

iPCS, INC
Form SC 13D
November 16, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

iPCS, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

_____44980Y305_____

(CUSIP Number)

Peter D. Goldstein
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

_____ November 6, 2009 _____

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 44980Y305

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Funds, LLC I.D. No. 13-4044523
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) X

- 6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	613,100 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	613,100 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 613,100 (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)
 3.71%
- 14 Type of reporting person (SEE INSTRUCTIONS)
 IA

CUSIP No. 44980Y305

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Asset Management Inc. I.D. No. 13-4044521
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	60,700 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	255,400 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person

255,400 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)

1.54%

CUSIP No. 44980Y305

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Securities, Inc. I.D. No. 13-3379374

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Client funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	:	190,450 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	190,450 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person

190,450 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

1.15%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO, IA

4

CUSIP No. 44980Y305

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GGCP, Inc. I.D.
 No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person

None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 44980Y305

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors, Inc. I.D.
 No. 13-4007862
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 WC

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

6

CUSIP No. 44980Y305

- 1 Names of reporting persons
I.R.S. identification nos. of above persons (entities only)
Mario J. Gabelli
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

- (b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
00 – Funds of a Private Entity
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
USA

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
None (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS) X
- 13 Percent of class represented by amount in row (11)
0.00%
- 14 Type of reporting person (SEE INSTRUCTIONS)
IN

Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D relates is the Common Stock of iPCS, Inc. (the “Issuer”), a Delaware corporation with principal offices located at 1901 N. Roselle Road, Schaumburg, Illinois 60195.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli (“Mario Gabelli”) and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. (“GGCP”), GAMCO Investors, Inc. (“GBL”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli Securities, Inc. (“GSI”), Gabelli & Company, Inc. (“Gabelli & Company”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), MJG-IV Limited Partnership (“MJG-IV”), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Global Partners L.P., Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P. and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited (“GSIL”). GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited and Gabelli Global Partners, Ltd.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (“1934 Act”), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund,

GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Green Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the “Funds”), which are registered investment companies.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund and The GAMCO Westwood SmallCap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the majority stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also deemed to be the controlling shareholder of Teton through his control of GGCP and MJG-IV.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, “Covered Persons”), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(e) - On April 24, 2008, Gabelli Funds settled an administrative proceeding with the Securities and Exchange Commission (“Commission”) regarding frequent trading in shares of a mutual fund it advises, without admitting or denying the findings or allegations of the Commission. The inquiry involved Gabelli Funds’ treatment of one investor who had engaged in frequent trading in one fund (the prospectus of which did not at that time impose limits on frequent trading), and who had subsequently made an investment in a hedge fund managed by an affiliate of Gabelli Funds. The investor was banned from the fund in August 2002, only after certain other investors were banned. The principal terms of the settlement include an administrative cease and desist order from violating Section 206(2) of the Investment Advisers Act of 1940, Section 17(d) of the Investment Company Act of 1940 (“Company Act”), and Rule 17d-1 thereunder, and Section 12(d)(1)(B)(1) of the Company Act, and the payment of \$11 million in disgorgement and prejudgment interest and \$5 million in a civil monetary penalty. Gabelli Funds was also required to retain an independent distribution consultant to develop a plan and oversee distribution to shareholders of the monies paid to the Commission, and to make certain other undertakings.

In September 2008, Gabelli Funds reached agreement in principle with the staff of the Commission, subject to Commission approval, on a previously disclosed matter that had been ongoing for several years involving compliance with Section 19(a) of the Investment Company Act of 1940 and Rule 19a-1 thereunder by two closed-end funds. The agreement was finalized with the Commission on January 12, 2009. The provisions of Section 19(a) and Rule 19a-1 require registered investment companies, when making a distribution in the nature of a dividend from sources other than net investment income, to contemporaneously provide written statements to shareholders that adequately disclose the source or sources of such distribution. While the two funds sent annual statements and provided other materials containing this information, the shareholders did not receive the notices required by Rule 19a-1 with any of the distributions that were made for 2002 and 2003. Gabelli Funds believes that the funds have

been in compliance with Section 19(a) and Rule 19a-1 since the beginning of 2004. As part of the settlement, in which Gabelli Funds neither admits nor denies the findings by the Commission, Gabelli Funds agreed to pay a civil monetary penalty of \$450,000 and to cease and desist from causing violations of Section 19(a) and Rule 19a-1. In connection with the settlement, the Commission noted the remedial actions previously undertaken by Gabelli Funds.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons used an aggregate of approximately \$25,308,633 to purchase the Securities reported as beneficially owned in Item 5. GAMCO and Gabelli Funds used approximately \$6,104,381 and \$14,654,080, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the Securities for such clients. GSI used approximately \$4,550,172 of client funds to purchase the Securities reported by it.

Item 4. Purpose of Transaction

Each of the Reporting Persons has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both.

The Reporting Persons are engaged in the business of securities analysis and investment and pursue an investment philosophy of identifying undervalued situations. In pursuing this investment philosophy, the Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). The Reporting Persons do not believe they possess material inside information concerning the Issuer. As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties or with management in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the 1940 Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17d-1 under the 1940 Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although most portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that one or more Reporting Persons may be acquiring Securities while others are disposing of Securities.

With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock

options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all joint filers shall exceed 25% of the total voting position of the issuer then the proxy voting committees of each of the Funds shall vote their Fund's shares independently.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number of Securities to which this Schedule 13D relates is 1,058,950 shares, representing 6.40% of the 16,539,190 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarterly period ended September 30, 2009. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	255,400	1.54%
Gabelli Funds	613,100	3.71%
GSI	190,450	1.15%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 194,700 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(d) The investment advisory clients of, or partnerships managed by, GAMCO, Gabelli Funds, Teton Advisors and MJG Associates have the sole right to receive and, subject to the notice, withdrawal and/or termination provisions of such advisory contracts and partnership arrangements, the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons on behalf of such clients or partnerships. Except as noted, no such client or partnership has an interest by virtue of such relationship that relates to more than 5% of the Securities.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The powers of disposition and voting of Gabelli Funds, Teton Advisers, GAMCO, GSI and MJG Associates with respect to Securities owned beneficially by them on behalf of their investment advisory clients, and of MJG Associates and GSI with respect to Securities owned beneficially by them on behalf of the partnerships which they directly or indirectly manage, are held pursuant to written agreements with such clients, partnerships and funds.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is attached hereto. The following Exhibit B is incorporated by reference to Exhibit A in the Amendment No. 2 to Schedule 13D of the Reporting Persons with respect to Lifecore Biomedical, Inc.

Exhibit A: Joint Filing Agreement

Exhibit B: Powers of Attorney to Peter D. Goldstein, Christopher J. Michailoff, and Douglas R. Jamieson from Mario J. Gabelli

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2009

GGCP, INC.
MARIO J. GABELLI

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

GABELLI FUNDS, LLC

By:/s/ Bruce N. Alpert
Bruce N. Alpert
Chief Operating Officer – Gabelli Funds, LLC

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli Securities, Inc.

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

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GGCP, Inc.

Directors:

Vincent J. Amabile

Business Consultant

Mario J. Gabelli

Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Marc J. Gabelli

Chairman of The LGL Group, Inc.

Matthew R. Gabelli

Vice President – Trading
Gabelli & Company, Inc.
One Corporate Center
Rye, New York 10580

Charles C. Baum

Secretary & Treasurer
United Holdings Co., Inc.
2545 Wilkens Avenue
Baltimore, MD 21223

Douglas R. Jamieson

See below

Joseph R. Rindler, Jr.

Account Executive for GAMCO Asset Management Inc.

Fredric V. Salerno

Chairman; Former Vice Chairman and Chief Financial Officer
Verizon Communications

Vincent Capurso

Vice President Taxes, Barnes & Noble, Inc.

Vincent S. Tese

Former Director GAMCO Investors, Inc.

Michael Gabelli

Director

John Gabelli

Director

Officers:

Mario J. Gabelli

Chief Executive Officer and Chief Investment Officer

Michael G. Chieco

Chief Financial Officer, Secretary

Silvio A. Berni

Vice President, Assistant Secretary

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt

Former Chairman and Chief Executive Officer
Procter & Gamble Company
900 Adams Crossing

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Cincinnati, OH 45202

Raymond C. Avansino	Chairman & Chief Executive Officer E.L. Wiegand Foundation Reno, NV 89501
Richard L. Bready	Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903
Mario J. Gabelli	See above
Elisa M. Wilson	Director
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc.
Robert S. Prather	President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
Officers:	
Mario J. Gabelli	Chairman and Chief Executive Officer
Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	Senior Vice President
Bruce N. Alpert	Senior Vice President
Agnes Mullady	Senior Vice President
Jeffrey M. Farber	Executive Vice President and Chief Financial Officer
Christopher Michailoff	Acting Secretary
GAMCO Asset Management Inc. Directors:	
Douglas R. Jamieson	
Regina M. Pitaro	
William S. Selby	
Officers:	
Mario J. Gabelli	Chief Investment Officer – Value Portfolios

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Douglas R. Jamieson	President
Jeffrey M. Farber	Chief Financial Officer
Christopher J. Michailoff	General Counsel and Secretary
Gabelli Funds, LLC Officers:	
Mario J. Gabelli	Chief Investment Officer – Value Portfolios
Bruce N. Alpert	Executive Vice President and Chief Operating Officer
Agnes Mullady	Vice President and President Closed-End Fund Division

Teton Advisors, Inc.
Directors:

Bruce N. Alpert	Chairman
Douglas R. Jamieson	See above
Nicholas F. Galluccio	Chief Executive Officer and President
Alfred W. Fiore	1270 Avenue of the Americas 20th Floor New York, NY 10020
Edward T. Tokar	Beacon Trust Senior Managing Director 333 Main Street Madison, NJ 07940
Howard F. Ward	Portfolio Manager GAMCO Investors, Inc. One Corporate Center Rye, NY 10580

Officers:

Bruce N. Alpert	See above
Nicholas F. Galluccio	See above
Jeffrey M. Farber	Chief Financial Officer

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022

Douglas R. Jamieson	President
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Officers:

Douglas R. Jamieson	See above
Christopher J. Michailoff	Secretary
Jeffrey M. Farber	Chief Financial Officer

Gabelli & Company, Inc.

Directors:

James G. Webster, III	Chairman & Interim President
Irene Smolicz	Senior Trader Gabelli & Company, Inc.

Officers:

James G. Webster, III	See Above
Bruce N. Alpert	Vice President - Mutual Funds
Diane M. LaPointe	Treasurer
Douglas R. Jamieson	Secretary

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
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Elisa M. Wilson

President

MJG-IV Limited Partnership
Officers:

Mario J. Gabelli

General Partner

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-IPCS, INC.

GABELLI SECURITIES, INC.

11/12/09	2,000	23.9339
10/29/09	1,000	23.8690
10/27/09	1,000	23.8750
10/19/09	1,000	23.8196

GABELLI ASSOCIATES LIMITED

11/12/09	9,500	23.9339
11/11/09	1,500	23.9400

Net cash provided by financing activities		316,681
Net increase in cash and cash equivalents	337,329	73,285
Cash and cash equivalents at beginning of period	155,904	169,656
Cash and cash equivalents at end of period	\$ 493,233	\$ 242,941

Aircastle Limited and Subsidiaries
 Consolidated Statements of Cash Flows (Continued)
 (Dollars in thousands)
 (Unaudited)

	Six Months Ended June 30,	
	2016	2015
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$104,534	\$89,639
Cash paid for income taxes	\$2,809	\$3,918
Supplemental disclosures of non-cash investing activities:		
Advance lease rentals, security deposits and maintenance payments assumed in asset acquisitions	\$105,801	\$7,841
Advance lease rentals, security deposits, and maintenance payments settled in sale of flight equipment	\$21,159	\$40,199
Transfers from Flight equipment held for lease to Net investment in finance and sales-type leases and Other assets	\$86,267	\$18,851

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

Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
June 30, 2016

Note 1. Summary of Significant Accounting Policies

Organization and Basis of Presentation

Aircastle Limited (“Aircastle,” the “Company,” “we,” “us” or “our”) is a Bermuda exempted company that was incorporated on October 29, 2004 under the provisions of Section 14 of the Companies Act of 1981 of Bermuda. Aircastle’s business is investing in aviation assets, including acquiring, leasing, managing and selling high-utility commercial jet aircraft.

Aircastle is a holding company that conducts its business through subsidiaries. Aircastle directly or indirectly owns all of the outstanding common shares of its subsidiaries. The consolidated financial statements presented are prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). The company manages, analyzes and reports on its business and results of operations on the basis of one operating segment: leasing, financing, selling and managing commercial flight equipment. Our chief executive officer is the chief operating decision maker.

The accompanying consolidated financial statements are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial reporting and, in our opinion, reflect all adjustments, including normal recurring items, which are necessary to present fairly the results for interim periods. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the entire year. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been omitted in accordance with the rules and regulations of the SEC; however, we believe that the disclosures are adequate to make information presented not misleading. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

The Company’s management has reviewed and evaluated all events or transactions for potential recognition and/or disclosure since the balance sheet date of June 30, 2016 through the date on which the consolidated financial statements included in this Form 10-Q were issued.

Effective January 1, 2016, the Company adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2015-02, Consolidation - Amendments to the Consolidation Analysis (Topic 810). The update amended the guidelines for determining whether certain legal entities should be consolidated and reduced the number of consolidation models. This new standard affected reporting entities that are required to evaluate whether they should consolidate certain legal entities. The standard did not have a material impact on our consolidated financial statements and related disclosures.

Principles of Consolidation

The consolidated financial statements include the accounts of Aircastle and all of its subsidiaries. Aircastle consolidates five Variable Interest Entities (“VIEs”) of which Aircastle is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation.

We consolidate VIEs in which we have determined that we are the primary beneficiary. We use judgment when deciding: (a) whether an entity is subject to consolidation as a VIE; (b) who the variable interest holders are; (c) the potential expected losses and residual returns of the variable interest holders; and (d) which variable interest holder is the primary beneficiary. When determining which enterprise is the primary beneficiary, we consider: (1) the entity’s purpose and design; (2) which variable interest holder has the power to direct the activities that most significantly impact the entity’s economic performance; and (3) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. When certain events occur, we reconsider whether we are the primary beneficiary of VIEs. We do not reconsider whether we are a primary beneficiary solely because of operating losses incurred by an entity.

Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
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Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. While Aircastle believes that the estimates and related assumptions used in the preparation of the consolidated financial statements are appropriate, actual results could differ from those estimates.

Recent Accounting Pronouncements

On February 25, 2016, the FASB issued Accounting Standards Codification (“ASC”) 842 (“ASC 842”), “Leases,” which replaced the existing guidance in ASC 840, Leases. The accounting for leases by lessors basically remained unchanged from the concepts that existed in ASC 840 accounting. The FASB decided that lessors would be precluded from recognizing selling profit and revenue at lease commencement for any sales-type or direct finance lease that does not transfer control of the underlying asset to the lessee. This requirement aligns the notion of what constitutes a sale in the lessor accounting guidance with that in the forthcoming revenue recognition standard, which evaluates whether a sale has occurred from the customer’s perspective. The standard will be effective for public entities beginning after December 15, 2018. The standard is applied on a “modified retrospective” basis. We are evaluating the impact that ASC 842 will have on our consolidated financial statements and related disclosures. We do not believe that the adoption of the standard will significantly impact our existing or potential lessees’ economic decisions to lease aircraft.

On May 28, 2014, the FASB and the International Accounting Standards Board (the “IASB”) (collectively, “the Boards”), jointly issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). Lease contracts within the scope of ASC 840, Leases, are specifically excluded from ASU No. 2014-09. The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. The standard is effective for public entities beginning after December 15, 2017. The standard allows for either “full retrospective” adoption, meaning the standard is applied to all of the periods presented, or “modified retrospective” adoption, meaning the standard is applied only to the most current period presented in the financial statements. We are evaluating the impact of the ASU on our consolidated financial statements and related disclosures.

On August 27, 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40). The standard requires management of public companies to evaluate whether there is substantial doubt about the entity’s ability to continue as a going concern and, if so, disclose that fact. Management should evaluate whether there are conditions or events, considered in the aggregate, that raises substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued, when applicable). The standard is effective for annual periods ending after December 15, 2016 and interim periods thereafter, and early adoption is permitted. We do not believe the standard will have a material impact on our consolidated financial statements and related disclosures when adopted.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718). The update amends the guidelines for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The standard is effective for annual and interim periods beginning January 1, 2017, and early adoption is permitted. We are evaluating the impact of the ASU on our consolidated financial statements and related disclosures.

Note 2. Fair Value Measurements

Fair value measurements and disclosures require the use of valuation techniques to measure fair value that maximize the use of observable inputs and minimize use of unobservable inputs. These inputs are prioritized as follows:

Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.

Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
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Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities or market corroborated inputs.

Level 3: Unobservable inputs for which there is little or no market data and which require us to develop our own assumptions about how market participants price the asset or liability.

The valuation techniques that may be used to measure fair value are as follows:

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

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

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

The following tables set forth our financial assets and liabilities as of June 30, 2016 and December 31, 2015 that we measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to their fair value measurement.

	Fair Value Measurements at June 30, 2016 Using Fair Value Hierarchy				
	Fair Value as of June 30, 2016	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique
Assets:					
Cash and cash equivalents	\$ 493,233	\$ 493,233	\$ —	\$ —	—Market
Restricted cash and cash equivalents	51,418	51,418	—	—	Market
Total	\$ 544,651	\$ 544,651	\$ —	\$ —	—
Liabilities:					
Derivative liabilities	\$ —	\$ —	\$ —	\$ —	—Income

	Fair Value Measurements at December 31, 2015 Using Fair Value Hierarchy				
	Fair Value as of December 31, 2015	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique
Assets:					
Cash and cash equivalents	\$ 155,904	\$ 155,904	\$ —	\$ —	—Market

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Restricted cash and cash equivalents	98,137	98,137	—	—	Market
Total	\$ 254,041	\$ 254,041	\$ —	\$ —	—
Liabilities:					
Derivative liabilities	\$ 1,283	\$ —	\$ 1,283	\$ —	—Income

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Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
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Our cash and cash equivalents, along with our restricted cash and cash equivalents balances, consist largely of money market securities that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy. Our interest rate derivatives included in Level 2 consist of United States dollar-denominated interest rate derivatives, and their fair values are determined by applying standard modeling techniques under the income approach to relevant market interest rates (cash rates, futures rates, swap rates) in effect at the period close to determine appropriate reset and discount rates and incorporates an assessment of the risk of non-performance by the interest rate derivative counterparty in valuing derivative assets and an evaluation of the Company's credit risk in valuing derivative liabilities.

For the three and six months ended June 30, 2016 and the year ended December 31, 2015, we had no transfers into or out of Level 3.

We measure the fair value of certain assets and liabilities on a non-recurring basis, when U.S. GAAP requires the application of fair value, including events or changes in circumstances that indicate that the carrying amounts of assets may not be recoverable. Assets subject to these measurements include our investment in an unconsolidated joint venture and aircraft. We account for our investment in an unconsolidated joint venture under the equity method of accounting and record impairment when its fair value is less than its carrying value. We record aircraft at fair value when we determine the carrying value may not be recoverable. Fair value measurements for aircraft in impairment tests are based on an income approach which uses Level 3 inputs, which include the Company's assumptions and appraisal data as to future cash proceeds from leasing and selling aircraft.

Aircraft Valuation

Recoverability Assessment

We completed our annual recoverability assessment of wide-body and freighter aircraft in the second quarter this year given weaker market dynamics for these aircraft. We intend to complete the recoverability assessment for our narrow-body aircraft fleet during the third quarter. We also performed aircraft-specific analyses where there were changes in circumstances, such as approaching lease expirations.

The recoverability assessment is a comparison of the carrying value of each aircraft to its undiscounted expected future cash flows. We develop the assumptions used in the recoverability assessment, including those relating to current and future demand for each aircraft type, based on management's experience in the aircraft leasing industry, as well as information received from third-party sources. Estimates of the undiscounted cash flows for each aircraft type are impacted by changes in contracted and future expected lease rates, residual values, expected scrap values, economic conditions and other factors.

In our 2016 assessment, we reduced forecasted cash flows for older Airbus A330 aircraft to reflect lower rental expectations given weak demand and increased competition from newer units. As a result, during the three months ended June 30, 2016, we recorded impairment charges totaling \$11,670 and maintenance revenue of \$4,000 relating to one sixteen year old Airbus A330-200 approaching lease expiry.

Other Impairments

During the six months ended June 30, 2016, we entered into an agreement to sell two older Boeing 747-400 freighter aircraft to the lessee resulting in an impairment of \$5,053. These two aircraft are held for sale at June 30, 2016 in other assets. These aircraft were sold in July 2016.

During the six months ended June 30, 2015, we impaired two McDonnell Douglas MD-11 freighter aircraft and one Boeing 737-800 aircraft and recorded impairment charges totaling \$23,955 and maintenance revenue of \$18,234. Other than the aircraft discussed above, management believes that the net book value of each of our wide-body and freighter aircraft is currently supported by the estimated future undiscounted cash flows expected to be generated by

that aircraft, and accordingly, no other aircraft were impaired as a consequence of this recoverability assessment. However, if

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Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
June 30, 2016

our estimates or assumptions change, we may revise our cash flow assumptions and record future impairment charges. While we believe that the estimates and related assumptions used in the recoverability assessment are appropriate, actual results could differ from those estimates.

Financial Instruments

Our financial instruments, other than cash, consist principally of cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, amounts borrowed under financings and interest rate derivatives. The fair value of cash, cash equivalents, restricted cash and cash equivalents, accounts receivable and accounts payable approximates the carrying value of these financial instruments because of their short-term nature. The fair values of our ECA Financings (as described in Note 6 - Variable Interest Entities below) and Bank Financings are estimated using a discounted cash flow analysis, based on our current incremental borrowing rates for similar types of borrowing arrangements. The fair value of our Senior Notes is estimated using quoted market prices. The carrying amounts and fair values of our financial instruments at June 30, 2016 and December 31, 2015 are as follows:

	June 30, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	of Liability	of Liability	of Liability	of Liability
Securitizations	\$ —	\$ —	\$125,366	\$123,696
Credit Facilities	120,000	120,000	225,000	225,000
ECA Financings	326,004	327,409	404,491	422,640
Bank Financings	774,903	794,875	636,970	653,699
Senior Notes	3,200,000	3,060,390	2,700,000	2,832,125

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

Note 3. Lease Rental Revenues and Flight Equipment Held for Lease

Minimum future annual lease rentals contracted to be received under our existing operating leases of flight equipment at June 30, 2016 were as follows:

Year Ending December 31,	Amount
Remainder of 2016	\$360,019
2017	647,844
2018	573,162
2019	499,783
2020	413,445
Thereafter	1,153,821
Total	\$3,648,074

Aircastle Limited and Subsidiaries
 Notes to Unaudited Consolidated Financial Statements
 (Dollars in thousands, except per share amounts)
 June 30, 2016

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

Region	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Asia and Pacific	39 %	42 %	40 %	42 %
Europe	24 %	28 %	25 %	29 %
South America	19 %	15 %	19 %	14 %
Middle East and Africa	12 %	9 %	11 %	9 %
North America	6 %	6 %	5 %	6 %
Total	100 %	100 %	100 %	100 %

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

The following table shows the number of lessees with lease rental revenue of at least 5% and their combined total percentage of lease rental revenue for the years indicated:

	Three Months Ended June 30, 2016		Three Months Ended June 30, 2015		Six Months Ended June 30, 2016		Six Months Ended June 30, 2015	
	Number of Lessees	Combined % of Lease Rental Revenue	Number of Lessees	Combined % of Lease Rental Revenue	Number of Lessees	Combined % of Lease Rental Revenue	Number of Lessees	Combined % of Lease Rental Revenue
Largest lessees by lease rental revenue	4	25%	3	17%	4	25%	3	18%

The following table sets forth revenue attributable to individual countries representing at least 10% of total revenue (including maintenance revenue) in any year based on each lessee's principal place of business for the years indicated:

Country	Three Months Ended June 30, 2016		Six Months Ended June 30, 2016		Three Months Ended June 30, 2015		Six Months Ended June 30, 2015	
	Revenue	% of Total Revenue	Revenue	% of Total Revenue	Revenue	% of Total Revenue	Revenue	% of Total Revenue
Indonesia ⁽¹⁾	\$19,906	11%	\$—	—%	\$39,450	11%	\$—	—%

(1) Total revenue attributable to Indonesia was less than 10% for the three and six months ended June 30, 2015.

Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
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Geographic concentration of net book value of flight equipment (includes net book value of flight equipment held for lease and net investment in finance leases) was as follows:

Region	June 30, 2016			December 31, 2015		
	Number of Aircraft	Net Book Value	%	Number of Aircraft	Net Book Value	%
Asia and Pacific	49	37	%	49	39	%
Europe	59	24	%	64	26	%
South America	22	18	%	22	19	%
Middle East and Africa	13	11	%	9	10	%
North America	23	8	%	17	6	%
Off-lease	3 ⁽¹⁾	2	%	1 ⁽²⁾	—	%
Total	169	100	%	162	100	%

(1) Consists of two Boeing 737-800 aircraft, for which we have signed lease agreements with customers in Asia, and one Airbus A330-200 aircraft, for which we have a signed lease agreement with a customer in South America.

(2) Consisted of one Boeing 777-200ER aircraft that was sold during the second quarter of 2016.

The following table sets forth net book value of flight equipment (includes net book value of flight equipment held for lease and net investment in finance leases) attributable to individual countries representing at least 10% of net book value of flight equipment based on each lessee's principal place of business as of:

Region	June 30, 2016			December 31, 2015		
	Net Book Value	Net Book Value %	Number of Lessees	Net Book Value	Net Book Value %	Number of Lessees
Indonesia	\$647,022	11%	3	\$661,178	11%	3

At June 30, 2016 and December 31, 2015, the amounts of lease incentive liabilities recorded in maintenance payments on our Consolidated Balance Sheets were \$18,045 and \$21,432, respectively.

Note 4. Net Investment in Finance and Sales-Type Leases

At June 30, 2016, our net investment in finance and sales-type leases represents fourteen aircraft: eight aircraft leased to two customers in the United States, two aircraft leased to a customer in the Netherlands, three aircraft leased to two customers in Germany and one aircraft leased to a customer in Spain. The following table lists the components of our net investment in finance and sales-type leases at June 30, 2016:

Total lease payments to be received	Amount
	\$229,766
Less: Unearned income	(97,315)
Estimated residual values of leased flight equipment (unguaranteed)	159,452
Net investment in finance and sales-type leases	\$291,903

Aircastle Limited and Subsidiaries
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At June 30, 2016, minimum future lease payments on finance and sales-type leases are as follows:

Year Ending December 31,	Amount
Remainder of 2016	\$21,774
2017	39,718
2018	32,189
2019	32,018
2020	30,938
Thereafter	73,129
Total lease payments to be received	\$229,766

Note 5. Unconsolidated Equity Method Investment

On December 19, 2013, the Company and an affiliate of Ontario Teachers' Pension Plan ("Teachers'") formed a joint venture ("Lancaster"), in which we hold a 30% equity interest, to invest in leased aircraft. Teachers' holds 10.0% of our outstanding common shares. In March 2016, we sold four Airbus A320-200 aircraft for approximately \$100,000 to Lancaster; these transactions were approved by our Audit Committee as arm's length related party transactions under our related party policy. The assets and liabilities of Lancaster are off our Consolidated Balance Sheet and we record our net investment under the equity method of accounting.

On February 23, 2016, through the Company's relationship with Marubeni Corporation, we established a new joint venture ("IBJ Air") with the leasing arm of the Industrial Bank of Japan, Limited ("IBJL"). This new venture is targeted at new narrow-body aircraft leased to premier airlines providing Aircastle with increased access to this market sector and to these customers. In June 2016, we sold one Airbus A320-200 aircraft to IBJ Air, in which we hold a 25% equity interest.

We source and service investments for Lancaster and IBJ Air and provide marketing, asset management and administrative services to them. We are paid market-based fees for those services, which are recorded in Other revenue in our Consolidated Statements of Income. The Company has recorded in its Consolidated Balance Sheet a \$7,705 guarantee liability in Maintenance payments and a \$5,100 guarantee liability in Security deposits representing its share of the respective exposures.

At June 30, 2016, the net book value of our joint ventures' ten aircraft was approximately \$612 million.

	Amount
Investment in joint ventures at December 31, 2015	\$50,377
Investment in joint ventures	12,424
Earnings from joint ventures, net of tax	3,585
Distributions	(2,029)
Investment in joint ventures at June 30, 2016	\$64,357

Aircastle Limited and Subsidiaries
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Note 6. Variable Interest Entities

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

Securitization No. 2

In May 2016, we repaid the outstanding amount plus accrued interest and fees due under Securitization No. 2, and ACS Aircraft Finance Ireland 2 Limited became a wholly owned subsidiary of Aircastle.

ECA Financings

Aircastle, through various subsidiaries, each of which is owned by a charitable trust (such entities, collectively the “Air Knight VIEs”), has entered into seven different twelve-year term loans, which are supported by guarantees from Compagnie Française d'Assurance pour le Commerce Extérieur, (“COFACE”), the French government sponsored export credit agency (“ECA”). We refer to these COFACE-supported financings as “ECA Financings.”

Aircastle is the primary beneficiary of the Air Knight VIEs, as we have the power to direct the activities of the VIEs that most significantly impact the economic performance of such VIEs and we bear the significant risk of loss and participate in gains through a finance lease. The activity that most significantly impacts the economic performance is the leasing of aircraft of which our wholly owned subsidiary is the servicer and is responsible for managing the relevant aircraft. There is a cross collateralization guarantee between the Air Knight VIEs. In addition, Aircastle guarantees the debt of the Air Knight VIEs.

The only assets that the Air Knight VIEs have on their books are financing leases that are eliminated in the consolidated financial statements. The related aircraft, with a net book value as of June 30, 2016 of \$526,343, were included in our flight equipment held for lease. The consolidated debt outstanding, net of debt issuance costs, of the Air Knight VIEs as of June 30, 2016 is \$315,731.

Aircastle Limited and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
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Note 7. Secured and Unsecured Debt Financings

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

Debt Obligation	At June 30, 2016			Final Stated Maturity	At
	Outstanding Borrowings	Number of Aircraft	Interest Rate ⁽¹⁾		December 31, 2015
Secured Debt Financings:					
Securitization No. 2	\$—	—	—%	—	\$ 125,366
ECA Financings ⁽²⁾	326,004	7	3.02% to 3.96%	12/3/21 to 11/30/24	404,491
Bank Financings ⁽³⁾	774,903	20	1.44% to 5.09%	10/26/17 to 01/19/26	636,970
Less: Debt Issuance Costs	(22,084)) —			(20,589)
Total secured debt financings, net of debt issuance costs	1,078,823	27			1,146,238
Unsecured Debt Financings:					
Senior Notes due 2017	500,000		6.75%	04/15/17	500,000
Senior Notes due 2018	400,000		4.625%	12/05/18	400,000
Senior Notes due 2019	500,000		6.250%	12/01/19	500,000
Senior Notes due 2020	300,000		7.625%	04/15/20	300,000
Senior Notes due 2021	500,000		5.125%	03/15/21	500,000
Senior Notes due 2022	500,000		5.50%	02/15/22	500,000
Senior Notes due 2023	500,000		5.00%	04/01/23	—
DBJ Term Loan	120,000		2.653%	04/28/19	—
Revolving Credit Facility	—		N/A	05/13/20	225,000
Less: Debt Issuance Costs	(36,029))			(30,082)
Total unsecured debt financings, net of debt issuance costs	3,283,971				2,894,918
Total secured and unsecured debt financings, net of debt issuance costs	\$4,362,794				\$4,041,156

(1) Reflects the floating rate in effect at the applicable reset date plus the margin for our DBJ Term Loan, six of our Bank Financings and our Revolving Credit Facility. All other financings have a fixed rate.

(2) The borrowings under these financings at June 30, 2016 have a weighted-average rate of interest of 3.53%.

(3) The borrowings under these financings at June 30, 2016 have a weighted-average fixed rate of interest of 3.21%.

Secured Debt Financings:
Securitization No. 2

On May 9, 2016, we prepaid the outstanding principal balance plus accrued interest and fees due under Securitization No. 2 and terminated the related interest rate derivatives for a total of \$66,262. Upon prepayment of Securitization No. 2, our liquidity facility commitment with HSH Nordbank AG ended and all drawn cash was returned.

Bank Financings

On June 17, 2016, we entered into a full recourse \$400,450 floating rate financing with BNP Paribas, Credit Agricole Corporate and Investment Bank and certain other banks for seventeen aircraft initially, with the possibility of adding two

Aircastle Limited and Subsidiaries
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 June 30, 2016

incremental aircraft for an additional \$67,550. As of June 30, 2016, we have funded seven aircraft for \$167,310 under this facility, which matures in June of 2023.

Unsecured Debt Financings:

DBJ Term Loan

In March 2016, we entered into a \$120,000 floating rate three year term loan commitment with Development Bank of Japan Inc. and certain other banks (the "DBJ Term Loan"). This loan was funded in April 2016.

Senior Notes due 2023

On March 21, 2016, Aircastle issued \$500,000 aggregate principal amount of Senior Notes due 2023 (the "Senior Notes due 2023") at par. The Senior Notes due 2023 will mature on April 1, 2023 and bear interest at the rate of 5.00% per annum, payable semi-annually on April 1 and October 1 of each year, commencing on October 1, 2016.

Interest accrues on the Senior Notes due 2023 from March 24, 2016.

We may redeem the Senior Notes due 2023 at any time at a redemption price equal to (a) 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest thereon to, but not including, the redemption date and (b) the sum of the present values of the remaining scheduled payments of principal and interest on the notes from the redemption date through the maturity date of the notes (computed using a discount rate equal to the Treasury Rate (as defined in the indenture governing the notes) as of such redemption date plus 50 basis points). In addition, prior to April 1, 2019, we may redeem up to 40% of the aggregate principal amount of the notes issued under the indenture at a redemption price equal to 105% plus accrued and unpaid interest thereon to, but not including, the redemption date, with the net proceeds of certain equity offerings. If the Company undergoes a change of control, it must offer to repurchase the Senior Notes due 2023 at 101% of the principal amount, plus accrued and unpaid interest. The Senior Notes due 2023 are not guaranteed by any of the Company's subsidiaries or any third-party.

Revolving Credit Facility

On March 29, 2016, we increased the size of our unsecured Revolving Credit Facility from \$600,000 to \$675,000 and extended its maturity by one year to May 2020. At June 30, 2016, we had no amounts outstanding under this facility. As of June 30, 2016, we are in compliance with all applicable covenants in all of our financings.

Note 8. Shareholders' Equity and Share Based Payment

Performance Stock Units

During the six months ended June 30, 2016, the Company issued performance share units ("PSUs") to certain employees. These awards were made under the Aircastle Limited 2014 Omnibus Incentive Plan. The PSUs are denominated in share units without dividend rights, each of which is equivalent to one common share, and are subject to performance conditions and time vesting.

The PSUs vest at the end of a three year period, which runs from January 1, 2016 through December 31, 2018. Half of the PSUs vest on achieving relative total stockholder return goals (the "TSR PSUs") while the other half vest on attaining annual Adjusted Return on Equity goals (the "AROE PSUs"). The table below shows the PSU awards granted during the six months ended June 30, 2016, including the number of common shares underlying the awards at the time of grant:

	Minimum	Target	Maximum
TSR PSUs	—	133,957	267,914
AROE PSUs	—	133,953	267,906
Total	—	267,910	535,820

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The fair value of the time based TSR PSUs was 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 dividend yield. 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 time frame equal to the time from the valuation date until the end date of the performance period. The number of TSR PSUs that will ultimately vest is based on the percentile ranking of the Company's TSR among the S&P 400 Index. The number of shares that will ultimately vest will range from 0% to 200% of the target TSR PSUs.

The number of shares vesting from the AROE PSUs at the end of the three-year performance period will depend on the Company's Adjusted Return on Equity as measured against the targets set by the Compensation Committee annually during the performance period, consistent with the business plan approved by the Board. The maximum number of AROE PSUs for 2016 is 89,302. The fair value of the 2016 AROE PSUs was determined based on the closing market price of the Company's common shares on the date of grant reduced by the present value of expected dividends to be paid. The number of shares that will ultimately vest will range from 0% to 200% of the target AROE PSUs.

During the six months ended June 30, 2016, the Company granted a target of 178,608 PSUs of which 133,957 are TSR PSUs and 44,651 are AROE PSUs. The remaining 89,302 of target AROE PSUs will be considered granted upon the Compensation Committee's setting the target AROE for the respective period. The following table summarizes the activities for our unvested PSUs for the six months ended June 30, 2016:

	Unvested Performance Stock Units			
	Target Number of Shares of TSR PSUs	Target Number of Shares of AROE PSUs	TSR PSUs Weighted Fair Value at Grant Date Using a Monte Carlo Simulation Model (\$)	AROE PSUs Fair Value Equal to Adjusted Closing Stock Price on Date of Grant (\$)
Unvested at December 31, 2015	—	—	\$ —	\$ —
Granted	133,957	44,651	25.20	19.17
Unvested as of June 30, 2016	133,957	44,651	\$ 25.20	\$ 19.17
Expected to vest after June 30, 2016	133,957	44,651	\$ 25.20	\$ 19.17

The Company incurred share based compensation expense related to PSUs of \$452 for the six months ended June 30, 2016. As of June 30, 2016, there was \$3,780 of unrecognized compensation cost related to unvested stock-based payments granted to certain employees that is expected to be recognized over a weighted-average remaining period of 2.5 years.

During the first six months of 2016, we repurchased 1,683,713 common shares at an aggregate cost of \$31,704, including commissions. As of June 30, 2016, the remaining dollar value of common shares that may be repurchased under the repurchase program approved by the Company's Board of Directors on February 9, 2016, is \$99,375.

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Note 9. Dividends

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

Declaration Date	Dividend per Common Share	Aggregate Dividend Amount	Record Date	Payment Date
May 2, 2016	\$ 0.24	\$ 18,915	May 31, 2016	June 15, 2016
February 9, 2016	\$ 0.24	\$ 18,915	February 29, 2016	March 15, 2016
October 30, 2015	\$ 0.24	\$ 19,377	November 30, 2015	December 15, 2015
August 4, 2015	\$ 0.22	\$ 17,860	August 31, 2015	September 15, 2015
May 4, 2015	\$ 0.22	\$ 17,863	May 29, 2015	June 15, 2015

Note 10. Earnings Per Share

We include all common shares granted under our incentive compensation plan which remain unvested (“restricted common shares”) and contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid (“participating securities”), in the number of shares outstanding in our basic earnings per share calculations using the two-class method. All of our restricted common shares are currently participating securities.

Under the two-class method, earnings per common share is computed by dividing the sum of distributed earnings allocated to common shareholders and undistributed earnings allocated to common shareholders by the weighted-average number of common shares outstanding for the period. In applying the two-class method, distributed and undistributed earnings are allocated to both common shares and restricted common shares based on the total weighted-average shares outstanding during the period. Because the holders of the participating restricted common shares were not contractually required to share in the Company’s losses, in applying the two-class method to compute the basic and diluted net loss per common share, no allocation to restricted common shares was made for the three and six months ended June 30, 2016.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Weighted-average shares:				
Common shares outstanding	78,159,280	80,566,400	78,351,369	80,565,425
Restricted common shares	685,918	650,206	629,137	583,213
Total weighted-average shares	78,845,198	81,216,606	78,980,506	81,148,638

Percentage of weighted-average shares:

Common shares outstanding	99.13	% 99.20	% 99.20	% 99.28	%
Restricted common shares	0.87	% 0.80	% 0.80	% 0.72	%
Total percentage of weighted-average shares	100.00	% 100.00	% 100.00	% 100.00	%

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Earnings per share – Basic:				
Net income	\$20,030	\$41,808	\$56,292	\$85,077
Less: Distributed and undistributed earnings allocated to restricted common shares ⁽¹⁾	(174)	(335)	(448)	(611)
Earnings available to common shareholders – Basic	\$19,856	\$41,473	\$55,844	\$84,466
Weighted-average common shares outstanding – Basic	78,159,280	80,566,400	78,351,369	80,565,425
Earnings per common share – Basic	\$0.25	\$0.51	\$0.71	\$1.05
Earnings per share – Diluted:				
Net income	\$20,030	\$41,808	\$56,292	\$85,077
Less: Distributed and undistributed earnings allocated to restricted common shares ⁽¹⁾	(174)	(335)	(448)	(611)
Earnings available to common shareholders – Diluted	\$19,856	\$41,473	\$55,844	\$84,466
Weighted-average common shares outstanding – Basic	78,159,280	80,566,400	78,351,369	80,565,425
Effect of dilutive shares ⁽²⁾	—	—	—	—
Weighted-average common shares outstanding – Diluted	78,159,280	80,566,400	78,351,369	80,565,425
Earnings per common share – Diluted	\$0.25	\$0.51	\$0.71	\$1.05

For the three months ended June 30, 2016 and 2015, distributed and undistributed earnings to restricted shares are 0.87% and 0.80%, respectively, of net income. For the six months ended June 30, 2016 and 2015, distributed and (1) undistributed earnings to restricted shares are 0.80% and 0.72% of net income, respectively. The amount of restricted share forfeitures for all periods present is immaterial to the allocation of distributed and undistributed earnings.

(2) For the three and six months ended June 30, 2016 and 2015, we had no dilutive shares.

Note 11. Income Taxes

Income taxes have been provided for based upon the tax laws and rates in countries in which our operations are conducted and income is earned. The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2035. Consequently, the provision for income taxes relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily Ireland, Singapore and the United States.

The sources of income from continuing operations before income taxes and earnings of unconsolidated equity method investment for the three and six months ended June 30, 2016 and 2015 were as follows:

Three Months Ended June 30,	Six Months Ended June 30,
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	2016	2015	2016	2015
U.S. operations	\$1,158	\$840	\$1,744	\$1,220
Non-U.S. operations	19,231	43,868	57,287	90,179
Total	\$20,389	\$44,708	\$59,031	\$91,399

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All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. The aircraft owning subsidiaries resident in Ireland, Mauritius and Singapore are subject to tax in those respective jurisdictions.

We have a U.S. based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. We also have Ireland and Singapore based subsidiaries which provide management services to our non-U.S. subsidiaries and are subject to tax in those respective jurisdictions.

The consolidated income tax expense for the three and six months ended June 30, 2016 and 2015 was determined based upon estimates of the Company's consolidated effective income tax rates for the years ending December 31, 2016 and 2015, respectively.

The Company's effective tax rate for the three and six months ended June 30, 2016 was 11.7% and 10.7%, respectively, compared to 10.0% and 10.2% for the three and six months ended June 30, 2015. Movements in the effective tax rates are generally caused by changes in the proportion of the Company's pre-tax earnings in taxable and non-tax jurisdictions.

Differences between statutory income tax rates and our effective income tax rates applied to pre-tax income consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Notional U.S. federal income tax expense at the statutory rate	\$7,136	\$15,648	\$20,661	\$31,990
U.S. state and local income tax, net	78	68	125	110
Non-U.S. operations:				
Bermuda	(1,570)	(7,368)	(10,662)	(15,895)
Ireland	194	(1,785)	2,073	(2,907)
Singapore	(2,716)	(1,375)	(4,051)	(2,731)
Other	(872)	(901)	(2,083)	(1,579)
Non-deductible expenses in the U.S.	150	191	285	361
Other	(15)	(13)	(24)	(21)
Income tax provision	\$2,385	\$4,465	\$6,324	\$9,328

Note 12. Interest, Net

The following table shows the components of interest, net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Interest on borrowings, net settlements on interest rate derivatives, and other liabilities ⁽¹⁾	\$55,779	\$51,413	\$109,103	\$101,648
Hedge ineffectiveness losses	—	294	—	294
Amortization of interest rate derivatives related to deferred losses	2,997	6,110	8,369	14,343
Amortization of deferred financing fees and debt discount ⁽²⁾	3,863	3,766	9,470	7,465
Interest expense	62,639	61,583	126,942	123,750
Less interest income	(160)	(32)	(222)	(68)
Less capitalized interest	(27)	—	(27)	—

Interest, net	\$62,452	\$61,551	\$126,693	\$123,682
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Aircastle Limited and Subsidiaries
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- (1) For the three and six months ended June 30, 2016, includes \$0 and \$1,509, respectively, in loan termination fees related to the sale of one aircraft.
- (2) For the three and six months ended June 30, 2016, includes \$0 and \$1,972, respectively, in deferred financing fees written off related to the sale of one aircraft.

Note 13. Commitments and Contingencies

At June 30, 2016, we had commitments to acquire 37 aircraft, including 25 Embraer E-2 aircraft, for \$1,400,540. Commitments, including \$141,957 of progress payments, contractual price escalations and other adjustments for these aircraft, at June 30, 2016, net of amounts already paid, are as follows:

Year Ending December 31,	Amount
Remainder of 2016	\$319,311
2017	170,253
2018	258,179
2019	293,756
2020	216,847
Thereafter	142,194
Total	\$1,400,540

Note 14. Other Assets

The following table describes the principal components of other assets on our Consolidated Balance Sheets as of:

	June 30, 2016	December 31, 2015
Deferred federal income tax asset	\$791	\$ 1,362
Lease incentives and lease premiums, net of amortization of \$35,151 and \$31,623, respectively	83,109	86,874
Flight equipment held for sale ⁽¹⁾	43,016	12,901
Other assets	37,613	22,570
Total other assets	\$164,529	\$ 123,707

(1) In July 2016, we sold two older Boeing 747-400 freighter aircraft.

Note 15. Accounts Payable, Accrued Expenses and Other Liabilities

The following table describes the principal components of accounts payable, accrued expenses and other liabilities recorded on our Consolidated Balance Sheets as of:

	June 30, 2016	December 31, 2015
Accounts payable and accrued expenses	\$36,080	\$ 34,457
Deferred federal income tax liability	36,940	35,269
Accrued interest payable	43,674	37,606
Lease discounts, net of amortization of \$24,213 and \$19,403, respectively	18,669	22,443
Fair value of derivative liabilities	—	1,283
Total accounts payable, accrued expenses and other liabilities	\$135,363	\$ 131,058

Aircastle Limited and Subsidiaries
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Note 16. Accumulated Other Comprehensive Loss

The following table describes the principal components of accumulated other comprehensive loss recorded on our Consolidated Balance Sheets:

Changes in accumulated other comprehensive loss by component ⁽¹⁾	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Beginning balance	\$(7,842)	\$(30,355)	\$(13,213)	\$(38,460)
Amounts recognized in other comprehensive loss on derivatives, net of tax expense of \$0 and \$14 for the three months ended and tax expense of \$0 for the six months ended June 30, 2016 and 2015, respectively	(188)	(317)	(690)	(1,395)
Amounts reclassified from accumulated other comprehensive loss into income, net of tax expense of \$0 and \$12 for the three months ended and tax expense of \$0 and \$23 for the six months ended June 30, 2016 and 2015, respectively	3,185	6,991	9,058	16,174
Net current period other comprehensive income	2,997	6,674	8,368	14,779
Ending balance	\$(4,845)	\$(23,681)	\$(4,845)	\$(23,681)

(1) All amounts are net of tax. Amounts in parentheses indicate debits.

Reclassifications from accumulated other comprehensive loss ⁽¹⁾	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Amount of effective amortization of net deferred interest rate derivative losses ⁽²⁾	\$2,997	\$6,110	\$8,369	\$14,343
Effective amount of net settlements of interest rate derivatives, net of tax expense of \$0 and \$12 for the three months ended and tax expense of \$0 and \$23 for the six months ended June 30, 2016 and 2015, respectively	188	881	689	1,831
Amount of loss reclassified from accumulated other comprehensive loss into income	\$3,185	\$6,991	\$9,058	\$16,174

(1) All amounts are net of tax.

(2) Included in interest expense.

At June 30, 2016, the amount of deferred net loss expected to be reclassified from OCI into interest expense over the next twelve months related to our terminated interest rate derivatives is \$2,449.

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

This management's discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks, uncertainties and assumptions. You should read the following discussion in conjunction with our historical consolidated financial statements and the notes thereto appearing elsewhere in this report. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those described under "Risk Factors" and included in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission (the "SEC"). Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, and, unless otherwise indicated, the other financial information contained in this report has also been prepared in accordance with U.S. GAAP. Unless otherwise indicated, all references to "dollars" and "\$" in this report are to, and all monetary amounts in this report are presented in, U.S. dollars.

All statements included or incorporated by reference in this Quarterly Report on Form 10-Q (this "report"), other than characterizations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not necessarily limited to, statements relating to our ability to acquire, sell, lease or finance aircraft, raise capital, pay dividends, and increase revenues, earnings, EBITDA, Adjusted EBITDA and Adjusted Net Income and the global aviation industry and aircraft leasing sector. Words such as "anticipates," "expects," "intends," "plans," "projects," "believes," "may," "will," "would," "could," "should," "seeks," "estimates" and variations on these words and similar expressions are intended to identify such forward-looking statements. These statements are based on our historical performance and that of our subsidiaries and on our current plans, estimates and expectations and are subject to a number of factors that could lead to actual results materially different from those described in the forward-looking statements; Aircastle can give no assurance that its expectations will be attained. Accordingly, you should not place undue reliance on any such forward-looking statements which are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this report. These risks or uncertainties include, but are not limited to, those described from time to time in Aircastle's filings with the SEC and previously disclosed under "Risk Factors" in Part I - Item 1A of Aircastle's 2015 Annual Report on Form 10-K and elsewhere in this report. In addition, new risks and uncertainties emerge from time to time, and it is not possible for Aircastle to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this report. Aircastle expressly disclaims any obligation to revise or update publicly any forward-looking statement to reflect future events or circumstances.

WEBSITE AND ACCESS TO THE COMPANY'S REPORTS

The Company's Internet website can be found at www.aircastle.com. Our annual reports on Forms 10-K, quarterly reports on Forms 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") are available free of charge through our website under "Investors — SEC Filings" as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC.

Statements and information concerning our status as a Passive Foreign Investment Company ("PFIC") for U.S. taxpayers are also available free of charge through our website under "Investors — Tax Information (PFIC)." Our Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Board of Directors committee charters (including the charters of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee) are available free of charge through our website under "Investors — Corporate Governance." In addition, our Code of Ethics for the Chief Executive and Senior Financial Officers, which applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer and Controller, is available in print, free of charge, to any shareholder upon request to Investor Relations, Aircastle Limited, c/o Aircastle Advisor LLC, 300 First Stamford Place, 5th Floor, Stamford, Connecticut 06902.

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

OVERVIEW

Aircastle acquires, leases, and sells commercial jet aircraft to airlines throughout the world. As of June 30, 2016, we owned and managed on behalf of our joint ventures 179 aircraft leased to 63 lessees located in 35 countries. Ten of these aircraft are managed for our joint ventures with Teachers' and IBSL. Our aircraft are managed by an experienced team based in the United States, Ireland and Singapore. Our aircraft are subject to net leases whereby the lessee is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs, although in a majority of cases, we are obligated to pay a portion of specified maintenance or modification costs. As of June 30, 2016, the net book value of our flight equipment and finance lease aircraft was \$6.17 billion compared to \$6.07 billion at December 31, 2015. Our revenues and net income for the three and six months ended June 30, 2016 were \$190.0 million and \$20.0 million, and \$373.7 million and \$56.3 million, respectively.

Growth in commercial air traffic is broadly correlated with world economic activity and, in recent years, has been expanding at a rate one and a half to two times that of global GDP growth. The expansion of air travel has driven a rise in the world aircraft fleet. There are currently 19,000 commercial mainline passenger and freighter aircraft in operation worldwide. This fleet is expected to continue expanding at an average annual rate of three to four percent over the next 20 years. In addition, aircraft leasing companies own an increasing share of the world's commercial jet aircraft and now account for approximately 40% of this fleet.

Notwithstanding the sector's long-term growth, the aviation markets have been, and are expected to remain, subject to economic variability, as well as to changes in macroeconomic variables such as fuel price levels and foreign exchange rates. The aviation industry is susceptible to external shocks, such as regional conflicts and terrorist events. Mitigating these risks is the portability of the assets, allowing aircraft to be redeployed to locations where demand is higher.

Air traffic data for the past several years has shown strong passenger market growth. According to the International Air Transport Association, during the first six months of 2016, global passenger traffic increased 6.0% compared to the same period in 2015. This strong growth was, in part, stimulated by lower air fare prices resulting from the significant drop in fuel prices. Air cargo demand, which is more sensitive to economic conditions, appears to have stabilized. During the first six months of 2016, air cargo traffic decreased 0.5% compared to the same period in 2015, but capacity increased 6.0%, further depressing load factors. This market continues to be hampered by oversupply arising from the rapid growth in belly cargo capacity in passenger aircraft as well as the production of dedicated freighter aircraft.

Demand for air travel varies considerably by region. Emerging market economies have generally been experiencing significant increases in air traffic, driven by rising levels of per capita income. Air traffic growth in some regions is being driven by the proliferation of low cost carriers, which have stimulated demand through lower prices, and by the expansion of long-haul "hub and spoke" traffic, such as that flowing through the Persian Gulf. Mature markets, such as North America and Western Europe, are likely to grow more slowly in tandem with their economies. Airlines operating in areas with political instability or weakening economies, such as those in Russia and Brazil, continue to face increasing pressures, and their near-term outlook is more uncertain. On balance, we believe air travel will increase over time, and as a result, we expect demand for modern aircraft will continue to remain strong over the long-term.

Capital availability for aircraft has varied over time, and we consider this variability to be a basic characteristic of our business. If pursued properly, this represents an important source of opportunity. Both debt and equity markets have improved globally over the past several years with the recovery from the global financial crisis. Strong U.S. debt capital market conditions benefited borrowers by permitting access to financing at historic lows while higher fees have driven down export credit agency ("ECA") demand. Recently, ECA availability has been curtailed, both in the U.S. and in Europe due to political issues and an investigation into possible irregularities, respectively. Commercial bank debt continues to play a critical role for aircraft finance, although we believe regulatory pressures will ultimately limit its role. While financial markets conditions are currently attractive, heightened volatility stemming from global growth concerns and various geopolitical issues may increase capital costs and limit availability going forward. We believe these market forces should generate attractive new investment and trading opportunities upon which we are well placed to capitalize given our access to different financing sources, our limited capital commitments and our reputation as a reliable trading partner. Over the longer term, our strategy is to achieve an investment grade credit rating, which we believe will reduce our borrowing costs and enable more reliable access to debt capital throughout

the business cycle.

We believe our business approach is differentiated from those of other large leasing companies. Our investment strategy is to seek out the best risk-adjusted return opportunities across the commercial jet market, so our acquisition targets vary with market conditions. We prefer to have capital resources available to capture investment opportunities that arise in the

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context of changing market circumstances. As such, we limit large, long-term capital commitments and are therefore much less reliant on orders for new aircraft from aircraft manufacturers as a source of new investments. In general, we focus on discerning investment value in situations that are often more bespoke and generally less competitive. We plan to grow our business and profits over the long-term while maintaining a countercyclical orientation, a bias towards limiting long-dated capital commitments and a conservative and flexible capital structure. Our business strategy entails the following elements:

Pursuing a disciplined and differentiated investment strategy. In our view, aircraft values change in different ways over time. As a consequence, we carefully evaluate investments across different aircraft models, ages, lessees and acquisition sources and re-evaluate these choices periodically as market conditions and relative investment values change. We believe the financing flexibility offered through unsecured debt and our team's experience with a wide range of asset types enables our value oriented strategy and provides us with a competitive advantage for many investment opportunities. We view orders from equipment manufacturers to be part of our investment opportunity set but choose to limit long term capital commitments unless we believe there is an adequate return premium to compensate for risks and opportunity costs.

Originating investments from many different sources across the globe. Our strategy is to seek out worthwhile investments broadly leveraging our team's wide range of contacts around the world. We utilize a multi-channel approach to sourcing acquisitions and have purchased aircraft from a large number of airlines, lessors, original equipment manufacturers, lenders and other aircraft owners. Since our formation in 2004, we have acquired aircraft from 78 different sellers.

Maintaining a conservative capital commitment profile. We choose to limit long-term capital commitments unless we believe there to be an adequate return premium to compensate for the related risks and opportunity costs. This approach sets us apart from most other large aircraft leasing companies.

Leveraging our strategic relationships. We intend to capture the benefits provided through the extensive global contacts and relationships maintained by Marubeni Corporation, which is our biggest shareholder and one of the largest Japanese trading companies. Marubeni has already enabled greater access to Japanese-based financing and helped source and develop our new joint venture with IBJ Leasing. Our joint venture with Teachers' provides us with an opportunity to pursue larger transactions, manage portfolio concentrations and improve our return on deployed capital.

Maintaining efficient access to capital from a wide range of sources while targeting an investment grade credit rating. We believe the aircraft investment market is subject to forces related to the business cycle and our strategy is to increase our purchase activity when prices are low and to emphasize asset sales when competition for assets is high. To implement this approach, we believe it is very important to maintain access to a wide variety of financing sources. Our strategy is to improve our corporate credit ratings to an investment grade level by maintaining strong portfolio and capital structure metrics while achieving a critical size through accretive growth. We believe improving our credit rating will not only reduce our borrowing costs but also facilitate more reliable access to both secured and unsecured debt capital throughout the business cycle.

Selling assets when attractive opportunities arise and for portfolio management purposes. We pursue asset sales, as opportunities arise over the course of the business cycle, with the aim of realizing profits and reinvesting proceeds where more accretive investments are available. We also use asset sales for portfolio management purposes, such as reducing lessee specific concentrations and lowering residual value exposures to certain aircraft types, and as an exit from investments when a sale would provide the greatest expected cash flow for us.

Capturing the value of our efficient operating platform and strong operating track record. We believe our team's capabilities in the global aircraft leasing market place us in a favorable position to source and manage new income-generating activities. We intend to continue to focus our efforts in areas where we believe we have competitive advantages, including new direct investments as well as ventures with strategic business partners.

Intending to pay quarterly dividends to our shareholders based on the Company's sustainable earnings levels. Aircastle has paid dividends each quarter since our initial public offering in 2006. On May 2, 2016, our Board of Directors declared a regular quarterly dividend of \$0.24 per common share, or an aggregate of \$18.9 million for the three months ended June 30, 2016, which was paid on June 15, 2016 to holders of record on May 31, 2016. These dividends may not be indicative of the amount of any future dividends. Our ability to pay quarterly dividends will depend upon

many factors, including those as described in Item 1A. "Risk Factors" and elsewhere in our 2015 Annual Report on Form 10-K.

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Revenues

Our revenues are comprised primarily of operating lease rentals on flight equipment held for lease, revenue from retained maintenance payments related to lease expirations, lease termination payments, lease incentive amortization and interest recognized from finance and sales-type leases.

Typically, our aircraft are subject to net leases whereby the lessee pays lease rentals and is generally responsible for maintaining the aircraft and paying operational, maintenance and insurance costs arising during the term of the lease. Our aircraft lease agreements generally provide for the periodic payment of a fixed amount of rent over the life of the lease and the amount of the contracted rent will depend upon the type, age, specification and condition of the aircraft and market conditions at the time the lease is committed. The amount of rent we receive will depend on a number of factors, including the creditworthiness of our lessees and the occurrence of restructurings and defaults. Our lease rental revenues are also affected by the extent to which aircraft are off-lease and our ability to remarket aircraft that are nearing the end of their leases in order to minimize their off-lease time. Our success in re-leasing aircraft is affected by market conditions relating to our aircraft and by general industry conditions and trends. An increase in the percentage of off-lease aircraft or a reduction in lease rates upon remarketing would negatively impact our revenues. Under an operating lease, the lessee will be responsible for performing maintenance on the relevant aircraft and will typically be required to make payments to us for heavy maintenance, overhaul or replacement of certain high-value components of the aircraft. These maintenance payments are based on hours or cycles of utilization or on calendar time, depending upon the component, and would be made either monthly in arrears or at the end of the lease term. For maintenance payments made monthly in arrears during a lease term, we will typically be required to reimburse all or a portion of these payments to the lessee upon their completion of the relevant heavy maintenance, overhaul or parts replacement. We record maintenance payments paid by the lessee during a lease as accrued maintenance liabilities in recognition of our obligation in the lease to refund such payments, and therefore we do not recognize maintenance revenue during the lease. Maintenance revenue recognition would occur at the end of a lease, when we are able to determine the amount, if any, by which reserve payments received exceed the amount we are required under the lease to reimburse to the lessee for heavy maintenance, overhaul or parts replacement. The amount of maintenance revenue we recognize in any reporting period is inherently volatile and is dependent upon a number of factors, including the timing of lease expiries, including scheduled and unscheduled expiries, the timing of maintenance events and the utilization of the aircraft by the lessee.

Many of our leases contain provisions which may require us to pay a portion of the lessee's costs for heavy maintenance, overhaul or replacement of certain high-value components. We account for these expected payments as lease incentives, which are amortized as a reduction of revenue over the life of the lease. We estimate the amount of our portion for such costs, typically for the first major maintenance event for the airframe, engines, landing gear and auxiliary power units, expected to be paid to the lessee based on assumed utilization of the related aircraft by the lessee, the anticipated cost of the maintenance event and the estimated amounts the lessee is responsible to pay. This estimated lease incentive is not recognized as a lease incentive liability at the inception of the lease. We recognize the lease incentive as a reduction of lease revenue on a straight-line basis over the life of the lease, with the offset being recorded as a lease incentive liability which is included in maintenance payments on the balance sheet. The payment to the lessee for the lease incentive liability is first recorded against the lease incentive liability and any excess above the lease incentive liability is recorded as a prepaid lease incentive asset which is included in other assets on the balance sheet and continues to amortize over the remaining life of the lease.

2016 Lease Expirations and Lease Placements

At June 30, 2016, we had two aircraft scheduled to come off lease during 2016 for which we have not yet secured lease or sales commitments. We expect to sell one of these aircraft and are marketing the other aircraft for lease or sale. These two aircraft account for less than 1.0% of our net book value of flight equipment (including flight equipment held for lease and net investment in finance leases).

2017-2020 Lease Expirations and Lease Placements

Taking into account lease and sale commitments, we currently have the following number of aircraft with lease expirations scheduled in the period 2017-2020, representing the percentage of our net book value of flight equipment (including flight equipment held for lease and net investment in finance leases) at June 30, 2016 specified below:

2017: 18 aircraft, representing 11%;

2018: 12 aircraft, representing 8%;

2019: 16 aircraft, representing 10%; and

2020: 23 aircraft, representing 8%.

Operating Expenses

Operating expenses are comprised of depreciation of flight equipment held for lease, interest expense, selling, general and administrative expenses, aircraft impairment charges and maintenance and other costs. Because our operating lease terms generally require the lessee to pay for operating, maintenance and insurance costs, our portion of maintenance and other costs relating to aircraft reflected in our statement of income primarily relates to expenses for unscheduled lease terminations.

Income Tax Provision

We have obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act 1966 that, in the event that any legislation is enacted in Bermuda imposing any tax computed on profits or income, or computed on any capital asset, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not, until March 2035, be applicable to us or to any of our operations or to our shares, debentures or other obligations except insofar as such tax applies to persons ordinarily resident in Bermuda or to any taxes payable by us in respect of real property owned or leased by us in Bermuda. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily Ireland, Singapore and the United States.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes, unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. The aircraft owning subsidiaries resident in Ireland, Mauritius and Singapore are subject to tax in those respective jurisdictions.

We have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. We also have Ireland and Singapore based subsidiaries which provide management services to our non-U.S. subsidiaries and are subject to tax in those respective jurisdictions.

Acquisitions and Sales

During the first six months of 2016, we acquired 22 aircraft for \$658.3 million. At June 30, 2016, we had commitments to acquire 37 additional aircraft for \$1.40 billion, including the acquisition of 25 new E-Jet E-2 aircraft from Embraer. As of July 29, 2016, we have commitments to acquire 35 aircraft for \$1.29 billion.

During the first six months of 2016, we sold fourteen aircraft and other flight equipment for \$339.5 million, which resulted in a net gain of \$15.0 million.

The following table sets forth certain information with respect to the aircraft owned by us as of June 30, 2016:
AIRCRAFT INFORMATION (dollars in millions)

	As of June 30, 2016 ⁽¹⁾	As of June 30, 2015 ⁽¹⁾		
Owned Aircraft				
Flight Equipment	\$6,168	\$6,076		
Unencumbered Flight Equipment ⁽²⁾	\$4,499	\$3,705		
Number of Aircraft	169	161		
Number of Unencumbered Aircraft ⁽²⁾	142	110		
Number of Lessees	63	52		
Number of Countries	35	32		
Weighted Average Age (years) ⁽³⁾	7.7	8.0		
Weighted Average Remaining Lease Term (years) ⁽⁴⁾	5.5	5.8		
Weighted Average Fleet Utilization during the three months ended June 30, 2016 and 2015 ⁽⁵⁾	99.0	% 99.1	%	
Weighted Average Fleet Utilization during the six months ended June 30, 2016 and 2015 ⁽⁵⁾	99.3	% 98.9	%	
Portfolio Yield for the three months ended June 30, 2016 and 2015 ⁽⁶⁾	12.4	% 12.6	%	
Portfolio Yield for the six months ended June 30, 2016 and 2015 ⁽⁶⁾	12.4	% 12.6	%	
Managed Aircraft				
Flight Equipment	\$612	\$493		
Number of Aircraft	10	5		

(1) Calculated using net book value of flight equipment held for lease and net investment in finance leases at period end.

(2) At June 30, 2016, includes ten aircraft with a net book value of \$318.6 million that will secure our ACS 2016 Bank Financing.

(3) Weighted-average age by net book value.

(4) Weighted-average remaining lease term by net book value.

(5) Aircraft on-lease days as a percent of total days in period weighted by net book value.

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

Our owned aircraft portfolio as of June 30, 2016 is listed in Exhibit 99.1 to this report.

PORTFOLIO DIVERSIFICATION

Aircraft Type	Owned Aircraft as of June 30, 2016			Owned Aircraft as of June 30, 2015		
	Number of Aircraft	% of Net Book Value ⁽¹⁾	%	Number of Aircraft	% of Net Book Value ⁽¹⁾	%
Passenger:						
Narrow-body	126	49	%	111	41	%
Wide-body	34	42	%	35	46	%
Total Passenger	160	91	%	146	87	%
Freighter	9	9	%	15	13	%
Total	169	100	%	161	100	%
Manufacturer						
Airbus	86	50	%	83	52	%
Boeing	78	48	%	73	46	%
Embraer	5	2	%	5	2	%
Total	169	100	%	161	100	%
Regional Diversification						
Asia and Pacific	49	37	%	55	41	%
Europe	59	24	%	67	28	%
South America	22	18	%	18	17	%
Middle East and Africa	13	11	%	6	9	%
North America	23	8	%	15	5	%
Off-lease	3	(2) 2	%	—	—	%
Total	169	100	%	161	100	%

(1) Calculated using net book value of flight equipment held for lease and net investment in finance and sales-type leases at period end.

(2) Consists of two Boeing 737-800 aircraft, for which we have signed lease agreements with customers in Asia, and one Airbus A330-200 aircraft, for which we have a signed lease agreement with a customer in South America.

Our largest customer represents 6.8% of the net book value of flight equipment held for lease (includes net book value of flight equipment held for lease and net investment in finance leases) at June 30, 2016. Our top fifteen customers for aircraft we owned at June 30, 2016, representing 81 aircraft and 62% of the net book value of flight equipment held for lease, are as follows:

Percent of Net Book Value	Customer	Country	Number of Aircraft
Greater than 6% per customer	Avianca Brazil	Brazil	10
	LATAM	Chile	3
	Lion Air	Indonesia	11
3% to 6% per customer	South African Airways	South Africa	4
	Thai Airways	Thailand	2
	Singapore Airlines	Singapore	4
	AirAsia X	Malaysia	3
	Air Berlin	Germany	11
	Iberia	Spain	12
	Emirates	United Arab Emirates	2
	AirBridgeCargo ⁽¹⁾	Russia	2
	Garuda	Indonesia	4
Less than 3% per customer	Avianca	Colombia	2
	Jet Airways	India	6
	Azul	Brazil	5

(1) Guaranteed by Volga-Dnepr Airlines. When combined with an affiliated airline, this exposure represents 4% of net book value of flight equipment held for lease and net investment in finance leases at period end.

Finance

We intend to fund new investments through cash on hand, funds generated from operations, maintenance payments received from lessees, secured borrowings for aircraft, draws on our Revolving Credit Facility and proceeds from any future aircraft sales. We may repay all or a portion of such borrowings from time to time with the net proceeds from subsequent long-term debt financings, additional equity offerings or cash generated from operations and asset sales. Therefore, our ability to execute our business strategy, particularly the acquisition of additional commercial jet aircraft or other aviation assets, depends to a significant degree on our ability to obtain additional debt and equity capital on terms we deem attractive.

See "Liquidity and Capital Resources" below.

RESULTS OF OPERATIONS

Comparison of the three months ended June 30, 2016 to the three months ended June 30, 2015:

	Three Months Ended June 30,	
	2016	2015
	(Dollars in thousands)	
Revenues:		
Lease rental revenue	\$ 176,125	\$ 184,839
Finance and sales-type lease revenue	4,174	1,877
Amortization of net lease discounts and lease incentives	(3,828)	(4,351)
Maintenance revenue	12,514	21,349
Total lease revenue	188,985	203,714
Other revenue	1,003	851
Total revenues	189,988	204,565
Operating expenses:		
Depreciation	75,070	77,368
Interest, net	62,452	61,551
Selling, general and administrative	15,406	14,699
Impairment of aircraft	16,723	23,955
Maintenance and other costs	2,267	3,663
Total operating expenses	171,918	181,236
Other income:		
Gain on sale of flight equipment	2,172	21,102
Other	147	277
Total other income	2,319	21,379
Income from continuing operations before income taxes and earnings of unconsolidated equity method investment	20,389	44,708
Income tax provision	2,385	4,465
Earnings of unconsolidated equity method investment, net of tax	2,026	1,565
Net income	\$ 20,030	\$ 41,808

Revenues

Total revenues decreased by 7.1%, or \$14.6 million, for the three months ended June 30, 2016 as compared to the three months ended June 30, 2015.

Lease rental revenue. The decrease in lease rental revenue of \$8.7 million for the three months ended June 30, 2016, as compared to the same period in 2015, was primarily the result decreases in revenue of:

\$31.6 million due to sales of 38 aircraft since June 30, 2015; and

\$4.0 million due to lease extensions, amendments, transitions and other changes.

These decreases were partially offset by a \$26.9 million increase in revenue reflecting the impact of eighteen aircraft purchased in 2016 and 30 aircraft purchased in 2015.

Finance and sales-type lease revenue. For the three months ended June 30, 2016, \$4.2 million of interest income from finance and sales-type leases was recognized, as compared to \$1.9 million of interest income from finance and sales-type leases recorded for the same period in 2015 due to the addition of seven aircraft over the last twelve months, partially offset by the sale of one aircraft over the last twelve months.

Amortization of net lease discounts and lease incentives consisted of the following:

	Three Months Ended June 30,	
	2016	2015
	(Dollars in thousands)	
Amortization of lease incentives	\$(3,175)	\$(4,066)
Amortization of lease premiums	(2,901)	(2,771)
Amortization of lease discounts	2,248	2,486
Amortization of net lease discounts and lease incentives	\$(3,828)	\$(4,351)

As more fully described above under "Revenues," lease incentives represent our estimated portion of the lessee's cost for heavy maintenance, overhaul or replacement of certain high-value components, which are amortized over the life of the related lease. As we enter into new leases, the amortization of lease incentives generally increases and, conversely, if a related lease terminates, the related unused lease incentive liability will reduce the amortization of lease incentives. The decrease in amortization of lease incentives of \$0.9 million for the three months ended June 30, 2016, as compared to the same period in 2015, was primarily attributable to lower amortization due to the sale of eight aircraft.

Maintenance revenue. For the three months ended June 30, 2016, we recorded \$12.5 million of maintenance revenue from four scheduled lease terminations. For the same period in 2015, we recorded \$21.3 million of maintenance revenue from five scheduled lease terminations.

Operating expenses

Total operating expenses decreased by 5.1%, or \$9.3 million, for the three months ended June 30, 2016, as compared to the three months ended June 30, 2015.

Depreciation expense decreased by 3.0%, or \$2.3 million, for the three months ended June 30, 2016 as compared to the same period in 2015. The decrease is primarily the result of a \$17.1 million decrease in depreciation due to aircraft sales, partially offset by:

- \$10.4 million increase in depreciation due to aircraft acquired;
- \$2.5 million increase due to changes in asset lives and residual values; and
- \$1.9 million increase due to capitalized aircraft improvements.

Interest, net consisted of the following:

	Three Months Ended June 30,	
	2016	2015
	(Dollars in thousands)	
Interest on borrowings, net settlements on interest rate derivatives, and other liabilities	\$55,779	\$51,413
Hedge ineffectiveness losses	—	294
Amortization of interest rate derivatives related to deferred losses	2,997	6,110
Amortization of deferred financing fees and debt discount	3,863	3,766
Interest expense	62,639	61,583
Less: interest income	(160)	(32)
Less: capitalized interest	(27)	—
Interest, net	\$62,452	\$61,551

Interest, net increased by \$0.9 million, or 1.5%, over the three months ended June 30, 2015. The net increase is primarily a result of higher interest on borrowings of \$4.4 million, driven primarily by higher weighted-average debt outstanding for an increase of \$0.1 million of amortization of deferred financing fees for the three months ended June 30, 2016 as compared to a year ago. These increases were partially offset by a \$3.1 million decrease in amortization of interest rate derivatives related to deferred losses.

Selling, general and administrative expenses for the three months ended June 30, 2016 increased by \$0.7 million over the same period in 2015, as a result of higher personnel costs. Non-cash share based expense was \$2.1 million and \$1.4 million for the three months ended June 30, 2016 and 2015, respectively.

Maintenance and other costs were \$2.3 million for the three months ended June 30, 2016, a decrease of \$1.4 million over the same period in 2015. The net decrease is a result of lower maintenance costs of \$1.4 million related to unscheduled lease terminations and transitions and \$0.9 million of other costs, partially offset by higher maintenance costs of \$0.8 million related to scheduled lease terminations and transitions during the three months ended June 30, 2016 versus the same period in 2015.

Other income (expense)

Gain on sale of flight equipment decreased by \$18.9 million for the three months ended June 30, 2016, resulting from gains of \$2.2 million on sales of aircraft and other flight equipment during the period versus gains of \$21.1 million on sales of aircraft and other flight equipment during the same period in 2015.

Income tax provision

Our provision for income taxes for the three months ended June 30, 2016 and 2015 was \$2.4 million and \$4.5 million, respectively. Income taxes have been provided based on the applicable tax laws and rates of those countries in which operations are conducted and income is earned, primarily Ireland, Singapore and the United States. The decrease in our income tax provision of approximately \$2.1 million for the three months ended June 30, 2016, as compared to the same period in 2015, was primarily attributable to changes in operating income subject to tax in Ireland, Singapore, the United States and other jurisdictions.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. federal, state or local income taxes unless they operate within the U.S., in which case they may be subject to federal, state and local income taxes. The aircraft owning subsidiaries resident in Ireland, Mauritius and Singapore are subject to tax in those respective jurisdictions.

We have a U.S.-based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. federal, state and local income taxes. In addition, we have Ireland and Singapore based subsidiaries which provide management services to our non-U.S. subsidiaries and are subject to tax in those respective jurisdictions.

The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2035. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily the United States and Ireland.

Other comprehensive income

Other comprehensive income consisted of the following:

	Three Months Ended June 30, 2016 2015 (Dollars in thousands)	
Net income	\$20,030	\$41,808
Net change in fair value of derivatives, net of tax benefit of \$0 and \$26, respectively	—	564
Derivative loss reclassified into earnings	2,997	6,110
Total comprehensive income	\$23,027	\$48,482

Other comprehensive income decreased by \$25.5 million for the three months ended June 30, 2016, as a result of a \$21.8 million decrease in net income and a decrease of \$3.1 million in amortization of deferred net losses reclassified into earnings related to terminated interest rate derivatives compared to the same period in 2015.

RESULTS OF OPERATIONS

Comparison of the six months ended June 30, 2016 to the six months ended June 30, 2015:

	Six Months Ended June 30,	
	2016	2015
	(Dollars in thousands)	
Revenues:		
Lease rental revenue	\$355,695	\$361,985
Finance and sales-type lease revenue	7,672	3,484
Amortization of net lease discounts and lease incentives	(4,898)	(8,175)
Maintenance revenue	13,774	39,422
Total lease revenue	372,243	396,716
Other revenue	1,410	2,145
Total revenues	373,653	398,861
Operating expenses:		
Depreciation	151,717	152,214
Interest, net	126,693	123,682
Selling, general and administrative	30,898	28,631
Impairment of aircraft	16,723	23,955
Maintenance and other costs	3,670	6,606
Total operating expenses	329,701	335,088
Other income:		
Gain on sale of flight equipment	15,005	27,355
Other	74	271
Total other income	15,079	27,626
Income from continuing operations before income taxes and earnings of unconsolidated equity method investment	59,031	91,399
Income tax provision	6,324	9,328
Earnings of unconsolidated equity method investment, net of tax	3,585	3,006
Net income	\$56,292	\$85,077

Revenues

Total revenues decreased by 6.3%, or \$25.2 million, for the six months ended June 30, 2016 as compared to the six months ended June 30, 2015.

Lease rental revenue. The decrease in lease rental revenue of \$6.3 million for the six months ended June 30, 2016 as compared to the same period in 2015 was primarily the result decreases in revenue of:

\$56.4 million due to sales of 41 aircraft since June 30, 2015; and

\$7.3 million due to lease extensions, amendments, transitions and other changes.

These decreases were partially offset by a \$57.4 million increase in revenue reflecting the eighteen aircraft purchased in 2016 and 36 aircraft purchased in 2015.

Finance and sales-type lease revenue. For the six months ended June 30, 2016, \$7.7 million of interest income from finance and sales-type leases was recognized as compared to \$3.5 million of interest income from finance and sales-type leases recorded for the same period in 2015 due to the addition of seven aircraft over the last twelve months, partially offset by the sale of one aircraft over the last twelve months.

Amortization of net lease premiums, discounts and lease incentives.

	Six Months Ended	
	June 30, 2016	
	2016	2015
	(Dollars in thousands)	
Amortization of lease incentives	\$ (4,031)	\$ (7,751)
Amortization of lease premiums	(5,677)	(5,366)
Amortization of lease discounts	4,810	4,942
Amortization of net lease premiums, discounts and lease incentives	\$ (4,898)	\$ (8,175)

As more fully described above under “Revenues,” lease incentives represent our estimated portion of the lessee’s cost for heavy maintenance, overhaul or replacement of certain high-value components which is amortized over the life of the related lease. As we enter into new leases, the amortization of lease incentives generally increases and, conversely, if a related lease terminates, the related unused lease incentive liability will reduce the amortization of lease incentives. The decrease in amortization of lease incentives of \$3.7 million for the six months ended June 30, 2016 as compared to the same period in 2015 was primarily attributable to a \$2.7 million decrease related to a change in the forecasted maintenance events.

Maintenance revenue. For the six months ended June 30, 2016, we recorded \$13.8 million of maintenance revenue from eight scheduled lease terminations, including \$4.0 million relating to one scheduled lease termination and \$6.9 million related to return compensation for one aircraft at lease expiration. For the same period in 2015, we recorded \$39.4 million of maintenance revenue from twelve scheduled lease terminations.

Operating expenses

Total operating expenses decreased by 1.6%, or \$5.4 million, for the six months ended June 30, 2016 as compared to the six months ended June 30, 2015.

Depreciation expense decreased by 0.3%, or \$0.5 million, for the six months ended June 30, 2016 as compared to the same period in 2015. The net decrease is primarily the result of a \$31.9 million decrease in depreciation due to aircraft sales, offset by:

- a \$21.2 million increase in depreciation due to aircraft acquired;
- a \$7.4 million increase due to changes in asset lives and residual values; and
- a \$2.8 million increase due to capitalized aircraft improvements being fully depreciated.

Interest, net consisted of the following:

	Six Months Ended	
	June 30,	
	2016	2015
	(Dollars in thousands)	
Interest on borrowings, net settlements on interest rate derivatives, and other liabilities ⁽¹⁾	\$ 109,103	\$ 101,648
Hedge ineffectiveness losses	—	294
Amortization of interest rate derivatives related to deferred losses	8,369	14,343
Amortization of deferred financing fees and debt discount ⁽²⁾	9,470	7,465
Interest expense	126,942	123,750
Less: interest income	(222)	(68)
Less: capitalized interest	(27)	—
Interest, net	\$ 126,693	\$ 123,682

(1) For the six months ended June 30, 2016, includes \$1,509 in loan termination fees related to the sale of one aircraft.

(2) For the six months ended June 30, 2016, includes \$1,972 in deferred financing fees written off related to the sale of one aircraft.

Interest, net increased by \$3.0 million, or 2.4%, over the six months ended June 30, 2015. The net increase is primarily a result of higher interest on borrowings of \$7.5 million, driven primarily by higher weighted average debt outstanding and an increase of \$2.0 million of amortization of deferred financing fees for the six months ended June 30, 2016 as compared to a year ago. These increases were partially offset by a \$6.0 million decrease in amortization of interest rate derivatives related to deferred losses.

Selling, general and administrative expenses for the six months ended June 30, 2016 increased \$2.3 million over the same period in 2015 as a result of higher personnel costs. Non-cash share based expense was \$3.7 million and \$2.6 million for the six months ended June 30, 2016 and 2015, respectively.

Impairment of Aircraft. See “Summary of Impairments and Recoverability Assessment” below for a detailed discussion of impairment charges related to certain aircraft.

Maintenance and other costs were \$3.7 million for the six months ended June 30, 2016, a decrease of \$2.9 million over the same period in 2015. The net decrease is primarily related to lower maintenance costs of \$2.6 million related to unscheduled terminations and transitions and \$1.1 million of other costs, partially offset by an increase of \$0.8 million related to scheduled terminations and transitions for the six months ended June 30, 2016 versus the same period in 2015.

Other income (expense)

Gain on sale of flight equipment decreased \$12.3 million in the six months ended June 30, 2016, resulting from gains of \$15.0 million on sales of fourteen aircraft during the period versus gains of \$27.4 million on sales of fourteen aircraft in the same period in 2015.

Income tax provision

Our provision for income taxes for the six months ended June 30, 2016 and 2015 was \$6.3 million and \$9.3 million, respectively. Income taxes have been provided based on the applicable tax laws and rates of those countries in which operations are conducted and income is earned, primarily Ireland, Singapore and the United States. The decrease in our income tax provision of approximately \$3.0 million for the six months ended June 30, 2016 as compared to the same period in 2015 was primarily attributable to changes in operating income subject to tax in Ireland, Singapore, the United States and other jurisdictions.

All of our aircraft-owning subsidiaries that are recognized as corporations for U.S. tax purposes are non-U.S. corporations. These non-U.S. subsidiaries generally earn income from sources outside the United States and typically are not subject to U.S. Federal, state or local income taxes unless they operate within the U.S., in which case they may be subject to Federal, state and local income taxes. The aircraft owning subsidiaries resident in Ireland, Mauritius and Singapore are subject to tax in those respective jurisdictions.

We have a U.S. based subsidiary which provides management services to our non-U.S. subsidiaries and is subject to U.S. Federal, state and local income taxes. We also have Ireland and Singapore based subsidiaries which provide management services to our non-U.S. subsidiaries and are subject to tax in those respective jurisdictions.

The Company received an assurance from the Bermuda Minister of Finance that it would be exempted from local income, withholding and capital gains taxes until March 2035. Consequently, the provision for income taxes recorded relates to income earned by certain subsidiaries of the Company which are located in, or earn income in, jurisdictions that impose income taxes, primarily the United States and Ireland.

Other comprehensive income

	Six Months Ended June 30, 2016	2015
	(Dollars in thousands)	
Net income	\$ 56,292	\$ 85,077
Net change in fair value of derivatives, net of tax expense of \$0 and \$23, respectively	(1)	436
Derivative loss reclassified into earnings	8,369	14,343
Total comprehensive income	\$ 64,660	\$ 99,856

Other comprehensive income decreased by \$35.2 million for the six months ended June 30, 2016, as a result of a \$28.8 million decrease in net income and \$6.0 million in amortization of deferred net losses reclassified into earnings related to terminated interest rate derivatives compared to the same period in 2015.

Summary of Recoverability Assessment and Other Impairments

Recoverability Assessment

We completed our annual recoverability assessment of wide-body and freighter aircraft in the second quarter this year given weaker market dynamics for these aircraft. We intend to complete the recoverability assessment for our narrow-body aircraft fleet during the third quarter. We also performed aircraft-specific analyses where there were changes in circumstances, such as approaching lease expirations.

The recoverability assessment is a comparison of the carrying value of each aircraft to its undiscounted expected future cash flows. We develop the assumptions used in the recoverability assessment, including those relating to current and future demand for each aircraft type, based on management's experience in the aircraft leasing industry, as well as information received from third-party sources. Estimates of the undiscounted cash flows for each aircraft type are impacted by changes in contracted and future expected lease rates, residual values, expected scrap values, economic conditions and other factors.

In our 2016 assessment, we reduced forecasted cash flows for older Airbus A330 aircraft to reflect lower rental expectations given weak demand and increased competition from newer units. As a result, during the three months ended June 30, 2016, we recorded impairment charges totaling \$11.7 million and maintenance revenue of \$4.0 million relating to one sixteen year old Airbus A330-200 approaching lease expiry.

Other Impairments

During the six months ended ended June 30, 2016, we entered into an agreement to sell two older Boeing 747-400 freighter aircraft to the lessee resulting in an impairment of \$5.1 million. These two aircraft are held for sale at June 30, 2016 in other assets. These aircraft were sold in July 2016.

During the six months ended June 30, 2015, we impaired two McDonnell Douglas MD-11 freighter aircraft and one Boeing 737-800 aircraft and recorded impairment charges totaling \$24.0 million and maintenance revenue of \$18.2 million.

Other than the aircraft discussed above, management believes that the net book value of each of our wide-body and freighter aircraft is currently supported by the estimated future undiscounted cash flows expected to be generated by that aircraft, and accordingly, no other aircraft were impaired as a consequence of this recoverability assessment. However, if our estimates or assumptions change, we may revise our cash flow assumptions and record future impairment charges. While we believe that the estimates and related assumptions used in the recoverability assessment are appropriate, actual results could differ from those estimates.

Aircraft Monitoring List

At June 30, 2016, we considered four freighter aircraft and four passenger aircraft with a total net book value of \$135.6 million to be more susceptible to failing our recoverability assessments due to their sensitivity to changes in contractual cash flows, future cash flow estimates and aircraft residual or scrap values.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

See Note 1 - "Summary of Significant Accounting Policies – Organization and Basis of Presentation" in the Notes to Unaudited Consolidated Financial Statements above.

RECENTLY UNADOPTED ACCOUNTING PRONOUNCEMENTS

See Note 1 - "Summary of Significant Accounting Policies – Recent Accounting Pronouncements" in the Notes to Unaudited Consolidated Financial Statements above.

LIQUIDITY AND CAPITAL RESOURCES

Our business is very capital intensive, requiring significant investments in order to expand our fleet and to maintain and improve our existing portfolio. Our operations generate a significant amount of cash, primarily from lease rentals and maintenance collections. We have also met our liquidity and capital resource needs by utilizing several sources over time, including:

- various forms of borrowing secured by our aircraft, including bank term facilities, limited recourse securitization financings, and ECA-backed financings for new aircraft acquisitions;
- unsecured indebtedness, including our current Revolving Credit Facility and Senior Notes;
- sales of common shares; and
- asset sales.

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

During the first six months of 2016, we met our liquidity and capital resource needs with \$234.7 million of cash flow from operations, \$500.0 million in gross proceeds from the issuance of our Senior Notes due 2023, a \$120.0 million term loan, \$167.3 million in full-recourse term financing and \$339.5 million of cash from aircraft sales.

In addition, we increased the Revolving Credit Facility from \$600.0 million to \$675.0 million, and we extended the maturity of that facility by one year to May 2020.

As of June 30, 2016, the weighted-average maturity of our secured and unsecured debt financings was 4.1 years and we are in compliance with all applicable covenants.

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

Cash Flows

	Six Months Ended	
	June 30,	
	2016	2015
	(Dollars in thousands)	
Net cash flow provided by operating activities	\$234,697	\$249,606
Net cash flow used in investing activities	(214,049)	(664,649)
Net cash flow provided by financing activities	316,681	488,328

Operating Activities:

Cash flow provided by operations was \$234.7 million and \$249.6 million for the six months ended June 30, 2016 and 2015, respectively. The decrease in cash flow provided by operations of approximately \$14.9 million for the six months ended June 30, 2016 versus the same period in 2015 was primarily a result of:

- a \$14.9 million increase in cash paid for interest;
- an \$8.5 million decrease in cash from lease rentals, net of finance and sales-type leases; and
- a \$7.8 million decrease in cash from maintenance revenue.

These outflows were offset by:

- a \$10.6 million increase in cash from working capital;
- a \$2.9 million decrease in cash paid for maintenance; and
- a \$1.1 million decrease in cash paid for taxes.

Investing Activities:

Cash flow used in investing activities was \$214.0 million and \$664.6 million for the six months ended June 30, 2016 and 2015, respectively. The net decrease in cash flow used in investing activities of \$450.6 million for the six months ended June 30, 2016 versus the same period in 2015 was primarily a result of:

- a \$319.1 million decrease in the acquisition and improvement of flight equipment;
- a \$107.7 million increase in proceeds from the sale of flight equipment; and
- a \$93.4 million increase in restricted cash and cash equivalents related to the sale of flight equipment.

These outflows were offset by:

- a \$51.3 million increase in net investments in finance and sales-type leases;
- an \$11.7 million increase in unconsolidated equity method investment in 2016; and
- a \$6.3 million net decrease in aircraft purchase deposits received.

Financing Activities:

Cash flow provided by financing activities was \$316.7 million and \$488.3 million for the six months ended June 30, 2016 and 2015, respectively. The decrease in cash flow provided by financing activities of \$171.6 million for the six months ended June 30, 2016 versus the same period in 2015 was a result of:

- a \$139.0 million increase in securitization and term debt financing repayments;
- a \$31.9 million increase in shares repurchased; and
- a \$16.3 million increase in restricted cash and cash equivalents related to financing activities.

These outflows were partially offset by:

- a \$4.5 million increase in deferred financing costs; and
- a \$2.3 million increase in maintenance and security deposits returned, net of deposits received.

Debt Obligations

For complete information on our debt obligations, please refer to Note 7 - "Secured and Unsecured Debt Financings" in the Notes to Unaudited Consolidated Financial Statements above.

Contractual Obligations

Our contractual obligations consist of principal and interest payments on debt, payments on interest rate derivatives, other aircraft acquisition agreements and rent payments pursuant to our office leases. Total contractual obligations increased to \$6.78 billion at June 30, 2016 from \$6.30 billion at December 31, 2015 due primarily to:

an increase in borrowings and interest payments as a result of the closing of our Senior Notes due 2023 in March 2016, funding the DBJ Term Loan in April 2016 and funding the ACS 2016 Bank Financing in June 2016, partially offset by the repayment of our Revolving Credit Facility, the prepayment of Securitization No. 2 and the amortization of our other financings; and

•an increase in aircraft purchase obligations.

The following table presents our actual contractual obligations and their payment due dates as of June 30, 2016:

Contractual Obligations	Payments Due by Period as of June 30, 2016				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(Dollars in thousands)				
Principal payments:					
Senior Notes due 2017 - 2023	\$3,200,000	\$500,000	\$400,000	\$1,300,000	\$1,000,000
DBJ Term Loan	120,000	—	120,000	—	—
Revolving Credit Facility	—	—	—	—	—
ECA Financings	326,004	41,841	88,198	94,582	101,383
Bank Financings	778,281	74,146	212,354	127,491	364,290
Total principal payments	4,424,285	615,987	820,552	1,522,073	1,465,673
Interest payments on debt obligations ⁽¹⁾	936,116	226,736	360,796	236,908	111,676
Office leases ⁽²⁾	8,039	1,203	2,500	2,026	2,310
Purchase obligations ⁽³⁾	1,400,540	332,654	528,918	538,968	—
Total	\$6,768,980	\$1,176,580	\$1,712,766	\$2,299,975	\$1,579,659

(1) Future interest payments on variable rate, LIBOR-based debt obligations are estimated using the interest rate in effect at June 30, 2016.

(2) Represents contractual payment obligations for our office leases in Stamford, Connecticut; Dublin, Ireland and Singapore.

At June 30, 2016, we had commitments to acquire 37 aircraft for \$1.40 billion, including 25 new E-Jet E-2 aircraft (3) from Embraer S.A. These amounts include estimates for pre-delivery deposits, contractual price escalation and other adjustments. As of July 29, 2016, we have commitments to acquire 35 aircraft for \$1.29 billion.

Capital Expenditures

From time to time, we make capital expenditures to maintain or improve our aircraft. These expenditures include the cost of major overhauls necessary to place an aircraft in service and modifications made at the request of lessees. For the six months ended June 30, 2016 and 2015, we incurred a total of \$17.3 million and \$26.5 million, respectively, of capital expenditures (including lease incentives) related to the acquisition and improvement of aircraft.

As of June 30, 2016, the weighted average age by net book value of our aircraft was approximately 7.7 years. In general, the costs of operating an aircraft, including maintenance expenditures, increase with the age of the aircraft. Our lease agreements call for the lessee to be primarily responsible for maintaining the aircraft. We may incur additional maintenance and modification costs in the future in the event we are required to remarket an aircraft or a lessee fails to meet its maintenance obligations under the lease agreement. These maintenance reserves are paid by the lessee to provide for future maintenance events. Provided a lessee performs scheduled maintenance of the aircraft, we are required to reimburse

the lessee for scheduled maintenance payments. In certain cases, we are also required to make lessor contributions, in excess of amounts a lessee may have paid, towards the costs of maintenance events performed by or on behalf of the lessee.

Actual maintenance payments to us by lessees in the future may be less than projected as a result of a number of factors, including defaults by the lessees. Maintenance reserves may not cover the entire amount of actual maintenance expenses incurred and, where these expenses are not otherwise covered by the lessees, there can be no assurance that our operational cash flow and maintenance reserves will be sufficient to fund maintenance requirements, particularly as our aircraft age. See Item 1A. "Risk Factors - Risks Related to Our Business - Risks related to our leases - If lessees are unable to fund their maintenance obligations on our aircraft, we may incur increased costs at the conclusion of the applicable lease" in our 2015 Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

We entered into two joint venture arrangements in order to help expand our base of new business opportunities. Neither of these joint ventures qualifies for consolidated accounting treatment. The assets and liabilities of these entities are off our Consolidated Balance Sheet and we only record our net investment under the equity method of accounting. See Note 5 - "Unconsolidated Equity Method Investment" in the Notes to Unaudited Consolidated Financial Statements above.

We hold a 30% equity interest in our joint venture with an affiliate of Teachers' and a 25% equity interest in our joint venture with the IBJ Leasing Co., Ltd, a Japanese general leasing company which is part of the Mizuho Financial Group. At June 30, 2016, the net book value of these joint ventures' aircraft was approximately \$612 million.

Foreign Currency Risk and Foreign Operations

At June 30, 2016, all of our leases are payable to us in U.S. dollars. However, we incur Euro- and Singapore dollar-denominated expenses in connection with our subsidiaries in Ireland and Singapore. For the six months ended June 30, 2016, expenses, such as payroll and office costs, denominated in currencies other than the U.S. dollar aggregated approximately \$8.7 million in U.S. dollar equivalents and represented approximately 28% of total selling, general and administrative expenses. Our international operations are a significant component of our business strategy and permit us to more effectively source new aircraft, service the aircraft we own and maintain contact with our lessees. Therefore, our international operations and our exposure to foreign currency risk will likely increase over time. Although we have not yet entered into foreign currency hedges because our exposure to date has not been significant, if our foreign currency exposure increases, we may enter into hedging transactions in the future to mitigate this risk. For the six months ended June 30, 2016 and 2015, we incurred insignificant net gains and losses on foreign currency transactions.

Hedging

For complete information on our derivative instruments, please refer to Note 16 - "Accumulated Other Comprehensive Loss" in the Notes to Consolidated Financial Statements above.

Management's Use of EBITDA and Adjusted EBITDA

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

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

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

We define Adjusted EBITDA as EBITDA (as defined above) further adjusted to give effect to adjustments required in calculating covenant ratios and compliance as that term is defined in the indenture governing our senior unsecured notes. Adjusted EBITDA is a material component of these covenants.

The table below shows the reconciliation of net income to EBITDA and Adjusted EBITDA for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in thousands)			
Net income	\$20,030	\$41,808	\$56,292	\$85,077
Depreciation	75,070	77,368	151,717	152,214
Amortization of net lease discounts and lease incentives	3,828	4,351	4,898	8,175
Interest, net	62,452	61,551	126,693	123,682
Income tax provision	2,385	4,465	6,324	9,328
EBITDA	163,765	189,543	345,924	378,476
Adjustments:				
Impairment of aircraft	16,723	23,955	16,723	23,955
Non-cash share based payment expense	2,094	1,387	3,737	2,557
Gain on mark-to-market of interest rate derivative contracts	(146)	(277)	(69)	(166)
Adjusted EBITDA	\$182,436	\$214,608	\$366,315	\$404,822

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

Management believes that ANI, when viewed in conjunction with the Company's results under U.S. GAAP and the below reconciliation, provides useful information about operating and period-over-period performance and additional information that is useful for evaluating the underlying operating performance of our business without regard to periodic reporting elements related to interest rate derivative accounting and gains or losses related to flight equipment and debt investments.

The table below shows the reconciliation of net income to ANI for the three and six months ended June 30, 2016 and 2015:

	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2016	2015	2016	2015
	(Dollars in thousands)			
Net income	\$20,030	\$41,808	\$56,292	\$85,077
Loan termination fee ⁽¹⁾	—	—	1,509	—
Ineffective portion and termination of hedges ⁽¹⁾	—	294	—	294
Gain on mark-to-market of interest rate derivative contracts ⁽²⁾	(146)	(277)	(69)	(166)
Write-off of deferred financing fees ⁽¹⁾	—	—	1,972	—
Non-cash share based payment expense ⁽³⁾	2,094	1,387	3,737	2,557
Term Financing No. 1 hedge loss amortization charges ⁽¹⁾	—	1,275	—	4,401
Securitization No. 1 hedge loss amortization charges ⁽¹⁾	2,227	2,742	4,855	5,523
Adjusted net income	\$24,205	\$47,229	\$68,296	\$97,686

(1) Included in Interest, net.

(2) Included in Other income (expense).

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Weighted-average shares:				
Common shares outstanding	78,159,280	80,566,400	78,351,369	80,565,425
Restricted common shares	685,918	650,206	629,137	583,213
Total weighted-average shares	78,845,198	81,216,606	78,980,506	81,148,638
	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
Percentage of weighted-average shares:	2016	2015	2016	2015
Common shares outstanding	99.13 %	99.20 %	99.20 %	99.28 %
Restricted common shares ⁽¹⁾	0.87 %	0.80 %	0.80 %	0.72 %
Total percentage of weighted-average shares	100.00 %	100.00 %	100.00 %	100.00 %

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Weighted-average common shares outstanding – Basic	78,159,280	80,566,400	78,351,369	80,565,425
Effect of dilutive shares	—	—	—	—
Weighted average common shares outstanding – Diluted ⁽²⁾	78,159,280	80,566,400	78,351,369	80,565,425

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
	(Dollars in thousands, except per share amounts)			
Adjusted net income allocation:				
Adjusted net income	\$24,205	\$47,229	\$68,296	\$97,686
Less: Distributed and undistributed earnings allocated to restricted common shares ⁽¹⁾	(211)	(378)	(544)	(702)
Adjusted net income allocable to common shares – Basic and Diluted	\$23,994	\$46,851	\$67,752	\$96,984
Adjusted net income per common share – Basic and Diluted	\$0.31	\$0.58	\$0.86	\$1.20

For the three months ended June 30, 2016 and 2015, distributed and undistributed earnings to restricted shares are 0.87% and 0.80%, respectively, of net income. For the six months ended June 30, 2016 and 2015, distributed and (1) undistributed earnings to restricted shares are 0.80% and 0.72%, respectively, of net income. The amount of restricted share forfeitures for all periods present is immaterial to the allocation of distributed and undistributed earnings.

(2) For the three and six months ended June 30, 2016 and 2015, we had no dilutive shares.

Limitations of EBITDA, Adjusted EBITDA and ANI

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

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

- depreciation and amortization, though not directly affecting our current cash position, represent the wear and tear and/or reduction in value of our aircraft, which affects the aircraft's availability for use and may be indicative of future needs for capital expenditures;
- the cash portion of income tax (benefit) provision generally represents charges (gains), which may significantly affect our financial results;
- elements of our interest rate derivative accounting may be used to evaluate the effectiveness of our hedging policy;
- hedge loss amortization charges related to Term Financing No. 1 and Securitization No. 1; and
- adjustments required in calculating covenant ratios and compliance as that term is defined in the indenture governing our senior unsecured notes.

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk is the exposure to loss resulting from changes in the level of interest rates and the spread between different interest rates. These risks are highly sensitive to many factors, including U.S. monetary and tax policies, U.S. and international economic factors and other factors beyond our control. We are exposed to changes in the level

of interest rates and to changes in the relationship or spread between interest rates. Our primary interest rate exposures relate to our lease agreements, floating rate debt obligations and interest rate derivatives. Rent payments under our aircraft lease agreements typically do not vary during the term of the lease according to changes in interest rates. However, our borrowing agreements generally require payments based on a variable interest rate index, such as LIBOR. Therefore, to the extent our borrowing costs are not fixed, increases in interest rates may reduce our net income by increasing the cost of our debt without any corresponding increase in rents or cash flow from our securities. Changes in interest rates may also impact our net book value as our interest rate derivatives are periodically marked-to-market through shareholders' equity. Generally, we are exposed to loss on our fixed pay interest rate derivatives to the extent interest rates decrease below their contractual fixed rate.

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

Sensitivity Analysis

The following discussion about the potential effects of changes in interest rates is based on a sensitivity analysis, which models the effects of hypothetical interest rate shifts on our financial condition and results of operations. Although we believe a sensitivity analysis provides the most meaningful analysis permitted by the rules and regulations of the SEC, it is constrained by several factors, including the necessity to conduct the analysis based on a single point in time and by the

inability to include the extraordinarily complex market reactions that normally would arise from the market shifts modeled. Although the following results of a sensitivity analysis for changes in interest rates may have some limited use as a benchmark, they should not be viewed as a forecast. This forward-looking disclosure also is selective in nature and addresses only the potential interest expense impacts on our financial instruments and, in particular, does not address the mark-to-market impact on our interest rate derivatives. It also does not include a variety of other potential factors that could affect our business as a result of changes in interest rates.

A hypothetical 100-basis point increase/decrease in our variable interest rates would increase/decrease the minimum contracted rentals on our portfolio as of June 30, 2016 by \$3.5 million and \$2.6 million, respectively, over the next twelve months. As of June 30, 2016, a hypothetical 100-basis point increase/decrease in our variable interest rate on our borrowings would result in an interest expense increase/decrease of \$4.9 million and \$3.3 million, respectively, net of amounts received from our interest rate derivatives, over the next twelve months.

ITEM 4. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

The term "disclosure controls and procedures" is defined in Exchange Act Rules 13a-15(e) and 15d-15(e). This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") as appropriate, to allow timely decisions regarding required disclosure. An evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the Company's disclosure controls and procedures as of June 30, 2016. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of June 30, 2016.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f), that occurred during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

There have been no material changes to the disclosure related to the risk factors described in our Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2015.

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

Issuer Purchases of Equity Securities

In February 2016, our Board of Directors authorized the repurchase of up to \$100.0 million of the Company's common shares. During the second quarter of 2016, we purchased our common shares as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs ⁽¹⁾
(Dollars in thousands, except per share amounts)				
April 1 through April 30	—	\$ —	—	\$ 100,000
May 1 through May 31	—	—	—	100,000
June 1 through June 30	32,935	18.98	32,935	99,375
Total	32,935	\$ 18.98	32,935	\$ 99,375

- (1) We repurchased an additional 143,639 common shares at a total cost of \$2.7 million, including commissions, during July 2016. Under our current repurchase program, we have repurchased an aggregate of 176,574 common shares at an aggregate cost of \$3.3 million, including commissions. The remaining dollar value of common shares that may be repurchased under the program is \$96.7 million.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit No.	Description of Exhibit
3.1	Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006).
3.2	Amended Bye-laws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-3 (No. 333-182242) filed on June 20, 2012).
4.1	Specimen Share Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Amendment No. 2) (No. 333-134669) filed on July 25, 2006).
4.2	Indenture, dated as of April 4, 2012, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 5, 2012).
4.3	Indenture, dated as of November 30, 2012, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on November 30, 2012).
4.4	Amended and Restated Shareholder Agreement, dated as of February 18, 2015, by and between Aircastle Limited and Marubeni Corporation (incorporated by reference to Exhibit 4.8 to the Company's Quarterly Report on Form 10-Q filed on May 6, 2015).
4.5	Indenture, dated as of December 5, 2013, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee Citigroup Global Markets, Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBC Capital Markets, LLC (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 6, 2013).
4.6	First Supplemental Indenture, dated as of December 5, 2013, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 6, 2013).
4.7	Second Supplemental Indenture, dated as of March 26, 2014, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 26, 2014).
4.8	Third Supplemental Indenture, dated as of January 15, 2015, by and between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 15, 2015).
4.9	Fourth Supplemental Indenture, dated as of March 24, 2016, between Aircastle Limited and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 24, 2016).
31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002. *
31.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002. *

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32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *

99.1 Owned Aircraft Portfolio at June 30, 2016. *

101 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015; (ii) Consolidated Statements of Income for the three and six months ended June 30, 2016 and 2015; (iii) Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2016 and 2015; (iv) Consolidated Statements of Cash Flows for the three and six months ended June 30, 2016 and 2015; and (v) Notes to Unaudited Consolidated Financial Statements. *

*Filed herewith.

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SIGNATURE

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

Dated: August 4, 2016

AIRCASTLE LIMITED

(Registrant)

By: /s/ Aaron Dahlke

Aaron Dahlke

Chief Accounting Officer and Authorized Officer