AerCap Holdings N.V.
Form 6-K
October 30, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934
For the month of October 2018 Commission File Number 001-33159
AERCAP HOLDINGS N.V.
(Translation of Registrant's Name into English)
AerCap House, 65 St. Stephen's Green, Dublin 2, Ireland, +353 1 819 2010
(Address of Principal Executive Office)
Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F x Form 40-F o
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o
Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o
Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Other Events

On October 30, 2018, AerCap Holdings N.V. filed its interim financial report for the quarter ended September 30, 2018.

The information contained in this Form 6-K is incorporated by reference into the Company's Form F-3 Registration Statement File No. 333-224192 and Form S-8 Registration Statements File Nos. 333-180323, 333-154416, 333-165839, 333-194637 and 333-194638, and related Prospectuses, as such Registration Statements and Prospectuses may be amended from time to time.

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TABLE OF DEFINITIONS

ACSAL	Acsal Holdco, LLC
AerCap, we, us or the Company	AerCap Holdings N.V. and its subsidiaries
AerCap Trust	AerCap Global Aviation Trust
AerDragon	AerDragon Aviation Partners Limited and Subsidiaries
AerLift	AerLift Leasing Limited and Subsidiaries
AICDC	AerCap Ireland Capital Designated Activity Company, a designated activity company with limited liability incorporated under the laws of Ireland
AIG	American International Group, Inc.
Airbus	Airbus S.A.S.
AOCI	Accumulated other comprehensive income (loss)
Boeing	The Boeing Company
ECA	Export Credit Agency
ECAPS	Enhanced Capital Advantaged Preferred Securities
Embraer	Embraer S.A.
EOL	End of lease
EPS	Earnings per share
Ex-Im	Export-Import Bank of the United States
FASB	Financial Accounting Standards Board
GECC	General Electric Capital Corporation
ILFC	International Lease Finance Corporation
LIBOR	London Interbank Offered Rates
MR	Maintenance reserved
Part-out	Disassembly of an aircraft for the sale of its parts
PB	Primary beneficiary
Peregrine	Peregrine Aviation Company and Subsidiaries
SEC	U.S. Securities and Exchange Commission
U.S. GAAP	Accounting Principles Generally Accepted in the United States of America
VIE	Variable interest entity

PART I FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

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AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Balance Sheets
As of September 30, 2018 and December 31, 2017

	Note	September 30, 2018	December 31, 2017
		(U.S. Dollars in thousands, except share data)	
Assets			
Cash and cash equivalents	4	$1,175,969	$1,659,669
Restricted cash	4	232,800	364,456
Trade receivables		114,569	73,877
Flight equipment held for operating leases, net	5	33,186,805	32,396,827
Maintenance rights intangible and lease premium, net	6	1,192,617	1,501,858
Flight equipment held for sale	7	449,786	630,789
Net investment in finance and sales-type leases		1,023,454	995,689
Prepayments on flight equipment	22	3,316,091	2,930,303
Other intangibles, net	8	335,936	355,512
Deferred income tax assets	14	144,689	151,234
Other assets	9	976,820	979,930
Total Assets		$42,149,536	$42,040,144
Liabilities and Equity			
Accounts payable, accrued expenses and other liabilities	11	$976,211	$1,017,374
Accrued maintenance liability	12	2,270,131	2,461,799
Lessee deposit liability		802,195	827,470
Debt	13	28,387,468	28,420,739
Deferred income tax liabilities	14	789,939	673,948
Commitments and contingencies	22		
Total Liabilities		33,225,944	33,401,330
Ordinary share capital, €0.01 par value, 350,000,000 ordinary shares authorized as of September 30, 2018 and December 31, 2017; 156,847,345 and 167,847,345 ordinary shares issued and 146,961,077 and 152,992,101 ordinary shares outstanding (including 2,133,610 and 3,007,752 shares of unvested restricted stock) as of September 30, 2018 and December 31, 2017, respectively	15, 19	1,923	2,058
Additional paid-in capital	15	2,974,025	3,714,563
Treasury shares, at cost (9,886,268 and 14,855,244 ordinary shares as of September 30, 2018 and December 31, 2017, respectively)	15	(518,192)	(731,442)
Accumulated other comprehensive income	15	52,415	14,274
Accumulated retained earnings	15	6,359,681	5,580,257
Total AerCap Holdings N.V. shareholders' equity		8,869,852	8,579,710
Non-controlling interest	15	53,740	59,104
Total Equity		8,923,592	8,638,814
Total Liabilities and Equity		$42,149,536	$42,040,144
Supplemental balance sheet information—amounts related to assets and liabilities of consolidated VIEs for which creditors do not have recourse to our general credit:			
Restricted cash		$87,071	$162,039
Flight equipment held for operating leases and held for sale		2,278,920	2,220,225

Other assets	87,780	66,155
Accrued maintenance liability	$49,080	$44,078
Debt	1,523,112	1,522,366
Other liabilities	89,330	93,160

The accompanying notes are an integral part of these Unaudited Financial Statements.

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AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Income Statements
For the Three and Nine Months Ended September 30, 2018 and 2017

	Note	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
		(U.S. Dollars in thousands, except share and per share data)			
Revenues and other income					
Lease revenue		$1,132,460	$1,201,441	$3,383,735	$3,515,965
Net gain on sale of assets		19,992	63,715	160,517	180,568
Other income	17	14,065	8,752	36,043	77,951
Total Revenues and other income		1,166,517	1,273,908	3,580,295	3,774,484
Expenses					
Depreciation and amortization	5, 8	412,722	428,327	1,253,169	1,301,873
Asset impairment	18	12,843	45,603	28,929	50,903
Interest expense		292,082	280,195	851,396	840,891
Leasing expenses		84,814	137,834	320,591	396,588
Restructuring related expenses		—	—	—	14,605
Selling, general and administrative expenses	16	63,401	83,920	234,455	252,035
Total Expenses		865,862	975,879	2,688,540	2,856,895
Income before income taxes and income of investments accounted for under the equity method		300,655	298,029	891,755	917,589
Provision for income taxes	14	(39,089)	(34,158)	(115,932)	(114,699)
Equity in net earnings of investments accounted for under the equity method		2,711	2,232	8,520	7,319
Net income		$264,277	$266,103	$784,343	$810,209
Net income attributable to non-controlling interest		(926)	(256)	(1,353)	(309)
Net income attributable to AerCap Holdings N.V.		$263,351	$265,847	$782,990	$809,900
Basic earnings per share	19	$1.81	$1.68	$5.36	$4.95
Diluted earnings per share	19	$1.79	$1.62	$5.21	$4.77
Weighted average shares outstanding - basic		145,669,773	158,372,466	146,040,042	163,769,226
Weighted average shares outstanding - diluted		147,123,818	164,411,228	150,231,051	169,836,856

The accompanying notes are an integral part of these Unaudited Financial Statements.

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AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Statements of Comprehensive Income
For the Three and Nine Months Ended September 30, 2018 and 2017

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(U.S. Dollars in thousands)			
Net income	$264,277	$266,103	$784,343	$810,209
Other comprehensive income:				
Net change in fair value of derivatives (Note 10), net of tax of $(1,404), $(388), $(5,449) and $(203), respectively	9,830	2,719	38,141	1,422
Total other comprehensive income	9,830	2,719	38,141	1,422
Comprehensive income	274,107	268,822	822,484	811,631
Comprehensive income attributable to non-controlling interest	(926)	(256)	(1,353)	(309)
Total comprehensive income attributable to AerCap Holdings N.V.	$273,181	$268,566	$821,131	$811,322

The accompanying notes are an integral part of these Unaudited Financial Statements.

AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2018 and 2017

	Nine Months Ended September 30,	
	2018	2017
	(U.S. Dollars in thousands)	
Net income	$784,343	$810,209
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,253,169	1,301,873
Asset impairment	28,929	50,903
Amortization of debt issuance costs and debt discount	49,928	50,099
Amortization of lease premium intangibles	9,703	10,828
Amortization of fair value adjustments on debt	(115,549)	(154,336)
Accretion of fair value adjustments on deposits and maintenance liabilities	14,181	24,205
Maintenance rights write-off (a)	234,964	405,406
Maintenance liability release to income	(177,264)	(184,940)
Net gain on sale of assets	(160,517)	(180,568)
Deferred income taxes	117,716	106,745
Restructuring related expenses	—	5,097
Other	74,412	101,159
Changes in operating assets and liabilities:		
Trade receivables	(47,430)	(2,688)
Other assets	(11,206)	76,124
Accounts payable, accrued expenses and other liabilities	6,555	(4,211)
Net cash provided by operating activities	2,061,934	2,415,905
Purchase of flight equipment	(2,200,397)	(2,268,294)
Proceeds from sale or disposal of assets	1,338,776	1,200,732
Prepayments on flight equipment	(1,505,490)	(942,736)
Collections of finance and sales-type leases	73,617	68,569
Other	(21,359)	(35,876)
Net cash used in investing activities	(2,314,853)	(1,977,605)
Issuance of debt	4,069,555	3,943,152
Repayment of debt	(3,981,988)	(4,219,708)
Debt issuance costs paid	(52,734)	(57,283)
Maintenance payments received	567,511	571,292
Maintenance payments returned	(364,319)	(374,952)
Security deposits received	141,114	116,898
Security deposits returned	(144,795)	(131,608)
Dividend paid to non-controlling interest holders	(2,700)	(266)
Repurchase of shares and tax withholdings on share-based compensation	(597,047)	(863,905)
Net cash used in financing activities	(365,403)	(1,016,380)
Net decrease in cash, cash equivalents and restricted cash	(618,322)	(578,080)
Effect of exchange rate changes	2,966	(350)
Cash, cash equivalents and restricted cash at beginning of period	2,024,125	2,364,627
Cash, cash equivalents and restricted cash at end of period	$1,408,769	$1,786,197

The accompanying notes are an integral part of these Unaudited Financial Statements.

AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Statements of Cash Flows (Continued)
For the Nine Months Ended September 30, 2018 and 2017

	Nine Months Ended September 30,	
	2018	2017
	(U.S. Dollars in thousands)	
Supplemental cash flow information:		
Interest paid, net of amounts capitalized	$893,258	$900,107
Income taxes paid, net	1,289	18,062

(a) Maintenance rights write-off consisted of the following:

EOL and MR contract maintenance rights expense	$122,130	$272,269
MR contract maintenance rights write-off due to maintenance liability release	19,546	59,240
EOL contract maintenance rights write-off due to cash receipt	93,288	73,897
Maintenance rights write-off	$234,964	$405,406

The accompanying notes are an integral part of these Unaudited Financial Statements.

AerCap Holdings N.V. and Subsidiaries
Unaudited Condensed Consolidated Statements of Cash Flows (Continued)
For the Nine Months Ended September 30, 2018 and 2017

Non-Cash Investing and Financing Activities

Nine Months Ended September 30, 2018:
Flight equipment held for operating leases in the amount of $76.9 million was reclassified to net investment in finance and sales-type leases.
Flight equipment held for operating leases in the amount of $895.6 million, net, was reclassified to flight equipment held for sale.
Flight equipment held for operating leases in the amount of $38.4 million, net, was reclassified to inventory, which is included in other assets.
Accrued maintenance liability in the amount of $204.8 million was settled with buyers upon sale or disposal of assets.
Nine Months Ended September 30, 2017:
Flight equipment held for operating leases in the amount of $306.4 million was reclassified to net investment in finance and sales-type leases.
Flight equipment held for operating leases in the amount of $958.0 million, net, was reclassified to flight equipment held for sale.
Flight equipment held for operating leases in the amount of $20.6 million was reclassified to inventory, which is included in other assets.
Accrued maintenance liability in the amount of $224.5 million was settled with buyers upon sale or disposal of assets.

The accompanying notes are an integral part of these Unaudited Financial Statements.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

1. General

The Company

We are a global leader in aircraft leasing with total assets of $42.1 billion, primarily consisting of 952 owned aircraft as of September 30, 2018. Our ordinary shares are listed on the New York Stock Exchange (AER). Our headquarters is located in Dublin, and we have offices in Shannon, Los Angeles, Singapore, Amsterdam, Shanghai and Abu Dhabi. We also have representative offices at the world’s largest aircraft manufacturers, Boeing in Seattle and Airbus in Toulouse.

The Condensed Consolidated Financial Statements presented herein include the accounts of AerCap Holdings N.V. and its subsidiaries. AerCap Holdings N.V. was incorporated in the Netherlands as a public limited liability company (“naamloze vennootschap” or “N.V.”) on July 10, 2006.

2. Basis of presentation

General

Our Condensed Consolidated Financial Statements are presented in accordance with U.S. GAAP.

We consolidate all companies in which we have direct and indirect legal or effective control and all VIEs for which we are deemed the PB under ASC 810. All intercompany balances and transactions with consolidated subsidiaries are eliminated. The results of consolidated entities are included from the effective date of control or, in the case of VIEs, from the date that we are or become the PB. The results of subsidiaries sold or otherwise deconsolidated are excluded from the date that we cease to control the subsidiary or, in the case of VIEs, when we cease to be the PB.

Unconsolidated investments where we have significant influence are reported using the equity method of accounting.

Our Condensed Consolidated Financial Statements are stated in U.S. dollars, which is our functional currency.

Our interim financial statements have been prepared pursuant to the rules of the SEC and U.S. GAAP for interim financial reporting, and reflect all normally recurring adjustments that are necessary to fairly state the results for the interim periods presented. Certain information and footnote disclosures required by U.S. GAAP for complete annual financial statements have been omitted and, therefore, our interim financial statements should be read in conjunction with our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the SEC on March 9, 2018. The results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of those for a full fiscal year.

Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

Use of estimates

The preparation of Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The use of estimates is or could be a significant factor affecting the reported carrying values of flight equipment, intangibles, investments, trade and notes receivables, deferred income tax assets and accruals and reserves. Actual results may differ from our estimates under different conditions, sometimes materially.

Reportable segments

We manage our business and analyze and report our results of operations on the basis of one business segment: leasing, financing, sales and management of commercial aircraft and engines.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
3. Summary of significant accounting policies

Our significant accounting policies are described in our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the SEC on March 9, 2018.
Recent accounting standards adopted during 2018:
Revenue from contracts with customers
In May 2014, the FASB issued an accounting standard that provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This guidance does not apply to lease contracts with customers. The standard requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update creates a five-step model that requires entities to exercise judgment when considering the terms of the contract including (i) identifying the contract with the customer; (ii) identifying the separate performance obligations in the contract; (iii) determining the transaction price; (iv) allocating the transaction price to the separate performance obligations; and (v) recognizing revenue when each performance obligation is satisfied.
We adopted the standard using the modified retrospective method on its required effective date of January 1, 2018. A significant majority of our revenues are not subject to the new guidance and its adoption did not have a material effect on our Condensed Consolidated Financial Statements or related disclosures.
Statement of cash flows
In August 2016, the FASB issued an accounting standard that is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The standard includes clarifications that (i) cash payments for debt prepayment or extinguishment costs must be classified as cash outflows for financing activities; (ii) cash proceeds from the settlement of insurance claims should be classified based on the nature of the loss; (iii) an entity is required to make an accounting policy election to classify distributions received from equity method investees under either the cumulative-earnings approach or the nature of distribution approach; and (iv) in the absence of specific guidance, an entity should classify each separately identifiable cash source and use on the basis of the underlying cash flows.
We adopted the standard on its required effective date of January 1, 2018 and it did not have a material effect on our Condensed Consolidated Statements of Cash Flows.
Presentation of restricted cash in the statement of cash flows
In November 2016, the FASB issued an accounting standard that clarifies how entities should present restricted cash and restricted cash equivalents in the statement of cash flows. The standard requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The standard also requires a reconciliation of the totals in the statement of cash flows to the related captions in the balance sheet.
We adopted the standard on its required effective date of January 1, 2018. We have revised the Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2018 to reflect the adoption of this new standard. As a result, “Net cash used in investing activities” in the Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2018 now omits “Movement in restricted cash”, and that movement is now included within “Net increase (decrease) in cash, cash equivalents and restricted cash” for that period in order to conform to the current period’s presentation. Further details are disclosed in Note 4—Restricted cash.
Income taxes on intercompany sales and transfers of assets other than inventory
On January 1, 2018, we adopted a new accounting standard update which requires us to recognize the income tax effects of intercompany sales and transfers of assets other than inventory in the period in which the transfer occurs. Prior to adopting these new requirements, we deferred the income tax effects of these transfers until the asset was sold to an outside party. We adopted the new accounting standards update using the modified retrospective

approach and recognized a cumulative adjustment to opening retained earnings of $1.2 million on January 1, 2018.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
3. Summary of significant accounting policies (Continued)

Future application of accounting standards:

Lease accounting

In February 2016, the FASB issued an accounting standard that requires lessees to recognize lease-related assets and liabilities on the balance sheet, other than leases that meet the definition of a short-term lease. In certain circumstances, the lessee is required to remeasure the lease payments. Qualitative and quantitative disclosures, including significant judgments made by management, will be required to provide insight into the extent of revenue and expense recognized and expected to be recognized from existing contracts. Under the new standard, lessor accounting remains similar to the current model. The new standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. We will adopt the standard on its required effective date of January 1, 2019. We do not expect the adoption of this standard to have a material impact on our Condensed Consolidated Balance Sheets or Condensed Consolidated Income Statements.

Allowance for credit losses

In June 2016, the FASB issued an accounting standard that requires entities to estimate lifetime expected credit losses for most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, net investments in leases and off-balance sheet credit exposures. The standard also requires additional disclosures, including how the entity develops its allowance for credit losses for financial assets measured at amortized cost and disaggregated information on the credit quality of net investments in leases measured at amortized cost by year of the asset's origination for up to five annual periods. The standard is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption will be permitted in any interim or annual period beginning after December 15, 2018. The new standard must be adopted using the modified retrospective transition approach. We will adopt the standard on its required effective date of January 1, 2020. We are evaluating the effect the adoption of the standard will have on our Condensed Consolidated Balance Sheets and Condensed Consolidated Income Statements.

4. Restricted cash

Our restricted cash balance was $232.8 million and $364.5 million as of September 30, 2018 and December 31, 2017, respectively, and was primarily related to our ECA financings, our Ex-Im financings, our AerFunding revolving credit facility and other debt. See Note 13—Debt.

The following is a reconciliation of cash, cash equivalents and restricted cash as of September 30, 2018, December 31, 2017 and September 30, 2017:

	September 30, 2018	December 31, 2017	September 30, 2017
Cash and cash equivalents	$ 1,175,969	$ 1,659,669	$ 1,454,233
Restricted cash	232,800	364,456	331,964
Total cash, cash equivalents and restricted cash	$ 1,408,769	$ 2,024,125	$ 1,786,197

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AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

5. Flight equipment held for operating leases, net

Movements in flight equipment held for operating leases during the nine months ended September 30, 2018 and 2017 were as follows:

	Nine Months Ended September 30, 2018	2017
Net book value at beginning of period	$32,396,827	$31,501,973
Additions	3,391,450	3,033,712
Depreciation	(1,230,211)	(1,274,233)
Disposals and transfers to held for sale	(1,230,677)	(1,302,639)
Transfers to net investment in finance and sales-type leases/inventory	(115,330)	(326,929)
Impairment (Note 18)	(25,254)	(50,903)
Other	—	(2,662)
Net book value at end of period	$33,186,805	$31,578,319
Accumulated depreciation as of September 30, 2018 and 2017, respectively	$(6,576,230)	$(5,889,244)

6. Maintenance rights intangible and lease premium, net

Maintenance rights intangible and lease premium consisted of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Maintenance rights intangible	$ 1,165,061	$ 1,464,599
Lease premium, net	27,556	37,259
	$ 1,192,617	$ 1,501,858

Movements in maintenance rights intangible during the nine months ended September 30, 2018 and 2017 were as follows:

	Nine Months Ended September 30, 2018	2017
Maintenance rights intangible at beginning of period	$1,464,599	$2,117,034
EOL and MR contract maintenance rights expense	(122,130)	(272,269)
MR contract maintenance rights write-off due to maintenance liability release	(19,546)	(59,240)
EOL contract maintenance rights write-off due to cash receipt	(93,288)	(73,897)
EOL and MR contract intangible write-off due to sale of aircraft	(64,574)	(78,249)
Maintenance rights intangible at end of period	$1,165,061	$1,633,379

The following tables present details of lease premium and related accumulated amortization as of September 30, 2018 and December 31, 2017:

	September 30, 2018		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Lease premium	$73,300	$ (45,744)	$27,556

December 31, 2017

	Gross carrying amount	Accumulated amortization	Net carrying amount
Lease premium	$77,977	$ (40,718)	$37,259

Lease premium amounts that are fully amortized are removed from the gross carrying amount and accumulated amortization columns in the tables above.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
6. Maintenance rights intangible and lease premium, net (Continued)

During the three months ended September 30, 2018 and 2017, we recorded lease premium amortization expense of $2.6 million and $2.7 million, respectively. During the nine months ended September 30, 2018 and 2017, we recorded lease premium amortization expense of $8.0 million and $10.8 million, respectively.

7. Flight equipment held for sale

Generally, an aircraft is classified as held for sale when the sale is probable, the aircraft is available for sale in its present condition, and is expected to be sold within one year. Aircraft are reclassified from flight equipment held for operating leases to flight equipment held for sale at the lower of the aircraft carrying value or fair value, less costs to sell. Depreciation is no longer recognized for aircraft classified as held for sale.

As of September 30, 2018, 17 aircraft and one engine with a total net book value of $449.8 million met the held for sale criteria and were classified as flight equipment held for sale in our Condensed Consolidated Balance Sheet. Aggregate maintenance and security deposit amounts received from the lessee of approximately $65 million will be assumed by the buyers of these aircraft upon consummation of the individual sale transactions.

As of December 31, 2017, 18 aircraft with a total net book value of $630.8 million met the held for sale criteria and were classified as flight equipment held for sale in our Consolidated Balance Sheet. Aggregate maintenance and security deposit amounts received from the lessee of approximately $115 million were to be assumed by the buyers of these aircraft upon consummation of the individual sale transactions. During the first quarter of 2018, the sale of 12 of those aircraft closed and one aircraft was reclassified to flight equipment held for operating leases. The sale of the remaining five aircraft closed during the second quarter of 2018.

8. Other intangibles, net

Other intangibles consisted of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Goodwill	$ 58,094	$ 58,094
Customer relationships, net	267,236	283,118
Contractual vendor intangible assets	10,606	10,606
Tradename, net	—	3,694
	$ 335,936	$ 355,512

The following tables present details of customer relationships and tradename and related accumulated amortization as of September 30, 2018 and December 31, 2017:

	September 30, 2018		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	$360,000	$ (92,764)	$267,236
Tradename	40,000	(40,000)	—
	$400,000	$ (132,764)	$267,236

	December 31, 2017		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	$360,000	$ (76,882)	$283,118
Tradename	40,000	(36,306)	3,694

$400,000	$(113,188)	$286,812

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
8. Other intangibles, net (Continued)

During the three months ended September 30, 2018, we recorded amortization expense for customer relationships of $5.3 million. During the three months ended September 30, 2017, we recorded amortization expense for customer relationships and tradename of $7.8 million. During the nine months ended September 30, 2018 and 2017, we recorded amortization expense for customer relationships and tradename of $19.6 million and $23.4 million, respectively.

During the three months ended September 30, 2018 and 2017, we utilized nil and $5.7 million, respectively, of contractual vendor intangible assets to reduce the cash outlay related to purchases of goods and services from our vendors. During the nine months ended September 30, 2018 and 2017, we utilized nil and $10.4 million, respectively, of contractual vendor intangible assets.

9. Other assets

Other assets consisted of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Inventory	$ 54,995	$ 38,972
Debt issuance costs	40,718	43,241
Lease incentives	254,757	213,684
Other receivables	220,883	351,925
Investments	130,536	122,946
Notes receivables	40,845	22,497
Derivative assets (Note 10)	120,853	48,896
Other tangible fixed assets	29,039	31,114
Straight-line rents, prepaid expenses and other	84,194	106,655
	$ 976,820	$ 979,930

10. Derivative financial instruments

We have entered into interest rate derivatives to hedge the current and future interest rate payments on our variable rate debt. These derivative financial instruments can include interest rate swaps, caps, floors, options and forward contracts.

As of September 30, 2018, we had interest rate caps and swaps outstanding, with underlying variable benchmark interest rates ranging from one to six-month U.S. dollar LIBOR.

Some of our agreements with derivative counterparties require a two-way cash collateralization of derivative fair values. As of September 30, 2018 and December 31, 2017, we had cash collateral of $8.6 million and $3.7 million, respectively, from various counterparties and the obligation to return such collateral was recorded in accounts payable, accrued expenses and other liabilities. We had not advanced any cash collateral to counterparties as of September 30, 2018 or December 31, 2017.

The counterparties to our interest rate derivatives are primarily major international financial institutions. We continually monitor our positions and the credit ratings of the counterparties involved and limit the amount of credit exposure to any one party. We could be exposed to potential losses due to the credit risk of non-performance by these counterparties. We have not experienced any material losses to date.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
10. Derivative financial instruments (Continued)

Our derivative assets are recorded in other assets in our Condensed Consolidated Balance Sheets. The following tables present notional amounts and fair values of derivatives outstanding as of September 30, 2018 and December 31, 2017:

	September 30, 2018		December 31, 2017	
	Notional amount (a)	Fair value	Notional amount (a)	Fair value
Derivative assets not designated as accounting hedges:				
Interest rate caps	$2,762,500	$53,389	$2,721,000	$25,021
Derivative assets designated as accounting cash flow hedges:				
Interest rate swaps	$2,108,414	$67,464	$1,830,785	$23,875
Total derivative assets		$120,853		$48,896

(a) The notional amount is reported as nil for caps and swaps where the effective date has not yet commenced.

We recorded the following in other comprehensive income related to derivative financial instruments for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Gain (Loss)				
Effective portion of change in fair market value of derivatives designated as accounting cash flow hedges:				
Interest rate swaps	$11,234	$3,107	$43,590	$1,625
Income tax effect	(1,404)	(388)	(5,449)	(203)
Net changes in cash flow hedges, net of tax	$9,830	$2,719	$38,141	$1,422

We expect to reclassify approximately $15 million from AOCI as a reduction to interest expense in our Condensed Consolidated Income Statements over the next 12 months. The following table presents the effect of derivatives recorded as reductions to or (increases) in interest expense in our Condensed Consolidated Income Statements for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Gain (Loss)				
Derivatives not designated as accounting hedges:				
Interest rate caps	$4,945	$(2,036)	$25,999	$(17,553)
Effect from derivatives on interest expense	$4,945	$(2,036)	$25,999	$(17,553)

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

11. Accounts payable, accrued expenses and other liabilities

Accounts payable, accrued expenses and other liabilities consisted of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Accounts payable and accrued expenses	$ 274,871	$ 307,391
Deferred revenue	408,254	452,846
Accrued interest	290,814	254,865
Guarantees (Note 22)	2,272	2,272
	$ 976,211	$ 1,017,374

12. Accrued maintenance liability

Movements in accrued maintenance liability during the nine months ended September 30, 2018 and 2017 were as follows:

	Nine Months Ended September 30,	
	2018	2017
Accrued maintenance liability at beginning of period	$2,461,799	$2,750,576
Maintenance payments received	567,511	571,292
Maintenance payments returned	(364,319)	(374,952)
Release to income upon sale	(204,783)	(224,467)
Release to income other than upon sale	(177,265)	(184,940)
Lessor contribution, top ups and other	(19,524)	19,647
Interest accretion	6,712	11,028
Accrued maintenance liability at end of period	$2,270,131	$2,568,184

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
13. Debt

As of September 30, 2018, the principal amount of our outstanding indebtedness totaled $28.4 billion, which excluded fair value adjustments of $202.2 million and debt issuance costs and debt discounts of $165.9 million. As of September 30, 2018, our undrawn lines of credit were approximately $8.9 billion, subject to certain conditions, including compliance with certain financial covenants. As of September 30, 2018, we remained in compliance with the respective financial covenants across our various debt obligations.
The following table provides a summary of our indebtedness as of September 30, 2018 and December 31, 2017:

	September 30, 2018						December 31, 2017
Debt Obligation	Collateral (Number of aircraft)	Commitment	Undrawn amounts	Outstanding	Weighted average interest rate (a)	Maturity	Outstanding
Unsecured							
ILFC Legacy Notes		$4,920,000	$—	$4,920,000	6.69 %	2018 - 2022	$5,670,000
AGAT/AICDC Notes		10,749,864	—	10,749,864	4.08 %	2019 - 2028	8,399,864
Asia Revolving Credit Facility		950,000	950,000	—	—	2022	300,000
Citi Revolving Credit Facility		4,000,000	4,000,000	—	—	2021	—
Other unsecured debt		800,000	—	800,000	3.84 %	2020 - 2022	550,000
Fair value adjustment		NA	NA	204,752	NA	NA	286,426
TOTAL UNSECURED		21,419,864	4,950,000	16,674,616			15,206,290
Secured							
Export credit facilities	32	895,783	—	895,783	2.63 %	2019 - 2030	1,241,262
Senior Secured Notes		—	—	—	—	—	1,275,000
Institutional secured term loans & secured portfolio loans	252	9,234,801	2,428,500	6,806,301	3.99 %	2020 - 2030	6,253,431
AerFunding Revolving Credit Facility	16	2,500,000	1,570,042	929,958	4.13 %	2022	878,424
Other secured debt	73	1,701,882	—	1,701,882	4.29 %	2018 - 2036	2,139,360
Fair value adjustment		NA	NA	(2,365)	NA	NA	31,482
TOTAL SECURED		14,332,466	3,998,542	10,331,559			11,818,959
Subordinated							
ECAPS Subordinated Notes		1,000,000	—	1,000,000	4.88 %	2065	1,000,000
Junior Subordinated Notes		500,000	—	500,000	6.50 %	2045	500,000
Subordinated debt joint ventures partners		47,384	—	47,384	—	2019 - 2020	55,780
Fair value adjustment		NA	NA	(226)	NA	NA	(229)
TOTAL SUBORDINATED		1,547,384	—	1,547,158			1,555,551
Debt issuance costs and debt discounts		NA	NA	(165,865)	NA	NA	(160,061)

373	$37,299,714	$8,948,542	$28,387,468	$28,420,739

(a) The weighted average interest rate for our floating rate debt is calculated based on the U.S. dollar LIBOR rate as of the last interest payment date of the respective debt, and excludes the impact of related derivative financial instruments which we hold to hedge our exposure to floating interest rates, as well as any amortization of debt issuance costs and debt discounts.

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AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
13. Debt (Continued)

Additional details of the principal terms of our indebtedness can be found in our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the SEC on March 9, 2018, our quarterly report on Form 6-K for the first quarter ended March 31, 2018, filed with the SEC on May 3, 2018 and our quarterly report on Form 6-K for the second quarter ended June 30, 2018, filed with the SEC on July 30, 2018. There have been no material changes to our indebtedness since the filing of those reports, except for scheduled repayments and as described below.

AGAT/AICDC Notes

In August 2018, AerCap Trust and AICDC co-issued $600.0 million aggregate principal amount of 4.45% senior unsecured notes due 2025. The proceeds from the offering were used for general corporate purposes.

14. Income taxes

Our effective tax rate was 13.0% for the three and nine months ended September 30, 2018, and 11.5% and 12.5% for the three and nine months ended September 30, 2017, respectively. Our effective tax rate in any period can be impacted by revisions to the estimated full year rate.

15. Equity

In February 2017, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $350 million of AerCap ordinary shares through June 30, 2017. We completed this share repurchase program on June 12, 2017.

In May 2017, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $300 million of AerCap ordinary shares through September 30, 2017. In July 2017, this share repurchase program was extended to run through December 31, 2017. We completed this share repurchase program on September 26, 2017.

In July 2017, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $250 million of AerCap ordinary shares through December 31, 2017. In October 2017, this share repurchase program was extended to run through March 31, 2018. We completed this share repurchase program on December 14, 2017.

In October 2017, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $200 million of AerCap ordinary shares through March 31, 2018. We completed this share repurchase program on February 21, 2018.

In February 2018, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $200 million of AerCap ordinary shares through June 30, 2018. We completed this share repurchase program on May 14, 2018.

In April 2018, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $200 million of AerCap ordinary shares through September 30, 2018. In September 2018, this share repurchase program was extended to run through December 31, 2018. As of October 24, 2018, the dollar amount remaining under this share repurchase program was $18.1 million.

In October 2018, our Board of Directors approved a share repurchase program authorizing total repurchases of up to $200 million of AerCap ordinary shares through March 31, 2019. See Note 25—Subsequent events.

During the nine months ended September 30, 2018, we repurchased an aggregate of 9,300,295 of our ordinary shares under our share repurchase programs at an average price, including commissions, of $52.91 per ordinary share. Between October 1, 2018 and October 24, 2018, we repurchased an aggregate of 912,420 of our ordinary shares under our share repurchase program at an average price, including commissions, of $53.82 per ordinary share.

During the nine months ended September 30, 2018, we cancelled 11,000,000 ordinary shares which were acquired through the share repurchase programs in accordance with the authorizations obtained from the Company’s shareholders.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
15. Equity (Continued)

Movements in equity for the nine months ended September 30, 2018 and 2017 were as follows:

	Nine Months Ended September 30, 2018		
	AerCap Holdings N.V. shareholders' equity	Non-controlling interest	Total equity
Balance at beginning of period	$8,579,710	$ 59,104	$8,638,814
Dividends paid	—	(6,717)	(6,717)
Repurchase of shares	(492,085)	—	(492,085)
Ordinary shares issued, net of tax withholdings	(117,211)	—	(117,211)
Share-based compensation	77,066	—	77,066
Cumulative effect due to adoption of new accounting standard	1,241	—	1,241
Total comprehensive income	821,131	1,353	822,484
Balance at end of period	$8,869,852	$ 53,740	$8,923,592

	Nine Months Ended September 30, 2017		
	AerCap Holdings N.V. shareholders' equity	Non-controlling interest	Total equity
Balance at beginning of period	$8,524,447	$ 57,817	$8,582,264
Dividends paid	—	(2,006)	(2,006)
Repurchase of shares	(853,028)	—	(853,028)
Ordinary shares issued, net of tax withholdings	(15,119)	—	(15,119)
Share-based compensation	78,853	—	78,853
Total comprehensive income	811,322	309	811,631
Balance at end of period	$8,546,475	$ 56,120	$8,602,595

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

16. Selling, general and administrative expenses

Selling, general and administrative expenses consisted of the following for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Personnel expenses	$29,624	$37,162	$99,686	$109,137
Share-based compensation	15,045	25,551	77,066	78,853
Travel expenses	5,452	4,707	16,214	14,671
Professional services	5,556	6,786	18,775	22,180
Office expenses	3,410	3,948	11,212	11,790
Directors’ expenses	799	1,100	2,464	2,733
Other expenses	3,515	4,666	9,038	12,671
	$63,401	$83,920	$234,455	$252,035

17. Other income

Other income consisted of the following for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2018	2017	2018	2017	
Management fees	$2,337	$2,923	$8,837	$10,126	
Interest and other income	11,728	5,829	27,206	67,825	(a)
	$14,065	$8,752	$36,043	$77,951	

(a) During the nine months ended September 30, 2017, we recognized higher other income primarily related to a lease termination agreement with a lessee.

18. Asset Impairment

Our long-lived assets include flight equipment and definite-lived intangible assets. We test long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable.

During the three and nine months ended September 30, 2018, we recognized impairment charges of $12.8 million and $28.9 million, respectively. These impairments were related to sales transactions and lease terminations, and were more than offset by lease revenue recognized when we retained maintenance-related balances or received EOL compensation.

During the three and nine months ended September 30, 2017, we recognized impairment charges of $45.6 million and $50.9 million, respectively. These impairments were related to sales transactions and lease terminations, and were more than offset by lease revenue recognized when we retained maintenance-related balances or received EOL compensation.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

19. Earnings per share

Basic EPS is calculated by dividing net income by the weighted average of our ordinary shares outstanding, which excludes 2,133,610 and 2,805,996 shares of unvested restricted stock as of September 30, 2018 and 2017, respectively. For the calculation of diluted EPS, the weighted average of our ordinary shares outstanding for basic EPS is adjusted by the effect of dilutive securities, provided under our equity compensation plans. The number of shares excluded from diluted shares outstanding was 92,129 and 9,050 for the three months ended September 30, 2018 and 2017, respectively, and 92,129 and 24,273 for the nine months ended September 30, 2018 and 2017, respectively, because the effect of including these shares in the calculation would have been anti-dilutive.

Basic and diluted EPS for the three and nine months ended September 30, 2018 and 2017 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income for the computation of basic EPS	$263,351	$ 265,847	$782,990	$ 809,900
Weighted average ordinary shares outstanding - basic	145,669,773	158,372,466	146,040,042	163,769,226
Basic EPS	$1.81	$ 1.68	$5.36	$ 4.95

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income for the computation of diluted EPS	$263,351	$ 265,847	$782,990	$ 809,900
Weighted average ordinary shares outstanding - diluted	147,123,818	164,411,228	150,231,051	169,836,856
Diluted EPS	$1.79	$ 1.62	$5.21	$ 4.77

Ordinary shares outstanding, excluding shares of unvested restricted stock, as of September 30, 2018 and December 31, 2017 were as follows:

	September 30, 2018	December 31, 2017
	Number of ordinary shares	
Ordinary shares issued	156,847,345	167,847,345
Treasury shares	(9,886,268)	(14,855,244)
Ordinary shares outstanding	146,961,077	152,992,101
Shares of unvested restricted stock	(2,133,610)	(3,007,752)
Ordinary shares outstanding, excluding shares of unvested restricted stock	144,827,467	149,984,349

20. Variable interest entities

We use many forms of entities to achieve our leasing and financing business objectives and we have participated to varying degrees in the design and formation of these entities. Our involvement in VIEs varies and includes being a passive investor in the VIE with involvement from other parties, managing and structuring all the VIE's activities, or being the sole shareholder of the VIE.

During the nine months ended September 30, 2018, we did not provide any financial support to any of our VIEs that we were not contractually obligated to provide.

Consolidated VIEs

As of September 30, 2018 and December 31, 2017, substantially all assets and liabilities presented in our Condensed Consolidated Balance Sheets were held in consolidated VIEs. The assets of our consolidated VIEs that can only be used to settle obligations of these entities, and the liabilities of these VIEs for which creditors do not have recourse to our general credit, are disclosed in our Condensed Consolidated Balance Sheets under Supplemental balance sheet information. Further details of debt held by our consolidated VIEs are disclosed in Note 13—Debt.

Wholly-owned ECA and Ex-Im financing vehicles

We have created certain wholly-owned subsidiaries for the purpose of purchasing aircraft and obtaining financing secured by such aircraft. The secured debt is guaranteed by the European ECAs and the Export-Import Bank of the United States. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes. We have determined that we are the PB of these entities because we control and manage all aspects of these entities, including directing the activities that most significantly affect the entities' economic performance, we absorb the majority of the risks and rewards of these entities and we guarantee the activities of these entities.

Other secured financings

We have created a number of wholly-owned subsidiaries for the purpose of obtaining secured financings. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes. We have determined that we are the PB of these entities because we control and manage all aspects of these entities, including directing the activities that most significantly affect the entities' economic performance, we absorb the majority of the risks and rewards of these entities and we guarantee the activities of these entities.

Wholly-owned leasing entities

We have created wholly-owned subsidiaries for the purpose of facilitating aircraft leases with airlines. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes, which serve as equity. We have determined that we are the PB of these entities because we control and manage all aspects of these entities, including directing the activities that most significantly affect the entities' economic performance, we absorb the majority of the risks and rewards of these entities and we guarantee the activities of these entities.

Limited recourse financing structures

We have established entities to obtain secured financings for the purchase of aircraft in which we have variable interests. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes. The loans of these entities are non-recourse to us except under limited circumstances. We have determined that we are the PB of these entities because we control and manage all aspects of these entities, including directing the activities that most significantly affect the entities' economic performance, and we absorb the majority of the risks and rewards of these entities.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
20. Variable interest entities (Continued)

AerCap Partners I

AerCap Partners I Holding Limited ("AerCap Partners I") is a 50%-50% joint venture owned by us and Deucalion Aviation Funds. We provide lease management, insurance management and aircraft asset management services to AerCap Partners I for a fee. We have determined that we are the PB of the entity because we direct the activities that most significantly affect the economic performance of the entity and we absorb a significant portion of the risks and rewards of the entity.

As of September 30, 2018, AerCap Partners I had a portfolio consisting of seven Boeing 737NG aircraft. As of September 30, 2018, AerCap Partners I had $24.1 million outstanding under a senior debt facility, which is guaranteed by us, and $63.8 million of subordinated debt outstanding, consisting of $31.9 million from us and $31.9 million from our joint venture partner.

AerCap Partners II

AerCap Partners 2 Holding Limited ("AerCap Partners II") is a 50%-50% joint venture owned by us and Deucalion Aviation Funds. We provided lease management, insurance management and aircraft asset management services to AerCap Partners II for a fee. We have determined that we continue to be the PB of the entity because we direct the activities that most significantly affect the economic performance of the entity and we absorb a significant portion of the risks and rewards of the entity.

As of September 30, 2018, AerCap Partners II did not own any aircraft and had no outstanding debt. The ECA senior debt facility was repaid in full in December 2017 and the subordinated debt was repaid in full in February 2018.

AerCap Partners 767

AerCap Partners 767 Limited ("AerCap Partners 767") is a 50%-50% joint venture owned by us and Deucalion Aviation Funds. We provide lease management, insurance management and aircraft asset management services to AerCap Partners 767 for a fee. We have determined that we are the PB of the entity because we direct the activities that most significantly affect the economic performance of the entity and we absorb a significant portion of the risks and rewards of the entity.

As of September 30, 2018, AerCap Partners 767 had a portfolio consisting of two Boeing 767-300ER aircraft. As of September 30, 2018, AerCap Partners 767 had $7.9 million outstanding under a senior debt facility, which is limited recourse to us, and $31.0 million of subordinated debt outstanding, consisting of $15.5 million from us and $15.5 million from our joint venture partner.

AerFunding

We hold a 5% equity investment and 100% of the subordinated fixed rate deferrable interest asset-backed notes ("AerFunding Class E-1 Notes") in AerFunding. We provide lease management, insurance management and aircraft asset management services to AerFunding for a fee. We have determined that we are the PB of the entity because we direct the activities that most significantly affect the economic performance of the entity and we absorb the majority of the risks and rewards of the entity.

As of September 30, 2018, AerFunding had a portfolio consisting of one Airbus A320 Family aircraft, two Airbus A320neo Family aircraft, two Airbus A350 aircraft, six Boeing 737NG aircraft and five Boeing 787 aircraft. As of September 30, 2018, AerFunding had $930.0 million outstanding under a secured revolving credit facility and $357.8 million of AerFunding Class E-1 Notes outstanding due to us.

Non-consolidated VIEs

The following table presents our maximum exposure to loss in non-consolidated VIEs as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Carrying value of debt and equity investments	$ 149,967	$ 122,946
Debt guarantees	92,258	104,867

Maximum exposure to loss	$ 242,225	$ 227,813

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The maximum exposure to loss represents the amount that would be absorbed by us in the event that all of our assets held in the VIEs, for which we are not the PB, had no value and outstanding debt guarantees were called upon in full.

AerDragon

AerDragon is a joint venture with 50% owned by China Aviation Supplies Holding Company and the other 50% owned in equal parts by us, affiliates of Crédit Agricole Corporate and Investment Bank, and East Epoch Limited. This joint venture enhances our presence in the Chinese market and our ability to lease our aircraft and engines throughout the entire Asia/Pacific region. We provide accounting related services to AerDragon.

As of September 30, 2018, AerDragon owned 29 narrowbody aircraft.

We have determined that AerDragon is a VIE, in which we do not have control and are not the PB. We do have significant influence and, accordingly, we account for our investment in AerDragon under the equity method of accounting.

AerLift

AerLift is a joint venture in which we have a 39% interest. We provide asset and lease management, insurance management and cash management services to AerLift for a fee. As of September 30, 2018 and December 31, 2017, we guaranteed debt of $92.3 million and $104.9 million, respectively, for AerLift. Other than the debt for which we act as a guarantor, the debt obligations of AerLift are non-recourse to us.

As of September 30, 2018, AerLift owned four widebody aircraft.

We have determined that AerLift is a VIE in which we do not have control and are not the PB. We do have significant influence and, accordingly, we account for our investment in AerLift under the equity method of accounting.

ACSAL

In June 2013, we completed a transaction under which we sold eight Boeing 737-800 aircraft to ACSAL, an affiliate of Guggenheim, in exchange for cash, and we made a capital contribution to ACSAL in exchange for 19% of its equity. We provide aircraft asset and lease management services to ACSAL for a fee.

As of September 30, 2018, ACSAL owned eight aircraft.

We have determined that ACSAL is a VIE in which we do not have control and are not the PB. We do have significant influence and, accordingly, we account for our investment in ACSAL under the equity method of accounting.

Peregrine

In December 2017, we invested in Peregrine, a vehicle established by NCB Capital for the purpose of acquiring a portfolio of aircraft from us. We have a 9.5% investment in Peregrine, and provide asset and lease management, insurance management, accounting and cash management services to Peregrine for a fee.

As of September 30, 2018, Peregrine owned 21 aircraft.

We have determined that Peregrine is a VIE in which we do not have control and are not the PB. We account for our equity investment in Peregrine under the cost method of accounting.

Other variable interest entities

We have variable interests in other entities in which we have determined we are not the PB because we do not have the power to direct the activities that most significantly affect the entities’ economic performance. Our variable interest in these entities consists of aircraft management servicing fees.

21. Related party transactions

AerDragon

We provide accounting related services to AerDragon. We charged AerDragon a fee for these services of $0.1 million and $0.2 million during the three months ended September 30, 2018 and 2017, respectively, and $0.4 million and $0.4 million during the nine months ended September 30, 2018 and 2017, respectively. In addition, we received a dividend of $1.7 million and $3.3 million from AerDragon during the nine months ended September 30, 2018 and 2017, respectively.

ACSAL

We provide aircraft asset and lease management services to ACSAL, for which we received a fee of $0.1 million and $0.2 million during the three months ended September 30, 2018 and 2017, respectively, and $0.4 million and $0.4 million during the nine months ended September 30, 2018 and 2017, respectively. In addition, we received a dividend of $0.2 million during the three months ended September 30, 2018 and $0.9 million during the nine months ended September 30, 2018. No dividend was received during the nine months ended September 30, 2017.

AerLift

We provide a variety of management services to, and guarantee certain debt of, AerLift, for which we received a fee of $0.4 million and $0.5 million during the three months ended September 30, 2018 and 2017, respectively, and $1.3 million and $1.4 million during the nine months ended September 30, 2018 and 2017, respectively. In addition, we received a dividend of $0.2 million and $1.5 million during the nine months ended September 30, 2018 and 2017, respectively.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
22. Commitments and contingencies

Aircraft on order
As of September 30, 2018, we had commitments to purchase 400 new aircraft scheduled for delivery through 2024. These commitments are based upon purchase agreements with Boeing, Airbus and Embraer. These agreements establish the pricing formulas (including adjustments for certain contractual escalation provisions) and various other terms with respect to the purchase of aircraft. Under certain circumstances, we have the right to alter the mix of aircraft types ultimately acquired.
Movements in prepayments on flight equipment during the nine months ended September 30, 2018 and 2017 were as follows:

	Nine Months Ended September 30,	
	2018	2017
Prepayments on flight equipment at beginning of period	$2,930,303	$3,265,979
Prepayments during the period	1,438,851	862,416
Interest paid and capitalized during the period	72,510	82,051
Prepayments and capitalized interest applied to the purchase of flight equipment	(1,125,573)	(878,616)
Prepayments on flight equipment at end of period	$3,316,091	$3,331,830

Additional details of our commitments and contingencies can be found in our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the SEC on March 9, 2018.
Asset value guarantees
We have potential obligations under contracts that guarantee a portion of the residual value of aircraft owned by third parties. These guarantees expire at various dates through 2023 and generally obligate us to pay the shortfall between the fair market value and the guaranteed value of the aircraft and, in certain cases, provide us with an option to purchase the aircraft for the guaranteed value. As of September 30, 2018, three guarantees were outstanding.
We regularly review the underlying values of the aircraft collateral to determine our exposure under these asset value guarantees. We did not record any asset value guarantee loss provisions during the three or nine months ended September 30, 2018 or 2017, respectively.
As of September 30, 2018 and December 31, 2017, the carrying value of the asset value guarantee liability was nil. As of September 30, 2018, the maximum aggregate potential commitment that we were obligated to pay under these guarantees, without any offset for the projected value of the aircraft or other contractual features that may limit our exposure, was approximately $38.1 million.
Other guarantees
We guarantee the replacement lease rental cash flows of two sold aircraft, in the event of a default and lease termination by the current lessees, up to agreed maximum amounts for each aircraft. These guarantees expire in 2020. We are obligated to perform under these guarantees in the event of a default and lease termination by the current lessees, and if the contracted net replacement lease rental rates do not equal or exceed the rental amounts in the current lease contracts. As of September 30, 2018 and December 31, 2017, the carrying value of these guarantees was $2.3 million, and was included in accounts payable, accrued expenses and other liabilities in our Condensed Consolidated Balance Sheets. As of September 30, 2018, the maximum undiscounted aggregate future guarantee payments that we could be obligated to make under these guarantees, without offset for the projected net future re-lease or extension rates, were approximately $10.5 million.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
22. Commitments and contingencies (Continued)

Legal proceedings
General
In the ordinary course of our business, we are a party to various legal actions, which we believe are incidental to the operations of our business. The Company regularly reviews the possible outcome of such legal actions, and accrues for such legal actions at the time a loss is probable and the amount of the loss can be estimated. In addition, the Company also reviews indemnities and insurance coverage, where applicable. Based on information currently available, we believe the potential outcome of those cases where we are able to estimate reasonably possible losses, and our estimate of the reasonably possible losses exceeding amounts already recognized, on an aggregated basis, is immaterial to our Condensed Consolidated Financial Statements.
VASP litigation
We leased 13 aircraft and three spare engines to Viação Aerea de São Paulo ("VASP"), a Brazilian airline. In 1992, VASP defaulted on its lease obligations and we commenced litigation against VASP to repossess our equipment. In 1992, we obtained a preliminary injunction for the repossession and export of 13 aircraft and three spare engines from VASP. We repossessed and exported the aircraft and engines in 1992. VASP appealed this decision. In 1996, the Appellate Court of the State of São Paulo ("TJSP") ruled in favor of VASP on its appeal. We were instructed to return the aircraft and engines to VASP for lease under the terms of the original lease agreements. The Appellate Court also granted VASP the right to seek damages in lieu of the return of the aircraft and engines. Since 1996 we have defended this case in the Brazilian courts through various motions and appeals. On March 1, 2006, the Superior Tribunal of Justice (the "STJ") dismissed our then-pending appeal and on April 5, 2006, a special panel of the STJ confirmed this decision. On May 15, 2006 we filed an extraordinary appeal with the Federal Supreme Court. In September 2009 the Federal Supreme Court requested an opinion on our appeal from the office of the Attorney General. This opinion was provided in October 2009. The Attorney General recommended that AerCap's extraordinary appeal be accepted for trial and that the case be subject to a new judgment before the STJ. On April 4, 2018, the Federal Supreme Court declined to accept our extraordinary appeal for trial. We appealed this decision on April 25, 2018.
On February 23, 2006, VASP commenced a procedure to calculate its alleged damages and since then we, VASP and the court have appointed experts to assist the court in calculating damages. Our appointed expert has concluded that no damages were incurred. The VASP-appointed expert has concluded that substantial damages were incurred, and has claimed that such damages should reflect monetary adjustments and default interest for the passage of time. The court-appointed expert has also concluded that no damages were incurred. Different public prosecutors have issued conflicting opinions. The first public prosecutor had filed an opinion that supports the view of the VASP-appointed expert. In response to that opinion, the court-appointed expert reaffirmed his conclusion. A subsequently-appointed public prosecutor subsequently filed a new opinion that is less supportive of the VASP-appointed expert's opinion, but the original public prosecutor then issued a third opinion consistent with the first one. On October 30, 2017, the court decided that VASP had suffered no damages. On April 20, 2018, VASP appealed this decision. We believe, however, and we have been advised, that it is not probable that VASP will ultimately be able to recover damages from us even if VASP prevails on the issue of liability. The outcome of the legal process is, however, uncertain. The ultimate amount of damages, if any, payable to VASP cannot reasonably be estimated at this time. We continue to actively pursue all courses of action that may reasonably be available to us and intend to defend our position vigorously.
In July 2006, we brought a claim for damages against VASP in the English courts, seeking damages incurred by AerCap as a result of VASP's default under seven leases that were governed by English law. VASP filed applications challenging the jurisdiction of the English court, and sought to adjourn the jurisdictional challenge pending the sale of some of its assets in Brazil. We opposed this application and by an order dated March 6, 2008, the English court dismissed VASP's applications.
In September 2008, the bankruptcy court in Brazil ordered the bankruptcy of VASP. VASP appealed this decision. In December 2008, we filed with the English court an application for default judgment, seeking damages plus accrued

interest pursuant to seven lease agreements. On March 16, 2009, we obtained a default judgment in which we were awarded approximately $40 million in damages plus accrued interest. We subsequently applied to the STJ for an order ratifying the English judgment, so that it might be submitted in the VASP bankruptcy. The STJ granted AerCap's application and entered an order ratifying the English judgment. Although VASP appealed that order, it is fully effective pending a resolution of VASP's appeal of the order ratifying the English judgment.

In addition to our claim in the English courts, AerCap has also brought actions against VASP in the Irish courts to recover damages incurred as a result of VASP's default under nine leases governed by Irish law. The Irish courts granted an order for service of process, and although VASP opposed service in Brazil, the STJ ruled that service of process had been properly completed. After some additional delay due to procedural issues related to VASP's bankruptcy, the Irish action went forward. Upon VASP's failure to appear, the High Court entered default judgment in favor of AerCap, finding VASP liable for breach of its obligations under the leases. On October 24, 2014, the High Court entered two judgments in favor of AerCap, awarding us aggregate damages in the amount of approximately $36.9 million. We subsequently applied to the STJ for an order ratifying the Irish judgments, so that they might be submitted in the VASP bankruptcy. The STJ granted AerCap's application and ratified the Irish judgments.

AerCap has submitted both the Irish and the English judgments in the VASP bankruptcy; the bankruptcy court has required that the claims submitted limit interest on the judgments to that accrued on or before the commencement of VASP's bankruptcy, which has resulted in claims of approximately $40 million for the English judgments and approximately $24 million for the Irish judgments.

On November 6, 2012, the STJ ruled in favor of VASP on its appeal from the order placing it in bankruptcy. Acting alone, the reporting justice of the appellate panel ordered the bankruptcy revoked and the matter converted to a judicial reorganization. Several creditors of VASP appealed that ruling to the full panel of the STJ. On December 17, 2012, the Special Court of the STJ reversed the ruling of the reporting justice and upheld the order placing VASP in bankruptcy. The decision was published on February 1, 2013. On February 25, 2013, the lapse of time for appeal (res judicata) was certified.

Transbrasil litigation

In the early 1990s, two AerCap-related companies (the "AerCap Lessors") leased an aircraft and two engines to Transbrasil S/A Linhas Areas ("Transbrasil"), a now-defunct Brazilian airline. By 1998, Transbrasil had defaulted on various obligations under its leases with AerCap, along with other leases it had entered into with GECC and certain of its affiliates (collectively with GECC, the "GE Lessors"). GECAS was the servicer for all these leases at the time. Subsequently, Transbrasil issued promissory notes (the "Notes") to the AerCap lessors and GE Lessors (collectively the "Lessors") in connection with restructurings of the leases. Transbrasil defaulted on the Notes and GECC brought an enforcement action on behalf of the Lessors in 2001. Concurrently, GECC filed an action for the involuntary bankruptcy of Transbrasil.

Transbrasil brought a lawsuit against the Lessors in February 2001 (the "Transbrasil Lawsuit"), claiming that the Notes had in fact been paid at the time GECC brought the enforcement action. In 2007, the trial judge ruled in favor of Transbrasil. That decision was appealed. In April 2010, the appellate court published a judgment (the "2010 Judgment") rejecting the Lessors' appeal, ordering them to pay Transbrasil statutory penalties equal to double the face amount of the Notes (plus interest and monetary adjustments) as well as damages for any losses incurred as a result of the attempts to collect on the Notes. The 2010 Judgment provided that the amount of such losses would be calculated in separate proceedings in the trial court (the "Indemnity Claim"). In June 2010, the AerCap Lessors and GE Lessors separately filed special appeals before the STJ in Brazil. These special appeals were subsequently admitted for hearing.

In July 2011, Transbrasil brought three actions for provisional enforcement of the 2010 Judgment (the "Provisional Enforcement Actions"): one to enforce the award of statutory penalties; a second to recover attorneys' fees related to that award, and a third to enforce the Indemnity Claim. Transbrasil submitted its alleged calculation of statutory penalties, which, according to Transbrasil, amounted to approximately $210 million in the aggregate against all defendants, including interest and monetary adjustments. AerCap and its co-defendants opposed provisional enforcement of the 2010 judgment, arguing, among other things, that Transbrasil's calculations were greatly exaggerated.

Transbrasil also initiated proceedings to determine the amount of its alleged Indemnity Claim. The court appointed an expert to determine the measure of damages and the defendants appointed an assistant expert. We believe we have strong arguments to convince the expert and the court that Transbrasil suffered no damage as a result of the defendants' attempts to collect on the Notes.

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In February 2012, AerCap brought a civil complaint against GECAS and GECC in the State of New York (the “New York Action”), alleging, among other things, that GECAS and GECC had violated certain duties to AerCap in connection with their attempts to enforce the Notes and their defense of Transbrasil’s lawsuit. In November 2012, AerCap, GECAS, and the GE Lessors entered into a settlement agreement resolving all of the claims raised in the New York Action. The terms of the settlement agreement are confidential.

In October 2013, the STJ granted the special appeals filed by GECAS and its related parties, effectively reversing the 2010 Judgment in most respects as to all of the Lessors.

In February 2014, Transbrasil appealed the STJ’s ruling of October 2013 to another panel of the STJ. The appellate panel rejected Transbrasil’s appeal in November 2016, preserving the October 2013 order.

In light of the STJ’s ruling of October 2013, the trial court has ordered the dismissal of two of Transbrasil’s Provisional Enforcement Actions—those seeking statutory penalties and attorneys’ fees. The TJSP has since affirmed the dismissals of those actions and Transbrasil has appealed that order. Transbrasil’s Provisional Enforcement Action with respect to the Indemnity Claim remains pending; however, the action has currently been stayed pending a final decision in the Transbrasil Lawsuit.

Yemen Airways-Yemenia litigation

ILFC is named in a lawsuit in connection with the 2009 crash of an Airbus A310-300 aircraft owned by ILFC and on lease to Yemen Airways-Yemenia, a Yemeni carrier (“Hassanati Action”). The Hassanati plaintiffs are families of deceased occupants of the flight and seek unspecified damages for wrongful death, costs, and fees. The Hassanati Action commenced in January 2011 and was pending in the United States District Court for the Central District of California. On February 18, 2014, the district court granted summary judgment in ILFC’s favor and dismissed all of the Hassanati plaintiffs’ remaining claims. The Hassanati plaintiffs appealed. On March 22, 2016, the appellate court rejected the appeal. On April 22, 2016, the Hassanati plaintiffs refiled their action at the trial court. The trial court granted ILFC’s motion to dismiss the Hassanati plaintiffs’ second complaint on November 22, 2016 and entered judgment in favor of ILFC. The Hassanati plaintiffs appealed and the appellate court rejected plaintiffs' appeal on September 17, 2018.

On August 29, 2014, a new group of plaintiffs filed a lawsuit against ILFC in the United States District Court for the Central District of California (the “Abdallah Action”). The Abdallah Action claims unspecified damages from ILFC on the same theory as does the Hassanati Action. On June 30, 2017, the parties to the Abdallah action executed a Master Settlement Agreement setting forth terms on which Yemenia’s insurance carrier proposes to settle the case with each claimant family. Upon the claimant families’ execution of individual release and discharge agreements and upon ILFC’s and Yemenia’s confirmation of a sufficient number of participating claimants, the claims by such participating claimants against ILFC and Yemenia in the Abdallah Action will be dismissed in exchange for payment from Yemenia’s insurance carrier. We believe that ILFC has substantial defenses on the merits and is adequately covered by available liability insurance in respect of both the Hassanati Action and the Abdallah Action.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
23. Fair value measurements

The Company determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy as described below. Where limited or no observable market data exists, fair value measurements for assets and liabilities are primarily based on management's own estimates and are calculated based upon the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results may not be realized in actual sale or immediate settlement of the asset or liability.
The degree of judgment used in measuring the fair value of a financial and non-financial asset or liability generally correlates with the level of pricing observability. We classify our fair value measurements based on the observability and significance of the inputs used in making the measurement, as provided below:
Level 1 — Quoted prices available in active markets for identical assets or liabilities as of the reported date.
Level 2 — Observable market data. Inputs include quoted prices for similar assets, liabilities (risk adjusted) and market-corroborated inputs, such as market comparables, interest rates, yield curves and other items that allow value to be determined.
Level 3 — Unobservable inputs from our own assumptions about market risk developed based on the best information available, subject to cost benefit analysis. Inputs may include our own data.
Fair value measurements are classified in their entirety based on the lowest level of input that is significant to their fair value measurement.
Assets and liabilities measured at fair value on a recurring basis
As of September 30, 2018 and December 31, 2017, our derivative portfolio consisted of interest rate swaps and caps. The fair value of derivatives is based on dealer quotes for identical instruments. We have also considered the credit rating and risk of the counterparty of the derivative contract based on quantitative and qualitative factors. As such, the valuation of these instruments was classified as Level 2.
The following tables present our financial assets and liabilities that we measured at fair value on a recurring basis by level within the fair value hierarchy as of September 30, 2018 and December 31, 2017:

	September 30, 2018			
	Total	Level 1	Level 2	Level 3
Assets				
Derivative assets	$120,853	$ —	$120,853	$ —

	December 31, 2017			
	Total	Level 1	Level 2	Level 3
Assets				
Derivative assets	$48,896	$ —	$48,896	$ —

Assets and liabilities measured at fair value on a non-recurring basis
We measure the fair value of certain definite-lived intangible assets and our flight equipment on a non-recurring basis, when U.S. GAAP requires the application of fair value, including when events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. Additional details of recoverability assessments performed on certain definite-lived intangible assets and our flight equipment are described in our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the SEC on March 9, 2018.
Management develops the assumptions used in the fair value measurements. Therefore, the fair value measurements of definite-lived intangible assets and flight equipment are classified as Level 3 valuations.

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Definite-lived intangible assets

We use the income approach to measure the fair value of definite-lived intangible assets, which is based on the present value of estimated future cash flows to be generated from the asset.

Flight equipment

Inputs to non-recurring fair value measurements categorized as Level 3

We use the income approach to measure the fair value of flight equipment, which is based on the present value of estimated future cash flows. Key inputs to the estimated future cash flows for flight equipment include current contractual lease cash flows, projected future non-contractual lease or sale cash flows, extended to the end of the aircraft's estimated holding period in its highest and best use, and a contractual or estimated disposition value.

The current contractual lease cash flows are based on the in-force lease rates. The projected future non-contractual lease cash flows are estimated based on the aircraft type, age, and the airframe and engine configuration of the aircraft. The projected non-contractual lease cash flows are applied to follow-on lease terms, which are estimated based on the age of the aircraft at the time of re-lease and are assumed through the estimated holding period of the aircraft. The estimated holding period is the period over which future cash flows are assumed to be generated. Shorter holding periods can result when a potential sale or future part-out of an individual aircraft has been contracted for, or is likely. In instances of a potential sale or part-out, the holding period is based on the estimated sale or part-out date. The disposition value is generally estimated based on aircraft type. In situations where the aircraft will be disposed of, the disposition value assumed is based on an estimated part-out value or the contracted sale price.

The estimated future cash flows, as described above, are then discounted to present value. The discount rate used is based on the aircraft type and incorporates assumptions market participants would use regarding the market attractiveness of the aircraft type, the likely debt and equity financing components, and the required returns of those financing components.

Sensitivity to changes in unobservable inputs

When estimating the fair value measurement of flight equipment, we consider the effect of a change in a particular assumption independently of changes in any other assumptions. In practice, simultaneous changes in assumptions may not always have a linear effect on inputs.

The significant unobservable inputs utilized in the fair value measurement of flight equipment are the discount rate, the remaining estimated holding period and the non-contractual cash flows. The discount rate is affected by movements in the aircraft funding markets, including fluctuations in required rates of return in debt and equity, and loan to value ratios. The remaining estimated holding period and non-contractual cash flows represent management's estimate of the remaining service period of an aircraft and the estimated non-contractual cash flows over the remaining life of the aircraft. An increase in the discount rate would decrease the fair value measurement of the aircraft, while an increase in the remaining estimated holding period or the estimated non-contractual cash flows would increase the fair value measurement of the aircraft.

Fair value disclosures of financial instruments

The fair value of restricted cash and cash and cash equivalents approximates their carrying value because of their short-term nature (Level 1). The fair value of notes receivables approximates its carrying value (Level 2). The fair value of our long-term unsecured debt is estimated using quoted market prices for similar or identical instruments, depending on the frequency and volume of activity in the market. The fair value of our long-term secured debt is estimated using a discounted cash flow analysis based on current market interest rates and spreads for debt with similar characteristics (Level 2). Derivatives are recognized in our Condensed Consolidated Balance Sheets at their fair value. The fair value of derivatives is based on dealer quotes for identical instruments. We have also considered the credit rating and risk of the counterparties of the derivative contracts based on quantitative and qualitative factors (Level 2). The fair value of guarantees is determined by reference to the fair market value or future lease cash flows of the underlying aircraft and the guaranteed amount (Level 3).

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AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
23. Fair value measurements (Continued)

All of our financial instruments are measured at amortized cost, other than derivatives which are measured at fair value on a recurring basis. The carrying amounts and fair values of our most significant financial instruments as of September 30, 2018 and December 31, 2017 were as follows:

	September 30, 2018				
	Carrying value	Fair value	Level 1	Level 2	Level 3
Assets					
Cash and cash equivalents	$1,175,969	$1,175,969	$1,175,969	$—	$ —
Restricted cash	232,800	232,800	232,800	—	—
Derivative assets	120,853	120,853	—	120,853	—
	$1,529,622	$1,529,622	$1,408,769	$120,853	$ —
Liabilities					
Debt	$28,553,333 (a)	$28,350,309	$—	$28,350,309	$ —
	$28,553,333	$28,350,309	$—	$28,350,309	$ —

(a) Excludes debt issuance costs and debt discounts.

	December 31, 2017				
	Carrying value	Fair value	Level 1	Level 2	Level 3
Assets					
Cash and cash equivalents	$1,659,669	$1,659,669	$1,659,669	$—	$ —
Restricted cash	364,456	364,456	364,456	—	—
Derivative assets	48,896	48,896	—	48,896	—
	$2,073,021	$2,073,021	$2,024,125	$48,896	$ —
Liabilities					
Debt	$28,580,800 (a)	$29,074,375	$—	$29,074,375	$ —
	$28,580,800	$29,074,375	$—	$29,074,375	$ —

(a) Excludes debt issuance costs and debt discounts.

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

24. Supplemental guarantor financial information

The following supplemental financial information is presented to comply with Rule 3-10 of Regulation S-X.

AGAT/AICDC Notes

From time to time since the completion of the ILFC acquisition, AerCap Trust and AICDC have co-issued additional senior unsecured notes (the “AGAT/AICDC” Notes). The proceeds from these offerings have been used for general corporate purposes.

The following table provides a summary of the outstanding AGAT/AICDC Notes as of September 30, 2018:

	September 30, 2018			
	Amount outstanding	Interest rate		Maturity
May 2014 Notes	$2,199,864	3.75% - 4.50%		2019 - 2021
September 2014 Notes	800,000	5.00	%	2021
June 2015 Notes	1,000,000	4.25% - 4.625%		2020 - 2022
October 2015 Notes	1,000,000	4.625	%	2020
May 2016 Notes	1,000,000	3.95	%	2022
January 2017 Notes	600,000	3.50	%	2022
July 2017 Notes	1,000,000	3.65	%	2027
November 2017 Notes	800,000	3.50	%	2025
January 2018 Notes	1,150,000	3.30% - 3.875%		2023 - 2028
June 2018 Notes	600,000	4.125	%	2023
August 2018 Notes	600,000	4.45%		2025
Total	$10,749,864			

The AGAT/AICDC Notes are jointly and severally and fully and unconditionally guaranteed by AerCap Holdings N.V. (the “Parent Guarantor”) and by AerCap Ireland Limited, AerCap Aviation Solutions B.V., ILFC and AerCap U.S. Global Aviation LLC (together, the “Subsidiary Guarantors”).

The following condensed consolidating financial information presents the Condensed Consolidating Balance Sheets as of September 30, 2018 and December 31, 2017, the Condensed Consolidating Income Statements and Condensed Consolidating Statements of Comprehensive Income for the three and nine months ended September 30, 2018 and 2017, and the Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2018 and 2017 of (i) the Parent Guarantor; (ii) AerCap Trust; (iii) AICDC; (iv) the Subsidiary Guarantors on a combined basis; (v) the non-guarantor subsidiaries on a combined basis; (vi) elimination entries necessary to consolidate the Parent Guarantor with AerCap Trust and AICDC, the Subsidiary Guarantors and the non-guarantor subsidiaries; and (vii) the Company on a consolidated basis. Investments in consolidated subsidiaries are presented under the equity method of accounting. A portion of our cash and cash equivalents is held by subsidiaries and access to such cash by us for group purposes is limited.

In accordance with Rule 3-10 of Regulation S-X, separate financial statements and other disclosures with respect to AerCap Trust, AICDC and the Subsidiary Guarantors have not been provided, as AerCap Trust, AICDC and the Subsidiary Guarantors are 100%-owned by the Parent Guarantor, all guarantees of the AGAT/AICDC Notes are joint and several and full and unconditional and the Parent Guarantor’s financial statements have been filed for the periods specified by Rules 3-01 and 3-02 of Regulation S-X.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Balance Sheet

	September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Assets							
Cash and cash equivalents	$4	$154	$ 17	$853	$148	$—	$1,176
Restricted cash	—	—	—	1	232	—	233
Flight equipment held for operating leases, net	—	9,724	—	2,835	20,628	—	33,187
Maintenance rights intangible and lease premium, net	—	597	—	31	565	—	1,193
Flight equipment held for sale	—	115	—	23	312	—	450
Net investment in finance and sales-type leases	—	575	—	65	383	—	1,023
Prepayments on flight equipment	—	1,766	—	5	1,545	—	3,316
Investments including investments in subsidiaries	10,330	1,311	8,724	6,295	131	(26,660)	131
Intercompany receivables	120	16,781	67	12,029	5,601	(34,598)	—
Other assets	82	476	99	495	289	—	1,441
Total Assets	$10,536	$31,499	$ 8,907	$22,632	$29,834	$(61,258)	$42,150
Liabilities and Equity							
Debt	$—	$17,300	$ 449	$8	$10,630	$—	$28,387
Intercompany payables	1,658	3,518	4,931	11,622	12,869	(34,598)	—
Other liabilities	8	1,936	3	555	2,337	—	4,839
Total liabilities	1,666	22,754	5,383	12,185	25,836	(34,598)	33,226
Total AerCap Holdings N.V. shareholders' equity	8,870	8,745	3,524	10,379	4,012	(26,660)	8,870
Non-controlling interest	—	—	—	68	(14)	—	54
Total Equity	8,870	8,745	3,524	10,447	3,998	(26,660)	8,924
Total Liabilities and Equity	$10,536	$31,499	$ 8,907	$22,632	$29,834	$(61,258)	$42,150

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Balance Sheet

	December 31, 2017						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Assets							
Cash and cash equivalents	$21	$222	$ 14	$ 1,227	$ 176	$—	$1,660
Restricted cash	—	—	—	10	354	—	364
Flight equipment held for operating leases, net	—	10,461	—	1,959	19,977	—	32,397
Maintenance rights intangible and lease premium, net	—	758	—	35	709	—	1,502
Flight equipment held for sale	—	168	—	—	463	—	631
Net investment in finance and sales-type leases	—	520	—	193	283	—	996
Prepayments on flight equipment	—	2,340	—	4	586	—	2,930
Investments including investments in subsidiaries	9,632	1,066	8,037	5,670	122	(24,405)	122
Intercompany receivables	128	14,495	80	9,989	5,281	(29,973)	—
Other assets	96	603	85	366	288	—	1,438
Total Assets	$9,877	$30,633	$ 8,216	$ 19,453	$28,239	$ (54,378)	$42,040
Liabilities and Equity							
Debt	$—	$17,098	$ 398	$ 24	$10,901	$—	$28,421
Intercompany payables	1,276	3,527	4,875	9,202	11,093	(29,973)	—
Other liabilities	22	1,950	—	471	2,537	—	4,980
Total liabilities	1,298	22,575	5,273	9,697	24,531	(29,973)	33,401
Total AerCap Holdings N.V. shareholders’ equity	8,579	8,058	2,943	9,684	3,721	(24,405)	8,580
Non-controlling interest	—	—	—	72	(13)	—	59
Total Equity	8,579	8,058	2,943	9,756	3,708	(24,405)	8,639
Total Liabilities and Equity	$9,877	$30,633	$ 8,216	$ 19,453	$28,239	$ (54,378)	$42,040

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Income Statement

	Three Months Ended September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Revenues and other income							
Lease revenue	$—	$ 354	$ —	$ 80	$ 698	$ —	$1,132
Net gain on sale of assets	—	8	—	—	12	—	20
Other income (loss)	14	201	1	169	65	(436)	14
Total Revenues and other income	14	563	1	249	775	(436)	1,166
Expenses							
Depreciation and amortization	—	137	—	34	242	—	413
Asset impairment	—	—	—	9	4	—	13
Interest expense	—	222	43	58	341	(372)	292
Leasing expenses	—	23	—	8	54	—	85
Selling, general and administrative expenses	16	22	—	31	58	(64)	63
Total Expenses	16	404	43	140	699	(436)	866
(Loss) income before income taxes and income of investments accounted for under the equity method	(2)	159	(42)	109	76	—	300
Provision for income taxes	—	(19)	5	(14)	(11)	—	(39)
Equity in net earnings of investments accounted for under the equity method	—	—	—	—	3	—	3
Net (loss) income before income from subsidiaries	(2)	140	(37)	95	68	—	264
Income (loss) from subsidiaries	265	80	220	113	(179)	(499)	—
Net income (loss)	$263	$ 220	$ 183	$ 208	$ (111)	$ (499)	$264
Net income attributable to non-controlling interest	—	—	—	—	(1)	—	(1)
Net income (loss) attributable to AerCap Holdings N.V.	$263	$ 220	$ 183	$ 208	$ (112)	$ (499)	$263

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Income Statement

	Three Months Ended September 30, 2017						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Revenues and other income							
Lease revenue	$—	$ 400	$ —	$ 55	$ 746	$ —	$1,201
Net gain on sale of assets	—	48	—	12	4	—	64
Other income (loss)	1	188	1	159	74	(414)	9
Total Revenues and other income	1	636	1	226	824	(414)	1,274
Expenses							
Depreciation and amortization	—	150	—	22	256	—	428
Asset impairment	—	6	—	3	37	—	46
Interest expense	—	186	42	132	275	(355)	280
Leasing expenses	—	66	—	6	66	—	138
Selling, general and administrative expenses	11	26	—	35	71	(59)	84
Total Expenses	11	434	42	198	705	(414)	976
(Loss) income before income taxes and income of investments accounted for under the equity method	(10)	202	(41)	28	119	—	298
Provision for income taxes	2	(25)	5	(6)	(10)	—	(34)
Equity in net earnings of investments accounted for under the equity method	—	—	—	—	2	—	2
Net (loss) income before income from subsidiaries	(8)	177	(36)	22	111	—	266
Income (loss) from subsidiaries	274	39	216	186	(170)	(545)	—
Net income (loss)	$266	$ 216	$ 180	$ 208	$ (59)	$ (545)	$266
Net income attributable to non-controlling interest	—	—	—	—	—	—	—
Net income (loss) attributable to AerCap Holdings N.V.	$266	$ 216	$ 180	$ 208	$ (59)	$ (545)	$266

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Income Statement

	Nine Months Ended September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Revenues and other income							
Lease revenue	$—	$ 1,153	$ —	$ 207	$ 2,023	$ —	$3,383
Net gain on sale of assets	—	44	—	13	104	—	161
Other income (loss)	49	572	3	513	204	(1,305)	36
Total Revenues and other income	49	1,769	3	733	2,331	(1,305)	3,580
Expenses							
Depreciation and amortization	—	433	—	90	731	—	1,254
Asset impairment	—	—	—	9	20	—	29
Interest expense	—	664	122	270	877	(1,082)	851
Leasing expenses	—	86	—	27	208	—	321
Selling, general and administrative expenses	65	79	—	104	209	(223)	234
Total Expenses	65	1,262	122	500	2,045	(1,305)	2,689
(Loss) income before income taxes and income of investments accounted for under the equity method	(16)	507	(119)	233	286	—	891
Provision for income taxes	2	(63)	15	(29)	(41)	—	(116)
Equity in net earnings of investments accounted for under the equity method	—	—	—	—	9	—	9
Net (loss) income before income from subsidiaries	(14)	444	(104)	204	254	—	784
Income (loss) from subsidiaries	797	232	676	570	(622)	(1,653)	—
Net income (loss)	$783	$676	$ 572	$ 774	$ (368)	$ (1,653)	$784
Net income attributable to non-controlling interest	—	—	—	—	(1)	—	(1)
Net income (loss) attributable to AerCap Holdings N.V.	$783	$676	$ 572	$ 774	$ (369)	$ (1,653)	$783

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Income Statement

	Nine Months Ended September 30, 2017						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Revenues and other income							
Lease revenue	$—	$ 1,251	$ —	$ 149	$ 2,116	$ —	$3,516
Net gain on sale of assets	—	104	—	17	60	—	181
Other income (loss)	4	508	3	427	272	(1,136)	78
Total Revenues and other income	4	1,863	3	593	2,448	(1,136)	3,775
Expenses							
Depreciation and amortization	—	477	—	63	762	—	1,302
Asset impairment	—	6	—	3	42	—	51
Interest expense	—	529	131	288	861	(968)	841
Leasing expenses	—	200	—	21	175	—	396
Restructuring related expenses	—	—	—	—	15	—	15
Selling, general and administrative expenses	41	77	—	96	206	(168)	252
Total Expenses	41	1,289	131	471	2,061	(1,136)	2,857
(Loss) income before income taxes and income of investments accounted for under the equity method	(37)	574	(128)	122	387	—	918
Provision for income taxes	5	(72)	16	(31)	(33)	—	(115)
Equity in net earnings of investments accounted for under the equity method	—	—	—	—	7	—	7
Net (loss) income before income from subsidiaries	(32)	502	(112)	91	361	—	810
Income (loss) from subsidiaries	842	209	711	570	(602)	(1,730)	—
Net income (loss)	$810	$711	$ 599	$ 661	$ (241)	$ (1,730)	$810
Net income attributable to non-controlling interest	—	—	—	—	—	—	—
Net income (loss) attributable to AerCap Holdings N.V.	$810	$711	$ 599	$ 661	$ (241)	$ (1,730)	$810

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

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AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Statement of Comprehensive Income

	Three Months Ended September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Net income (loss)	$263	$ 220	$ 183	$ 208	$ (111)	$ (499)	$264
Other comprehensive income:							
Net change in fair value of derivatives, net of tax	—	—	—	10	—	—	10
Total other comprehensive income	—	—	—	10	—	—	10
Comprehensive income (loss)	263	220	183	218	(111)	(499)	274
Comprehensive income attributable to non-controlling interest	—	—	—	—	(1)	—	(1)
Total comprehensive income (loss) attributable to AerCap Holdings N.V.	$263	$ 220	$ 183	$ 218	$ (112)	$ (499)	$273

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

Condensed Consolidating Statement of Comprehensive Income

	Three Months Ended September 30, 2017						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Net income (loss)	$266	$ 216	$ 180	$ 208	$ (59)	$ (545)	$266
Other comprehensive income:							
Net change in fair value of derivatives, net of tax	—	—	—	3	—	—	3
Total other comprehensive income	—	—	—	3	—	—	3
Comprehensive income (loss)	266	216	180	211	(59)	(545)	269
Comprehensive income attributable to non-controlling interest	—	—	—	—	—	—	—
Total comprehensive income (loss) attributable to AerCap Holdings N.V.	$266	$ 216	$ 180	$ 211	$ (59)	$ (545)	$269

(a)

Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Statement of Comprehensive Income

	Nine Months Ended September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Net income (loss)	$783	$ 676	$ 572	$ 774	$ (368)	$ (1,653)	$784
Other comprehensive income:							
Net change in fair value of derivatives, net of tax	—	—	—	35	3	—	38
Total other comprehensive income	—	—	—	35	3	—	38
Comprehensive income (loss)	783	676	572	809	(365)	(1,653)	822
Comprehensive income attributable to non-controlling interest	—	—	—	—	(1)	—	(1)
Total comprehensive income (loss) attributable to AerCap Holdings N.V.	$783	$ 676	$ 572	$ 809	$ (366)	$ (1,653)	$821

(a) Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

Condensed Consolidating Statement of Comprehensive Income

	Nine Months Ended September 30, 2017						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Net income (loss)	$810	$ 711	$ 599	$ 661	$ (241)	$ (1,730)	$810
Other comprehensive income:							
Net change in fair value of derivatives, net of tax	—	—	—	1	—	—	1
Total other comprehensive income	—	—	—	1	—	—	1
Comprehensive income (loss)	810	711	599	662	(241)	(1,730)	811
Comprehensive income attributable to non-controlling interest	—	—	—	—	—	—	—
Total comprehensive income (loss) attributable to AerCap Holdings N.V.	$810	$ 711	$ 599	$ 662	$ (241)	$ (1,730)	$811

(a)

Guarantors consist of AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland Ltd. and ILFC.

AerCap Holdings N.V. and Subsidiaries
Notes to the Unaudited Condensed Consolidated Financial Statements (Continued)
(U.S. Dollars in thousands or as otherwise stated, except share and per share data)
24. Supplemental guarantor financial information (Continued)

Condensed Consolidating Statement of Cash Flows

	Nine Months Ended September 30, 2018						
	AerCap Holdings N.V.	AerCap Global Aviation Trust	AerCap Ireland Capital Designated Activity Company	Guarantors (a)	Non-Guarantors	Eliminations	Total
	(U.S. Dollars in millions)						
Net income (loss)	$783	$ 676	$ 572	$ 774	$ (368)	$ (1,653)	$784
Adjustments to reconcile net income (loss) to net cash provided by operating activities:							
(Income) loss from subsidiaries	(797)	(232)	(676)	(570)	622	1,653	—
Depreciation and amortization	—	433	—	90	731	—	1,254
Asset impairment	—	—	—	9	20	—	29
Amortization of debt issuance costs and debt discount	—	13	4	2	31	—	50
Amortization of lease premium intangibles	—	1	—	—	9	—	10
Amortization of fair value adjustments on debt	—	(115)	—	—	(1)	—	(116)
Accretion of fair value adjustments on deposits and maintenance liabilities	—	6	—	—	8	—	14
Maintenance rights write-off	—	104	—	8	123	—	235
Maintenance liability release to income	—	(48)	—	(31)	(98)	—	(177)
Net gain on sale of assets	—	(44)	—	(13)	(104)	—	(161)
Deferred income taxes	(2)	63	(15)	30	42	—	118
Other	43	2	—	20	9	—	74
Cash flow from operating activities before changes in working capital	27	859	(115)	319	1,024	—	2,114
Working capital	553	(891)	68	(80)	298	—	(52)
Net cash provided by (used in) operating activities	580	(32)	(47)	239	1,322	—	2,062
Purchase of flight equipment	—	(672)	—	(806)	(722)	—	(2,200)
Proceeds from sale or disposal of assets	—	651	—	120	567	—	1,338
Prepayments on flight equipment	—	(462)	—	—	(1,044)	—	(1,506)
Collections of finance and sales-type leases	—	36	—	18	20	—	74
Other	—	—	—	—	(21)	—	(21)
Net cash used in investing activities	—	(447)	—				