and 2012, we have no dilutive shares.

**Limitations of EBITDA and ANI**

An investor or potential investor may find EBITDA and ANI 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 and ANI 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 and ANI, 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;

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

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

non-cash share based payment expense.



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EBITDA and ANI 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 report. We also strongly urge you to not rely on any single financial measure to evaluate our business. In addition, because EBITDA and ANI are not measures of financial performance under US GAAP and are susceptible to varying calculations, EBITDA and ANI as presented in this report, may differ from and may not be comparable to, similarly titled measures used by other companies.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Interest Rate 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. We changed our interest rate risk disclosure to an alternative that provides a more meaningful analysis of our interest rate risk. 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 three 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 March 31, 2012 by \$0.5 million and \$0.3 million, respectively, over the next twelve months. As of March 31, 2012, a hypothetical 100-basis point increase/decrease in our variable interest rate on our borrowings would result in an interest expense increase/decrease of \$2.0 million and \$1.0 million, respectively, net of amounts received from our interest rate derivatives, over the next twelve months.

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**Item 4. 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 (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 ( "CEO" ) and Chief Financial Officer ( "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 March 31, 2012. 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 March 31, 2012.

**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 March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

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

**Item 1A. Risk Factors**

There have been no material changes to the disclosure related to the risk factors described in our Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds  
Issuer Purchases of Equity Securities**

During the first quarter of 2012, we purchased our common shares as follows:

| Period   | Total<br>Number<br>of Shares<br>Purchased | Average<br>Price<br>Paid<br>per Share | Total Number of<br>Shares Purchased<br>as Part of Publicly<br>Announced<br>Plans<br>or Programs<br>(b) | Maximum<br>Number (or<br>Approximate<br>Dollar Value) of<br>Shares that May<br>Yet Be Purchased<br>Under the Plans or<br>Programs (b) |
|----------|---|---------------------------------------|--|---|
|          |   |                                       | <b>(Dollars in thousands, except per share amounts)</b>  |   |
| January  | 148,468 <sup>(a)</sup>                    | \$12.72                               |  |   |
| February |   |                                       |  |   |
| March    |   |                                       |  |   |
| Total    | 148,468                                   | \$12.72                               |  |   |

- (a) Our Compensation Committee approved the repurchase of common shares pursuant to an irrevocable election made under the Amended and Restated Aircastle Limited 2005 Equity and Incentive Plan, in satisfaction of minimum tax withholding obligations associated with the vesting of restricted common shares during the first quarter of 2012.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**  
None.

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**Item 6. Exhibits**

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 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).   |
| 4.4         | First Supplemental Indenture, dated as of December 9, 2011, 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 December 12, 2011).   |
| 4.5         | Indenture, dated as of April 4, 2012, 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 April 4, 2012).  |
| 10.1        | Separation Agreement, dated January 22, 2012, among Aircastle Advisor LLC and J. Robert Peart (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on January 23, 2012).  |
| 10.2        | Registration Rights Agreement, dated as of April 4, 2012, by and among Aircastle Limited and Goldman, Sachs & Co., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC as representatives of the several Initial Purchasers named therein (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on April 4, 2012).  |
| 31.1        | Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 D   |
| 31.2        | Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002 D   |
| 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 D  |
| 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 D  |
| 99.1        | Owned Aircraft Portfolio at March 31, 2012 D   |

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**Exhibit  
No.**

**Description of Exhibit**

|     |  |
|-----|--|
| 101 | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2011 and March 31, 2012, (ii) Consolidated Statements of Income for the three months ended March 31, 2011 and 2012, (iii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2011 and 2012, (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2011 and 2012, and (v) Notes to Unaudited Consolidated Financial Statements D* |
|-----|--|

D Filed herewith.

\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act and otherwise are not subject to liability under those sections.

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**SIGNATURE**

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.

Dated: May 3, 2012

**AIRCASTLE LIMITED**  
(Registrant)

By: /s/ Aaron Dahlke  
Aaron Dahlke  
Chief Accounting Officer and Authorized Officer