
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **June 30, 2018**

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 **001-35121**

AIR LEASE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2000 Avenue of the Stars, Suite 1000N
Los Angeles, California
(Address of principal executive offices)

27-1840403
(I.R.S. Employer
Identification No.)

90067
(Zip Code)

Registrant's telephone number, including area code: **(310) 553-0555**

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, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At August 8, 2018, there were 104,066,545 shares of Air Lease Corporation's Class A common stock outstanding.

Air Lease Corporation and Subsidiaries
Form 10-Q
For the Quarterly Period Ended June 30, 2018

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

Statements in this quarterly report on Form 10-Q that are not historical facts may constitute “forward-looking statements,” including any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance. These statements are often, but not always, made through the use of words or phrases such as “anticipate,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimate,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends” and similar words or phrases. These statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed in such statements, including as a result of the following factors, among others:

- our inability to make acquisitions of, or lease, aircraft on favorable terms;
- our inability to sell aircraft on favorable terms or to predict the timing of such sales;
- our inability to obtain additional financing on favorable terms, if required, to complete the acquisition of sufficient aircraft as currently contemplated or to fund the operations and growth of our business;
- our inability to effectively oversee our managed fleet;
- our inability to obtain refinancing prior to the time our debt matures;
- impaired financial condition and liquidity of our lessees;
- deterioration of economic conditions in the commercial aviation industry generally;
- increased maintenance, operating or other expenses or changes in the timing thereof;
- changes in the regulatory environment, including tariffs and other restrictions on trade;
- unanticipated impacts of the Tax Cuts and Jobs Act of 2017 (the “Tax Reform Act”), including as a result of changes in assumptions we make in our interpretation of the Tax Reform Act, guidance related to application of the Tax Reform Act that may be issued in the future, and actions that we may take as a result of our expected impact of the Tax Reform Act;
- potential natural disasters and terrorist attacks and the amount of our insurance coverage, if any, relating thereto; and
- the factors discussed under “Part I — Item 1A. Risk Factors,” in our Annual Report on Form 10-K for the year ended December 31, 2017, and other SEC filings.

All forward-looking statements are necessarily only estimates of future results, and there can be no assurance that actual results will not differ materially from expectations. You are therefore cautioned not to place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

PART I—FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS****Air Lease Corporation and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and par value amounts)**

	June 30, 2018	December 31, 2017
	(unaudited)	
Assets		
Cash and cash equivalents	\$ 259,530	\$ 292,204
Restricted cash	21,528	16,078
Flight equipment subject to operating leases	16,962,768	15,100,040
Less accumulated depreciation	<u>(2,098,524)</u>	<u>(1,819,790)</u>
	14,864,244	13,280,250
Deposits on flight equipment purchases	1,555,407	1,562,776
Other assets	554,738	462,856
Total assets	<u>\$ 17,255,447</u>	<u>\$ 15,614,164</u>
Liabilities and Shareholders' Equity		
Accrued interest and other payables	\$ 329,426	\$ 309,182
Debt financing, net of discounts and issuance costs	10,962,446	9,698,785
Security deposits and maintenance reserves on flight equipment leases	933,309	856,140
Rentals received in advance	112,151	104,820
Deferred tax liability	580,273	517,795
Total liabilities	<u>\$ 12,917,605</u>	<u>\$ 11,486,722</u>
Shareholders' Equity		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; no shares issued or outstanding	—	—
Class A common stock, \$0.01 par value; authorized 500,000,000 shares; issued and outstanding 104,065,045 and 103,621,629 shares at June 30, 2018 and December 31, 2017, respectively	1,041	1,036
Class B non-voting common stock, \$0.01 par value; authorized 10,000,000 shares; no shares issued or outstanding	—	—
Paid-in capital	2,265,393	2,260,064
Retained earnings	2,071,408	1,866,342
Total shareholders' equity	<u>\$ 4,337,842</u>	<u>\$ 4,127,442</u>
Total liabilities and shareholders' equity	<u>\$ 17,255,447</u>	<u>\$ 15,614,164</u>

(See Notes to Consolidated Financial Statements)

Air Lease Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except share and per share amounts)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
(unaudited)				
Revenues				
Rental of flight equipment	\$ 393,479	\$ 358,114	\$ 771,341	\$ 712,767
Aircraft sales, trading and other	4,335	22,843	7,682	28,377
Total revenues	<u>397,814</u>	<u>380,957</u>	<u>779,023</u>	<u>741,144</u>
Expenses				
Interest	73,452	63,014	142,395	130,077
Amortization of debt discounts and issuance costs	8,010	6,437	16,032	15,429
Interest expense	81,462	69,451	158,427	145,506
Depreciation of flight equipment	142,600	126,490	278,734	250,399
Selling, general and administrative	21,458	23,843	44,817	46,415
Stock-based compensation	4,885	5,304	8,317	9,077
Total expenses	<u>250,405</u>	<u>225,088</u>	<u>490,295</u>	<u>451,397</u>
Income before taxes	147,409	155,869	288,728	289,747
Income tax expense	<u>(32,198)</u>	<u>(54,944)</u>	<u>(62,866)</u>	<u>(103,885)</u>
Net income	<u>\$ 115,211</u>	<u>\$ 100,925</u>	<u>\$ 225,862</u>	<u>\$ 185,862</u>
Net income per share of Class A and Class B common stock:				
Basic	\$ 1.11	\$ 0.98	\$ 2.17	\$ 1.80
Diluted	\$ 1.04	\$ 0.92	\$ 2.04	\$ 1.69
Weighted-average shares outstanding				
Basic	104,003,960	103,180,769	103,876,647	103,064,834
Diluted	112,424,582	111,564,483	112,326,506	111,490,683
Dividends declared per share	\$ 0.10	\$ 0.075	\$ 0.20	\$ 0.15

(See Notes to Consolidated Financial Statements)

Air Lease Corporation and Subsidiaries
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(In thousands, except share and per share amounts)

(unaudited)	Preferred Stock		Class A Common Stock		Class B Non-Voting Common Stock		Paid-in Capital	Retained Earnings	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2017	—	\$ —	103,621,629	\$ 1,036	—	\$ —	\$ 2,260,064	\$ 1,866,342	\$ 4,127,442
Issuance of common stock upon vesting of restricted stock units and upon exercise of options	—	—	599,984	5	—	—	4,153	—	4,158
Stock-based compensation	—	—	—	—	—	—	8,317	—	8,317
Cash dividends (declared \$0.20 per share)	—	—	—	—	—	—	—	(20,796)	(20,796)
Tax withholding related to vesting of restricted stock units and exercise of stock options	—	—	(156,568)	—	—	—	(7,141)	—	(7,141)
Net income	—	—	—	—	—	—	—	225,862	225,862
Balance at June 30, 2018	—	\$ —	104,065,045	\$ 1,041	—	\$ —	\$ 2,265,393	\$ 2,071,408	\$ 4,337,842

(See Notes to Consolidated Financial Statements)

Air Lease Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Six Months Ended June 30,	
	2018	2017
	(unaudited)	
Operating Activities		
Net income	\$ 225,862	\$ 185,862
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of flight equipment	278,734	250,399
Stock-based compensation	8,317	9,077
Deferred taxes	62,866	103,885
Amortization of debt discounts and issuance costs	16,032	15,429
Amortization of prepaid lease costs	14,610	11,473
Gain on aircraft sales, trading and other activity	(2,185)	(25,048)
Changes in operating assets and liabilities:		
Other assets	(47,313)	(90,297)
Accrued interest and other payables	23,737	31,240
Rentals received in advance	7,331	5,943
Net cash provided by operating activities	<u>587,991</u>	<u>497,963</u>
Investing Activities		
Acquisition of flight equipment under operating lease	(1,402,374)	(1,142,367)
Payments for deposits on flight equipment purchases	(360,440)	(385,628)
Proceeds from aircraft sales, trading and other activity	250	433,284
Acquisition of aircraft furnishings, equipment and other assets	(141,125)	(84,874)
Net cash used in investing activities	<u>(1,903,689)</u>	<u>(1,179,585)</u>
Financing Activities		
Issuance of common stock upon exercise of options and warrants	4,128	1,664
Cash dividends paid	(20,757)	(15,450)
Tax withholdings on stock-based compensation	(7,141)	(5,600)
Net change in unsecured revolving facility	109,000	711,000
Proceeds from debt financings	1,738,665	1,096,673
Payments in reduction of debt financings	(594,706)	(1,229,690)
Debt issuance costs	(5,301)	(3,964)
Security deposits and maintenance reserve receipts	109,007	110,766
Security deposits and maintenance reserve disbursements	(44,421)	(12,630)
Net cash provided by financing activities	<u>1,288,474</u>	<u>652,769</u>
Net decrease in cash	(27,224)	(28,853)
Cash, cash equivalents and restricted cash at beginning of period	308,282	290,802
Cash, cash equivalents and restricted cash at end of period	<u>\$ 281,058</u>	<u>\$ 261,949</u>
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest, including capitalized interest of \$25,692 and \$21,931 at June 30, 2018 and 2017, respectively	\$ 149,077	\$ 159,269
Supplemental Disclosure of Noncash Activities		
Buyer furnished equipment, capitalized interest, deposits on flight equipment purchases and seller financing applied to acquisition of flight equipment and other assets applied to payments for deposits on flight equipment purchases	\$ 451,048	\$ 312,837
Cash dividends declared, not yet paid	\$ 10,399	\$ 7,741

(See Notes to Consolidated Financial Statements)

Air Lease Corporation and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Company Background and Overview

Air Lease Corporation (the “Company”, “ALC”, “we”, “our” or “us”) is a leading aircraft leasing company that was founded by aircraft leasing industry pioneer, Steven F. Udvar-Házy. We are principally engaged in purchasing new commercial jet transport aircraft directly from aircraft manufacturers, such as The Boeing Company (“Boeing”) and Airbus S.A.S. (“Airbus”), and leasing those aircraft to airlines throughout the world with the intention to generate attractive returns on equity. In addition to our leasing activities, we sell aircraft from our operating lease portfolio to third parties, including other leasing companies, financial services companies and airlines. We also provide fleet management services to investors and owners of aircraft portfolios for a management fee. As of June 30, 2018, we owned a fleet of 271 aircraft, managed 49 aircraft and had 391 aircraft on order with aircraft manufacturers.

Note 2. Basis of Preparation and Critical Accounting Policies

The Company consolidates financial statements of all entities in which we have a controlling financial interest, including the accounts of any Variable Interest Entity in which we have a controlling financial interest and for which we are the primary beneficiary. All material intercompany balances are eliminated in consolidation. The accompanying Consolidated Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“GAAP”) for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

The accompanying unaudited consolidated financial statements include all adjustments, including only normal, recurring adjustments, which are in the opinion of management, necessary to present fairly the Company’s financial position, results of operations and cash flows at June 30, 2018, and for all periods presented. The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the operating results expected for the year ending December 31, 2018. These financial statements should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Maintenance Rights

For the six months ended June 30, 2018, the Company purchased nine aircraft in the secondary market, two of which were subject to existing leases. The total cost for the two aircraft was \$73.3 million, which included maintenance right assets of \$13.2 million. The Company did not purchase any aircraft in the secondary market subject to existing leases for the year ended December 31, 2017. As of June 30, 2018 and December 31, 2017, the Company had maintenance right assets, net of accumulated amortization of \$55.6 million and \$44.6 million, respectively. Maintenance right assets are included under flight equipment subject to operating lease in our Consolidated Balance Sheets.

Cash, cash equivalents and restricted cash

The Company considers cash and cash equivalents to be cash on hand and highly liquid investments with original maturity dates of 90 days or less. Restricted cash consists of pledged security deposits, maintenance reserves, and rental payments related to secured aircraft financing arrangements.

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The following table reconciles cash, cash equivalents and restricted cash reported in our consolidated balance sheets to the total amount presented in our consolidated statements of cash flows (in thousands):

	<u>June 30, 2018</u>	<u>June 30, 2017</u>
	<u>(unaudited)</u>	
Cash and cash equivalents	\$ 259,530	\$ 239,710
Restricted cash	21,528	22,239
Total cash, cash equivalents and restricted cash in the consolidated statements of cash flows	<u>\$ 281,058</u>	<u>\$ 261,949</u>

Reclassifications

Certain reclassifications have been made in the 2017 consolidated financial statements to conform to the classifications in 2018.

Recently adopted accounting standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09 (“ASU 2014-09”), “Revenue from Contracts with Customers (Topic 606).” The amendments in ASU 2014-09 supersede current revenue recognition requirements. The guidance specifically notes that lease contracts are a scope exception. ASU 2014-09 requires entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. Further, the guidance requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

Effective January 1, 2018, the Company adopted ASU 2014-09 using the modified retrospective approach. Adopting this standard did not have a material impact to our consolidated financial statements and related disclosures. As the standard did not apply to lease contracts within the scope of FASB Accounting Standard Codification (“ASC”) 840 Leases, we evaluated the recognition of gains on sale of flight equipment under the scope of the new standard. Under ASU 2014-09, a performance obligation is satisfied and the related revenue recognized when control of the underlying goods or services related to the performance obligation is transferred to the customer. Our performance obligation associated with the sale of flight equipment is satisfied upon delivery of the flight equipment to a customer, which is the point in time where control of the underlying flight equipment has transferred to the buyer. At the time flight equipment is retired or sold, the cost and accumulated depreciation are removed from the related accounts and the difference, net of transaction price, is recorded as a gain or loss. Since there was no net income impact upon adoption of the new guidance, a cumulative effect adjustment to opening retained earnings was not deemed necessary.

In August 2016, the FASB issued ASU No. 2016-15 (“ASU 2016-15”), “Statement of Cash Flows (Topic 230).” The amendments in ASU 2016-15 address eight classification issues related to the statement of cash flows. The Company adopted ASU 2016-15 using the retrospective transition method. The adoption of this standard did not have an impact on the current period or prior period consolidated financial statements.

In November 2016, FASB issued ASU No. 2016-18 (“ASU 2016-18”), “Statement of Cash Flows (Topic 230): Restricted Cash.” ASU 2016-18 requires entities to present the aggregate changes in cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. In addition, when cash, cash equivalents, restricted cash and restricted cash equivalents are presented in more than one line item on the balance sheet, ASU 2016-18 requires a reconciliation of the totals in the statement of cash flows to the related captions on the balance sheet. The Company adopted ASU 2016-18 retrospectively as of January 1, 2018. The adoption of this standard did not have a material impact on the current period or prior period consolidated financial statements.

Note 3. Recently Issued Accounting Standards

In February 2016, FASB issued ASU No. 2016-02 (“ASU 2016-02”), Leases (Topic 842). The amendments in ASU 2016-02 set out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. In July 2018, the FASB issued ASU 2018-10, Codification Improvements to Topic 842, which provides narrow amendments to clarify how to apply certain aspects of the new lease standard. Both standards will be effective for annual reporting periods beginning after December 15, 2018 for public entities and is required to be applied using the modified retrospective transition approach. Early adoption is permitted. Based on our initial evaluation of the guidance, we noted that Lessor accounting is similar to the current model but the guidance will impact us in scenarios where we are the Lessee. We do not expect the impact of this standard to have a material impact on our consolidated financial statements. We will adopt the standard on January 1, 2019.

Note 4. Debt Financing

The Company's debt financing was comprised of the following at June 30, 2018 and December 31, 2017 (dollars in thousands):

	June 30, 2018	December 31, 2017
Unsecured		
Senior notes	\$ 9,268,445	\$ 8,019,871
Revolving credit facility	956,000	847,000
Convertible senior notes	199,951	199,983
Term financings	183,838	203,704
Total unsecured debt financing	10,608,234	9,270,558
Secured		
Term financings	428,951	484,036
Export credit financing	41,593	44,920
Total secured debt financing	470,544	528,956
Total debt financing	11,078,778	9,799,514
Less: Debt discounts and issuance costs	(116,332)	(100,729)
Debt financing, net of discounts and issuance costs	\$ 10,962,446	\$ 9,698,785

The Company's secured obligations as of June 30, 2018 and December 31, 2017 are summarized below (dollars in thousands):

	June 30, 2018	December 31, 2017
Nonrecourse	\$ 187,616	\$ 205,906
Recourse	282,928	323,050
Total secured debt financing	\$ 470,544	\$ 528,956
Number of aircraft pledged as collateral	21	21
Net book value of aircraft pledged as collateral	\$ 1,157,994	\$ 1,184,264

Senior unsecured notes

As of June 30, 2018, the Company had \$9.3 billion in senior unsecured notes outstanding. As of December 31, 2017, the Company had \$8.0 billion in senior unsecured notes outstanding.

In June 2018, the Company issued \$500.0 million in aggregate principal amount of senior unsecured notes due 2023 that bear interest at a rate of 3.875%.

In January 2018, the Company issued (i) \$550.0 million in aggregate principal amount of senior unsecured notes due 2021 that bear interest at a rate of 2.50% and (ii) \$700.0 million in aggregate principal amount of senior unsecured notes due 2025 that bear interest at a rate of 3.25%.

Unsecured revolving credit facility

In May 2018, the Company amended and extended its unsecured revolving credit facility whereby, among other things, the Company extended the final maturity date from May 5, 2021 to May 5, 2022 and increased the total revolving commitments to approximately \$4.5 billion from approximately \$4.1 billion with an interest rate of LIBOR plus 1.05% with a 0.20% facility fee. Lenders hold revolving commitments totaling approximately \$4.0 billion that mature on May 5, 2022, commitments totaling \$20.0 million that mature on May 5, 2021, commitments totaling approximately \$247.7 million that mature on May 5, 2020, and commitments totaling \$245.0 million that mature on May 5, 2019.

The total amount outstanding under our unsecured revolving credit facility was approximately \$956.0 million and \$847.0 million as of June 30, 2018 and December 31, 2017, respectively.

Maturities

Maturities of debt outstanding as of June 30, 2018 are as follows (in thousands):

Years ending December 31,	
2018	\$ 777,247
2019	1,203,874
2020	1,232,890
2021	1,685,157
2022	2,078,942
Thereafter	4,100,668
Total	\$ 11,078,778

Note 5. Commitments and Contingencies

As of June 30, 2018, except as noted in footnote 2 below, the Company had commitments to acquire a total of 391 new aircraft for delivery through 2024 as follows:

Aircraft Type	2018	2019	2020	2021	2022	Thereafter	Total
Airbus A321-200	2	—	—	—	—	—	2
Airbus A320/321neo ⁽¹⁾	9	36	27	22	25	25	144
Airbus A330-900neo	5	5	4	7	6	2	29
Airbus A350-900/1000	1	4	2	5	3	—	15
Boeing 737-7/8/9 MAX	4	27	29	36	34	28	158
Boeing 787-9/10	4	12	10	8	9	—	43
Total⁽²⁾	25	84	72	78	77	55	391

(1) Our Airbus A320/321neo aircraft orders include 55 long-range variants.

(2) In August 2018, we entered into an agreement to purchase up to 78 Boeing Aircraft, including 75 737-8 MAX aircraft and three 787-9 aircraft. Of the 78 aircraft commitments, 30 737-8 MAX aircraft and three 787-9 aircraft are firm commitments and are included in our order book total.

Airbus has informed us to expect several month delivery delays relating to certain aircraft scheduled for delivery in 2018 and 2019. The delays have been reflected in our commitment schedules above; however, we anticipate additional delivery delays not currently reflected in the schedules above. Our leases contain lessee cancellation clauses related to aircraft delivery delays, typically for aircraft delays greater than one year. Our purchase agreements contain similar clauses. As of August 9, 2018, none of our lease contracts were subject to cancellation.

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Commitments for the acquisition of these aircraft and other equipment at an estimated aggregate purchase price (including adjustments for inflation) of approximately \$27.8 billion at June 30, 2018, as adjusted for the order referenced in footnote 2 in the table above, are as follows (in thousands):

Years ending December 31,	
2018	\$ 2,465,306
2019	6,151,512
2020	5,493,536
2021	5,808,153
2022	5,210,440
Thereafter	2,714,769
Total	\$ 27,843,716

We have made non-refundable deposits on the aircraft for which we have commitments to purchase of \$1.6 billion as of June 30, 2018 and December 31, 2017, which are subject to manufacturer performance commitments. If we are unable to satisfy our purchase commitments, we may be forced to forfeit our deposits. Further, we would be exposed to breach of contract claims by our lessees and manufacturers.

As of June 30, 2018, as adjusted for the order referenced in footnote 2 in the table above, the Company had non-binding commitments to acquire up to five Airbus A350-1000 aircraft and 45 Boeing 737-8 MAX aircraft. Deliveries of these aircraft are scheduled to commence in 2023 and continue through 2024.

Note 6. Net Earnings Per Share

Basic net earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock; however, potential common equivalent shares are excluded if the effect of including these shares would be anti-dilutive. The Company's two classes of common stock, Class A and Class B Non-Voting, have equal rights to dividends and income, and therefore, basic and diluted earnings per share are the same for each class of common stock. As of June 30, 2018, we did not have any Class B Non-Voting common stock outstanding.

Diluted net earnings per share takes into account the potential conversion of stock options, restricted stock units, and warrants using the treasury stock method and convertible notes using the if-converted method. For the three and six months ended June 30, 2018, the Company did not exclude any potentially dilutive securities, whose effect would have been anti-dilutive, from the computation of diluted earnings per share. The Company excluded 951,878 and 1,086,653 shares related to restricted stock units for which the performance metric had yet to be achieved as of June 30, 2018 and 2017, respectively.

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The following table sets forth the reconciliation of basic and diluted net income per share (in thousands, except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic net income per share:				
Numerator				
Net income	\$ 115,211	\$ 100,925	\$ 225,862	\$ 185,862
Denominator				
Weighted-average common shares outstanding	104,003,960	103,180,769	103,876,647	103,064,834
Basic net income per share	\$ 1.11	\$ 0.98	\$ 2.17	\$ 1.80
Diluted net income per share:				
Numerator				
Net income	\$ 115,211	\$ 100,925	\$ 225,862	\$ 185,862
Assumed conversion of convertible senior notes	1,735	1,431	3,474	2,847
Net income plus assumed conversions	\$ 116,946	\$ 102,356	\$ 229,336	\$ 188,709
Denominator				
Number of shares used in basic computation	104,003,960	103,180,769	103,876,647	103,064,834
Weighted-average effect of dilutive securities	8,420,622	8,383,714	8,449,859	8,425,849
Number of shares used in per share computation	112,424,582	111,564,483	112,326,506	111,490,683
Diluted net income per share	\$ 1.04	\$ 0.92	\$ 2.04	\$ 1.69

Note 7. Fair Value Measurements

Assets and Liabilities Measured at Fair Value on a Recurring and Non-recurring Basis

The Company had no assets or liabilities which are measured at fair value on a recurring or non-recurring basis as of June 30, 2018 or December 31, 2017.

Financial Instruments Not Measured at Fair Value

The fair value of debt financing is estimated based on the quoted market prices for the same or similar issues, or on the current rates offered to the Company for debt of the same remaining maturities, which would be categorized as a Level 2 measurement in the fair value hierarchy. The estimated fair value of debt financing as of June 30, 2018 was approximately \$10.9 billion compared to a book value of \$11.1 billion. The estimated fair value of debt financing as of December 31, 2017 was \$10.0 billion compared to a book value of \$9.8 billion.

The following financial instruments are not measured at fair value on the Company's consolidated balance sheet at June 30, 2018, but require disclosure of their fair values: cash and cash equivalents and restricted cash. The estimated fair value of such instruments at June 30, 2018 and December 31, 2017 approximates their carrying value as reported on the consolidated balance sheet. The fair value of all these instruments would be categorized as Level 1 in the fair value hierarchy.

Note 8. Stock-based Compensation

On May 7, 2014, the stockholders of the Company approved the Air Lease Corporation 2014 Equity Incentive Plan (the "2014 Plan"). Upon approval of the 2014 Plan, no new awards may be granted under the Amended and Restated 2010 Equity Incentive Plan (the "2010 Plan"). As of June 30, 2018, the number of stock options ("Stock Options") and restricted stock units ("RSUs") remaining under the 2014 Plan is approximately 5,608,176, which includes 608,176 shares which were previously reserved for issuance under the 2010 Plan. Stock Options are generally granted for a term of 10 years and generally vest over a three year period. The Company has issued RSUs with four different vesting criteria: those RSUs that vest based on the attainment of book value goals, those RSUs that vest based on the attainment of Total Shareholder Return ("TSR") goals, time based RSUs that vest ratably over a time period of three years and RSUs that cliff-vest at the end of a one or two year period. The Company has two types of book value RSUs — those that vest ratably over three years if the performance condition has been met, and those that vest at the end of a three-year period if the performance condition has been met. For the book value RSUs that vest at the end of the three-year period,

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the number of shares that will ultimately vest will range from 0% to 200% of the RSUs initially granted depending on the percentage change in the Company's book value per share at the end of the vesting period. At each reporting period, the Company reassesses the probability of the performance condition being achieved and expense is recognized based upon management's assessment. Book value RSUs for which the performance metric has not been met are forfeited. The TSR RSUs vest at the end of a three-year period. The number of TSR RSUs that will ultimately vest is based upon the percentile ranking of the Company's TSR among a peer group. The number of shares that will ultimately vest will range from 0% to 200% of the RSUs initially granted depending on the extent to which the TSR metric is achieved.

The Company recorded \$4.9 million and \$5.3 million of stock-based compensation expense related to RSUs for the three months ended June 30, 2018 and 2017, respectively. The Company recorded \$8.3 million and \$9.1 million of stock-based compensation expense related to RSUs for the six months ended June 30, 2018 and 2017, respectively.

Stock Options

A summary of stock option activity for the six month period ended June 30, 2018 follows:

	Shares	Exercise Price	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands) ⁽¹⁾
Balance at December 31, 2017	2,858,158	\$ 20.37	2.49	\$ 79,230
Granted	—	\$ —	—	\$ —
Exercised	(206,363)	\$ 20.00	—	\$ 4,903
Forfeited/canceled	—	\$ —	—	\$ —
Balance at June 30, 2018	2,651,795	\$ 20.40	1.99	\$ 57,204
Vested and exercisable as of June 30, 2018	2,651,795	\$ 20.40	1.99	\$ 57,204

(1) The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the closing stock price of our Class A common stock as of the respective date.

As of June 30, 2018, all of the Company's outstanding employee stock options had fully vested and there were no unrecognized compensation costs related to outstanding stock options as of June 30, 2018. As a result, there was no stock-based compensation expense related to Stock Options for the three and six months ended June 30, 2018 and 2017.

The following table summarizes additional information regarding exercisable and vested stock options at June 30, 2018:

Range of exercise prices	Stock Options Exercisable and Vested	
	Number of Shares	Weighted-Average Remaining Life (in years)
\$20.00	2,531,795	1.95
\$28.80	120,000	2.82
\$20.00 - \$28.80	2,651,795	1.99

Restricted Stock Units

Compensation cost for stock awards is measured at the grant date based on fair value and recognized over the vesting period. The fair value of time based and book value RSUs is determined based on the closing market price of the Company's Class A common stock on the date of grant, while the fair value of TSR RSUs is determined at the grant date using a Monte Carlo simulation model. Included in the Monte Carlo simulation model were certain assumptions regarding a number of highly complex and subjective variables, such as expected volatility, risk-free interest rate and expected dividends. To appropriately value the award, the risk-free interest rate is estimated for the time period from the valuation date until the vesting date and the historical volatilities were estimated based on a historical timeframe equal to the time from the valuation date until the end date of the performance period.

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During the six months ended June 30, 2018, the Company granted 379,480 RSUs of which 90,761 are TSR RSUs. The following table summarizes the activities for our unvested RSUs for the six months ended June 30, 2018:

	Unvested Restricted Stock Units	
	Number of Shares	Weighted-Average Grant-Date Fair Value
Unvested at December 31, 2017	1,163,700	\$ 40.24
Granted	379,480	\$ 47.26
Vested	(401,959)	\$ 42.48
Forfeited/canceled	(35,089)	\$ 47.83
Unvested at June 30, 2018	1,106,132	\$ 41.60
Expected to vest after June 30, 2018	1,142,464	\$ 41.64

The Company recorded \$4.9 million and \$5.3 million of stock-based compensation expense related to RSUs for the three months ended June 30, 2018 and 2017, respectively. The Company recorded \$8.3 million and \$9.1 million of stock-based compensation expense related to RSUs for the six months ended June 30, 2018 and 2017, respectively.

As of June 30, 2018, there was \$27.2 million of unrecognized compensation cost related to unvested stock-based payments granted to employees. Total unrecognized compensation cost will be recognized over a weighted-average remaining period of 2.01 years.

Note 9. Investments

On November 4, 2014, a wholly owned subsidiary of the Company entered into an agreement with a co-investment vehicle arranged by Napier Park Global Capital (US) LP (“Napier Park”) to participate in a joint venture and formed Blackbird Capital I, LLC (“Blackbird I”) for the purpose of investing in commercial aircraft and leasing them to airlines around the globe. We provide management services to the joint venture for a fee based upon aircraft assets under management. The Company’s non-controlling interest in Blackbird I is 9.5% and it is accounted for as an investment under the equity method of accounting. The Company’s investment in Blackbird I was \$33.8 million and \$32.3 million as of June 30, 2018 and December 31, 2017, respectively, and is recorded in other assets on the Consolidated Balance Sheets.

On August 1, 2017, a wholly owned subsidiary of the Company entered into an agreement with a co-investment vehicle arranged by Napier Park to participate in a joint venture and formed Blackbird Capital II, LLC (“Blackbird II”) for the purpose of investing in commercial aircraft and leasing them to airlines around the globe. We provide management services to the joint venture for a fee based upon aircraft assets under management. The Company’s non-controlling interest in Blackbird II is 9.5% and it is accounted for as an investment under the equity method of accounting. The Company’s investment in Blackbird II was \$3.4 million and \$3.3 million as of June 30, 2018 and December 31, 2017, respectively, and is recorded in other assets on the Consolidated Balance Sheets. As of August 9, 2018, the Company’s total unfunded commitment to Blackbird II was \$34.7 million.

Note 10. Subsequent Events

On August 1, 2018, we entered into an agreement to sell 18 aircraft to Thunderbolt Aircraft Lease Limited II (“Thunderbolt II”), an asset-backed securities platform which will facilitate the sale and continued management of aircraft assets to investors. The Company’s non-controlling interest in Thunderbolt II is 5.1% and it is accounted for as an investment under the cost method of accounting. All of the aircraft in Thunderbolt II’s portfolio will be managed by the Company. As of August 1, 2018, all 18 aircraft, with a carrying value of \$546.8 million, were classified as held for sale and included in flight equipment subject to operating leases on the Consolidated Balance Sheet. We expect a majority of the aircraft sales to be completed by the end of the fourth quarter of 2018.

On August 8, 2018, our board of directors approved a quarterly cash dividend of \$0.10 per share on our outstanding common stock. The dividend will be paid on October 5, 2018 to holders of record of our common stock as of September 14, 2018.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Overview

Air Lease Corporation is a leading aircraft leasing company that was founded by aircraft leasing industry pioneer, Steven F. Udvar-Házy. We are principally engaged in purchasing new commercial jet transport aircraft directly from aircraft manufacturers, such as Boeing and Airbus, and leasing those aircraft to airlines throughout the world with the intention to generate attractive returns on equity. In addition to our leasing activities, we sell aircraft from our operating lease portfolio to third-parties, including other leasing companies, financial services companies and airlines. We also provide fleet management services to investors and owners of aircraft portfolios for a management fee. Our operating performance is driven by the growth of our fleet, the terms of our leases, the interest rates on our debt, and the aggregate amount of our indebtedness, supplemented by the gains from our aircraft sales and trading activities and our management fees.

During the six months ended June 30, 2018, we purchased and took delivery of 18 aircraft from our new order pipeline and purchased nine incremental aircraft, ending the period with a total of 271 aircraft with a net book value of \$14.9 billion. The weighted average lease term remaining on our operating lease portfolio was 6.8 years and the weighted average age of our fleet was 3.8 years as of June 30, 2018. Our fleet grew by 11.9% based on net book value of \$14.9 billion as of June 30, 2018 compared to \$13.3 billion as of December 31, 2017. In addition, we had a managed fleet of 49 aircraft as of June 30, 2018, compared to a managed fleet of 50 aircraft as of December 31, 2017. We have a globally diversified customer base comprised of 93 airlines in 56 countries. As of June 30, 2018, all of our aircraft in our operating lease portfolio were subject to lease agreements.

In August 2018, we entered into an agreement with Boeing to purchase up to 78 Boeing airplanes, including 75 737-8 MAX and three 787-9 aircraft. The three 787-9 aircraft and 30 737-8 MAX aircraft are firm purchases as of August 9, 2018. As of June 30, 2018, as adjusted for the firm purchases referenced above, we had commitments to purchase 391 aircraft from Airbus and Boeing for delivery through 2024, with an estimated aggregate commitment of \$27.8 billion. We ended the second quarter of 2018 with \$25.0 billion in committed minimum future rental payments and placed 87% of our order book on long-term leases for aircraft delivering through 2020. This includes \$11.3 billion in contracted minimum rental payments on the aircraft in our existing fleet and \$13.7 billion in minimum future rental payments related to aircraft which will be delivered during the remainder of 2018 through 2022.

On August 1, 2018, we entered into an agreement to sell 18 aircraft to Thunderbolt Aircraft Lease Limited II ("Thunderbolt II"), an asset-backed securities platform which will facilitate the sale and continued management of aircraft assets to investors. Our non-controlling interest in Thunderbolt II is 5.1%. All of the aircraft in Thunderbolt II's portfolio will be managed by us. As of August 1, 2018, all 18 aircraft, with a carrying value of \$546.8 million, were classified as held for sale and included in flight equipment subject to operating leases on our consolidated balance sheet. We expect a majority of the aircraft sales to be completed by the end of the fourth quarter of 2018.

In 2018, we have issued a total of \$1.75 billion in aggregate principal amount of senior unsecured notes with maturity dates ranging between 2021 and 2025 and bearing interest at fixed rates ranging from 2.5% to 3.875%. In May 2018, we amended and extended our unsecured revolving credit facility whereby, among other things, we increased the total revolving commitments to approximately \$4.5 billion and extended the final maturity date to May 5, 2022. Borrowings under our unsecured revolving credit facility will bear interest at LIBOR plus a margin of 1.05% per year. We ended the second quarter of 2018 with total debt outstanding, net of discounts and issuance costs, of \$11.0 billion, of which 86.6% was at a fixed rate and 95.8% of which was unsecured. Our composite cost of funds increased to 3.32% as of June 30, 2018 from 3.20% as of December 31, 2017.

Our total revenues for the quarter ended June 30, 2018 increased by 4.4% to \$397.8 million, compared to the quarter ended June 30, 2017. The increase in our revenues is primarily due to the increase in the net book value of our operating lease portfolio. Our net income for the quarter ended June 30, 2018 was \$115.2 million compared to \$100.9 million for the quarter ended June 30, 2017. Our diluted earnings per share for the quarter ended June 30, 2018 was \$1.04 compared

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to \$0.92 for the quarter ended June 30, 2017. The increase in net income in the second quarter of 2018 as compared to 2017 was primarily due to a lower income tax expense as a result of the U.S. Tax Cuts and Jobs Act (the “Tax Reform Act”), which, among other things, lowered the corporate tax rate from 35% to 21% effective January 1, 2018.

Our adjusted net income before income taxes excludes the effects of certain non-cash items, one-time or non-recurring items, that are not expected to continue in the future and certain other items. Our adjusted net income before income taxes for the three months ended June 30, 2018 was \$160.3 million or \$1.44 per diluted share, compared to \$166.7 million or \$1.51 per diluted share for the three months ended June 30, 2017. As we did not sell any aircraft in the second quarter of 2018, our adjusted net income before income taxes decreased as compared to the second quarter of 2017. Our adjusted margin before income taxes for the three months ended June 30, 2018 was 40.3% compared to 43.9% for the three months ended June 30, 2017. Adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes are measures of financial and operational performance that are not defined by GAAP. See Note 1 under the “Results of Operations” table for a discussion of adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes as non-GAAP measures and reconciliation of these measures to net income.

Our Fleet

Portfolio metrics of our fleet as of June 30, 2018 and December 31, 2017 are as follows:

	<u>June 30, 2018</u>	<u>December 31, 2017</u>
Aggregate fleet net book value	\$ 14.9 billion	\$ 13.3 billion
Weighted-average fleet age ⁽¹⁾	3.8 years	3.8 years
Weighted-average remaining lease term ⁽¹⁾	6.8 years	6.8 years
Owned fleet	271	244
Managed fleet	49	50
Order book ⁽²⁾	<u>391</u>	<u>368</u>
Total	711	662
Current fleet contracted rentals	\$ 11.3 billion	\$ 10.1 billion
Committed fleet rentals	<u>\$ 13.7 billion</u>	<u>\$ 13.3 billion</u>
Total committed rentals	\$ 25.0 billion	\$ 23.4 billion

(1) Weighted-average fleet age and remaining lease term calculated based on net book value.

(2) In August 2018, we entered into an agreement to purchase up to 78 Boeing Aircraft, including 75 737-8 MAX aircraft and three 787-9 aircraft. Of the 78 aircraft commitments, 30 737-8 MAX aircraft and three 787-9 aircraft are firm commitments and are included in our order book total.

The following table sets forth the net book value and percentage of the net book value of our flight equipment subject to operating lease in the indicated regions based on each airline's principal place of business as of June 30, 2018 and December 31, 2017 (in thousands, except percentages):

Region	<u>June 30, 2018</u>		<u>December 31, 2017</u>	
	Net Book Value	% of Total	Net Book Value	% of Total
Europe	\$ 4,612,563	31.0 %	\$ 4,205,431	31.7 %
Asia (excluding China)	3,448,245	23.2 %	2,981,339	22.4 %
China	2,717,681	18.3 %	2,720,124	20.5 %
The Middle East and Africa	1,982,018	13.3 %	1,481,825	11.2 %
Central America, South America and Mexico	1,062,000	7.2 %	926,732	7.0 %
U.S. and Canada	683,374	4.6 %	599,367	4.5 %
Pacific, Australia and New Zealand	358,363	2.4 %	365,432	2.7 %
Total	<u>\$14,864,244</u>	<u>100.0 %</u>	<u>\$13,280,250</u>	<u>100.0 %</u>

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The following table sets forth the number of aircraft we leased by aircraft type as of June 30, 2018 and December 31, 2017:

Aircraft type	June 30, 2018		December 31, 2017	
	Number of Aircraft	% of Total	Number of Aircraft	% of Total
Airbus A319-100	1	0.4 %	1	0.4 %
Airbus A320-200	42	15.4 %	40	16.4 %
Airbus A320-200neo	5	1.9 %	5	2.1 %
Airbus A321-200	33	12.1 %	29	11.9 %
Airbus A321-200neo	9	3.3 %	5	2.1 %
Airbus A330-200	15	5.5 %	15	6.2 %
Airbus A330-300	5	1.9 %	5	2.0 %
Airbus A350-900	5	1.9 %	2	0.9 %
Boeing 737-700	5	1.9 %	3	1.2 %
Boeing 737-800	103	37.9 %	102	41.8 %
Boeing 737-8 MAX	10	3.7 %	2	0.8 %
Boeing 767-300ER	1	0.4 %	1	0.4 %
Boeing 777-200ER	1	0.4 %	1	0.4 %
Boeing 777-300ER	24	8.8 %	24	9.7 %
Boeing 787-9	11	4.1 %	8	3.3 %
Embraer E190	1	0.4 %	1	0.4 %
Total	271	100.0 %	244	100.0 %

As of June 30, 2018, except as noted in footnote 2 below, we had commitments to acquire a total of 391 new aircraft for delivery as follows:

Aircraft Type	2018	2019	2020	2021	2022	Thereafter	Total
Airbus A321-200	2	—	—	—	—	—	2
Airbus A320/321neo ⁽¹⁾	9	36	27	22	25	25	144
Airbus A330-900neo	5	5	4	7	6	2	29
Airbus A350-900/1000	1	4	2	5	3	—	15
Boeing 737-7/8/9 MAX	4	27	29	36	34	28	158
Boeing 787-9/10	4	12	10	8	9	—	43
Total⁽²⁾	25	84	72	78	77	55	391

(1) Our Airbus A320/321neo aircraft orders include 55 long-range variants.

(2) In August 2018, we entered into an agreement to purchase up to 78 Boeing Aircraft, including 75 737-8 MAX aircraft and three 787-9 aircraft. Of the 78 aircraft commitments, 30 737-8 MAX aircraft and three 787-9 aircraft are firm commitments and are included in our order book total.

Airbus has informed us to expect several month delivery delays relating to certain aircraft scheduled for delivery in 2018 and 2019. The delays have been reflected in our commitment schedules above; however, we anticipate additional delivery delays not currently reflected in the schedules above. Our leases contain lessee cancellation clauses related to aircraft delivery delays, typically for aircraft delays greater than one year. Our purchase agreements contain similar clauses. As of August 9, 2018, none of our lease contracts were subject to cancellation.

As of June 30, 2018, as adjusted for the order referenced in footnote 2 in the table above, we had non-binding commitments to acquire up to five Airbus A350-1000 aircraft and 45 Boeing 737-8 MAX aircraft. Deliveries of these aircraft are scheduled to commence in 2023 and continue through 2024.

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Our lease placements are progressing in line with expectations. As of June 30, 2018 and through August 9, 2018, we have entered into contracts for the lease of new aircraft scheduled to be delivered as follows:

Delivery Year	Number of Aircraft	Number Leased	% Leased
2018	25	25	100.0 %
2019	84	84	100.0 %
2020	72	48	66.7 %
2021	78	15	19.2 %
2022	77	9	11.7 %
Thereafter	55	—	— %
Total	391	181	

Aircraft industry and sources of revenues

Our revenues are principally derived from operating leases with scheduled and charter airlines. In each of the last four calendar years, we derived more than 95% of our revenues from airlines domiciled outside of the U.S., and we anticipate that most of our revenues in the future will be generated from foreign customers.

Demand for air travel has consistently grown in terms of both passenger traffic and number of aircraft in service. The International Air Transport Association (“IATA”) reported passenger traffic up 7.6% year over year in 2017, exceeding the 10-year average annual growth rate. For the first six months of 2018, global revenue passenger kilometers grew 7.0% year-on-year. The number of aircraft in service has grown steadily and the number of leased aircraft in the global fleet has increased. The long term outlook for aircraft demand remains robust due to increased passenger traffic and the need to replace aging aircraft.

The success of the commercial airline industry is linked to the strength of global economic development, which may be negatively impacted by macroeconomic conditions and geopolitical and policy risks. Nevertheless, across a variety of global economic conditions, the leasing industry has remained resilient over time. We remain optimistic about the long-term growth prospects for air transportation. We see a growing demand for aircraft leasing in the broader industry and a role for us in helping airlines modernize their fleets to support the growth of the airline industry. However, with the growth in aircraft leasing worldwide, we are witnessing an increase in competition among aircraft lessors resulting in more variation in lease rates.

Liquidity and Capital Resources

Overview

We finance the purchase of aircraft and our business with available cash balances, internally generated funds, including aircraft sales and trading activity, and debt financings. We have structured ourselves with the goal to maintain investment-grade credit metrics and our debt financing strategy has focused on funding our business on an unsecured basis. Unsecured financing provides us with operational flexibility when selling or transitioning aircraft from one airline to another. In addition, we may, to a limited extent, utilize export credit financing in support of our new aircraft deliveries.

We ended the second quarter of 2018 with total debt outstanding, net of discounts and issuance costs, of \$11.0 billion compared to \$9.7 billion as of December 31, 2017. Our unsecured debt increased to \$10.6 billion as of June 30, 2018 from \$9.3 billion as of December 31, 2017. Our unsecured debt as a percentage of total debt increased to 95.8% as of June 30, 2018 from 94.6% as of December 31, 2017.

We increased our cash flows from operations by 18.1% or \$90.0 million, to \$588.0 million for the six months ended June 30, 2018 as compared to \$498.0 million for the six months ended June 30, 2017. Our cash flow used in investing activities was \$1,903.7 million for the six months ended June 30, 2018, which resulted primarily from the purchase of aircraft. Our cash flow provided by financing activities was \$1,288.5 million for the six months ended June 30, 2018, which resulted primarily from the issuance of unsecured notes during the first half of 2018, partially offset by the repayment of outstanding debt.

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We ended the second quarter of 2018 with available liquidity of \$3.8 billion which is comprised of unrestricted cash of \$259.5 million and undrawn balances under our unsecured revolving credit facility of \$3.6 billion. We believe that we have sufficient liquidity to satisfy the operating requirements of our business through the next twelve months.

Our financing plan for the remainder of 2018 is focused on funding the purchase of aircraft and our business with available cash balances, internally generated funds, including aircraft sales and trading activities, and debt financings. Our debt financing plan will remain focused on continuing to raise unsecured debt in the global bank and investment grade capital markets. In addition, we may utilize, to a limited extent, export credit financing in support of our new aircraft deliveries.

We are in compliance in all material respects with all covenants or other requirements in our debt agreements. While a ratings downgrade would not result in a default under any of our debt agreements, it could adversely affect our ability to issue debt and obtain new financings, or renew existing financings, and it would increase the cost of certain financings. Our liquidity plans are subject to a number of risks and uncertainties, including those described in our Annual Report on Form 10-K for the year ended December 31, 2017.

Debt

Our debt financing was comprised of the following at June 30, 2018 and December 31, 2017 (in thousands, except percentages):

	June 30, 2018	December 31, 2017
Unsecured		
Senior notes	\$ 9,268,445	\$ 8,019,871
Revolving credit facility	956,000	847,000
Convertible senior notes	199,951	199,983
Term financings	183,838	203,704
Total unsecured debt financing	10,608,234	9,270,558
Secured		
Term financings	428,951	484,036
Export credit financing	41,593	44,920
Total secured debt financing	470,544	528,956
Total debt financing	11,078,778	9,799,514
Less: Debt discounts and issuance costs	(116,332)	(100,729)
Debt financing, net of discounts and issuance costs	\$ 10,962,446	\$ 9,698,785
Selected interest rates and ratios:		
Composite interest rate ⁽¹⁾	3.32 %	3.20 %
Composite interest rate on fixed-rate debt ⁽¹⁾	3.32 %	3.27 %
Percentage of total debt at fixed-rate	86.61 %	85.42 %

(1) This rate does not include the effect of upfront fees, undrawn fees or amortization of debt discounts and issuance costs.

Senior unsecured notes

As of June 30, 2018, we had \$9.3 billion in senior unsecured notes outstanding. As of December 31, 2017, we had \$8.0 billion in senior unsecured notes outstanding.

In June 2018, we issued \$500.0 million in aggregate principal amount of senior unsecured notes due 2023 that bear interest at a rate of 3.875%.

In January 2018, we issued (i) \$550.0 million in aggregate principal amount of senior unsecured notes due 2021 that bear interest at a rate of 2.50% and (ii) \$700.0 million in aggregate principal amount of senior unsecured notes due 2025 that bear interest at a rate of 3.25%.

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Unsecured revolving credit facility

In May 2018, we amended and extended our unsecured revolving credit facility whereby, among other things, we extended the final maturity date from May 5, 2021 to May 5, 2022 and increased the total revolving commitments to approximately \$4.5 billion from approximately \$4.1 billion with an interest rate of LIBOR plus 1.05% with a 0.20% facility fee. Lenders hold revolving commitments totaling approximately \$4.0 billion that mature on May 5, 2022, commitments totaling \$20.0 million that mature on May 5, 2021, commitments totaling approximately \$247.7 million that mature on May 5, 2020, and commitments totaling \$245.0 million that mature on May 5, 2019.

The total amount outstanding under our unsecured revolving credit facility was approximately \$956.0 million and \$847.0 million as of June 30, 2018 and December 31, 2017, respectively.

Credit ratings

Our investment-grade credit ratings help us to lower our cost of funds and broaden our access to attractively priced capital.

In July 2018, Fitch Ratings reaffirmed its issuer and senior unsecured debt ratings and outlook. The following table summarizes our current credit ratings:

Rating Agency	Long-term Debt	Corporate Rating	Outlook	Date of Last Ratings Action
Kroll Bond Ratings	A-	A-	Stable	December 15, 2017
Standard and Poor's	BBB	BBB	Stable	November 12, 2017
Fitch Ratings	BBB	BBB	Stable	July 17, 2018

While a ratings downgrade would not result in a default under any of our debt agreements, it could adversely affect our ability to issue debt and obtain new financings, or renew existing financings, and it would increase the cost of our financings.

Results of Operations

The following table presents our historical operating results for the three and six month periods ended June 30, 2018 and 2017 (in thousands, except per share amounts and percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
(unaudited)				
Revenues				
Rental of flight equipment	\$ 393,479	\$ 358,114	\$ 771,341	\$ 712,767
Aircraft sales, trading and other	4,335	22,843	7,682	28,377
Total revenues	<u>397,814</u>	<u>380,957</u>	<u>779,023</u>	<u>741,144</u>
Expenses				
Interest	73,452	63,014	142,395	130,077
Amortization of debt discounts and issuance costs	8,010	6,437	16,032	15,429
Interest expense	81,462	69,451	158,427	145,506
Depreciation of flight equipment	142,600	126,490	278,734	250,399
Selling, general and administrative	21,458	23,843	44,817	46,415
Stock-based compensation	4,885	5,304	8,317	9,077
Total expenses	<u>250,405</u>	<u>225,088</u>	<u>490,295</u>	<u>451,397</u>
Income before taxes	147,409	155,869	288,728	289,747
Income tax expense	(32,198)	(54,944)	(62,866)	(103,885)
Net income	\$ 115,211	\$ 100,925	\$ 225,862	\$ 185,862
Net income per share of Class A and B common stock				
Basic	\$ 1.11	\$ 0.98	\$ 2.17	\$ 1.80
Diluted	\$ 1.04	\$ 0.92	\$ 2.04	\$ 1.69
Other financial data				
Pre-tax profit margin	37.1 %	40.9 %	37.1 %	39.1 %
Adjusted net income before income taxes ⁽¹⁾	\$ 160,304	\$ 166,660	\$ 313,077	\$ 313,303
Adjusted margin before income taxes ⁽¹⁾	40.3 %	43.9 %	40.2 %	42.3 %
Adjusted diluted earnings per share before income taxes ⁽¹⁾	\$ 1.44	\$ 1.51	\$ 2.82	\$ 2.84

(1) Adjusted net income before income taxes (defined as net income excluding the effects of certain non-cash items, one-time or non-recurring items that are not expected to continue in the future and certain other items), adjusted margin before income taxes (defined as adjusted net income before income taxes divided by total revenues excluding insurance recovery on settlement) and adjusted diluted earnings per share before income taxes (defined as adjusted net income before income taxes divided by the weighted average diluted common shares outstanding) are measures of operating performance that are not defined by GAAP and should not be considered as an alternative to net income, pre-tax profit margin, earnings per share, and diluted earnings per share, or any other performance measures derived in accordance with GAAP. Adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes, are presented as supplemental disclosure because management believes they provide useful information on our earnings from ongoing operations.

Management and our board of directors use adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes to assess our consolidated financial and operating performance. Management believes these measures are helpful in evaluating the operating performance of our ongoing operations and identifying trends in our performance, because they remove the effects of certain non-cash items, one-time or non-recurring items that are not expected to continue in the future and certain other items from our operating results. Adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes, however, should not be considered in isolation or as a substitute for analysis of our operating results or cash flows as reported under GAAP. Adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes do not reflect our cash expenditures or changes in our cash requirements for our working capital needs. In addition, our calculation of adjusted net income before income taxes, adjusted margin before income taxes and adjusted diluted earnings per share before income taxes may differ from the adjusted net income before income taxes, adjusted

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margin before income taxes and adjusted diluted earnings per share before income taxes or analogous calculations of other companies in our industry, limiting their usefulness as a comparative measure.

The following tables show the reconciliation of net income to adjusted net income before income taxes and adjusted margin before income taxes (in thousands, except percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Reconciliation of net income to adjusted net income before income taxes:				
(unaudited)				
Net income	\$ 115,211	\$ 100,925	\$ 225,862	\$ 185,862
Amortization of debt discounts and issuance costs	8,010	6,437	16,032	15,429
Stock-based compensation	4,885	5,304	8,317	9,077
Insurance recovery on settlement	—	(950)	—	(950)
Provision for income taxes	32,198	54,944	62,866	103,885
Adjusted net income before income taxes	<u>\$ 160,304</u>	<u>\$ 166,660</u>	<u>\$ 313,077</u>	<u>\$ 313,303</u>
Adjusted margin before income taxes ⁽¹⁾	40.3 %	43.9 %	40.2 %	42.3 %

- (1) Adjusted margin before income taxes is adjusted net income before income taxes divided by total revenues excluding insurance recovery on settlement.

The following table shows the reconciliation of net income to adjusted diluted earnings per share before income taxes (in thousands, except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Reconciliation of net income to adjusted diluted earnings per share before income taxes:				
(unaudited)				
Net income	\$ 115,211	\$ 100,925	\$ 225,862	\$ 185,862
Amortization of debt discounts and issuance costs	8,010	6,437	16,032	15,429
Stock-based compensation	4,885	5,304	8,317	9,077
Insurance recovery on settlement	—	(950)	—	(950)
Provision for income taxes	32,198	54,944	62,866	103,885
Adjusted net income before income taxes	<u>\$ 160,304</u>	<u>\$ 166,660</u>	<u>\$ 313,077</u>	<u>\$ 313,303</u>
Assumed conversion of convertible senior notes	1,735	1,431	3,474	2,847
Adjusted net income before income taxes plus assumed conversions	<u>\$ 162,039</u>	<u>\$ 168,091</u>	<u>\$ 316,551</u>	<u>\$ 316,150</u>
Weighted-average diluted shares outstanding	<u>112,424,582</u>	<u>111,564,483</u>	<u>112,326,506</u>	<u>111,490,683</u>
Adjusted diluted earnings per share before income taxes	<u>\$ 1.44</u>	<u>\$ 1.51</u>	<u>\$ 2.82</u>	<u>\$ 2.84</u>

Three months ended June 30, 2018, compared to the three months ended June 30, 2017

Rental revenue

As of June 30, 2018, we owned 271 aircraft with a net book value of \$14.9 billion and recorded \$393.5 million in rental revenue for the quarter then ended, which included \$1.8 million in amortization expense related to initial direct costs, which is net of overhaul revenue. In the prior year, as of June 30, 2017, we owned 240 aircraft with a net book value of \$12.7 billion and recorded \$358.1 million in rental revenue for the quarter ended June 30, 2017, which included \$2.2 million in amortization expense related to initial direct costs, which is net of overhaul revenue. The increase in rental revenue was primarily due to the increase in net book value of our operating lease portfolio to \$14.9 billion as of June 30, 2018 from \$12.7 billion as of June 30, 2017.

Aircraft sales, trading and other revenue

Aircraft sales, trading and other revenue totaled \$4.3 million for the three months ended June 30, 2018 compared to \$22.8 million for the three months ended June 30, 2017. During the quarter ended June 30, 2018, we did not sell any aircraft from our operating lease portfolio. During the quarter ended June 30, 2017, we sold 17 aircraft from our operating lease portfolio. In addition, we received insurance proceeds of \$1.0 million during the quarter ended June 30, 2017 in connection with a litigation settlement.

Interest expense

Interest expense totaled \$81.5 million for the three months ended June 30, 2018 compared to \$69.5 million for the three months ended June 30, 2017. The increase was primarily due to an increase in our aggregate debt balance and an increase in our composite cost of funds. We expect that our interest expense will increase as our average debt balance outstanding continues to increase. Interest expense will also be impacted by changes in our composite cost of funds.

Depreciation expense

We recorded \$142.6 million in depreciation expense of flight equipment for the three months ended June 30, 2018 compared to \$126.5 million for the three months ended June 30, 2017. The increase in depreciation expense for the three months ended June 30, 2018, compared to the three months ended June 30, 2017, is primarily attributable to the acquisition of additional aircraft during the last twelve months.

Selling, general and administrative expenses

We recorded selling, general and administrative expenses of \$21.5 million for the three months ended June 30, 2018 compared to \$23.8 million for the three months ended June 30, 2017. Selling, general and administrative expense as a percentage of total revenue decreased to 5.4% for the three months ended June 30, 2018 compared to 6.3% for the three months ended June 30, 2017. As we continue to add new aircraft to our portfolio, we expect over the long-term, selling, general and administrative expense to decrease as a percentage of our revenue.

Taxes

The effective tax rate was 21.8% and 35.3% for the three months ended June 30, 2018 and 2017, respectively. The change in effective tax rate is primarily due to the impact of the Tax Reform Act. The Tax Reform Act significantly revised the U.S. corporate income tax law by, among other things, lowering the U.S. corporate tax rate from 35% to 21%, effective January 1, 2018.

Net income

For the three months ended June 30, 2018, we reported consolidated net income of \$115.2 million, or \$1.04 per diluted share, compared to a consolidated net income of \$100.9 million, or \$0.92 per diluted share, for the three months ended June 30, 2017. Net income increased in the second quarter of 2018 as compared to 2017, primarily due to the reduction of our tax expense resulting from the impact of the Tax Reform Act.

Adjusted net income before income taxes

For the three months ended June 30, 2018, we recorded adjusted net income before income taxes of \$160.3 million, or \$1.44 per diluted share, compared to an adjusted net income before income taxes of \$166.7 million, or \$1.51 per diluted share, for the three months ended June 30, 2017. As we did not sell any aircraft in the second quarter of 2018, our adjusted net income before income taxes decreased as compared to the second quarter of 2017.

Adjusted net income before income taxes and adjusted diluted earnings per share before income taxes are measures of financial and operational performance that are not defined by GAAP. See Note 1 under the “Results of Operations” table above for a discussion of adjusted net income before income taxes and adjusted diluted earnings per share before income taxes as non-GAAP measures and reconciliation of these measures to net income.

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Six months ended June 30, 2018, compared to the six months ended June 30, 2017

Rental revenue

As of June 30, 2018, we owned 271 aircraft with a net book value of \$14.9 billion and recorded \$771.3 million in rental revenue for the six months then ended, which included \$2.7 million in amortization expense related to initial direct costs, which is net of overhaul revenue. In the prior year, as of June 30, 2017, we owned 240 aircraft with a net book value of \$12.7 billion and recorded \$712.8 million in rental revenue for the six months ended June 30, 2017, which included overhaul revenue, net of amortization of initial direct costs, of \$2.7 million. The increase in rental revenue was primarily due to the increase in net book value of our operating lease portfolio to \$14.9 billion as of June 30, 2018 from \$12.7 billion as of June 30, 2017.

Aircraft sales, trading and other revenue

Aircraft sales, trading and other revenue totaled \$7.7 million for the six months ended June 30, 2018 compared to \$28.4 million for the six months ended June 30, 2017. During the six months ended June 30, 2018, we did not sell any aircraft from our operating lease portfolio. During the six months ended June 30, 2017, we sold 22 aircraft from our operating lease portfolio. In addition, we received insurance proceeds of \$1.0 million during the six months ended June 30, 2017 in connection with a litigation settlement.

Interest expense

Interest expense totaled \$158.4 million for the six months ended June 30, 2018 compared to \$145.5 million for the six months ended June 30, 2017. The increase was primarily due to an increase in our aggregate debt balance and an increase in our composite cost of funds. We expect that our interest expense will increase as our average debt balance outstanding continues to increase. Interest expense will also be impacted by changes in our composite cost of funds.

Depreciation expense

We recorded \$278.7 million in depreciation expense of flight equipment for the six months ended June 30, 2018 compared to \$250.4 million for the six months ended June 30, 2017. The increase in depreciation expense for the six months ended June 30, 2018, compared to the six months ended June 30, 2017, is primarily attributable to the acquisition of additional aircraft during the last twelve months.

Selling, general and administrative expenses

We recorded selling, general and administrative expenses of \$44.8 million for the six months ended June 30, 2018 compared to \$46.4 million for the six months ended June 30, 2017. Selling, general and administrative expense as a percentage of total revenue decreased to 5.8% for the six months ended June 30, 2018 compared to 6.3% for the six months ended June 30, 2017. As we continue to add new aircraft to our portfolio, we expect over the long-term, selling, general and administrative expense to decrease as a percentage of our revenue.

Taxes

The effective tax rate was 21.8% and 35.9% for the six months ended June 30, 2018 and 2017, respectively. The change in effective tax rate is primarily due to the impact of the Tax Reform Act. The Tax Reform Act significantly revised the U.S. corporate income tax law by, among other things, lowering the U.S. corporate tax rate from 35% to 21%, effective January 1, 2018.

Net income

For the six months ended June 30, 2018, we reported consolidated net income of \$225.9 million, or \$2.04 per diluted share, compared to a consolidated net income of \$185.9 million, or \$1.69 per diluted share, for the six months ended June 30, 2017. Net income increased in the first six months of 2018 as compared to 2017, primarily due to the reduction of our tax expense resulting from the impact of the Tax Reform Act.

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Adjusted net income before income taxes

For the six months ended June 30, 2018, we recorded adjusted net income before income taxes of \$313.1 million, or \$2.82 per diluted share, compared to an adjusted net income before income taxes of \$313.3 million, or \$2.84 per diluted share, for the six months ended June 30, 2017. As we did not sell any aircraft in the first six months of 2018, our adjusted net income before income taxes decreased as compared to the first six months of 2017.

Adjusted net income before income taxes and adjusted diluted earnings per share before income taxes are measures of financial and operational performance that are not defined by GAAP. See Note 1 under the “Results of Operations” table above for a discussion of adjusted net income before income taxes and adjusted diluted earnings per share before income taxes as non-GAAP measures and reconciliation of these measures to net income.

Contractual Obligations

Our contractual obligations as of June 30, 2018, except as noted in footnote 2 below, are as follows (in thousands):

	2018	2019	2020	2021	2022	Thereafter	Total
Long-term debt obligations	\$ 777,247	\$1,203,874	\$1,232,890	\$1,685,157	\$2,078,942	\$4,100,668	\$11,078,778
Interest payments on debt outstanding ⁽¹⁾	186,058	330,950	290,344	241,493	179,869	823,926	2,052,640
Purchase commitments ⁽²⁾	2,465,306	6,151,512	5,493,536	5,808,153	5,210,440	2,714,769	27,843,716
Operating leases	2,059	2,711	2,590	2,729	3,034	3,770	16,893
Total	<u>\$3,430,670</u>	<u>\$7,689,047</u>	<u>\$7,019,360</u>	<u>\$7,737,532</u>	<u>\$7,472,285</u>	<u>\$7,643,133</u>	<u>\$40,992,027</u>

(1) Future interest payments on floating rate debt are estimated using floating rates in effect at June 30, 2018.

(2) In August 2018, we entered into an agreement to purchase up to 78 Boeing Aircraft, including 75 737-8 MAX aircraft and three 787-9 aircraft. Of the 78 aircraft commitments, 30 737-8 MAX aircraft and three 787-9 aircraft are firm commitments and are included in our purchase commitments total.

Off-Balance Sheet Arrangements

We have not established any unconsolidated entities for the purpose of facilitating off-balance sheet arrangements or for other contractually narrow or limited purposes. We have, however, from time to time established subsidiaries and created partnership arrangements or trusts for the purpose of leasing aircraft or facilitating borrowing arrangements, all of which are consolidated. We have investments in two joint ventures in which we own 9.5% of the equity of each joint venture. We account for our investment in these joint ventures using the equity method of accounting due to our level of influence and involvement in the joint ventures.

Critical Accounting Policies

Our critical accounting policies reflecting management’s estimates and judgments are described in our Annual Report on Form 10-K for the year ended December 31, 2017. We have reviewed recently adopted accounting pronouncements and determined that the adoption of such pronouncements is not expected to have a material impact, if any, on our consolidated financial statements. Accordingly, there have been no material changes to critical accounting policies in the six months ended June 30, 2018.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of changes in value of a financial instrument, caused by fluctuations in interest rates and foreign exchange rates. Changes in these factors could cause fluctuations in our results of operations and cash flows. We are exposed to the market risks described below.

Interest Rate Risk

The nature of our business exposes us to market risk arising from changes in interest rates. Changes, both increases and decreases, in our cost of borrowing, as reflected in our composite interest rate, directly impact our net income. Our lease rental stream is generally fixed over the life of our leases, whereas we have used floating-rate debt to finance a significant portion of our aircraft acquisitions. As of June 30, 2018 and December 31, 2017, we had \$1.5 billion and \$1.4 billion in floating-rate debt outstanding, respectively. If interest rates increase, we would be obligated to make higher interest payments to our lenders. If we incur significant fixed-rate debt in the future, increased interest rates prevailing in the market at the time of the incurrence of such debt would also increase our interest expense. If our composite rate were to increase by 1.0%, we would expect to incur additional interest expense on our existing indebtedness of approximately \$14.8 million and \$14.3 million as of June 30, 2018 and December 31, 2017, respectively, each on an annualized basis, which would put downward pressure on our operating margins. Further, as of June 30, 2018, 86.6% of our total debt incurred interest at a fixed rate.

We also have interest rate risk on our forward lease placements. This is caused by us setting a fixed lease rate in advance of the delivery date of an aircraft. The delivery date is when a majority of the financing for an aircraft is arranged. We partially mitigate the risk of an increasing interest rate environment between the lease signing date and the delivery date of the aircraft by having interest rate adjusters in a majority of our forward lease contracts which would adjust the final lease rate upward if certain benchmark interest rates are higher at the time of delivery of the aircraft than at the lease signing date.

Foreign Exchange Rate Risk

We attempt to minimize currency and exchange risks by entering into aircraft purchase agreements and a majority of lease agreements and debt agreements with U.S. dollars as the designated payment currency. Thus, most of our revenue and expenses are denominated in U.S. dollars. As of June 30, 2018 and December 31, 2017, approximately 0.8% and 1.0% of our lease revenues were denominated in Euros, respectively. As our principal currency is the U.S. dollar, fluctuations in the U.S. dollar as compared to other major currencies should not have a significant impact on our future operating results.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our filings under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission (“SEC”), and such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer (collectively, the “Certifying Officers”), as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives as the Company’s controls are designed to do, and management necessarily was required to apply its judgment in evaluating the risk related to controls and procedures.

We have evaluated, under the supervision and with the participation of management, including the Certifying Officers, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, as of June 30, 2018. Based on that evaluation, our Certifying Officers have concluded that our disclosure controls and procedures were effective at June 30, 2018.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2018 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Effective January 1, 2018, we implemented ASU 2014-09 and given its limited impact, we made certain revisions to existing controls to conform to the new five-step model provided in the revenue standard, including enhanced contract review requirements and other ongoing monitoring activities. These controls were designed to provide assurance at a reasonable level of the fair presentation of our consolidated financial statements and related disclosures.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be involved in litigation and claims incidental to the conduct of our business in the ordinary course. Our industry is also subject to scrutiny by government regulators, which could result in enforcement proceedings or litigation related to regulatory compliance matters. We are not presently a party to any enforcement proceedings or litigation related to regulatory compliance matters or material legal proceedings. We maintain insurance policies in amounts and with the coverage and deductibles we believe are adequate, based on the nature and risks of our business, historical experience and industry standards.

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those discussed under “Part I—Item 1A. Risk Factors,” in our Annual Report on Form 10-K for the year ended December 31, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On June 1, 2018, a holder of our 3.875% convertible senior notes due 2018 (“Convertible Notes”) converted \$2,000 in principal amount of our Convertible Notes and received 68 shares of Class A Common Stock at a per share conversion price of \$29.35. The shares were issued in reliance on an exemption from registration under Section 3(a)(9) of the Securities Act of 1933.

On June 5, 2018, a holder of our Convertible Notes converted \$3,000 in principal amount of our Convertible Notes and received 102 shares of Class A Common Stock at a per share conversion price of \$29.35. The shares were issued in reliance on an exemption from registration under Section 3(a)(9) of the Securities Act of 1933.

On June 13, 2018, a holder of our Convertible Notes converted \$18,000 in principal amount of our Convertible Notes and received 614 shares of Class A Common Stock at a per share conversion price of \$29.35. The shares were issued in reliance on an exemption from registration under Section 3(a)(9) of the Securities Act of 1933.

On June 15, 2018, a holder of our Convertible Notes converted \$1,000 in principal amount of our Convertible Notes and received 34 shares of Class A Common Stock at a per share conversion price of \$29.29. The shares were issued in reliance on an exemption from registration under Section 3(a)(9) of the Securities Act of 1933.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

On August 6, 2018, Air Lease Corporation (the “Company”) entered into two supplemental agreements to existing purchase agreements with The Boeing Company (“Boeing”). Pursuant to the supplemental agreements, the Company agreed to purchase up to 78 Boeing airplanes, including 75 737-8 MAX aircraft and three 787-9 aircraft. As of August 9, 2018, the three 787-9 aircraft and 30 737-8 MAX aircraft of the order are firm commitments. Deliveries of the aircraft are scheduled to commence in 2020 and to continue through 2024.

ITEM 6. EXHIBITS

- 3.1 [Restated Certificate of Incorporation of Air Lease Corporation \(incorporated by reference to Exhibit 3.1 to Air Lease Corporation's Registration Statement on Form S-1 filed on January 14, 2011 \(File No. 333-171734\)\).](#)
- 3.2 [Fourth Amended and Restated Bylaws of Air Lease Corporation \(incorporated by reference to Exhibit 3.1 to Air Lease Corporation's Current Report on Form 8-K filed on March 27, 2018 \(File No. 001-35121\)\).](#)
- 4.1 [Eighteenth Supplemental Indenture, dated as of June 18, 2018, by and between Air Lease Corporation and Deutsche Bank Trust Company Americas, as trustee, relating to 3.875% Senior Notes due 2023 \(incorporated by reference to Exhibit 4.2 to Air Lease Corporation's Current Report on Form 8-K filed on June 18, 2018 \(File No. 001-35121\)\).](#)
- 10.1 [Fourth Amendment, dated May 5, 2018, to the Second Amended and Restated Credit Agreement, dated as of May 5, 2014 among Air Lease Corporation, as Borrower, the several lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.1 to Air Lease Corporation's Current Report on Form 8-K filed on May 3, 2018 \(File No. 001-35121\)\).](#)
- 10.2† [Amendment No. 9 to A350 Family Purchase Agreement, dated June 1, 2018, by and between Air Lease Corporation and Airbus S.A.S.](#)
- 10.3 [Form of Grant Notice \(Deferral\) and Form of Restricted Stock Units Award Agreement for non-employee directors under the Air Lease Corporation 2014 Equity Incentive Plan, for awards granted beginning May 9, 2018.](#)
- 10.4 [Form of Grant Notice and Form of Restricted Stock Units Award Agreement for non-employee directors under the Air Lease Corporation 2014 Equity Incentive Plan, for awards granted beginning May 9, 2018.](#)
- 12.1 [Computation of Ratio of Earnings to Fixed Charges.](#)
- 31.1 [Certification of the Chief Executive Officer and President Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification of the Executive Vice President and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Certification of the Chief Executive Officer and President Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(furnished herewith\).](#)
- 32.2 [Certification of the Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(furnished herewith\).](#)
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF XBRL Taxonomy Extension Definition Linkbase
- 101.LAB XBRL Taxonomy Extension Label Linkbase
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase

† The registrant has omitted confidential portions of the referenced exhibit and filed such confidential portions separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

AIR LEASE CORPORATION

August 9, 2018

/s/ John L. Plueger

John L. Plueger
Chief Executive Officer and President
(Principal Executive Officer)

August 9, 2018

/s/ Gregory B. Willis

Gregory B. Willis
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Confidential Treatment
Requested Pursuant to Rule 24b-2

AMENDMENT N°9

TO THE

A350 FAMILY PURCHASE AGREEMENT

BETWEEN

AIRBUS S.A.S.

as Seller

and

AIR LEASE CORPORATION

As Buyer

**AMENDMENT N°9 TO THE
A350 FAMILY PURCHASE AGREEMENT**

This amendment N° 9 (the "**Amendment N°9**") dated 1st June 2018 is made

BETWEEN:

AIRBUS S.A.S., a French société par actions simplifiée, with its registered office at 2, rond-point Emile Dewoitine, 31700 Blagnac, France, registered with the Commercial and Companies Register of Toulouse under number 383 474 814 (the "**Seller**"),

and

AIR LEASE CORPORATION, a corporation organised and existing under the laws of the State of Delaware, U.S.A., having its principal place of business at 2000 Avenue of the Stars, Suite 1000N, Los Angeles, California 90067, U.S.A. (the "**Buyer**").

The Buyer and Seller together are referred to as the "**Parties**".

WHEREAS:

- A. The Buyer and the Seller have signed a purchase agreement with reference CLC-CT1103521 on the 01 February 2013 for the manufacture and sale by the Seller and purchase by the Buyer of twenty-five (25) firm A350 Family aircraft hereinafter together with its Exhibits and Letter Agreements referred to as the "**Purchase Agreement**".
- B. On 03 March 2015, the Buyer and the Seller entered into an Amendment N°1 to the Purchase Agreement to modify the terms and conditions with respect to certain A350XWB Family Aircraft.
- C. On 03 March 2015, the Buyer and the Seller entered into an Amendment N°2 to the Purchase Agreement in order to, among other things, provide for the manufacture and sale by the Seller and purchase by the Buyer of one (1) incremental A350-900 Aircraft.
- D. On 08 September 2015, the Buyer and the Seller entered into an Amendment N°3 to the Purchase Agreement for (i) the manufacture and sale by the Seller and purchase by the Buyer of two (2) incremental A350-900 Aircraft [*].
- E. On 14 April 2016, the Buyer and the Seller entered into an Amendment N°4 to the Purchase Agreement in order to (i) provide the terms by which the Seller shall manufacture and sell and the Buyer shall purchase one (1) incremental A350-900 Aircraft, and (ii) [*].
- F. On 25 May 2016, the Buyer and the Seller entered into an Amendment N°5 to the Purchase Agreement [*].
- G. On 18 July 2016, the Buyer and the Seller entered into an Amendment N°6 to the Purchase Agreement in order to, among other things, (i) address specifications issues for both A350-900 Aircraft and A350-1000 Aircraft, (ii) [*] and (iii) [*].
- H. On 31 July 2017, the Buyer and the Seller entered into an Amendment N°7 to the Purchase Agreement in order to [*].
- I. On 27 December 2017, the Buyer and the Seller entered into an Amendment N°8 to the Purchase Agreement in order to [*].

* Confidential material omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

The Purchase Agreement as amended and supplemented pursuant to the foregoing shall be referred to as the "**Agreement**".

J. [*]

K. In conjunction with paragraph J above, the Buyer and the Seller wish to enter into this Amendment N°9 in order to [*].

The terms "herein", "hereof" and "hereunder" and words of similar import refer to this Amendment N°9. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned thereto in the Agreement.

NOW IT IS HEREBY AGREED AS FOLLOWS:

1. []

2. [*]

3. [*]

4 EFFECTIVITY

[*]

5 INCONSISTENCY AND CONFIDENTIALITY

5.1 In the event of any inconsistency between the terms and conditions of the Agreement and those of this Amendment N°9, the latter shall prevail to the extent of such inconsistency, whereas the part of the Agreement not concerned by such inconsistency shall remain in full force and effect.

5.2 This Amendment N°9 reflects the understandings, commitments, agreements, representations and negotiations related to the matters set forth herein whatsoever, oral and written, and may not be varied except by an instrument in writing of even date herewith or subsequent hereto executed by the duly authorised representatives of both Parties.

5.3 This Amendment N°9 shall be treated by both Parties as confidential and shall not be released in whole or in part to any third party without the prior consent of the other Party except as may be required by law, or to professional advisors for the implementation hereof.

6 COUNTERPARTS

This Amendment N°9 may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

* Confidential material omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

7 LAW AND JURISDICTION

This Amendment N°9 will be governed by and construed and the performance thereof will be determined in accordance with the laws of the State of New York, without giving effect to its conflicts of laws provisions that would result in the application of the law of any other jurisdiction.

The provisions of Clause 22.6 of the Purchase Agreement shall apply to this Amendment N°9 as if the same were set out in full herein, mutatis mutandis.

IN WITNESS WHEREOF this Amendment N°9 was entered into the day and year first above written.

For and on behalf of

For and on behalf of

AIR LEASE CORPORATION

AIRBUS S.A.S.

/s/ Grant Levy

/s/ Christophe Mourey

By: Grant Levy

By: Christophe Mourey

Its: Executive Vice President

Its: Senior Vice President Contracts

Amendment N°9 to the ALC A350XWB Family Purchase Agreement
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APPENDIX 1

CAC ID	Aircraft Rank	Scheduled Delivery Month	Aircraft Type
[*]	[*]	[*] 2017	[*]
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[*]	[*]	[*] [*]	[*]
[*]	[*]	[*] [*]	[*]
[*]	[*]	[*] [*]	[*]
[*]	[*]	[*] 2024	[*]

* Confidential material omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

**FORM OF
AIR LEASE CORPORATION
GRANT NOTICE FOR 2014 EQUITY INCENTIVE PLAN
NON-EMPLOYEE DIRECTOR RESTRICTED STOCK UNITS (DEFERRAL)**

FOR GOOD AND VALUABLE CONSIDERATION, Air Lease Corporation (the “Company”) hereby grants to Participant named below the number of restricted stock units specified below (the “Award”), upon the terms and subject to the conditions set forth in this Grant Notice, the Air Lease Corporation 2014 Equity Incentive Plan (the “Plan”), and the Standard Terms and Conditions (the “Standard Terms and Conditions”) adopted under such Plan and provided to Participant, each as amended from time to time. Each restricted stock unit subject to this Award represents the right to receive one share of the Company’s Class A common stock, par value \$0.01 (the “Common Stock”), subject to the conditions set forth in this Grant Notice, the Plan, and the Standard Terms and Conditions. This Award is granted pursuant to the Plan and is subject to and qualified in its entirety by the Standard Terms and Conditions.

Name of Participant:	
Grant Date:	
Number of restricted stock units subject to the Award:	
Vesting Schedule:	See Schedule A attached hereto.

By accepting this Grant Notice, Participant acknowledges that he or she has received and read, and agrees that this Award shall be subject to, the terms of this Grant Notice, the Plan and the Standard Terms and Conditions.

AIR LEASE CORPORATION

By _____
Title: _____

Participant Signature

Address (please print):

SCHEDULE A

The Restricted Stock Units will be subject to time vesting conditions, and will vest as follows:

- The Restricted Stock Units will vest in full on the first anniversary of the Grant Date, unless the Participant has a Termination of Service before such date.
- If Participant has a Termination of Service in connection with Change in Control before the first anniversary of the Grant Date, the Restricted Stock Units will vest in full upon such Termination of Service.
- If the Participant has a Termination of Service for any reason other than a Change in Control before the first anniversary of the Grant Date, the Restricted Stock Units will vest on a prorated daily basis according to the number of days between the Grant Date and Termination of Service, divided by 365.

**AIR LEASE CORPORATION
STANDARD TERMS AND CONDITIONS FOR
NON-EMPLOYEE DIRECTOR RESTRICTED STOCK UNITS (DEFERRAL)**

These Standard Terms and Conditions apply to the Award of restricted stock units granted pursuant to the Air Lease Corporation 2014 Equity Incentive Plan (the “Plan”), which are evidenced by a Grant Notice or an action of the Committee or the Board of Directors that specifically refers to these Standard Terms and Conditions. In addition to these Terms and Conditions, the restricted stock units shall be subject to the terms of the Plan, which are incorporated into these Standard Terms and Conditions by this reference. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.

1. TERMS OF RESTRICTED STOCK UNITS; VESTING OF RESTRICTED STOCK UNITS

(a) Air Lease Corporation, a Delaware corporation (the “Company”), has granted to the Participant named in the Grant Notice provided to said Participant herewith (the “Grant Notice”) an award of a number of restricted stock units (the “Award” or the “Restricted Stock Units”) specified in the Grant Notice. Each Restricted Stock Unit represents the right to receive one share of the Company’s Class A common stock, \$0.01 par value per share (the “Common Stock”), upon the terms and subject to the conditions set forth in the Grant Notice, these Standard Terms and Conditions and the Plan, each as amended from time to time. For purposes of these Standard Terms and Conditions and the Grant Notice, any reference to the Company shall include a reference to any Subsidiary.

(b) The Award shall not be vested as of the Grant Date set forth in the Grant Notice and shall be forfeitable unless and until otherwise vested pursuant to the terms of the Grant Notice and these Standard Terms and Conditions. After the Grant Date, subject to termination or acceleration as provided in these Standard Terms and Conditions and the Plan, the Award shall become vested as described in the Grant Notice with respect to that number of Restricted Stock Units as set forth in Schedule A of the Grant Notice.

2. DIVIDEND EQUIVALENT RIGHTS

(a) Each Restricted Stock Unit granted hereunder is hereby granted in tandem with a corresponding dividend equivalent right. Such dividend equivalent right shall entitle the Participant to have a hypothetical bookkeeping account (established and maintained for purposes of tracking the Restricted Stock Units and any additional Restricted Stock Units credited to such account in respect of dividend equivalent rights in accordance with this Section 2(a)) (the “Account”) that is credited upon the Company’s payment of dividends to stockholders of outstanding shares of Common Stock if the dividend equivalent right is or

was outstanding on the applicable Common Stock record date. Subject to Section 2(c) hereof, when such dividends are so declared, the following shall occur:

(i) on the date that the Company pays a cash dividend in respect of outstanding shares of Common Stock, the Company shall credit the Participant's Account with a number of full and fractional Restricted Stock Units equal to the quotient of (A) the total number of Restricted Stock Units credited to the Account that are vested but not yet distributed (including any Restricted Stock Units granted hereunder and any additional Restricted Stock Units credited with respect to dividend equivalent rights), multiplied by the per share dollar amount of such dividend, divided by (B) the Fair Market Value of a share of Common Stock on the date such dividend is paid,

(ii) on the date that the Company pays a Common Stock dividend in respect of outstanding shares of Common Stock, the Company shall credit the Participant's Account with a number of full and fractional Restricted Stock Units equal to the product of (A) the total number of Restricted Stock Units credited to the Account that are vested but not yet distributed (including any Restricted Stock Units granted hereunder and any additional Restricted Stock Units credited with respect to dividend equivalent rights), multiplied by (B) the number of shares of Common Stock distributed with respect to such dividend per share of Common Stock, or

(iii) on the date that the Company pays any other type of distribution in respect of outstanding shares of Common Stock, the Company shall credit the Participant's Account in an equitable manner based on the total number of Restricted Stock Units held in the Account, as determined in the sole discretion of the Committee.

(b) To the extent that any additional Restricted Stock Units are credited to the Participant's Account in respect of the Participant's dividend equivalent rights, such additional Restricted Stock Units shall be deemed granted and fully vested as of the applicable dividend payment date set forth in Sections 2(a)(i) – 2(a)(iii) hereof and shall also carry corresponding dividend equivalent rights.

(c) Dividend equivalent rights shall remain outstanding from the Grant Date (or later date of grant of such dividend equivalent right in connection with the Company's payment of a dividend) through the earlier to occur of (i) the termination or forfeiture for any reason of the Restricted Stock Unit to which such dividend equivalent right corresponds, or (ii) the delivery to the Participant of the share of Common Stock underlying the Restricted Stock Unit to which such dividend equivalent right corresponds. For the avoidance of doubt, if a dividend equivalent right terminates after the applicable Common Stock record date for a Company dividend and prior to the corresponding payment date thereof, the Participant shall still be entitled to payment of the dividend equivalent right amount determined in accordance with this Section 2, if and when the Company pays the underlying dividend; provided, however, that such dividend equivalent right amount shall be made in cash (rather than Restricted Stock Units).

(d) Dividend equivalent rights and any amounts that may become distributable in respect thereof shall be treated separately from the Restricted Stock Units and the rights arising in

connection therewith for purposes of the designation of time and form of payments required by Section 409A (defined below).

3. SETTLEMENT OF RESTRICTED STOCK UNITS

Subject to Section 6(b) hereof, shares of Common Stock underlying the Restricted Stock Units shall, to the extent vested, be delivered to the Participant (or the Participant's permitted transferee, if applicable) on the thirtieth (30th) day following the earliest to occur of: (i) the date of the Participant's "separation from service" from the Company or any affiliate within the meaning of Section 409A(a)(2)(A)(i) of the Code (a "Separation from Service"), (ii) the date of the occurrence of a "change of control event" (within the meaning of Code Section 409A) with respect to the Company, [and] (iii) the date of the Participant's death [**ADD THE FOLLOWING IF PARTICIPANT ELECTED A FIXED DATE DISTRIBUTION:**], and (iv) [_____]. Notwithstanding anything to the contrary contained herein, the exact payment date of any Restricted Stock Units shall be determined by the Company in its sole discretion (and the Participant shall not have a right to designate the time of payment).

4. RIGHTS AS STOCKHOLDER

Except as provided in Section 2 with respect to dividend equivalent rights, the Participant shall have no voting rights or the right to receive any dividends with respect to shares of Common Stock underlying Restricted Stock Units unless and until such shares of Common Stock are reflected as issued and outstanding shares on the Company's stock ledger.

5. RESTRICTIONS ON REALES OF SHARES

The Company may impose such restrictions, conditions or limitations as it determines appropriate as to the timing and manner of any resales by the Participant or other subsequent transfers by the Participant of any Common Stock issued in respect of vested Restricted Stock Units, including without limitation (a) restrictions under an insider trading policy, (b) restrictions designed to delay and/or coordinate the timing and manner of sales by Participant and other holders and (c) restrictions as to the use of a specified brokerage firm for such resales or other transfers.

6. TAXES

(a) **Income Taxes.** The Participant will be responsible to pay all taxes that are imposed on him with respect to the Restricted Stock Units, and the Company will comply with its reporting obligations with respect to the Restricted Stock Units. Under current law, the Company will not have any tax withholding obligations with respect to Restricted Stock Units granted to non-employee Directors. If any tax withholding obligations become applicable with respect to these Restricted Stock Units, subject to compliance with all applicable laws, upon any delivery of shares of Common Stock in respect of the Restricted Stock Units, the Company shall automatically reduce the number of shares to be delivered by (or otherwise reacquire) the appropriate number of whole shares, valued at their then Fair Market Value, to satisfy any applicable withholding obligations of the Company with

respect to such delivery of shares at any applicable withholding rates. In the event that the Company cannot legally satisfy such withholding obligations by such reduction of shares, or in the event of a cash payment or any other withholding event in respect of the Restricted Stock Units, the Company shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other fees payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to such distribution or payment.

(b) **Section 409A.**

(i) To the extent applicable, these Standard Terms and Conditions shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder (“Section 409A”), including without limitation any such regulations or other guidance that may be issued after the Grant Date. Notwithstanding any other provision of the Plan, the Grant Notice or these Standard Terms and Conditions, if at any time the Committee determines that the Restricted Stock Units (or any portion thereof) may be subject to Section 409A, the Committee shall have the right in its sole discretion (without any obligation to do so or to indemnify the Participant or any other person for failure to do so) to adopt such amendments to the Plan, the Grant Notice or these Standard Terms and Conditions, or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, as the Committee determines are necessary or appropriate for the Restricted Stock Units to be exempt from the application of Section 409A or to comply with the requirements of Section 409A.

(ii) Notwithstanding anything to the contrary in the Grant Notice or these Standard Terms and Conditions, no amounts shall be paid to the Participant under the Grant Notice and these Standard Terms and Conditions during the six (6)-month period following the Participant’s Separation from Service to the extent that the Committee determines that the Participant is a “specified employee” (within the meaning of Section 409A) at the time of such Separation from Service and that paying such amounts at the time or times indicated in these Standard Terms and Conditions would be a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code. If the payment of any such amounts is delayed as a result of the previous sentence, then on the first business day following the end of such six (6)-month period (or such earlier date upon which such amount can be paid under Section 409A without being subject to such additional taxes), the Company shall pay to the Participant in a lump-sum all amounts that would have otherwise been payable to the Participant during such six (6)-month period under the Grant Notice and these Standard Terms and Conditions.

7. NON-TRANSFERABILITY OF AWARD

The Participant represents and warrants that the Restricted Stock Units are being acquired by the Participant solely for the Participant’s own account for investment and not with a view to or for sale in connection with any distribution thereof. The Participant further understands, acknowledges and agrees that, except as otherwise provided in the Plan or as permitted by the Committee, the Restricted Stock Units may not be sold, assigned, transferred, pledged or otherwise directly or indirectly encumbered or disposed of.

8. OTHER AGREEMENTS SUPERSEDED

The Grant Notice, these Standard Terms and Conditions and the Plan constitute the entire understanding between the Participant and the Company regarding the Restricted Stock Units. Any prior agreements, commitments or negotiations concerning the Restricted Stock Units are superseded.

9. LIMITATION OF INTEREST IN SHARES SUBJECT TO RESTRICTED STOCK UNITS

Neither the Participant (individually or as a member of a group) nor any beneficiary or other person claiming under or through the Participant shall have any right, title, interest, or privilege in or to any shares of Common Stock allocated or reserved for the purpose of the Plan or subject to the Grant Notice or these Standard Terms and Conditions except as to such shares of Common Stock, if any, as shall have been issued to such person upon vesting of the Restricted Stock Units. Nothing in the Plan, in the Grant Notice, these Standard Terms and Conditions or any other instrument executed pursuant to the Plan shall confer upon the Participant any right to continue in the Company's service nor limit in any way the Company's right to terminate the Participant's service at any time for any reason.

10. GENERAL

In the event that any provision of these Standard Terms and Conditions is declared to be illegal, invalid or otherwise unenforceable by a court of competent jurisdiction, such provision shall be reformed, if possible, to the extent necessary to render it legal, valid and enforceable, or otherwise deleted, and the remainder of these Standard Terms and Conditions shall not be affected except to the extent necessary to reform or delete such illegal, invalid or unenforceable provision.

The headings preceding the text of the sections hereof are inserted solely for convenience of reference, and shall not constitute a part of these Standard Terms and Conditions, nor shall they affect its meaning, construction or effect.

These Standard Terms and Conditions shall inure to the benefit of and be binding upon the parties hereto and their respective permitted heirs, beneficiaries, successors and assigns.

These Standard Terms and Conditions shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to principles of conflicts of law.

In the event of any conflict between the Grant Notice, these Standard Terms and Conditions and the Plan, the Grant Notice and these Standard Terms and Conditions shall control. In the event of any conflict between the Grant Notice and these Standard Terms and Conditions, the Grant Notice shall control.

All questions arising under the Plan or under these Standard Terms and Conditions shall be decided by the Committee in its total and absolute discretion.

11. ELECTRONIC DELIVERY

By executing the Grant Notice, the Participant hereby consents to the delivery of information (including, without limitation, information required to be delivered to the Participant pursuant to applicable securities laws) regarding the Company and the Subsidiaries, the Plan, and the Restricted Stock Units via Company web site or other electronic delivery.

**FORM OF
AIR LEASE CORPORATION
GRANT NOTICE FOR 2014 EQUITY INCENTIVE PLAN
NON-EMPLOYEE DIRECTOR RESTRICTED STOCK UNITS**

FOR GOOD AND VALUABLE CONSIDERATION, Air Lease Corporation (the “Company”) hereby grants to Participant named below the number of restricted stock units specified below (the “Award”), upon the terms and subject to the conditions set forth in this Grant Notice, the Air Lease Corporation 2014 Equity Incentive Plan (the “Plan”), and the Standard Terms and Conditions (the “Standard Terms and Conditions”) adopted under such Plan and provided to Participant, each as amended from time to time. Each restricted stock unit subject to this Award represents the right to receive one share of the Company’s Class A common stock, par value \$0.01 (the “Common Stock”), subject to the conditions set forth in this Grant Notice, the Plan, and the Standard Terms and Conditions. This Award is granted pursuant to the Plan and is subject to and qualified in its entirety by the Standard Terms and Conditions.

Name of Participant:	
Grant Date:	
Number of restricted stock units subject to the Award:	
Vesting Schedule:	See Schedule A attached hereto.

By accepting this Grant Notice, Participant acknowledges that he or she has received and read, and agrees that this Award shall be subject to, the terms of this Grant Notice, the Plan and the Standard Terms and Conditions.

AIR LEASE CORPORATION

By _____
Title: _____

Participant Signature
Address (please print):

SCHEDULE A

The Restricted Stock Units will be subject to time vesting conditions, and will vest as follows:

- The Restricted Stock Units will vest in full on the first anniversary of the Grant Date, unless the Participant has a Termination of Service before such date.
 - If Participant has a Termination of Service in connection with Change in Control before the first anniversary of the Grant Date, the Restricted Stock Units will vest in full upon such Termination of Service.
 - If the Participant has a Termination of Service for any reason other than a Change in Control before the first anniversary of the Grant Date, the Restricted Stock Units will vest on a prorated daily basis according to the number of days between the Grant Date and Termination of Service, divided by 365.
-

AIR LEASE CORPORATION
STANDARD TERMS AND CONDITIONS FOR
NON-EMPLOYEE DIRECTOR RESTRICTED STOCK UNITS

These Standard Terms and Conditions apply to the Award of restricted stock units granted pursuant to the Air Lease Corporation 2014 Equity Incentive Plan (the “Plan”), which are evidenced by a Grant Notice or an action of the Committee or the Board of Directors that specifically refers to these Standard Terms and Conditions. In addition to these Terms and Conditions, the restricted stock units shall be subject to the terms of the Plan, which are incorporated into these Standard Terms and Conditions by this reference. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.

1. TERMS OF RESTRICTED STOCK UNITS

Air Lease Corporation, a Delaware corporation (the “Company”), has granted to the Participant named in the Grant Notice provided to said Participant herewith (the “Grant Notice”) an award of a number of restricted stock units (the “Award” or the “Restricted Stock Units”) specified in the Grant Notice. Each Restricted Stock Unit represents the right to receive one share of the Company’s Class A common stock, \$0.01 par value per share (the “Common Stock”), upon the terms and subject to the conditions set forth in the Grant Notice, these Standard Terms and Conditions and the Plan, each as amended from time to time. For purposes of these Standard Terms and Conditions and the Grant Notice, any reference to the Company shall include a reference to any Subsidiary.

2. VESTING OF RESTRICTED STOCK UNITS

The Award shall not be vested as of the Grant Date set forth in the Grant Notice and shall be forfeitable unless and until otherwise vested pursuant to the terms of the Grant Notice and these Standard Terms and Conditions. After the Grant Date, subject to termination or acceleration as provided in these Standard Terms and Conditions and the Plan, the Award shall become vested as described in the Grant Notice with respect to that number of Restricted Stock Units as set forth in Schedule A of the Grant Notice.

3. SETTLEMENT OF RESTRICTED STOCK UNITS

Vested Restricted Stock Units shall be settled by the delivery to the Participant or a designated brokerage firm of one share of Common Stock per vested Restricted Stock Unit as soon as reasonably practicable (but in all events no later than 30 days following the earlier of (i) the first anniversary of the Date of Grant of such Restricted Stock Units or (ii) the Participant’s Termination of Service for any reason.

4. RIGHTS AS STOCKHOLDER

The Participant shall have no voting rights or the right to receive any dividends with respect to shares of Common Stock underlying Restricted Stock Units unless and until such shares of Common Stock are reflected as issued and outstanding shares on the Company's stock ledger.

5. RESTRICTIONS ON REALES OF SHARES

The Company may impose such restrictions, conditions or limitations as it determines appropriate as to the timing and manner of any resales by the Participant or other subsequent transfers by the Participant of any Common Stock issued in respect of vested Restricted Stock Units, including without limitation (a) restrictions under an insider trading policy, (b) restrictions designed to delay and/or coordinate the timing and manner of sales by Participant and other holders and (c) restrictions as to the use of a specified brokerage firm for such resales or other transfers.

6. INCOME TAXES

The Participant will be responsible to pay all taxes that are imposed on him with respect to the Restricted Stock Units, and the Company will comply with its reporting obligations with respect to the Restricted Stock Units. Under current law, the Company will not have any tax withholding obligations with respect to Restricted Stock Units granted to non-employee Directors. If any tax withholding obligations become applicable with respect to these Restricted Stock Units, subject to compliance with all applicable laws, upon any delivery of shares of Common Stock in respect of the Restricted Stock Units, the Company shall automatically reduce the number of shares to be delivered by (or otherwise reacquire) the appropriate number of whole shares, valued at their then Fair Market Value, to satisfy any applicable withholding obligations of the Company with respect to such delivery of shares at any applicable withholding rates. In the event that the Company cannot legally satisfy such withholding obligations by such reduction of shares, or in the event of a cash payment or any other withholding event in respect of the Restricted Stock Units, the Company shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other fees payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to such distribution or payment.

7. NON-TRANSFERABILITY OF AWARD

The Participant represents and warrants that the Restricted Stock Units are being acquired by the Participant solely for the Participant's own account for investment and not with a view to or for sale in connection with any distribution thereof. The Participant further understands, acknowledges and agrees that, except as otherwise provided in the Plan or as permitted by the Committee, the Restricted Stock Units may not be sold, assigned, transferred, pledged or otherwise directly or indirectly encumbered or disposed of.

8. OTHER AGREEMENTS SUPERSEDED

The Grant Notice, these Standard Terms and Conditions and the Plan constitute the entire understanding between the Participant and the Company regarding the Restricted Stock Units. Any prior agreements, commitments or negotiations concerning the Restricted Stock Units are superseded.

9. LIMITATION OF INTEREST IN SHARES SUBJECT TO RESTRICTED STOCK UNITS

Neither the Participant (individually or as a member of a group) nor any beneficiary or other person claiming under or through the Participant shall have any right, title, interest, or privilege in or to any shares of Common Stock allocated or reserved for the purpose of the Plan or subject to the Grant Notice or these Standard Terms and Conditions except as to such shares of Common Stock, if any, as shall have been issued to such person upon vesting of the Restricted Stock Units. Nothing in the Plan, in the Grant Notice, these Standard Terms and Conditions or any other instrument executed pursuant to the Plan shall confer upon the Participant any right to continue in the Company's service nor limit in any way the Company's right to terminate the Participant's service at any time for any reason.

10. GENERAL

In the event that any provision of these Standard Terms and Conditions is declared to be illegal, invalid or otherwise unenforceable by a court of competent jurisdiction, such provision shall be reformed, if possible, to the extent necessary to render it legal, valid and enforceable, or otherwise deleted, and the remainder of these Standard Terms and Conditions shall not be affected except to the extent necessary to reform or delete such illegal, invalid or unenforceable provision.

The headings preceding the text of the sections hereof are inserted solely for convenience of reference, and shall not constitute a part of these Standard Terms and Conditions, nor shall they affect its meaning, construction or effect.

These Standard Terms and Conditions shall inure to the benefit of and be binding upon the parties hereto and their respective permitted heirs, beneficiaries, successors and assigns.

These Standard Terms and Conditions shall be construed in accordance with and governed by the laws of the State of Delaware, without regard to principles of conflicts of law.

In the event of any conflict between the Grant Notice, these Standard Terms and Conditions and the Plan, the Grant Notice and these Standard Terms and Conditions shall control. In the event of any conflict between the Grant Notice and these Standard Terms and Conditions, the Grant Notice shall control.

All questions arising under the Plan or under these Standard Terms and Conditions shall be decided by the Committee in its total and absolute discretion.

11. ELECTRONIC DELIVERY

By executing the Grant Notice, the Participant hereby consents to the delivery of information (including, without limitation, information required to be delivered to the Participant pursuant to applicable securities laws) regarding the Company and the Subsidiaries, the Plan, and the Restricted Stock Units via Company web site or other electronic delivery.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(In thousands, except ratios)	Six Months Ended June 30,	
	2018	2017
	(unaudited)	
Earnings:		
Net income	\$225,862	\$ 185,862
Add:		
Provision for income taxes	62,866	103,885
Fixed charges	184,497	167,815
Less:		
Capitalized interest	(25,692)	(21,931)
Earnings as adjusted (A)	\$447,533	\$ 435,631
Fixed charges:		
Interest expense	\$158,427	\$ 145,506
Capitalized interest	25,692	21,931
Interest factors of rents (1)	378	378
Fixed charges as adjusted (B)	\$184,497	\$ 167,815
Ratio of earnings to fixed charges ((A) divided by (B))	2.43	2.60

(1) Estimated to be 1/3 of rent expense.

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND PRESIDENT
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John L. Plueger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Air Lease Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

/s/ John L. Plueger

John L. Plueger
Chief Executive Officer and President
(Principal Executive Officer)

**CERTIFICATION OF THE EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gregory B. Willis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Air Lease Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2018

/s/ Gregory B. Willis
Gregory B. Willis
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND PRESIDENT PURSUANT TO 18 U.S.C.
SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Air Lease Corporation (the "Company") on Form 10-Q for the period ended June 30, 2018 (the "Report"), I, John L. Plueger, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2018

/s/ John L. Plueger

John L. Plueger
Chief Executive Officer and President
(Principal Executive Officer)

**CERTIFICATION OF THE EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER PURSUANT TO 18
U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Air Lease Corporation (the "Company") on Form 10-Q for the period ended June 30, 2018 (the "Report"), I, Gregory B. Willis, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2018

/s/ Gregory B. Willis

Gregory B. Willis
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
