

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[INDEX TO CONSOLIDATED FINANCIAL STATEMENTS](#)

[Table of Contents](#)

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 20-F**

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

**For the fiscal year ended December 31, 2012**

**Commission file number 001-33159**

**AerCap Holdings N.V.**

(Exact name of Registrant as specified in its charter)

**The Netherlands**

(Jurisdiction of incorporation or organization)

**AerCap**

**AerCap House**

**Stationsplein 965**

**1117 CE Schiphol**

**The Netherlands**

**+ 31 20 655 9655**

(Address of principal executive offices)

**Wouter M. den Dikken, AerCap House, Stationsplein 965, 1117 CE Schiphol, The Netherlands,**

**Telephone number: +31 20 655 9655, Fax number: +31 20 655 9100**

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares	The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**6.375% Senior Unsecured Notes due 2017**

Indicate the number of outstanding shares of each of the issuer's classes of capital or ordinary stock as of the close of the period covered by the annual report.

Ordinary Shares, Euro 0.01 par value

**113,363,535**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

---

---

**TABLE OF CONTENTS**

<a href="#">Special Note About Forward Looking Statements</a>	<a href="#">1</a>
<b><a href="#">PART I</a></b>	
<a href="#">Item 1. Identity of Directors, Senior Management and Advisers</a>	<a href="#">2</a>
<a href="#">Item 2. Offer Statistics and Expected Timetable</a>	<a href="#">2</a>
<a href="#">Item 3. Key Information</a>	<a href="#">2</a>
<a href="#">Risk Factors</a>	<a href="#">5</a>
<a href="#">Item 4. Information on the Company</a>	<a href="#">26</a>
<a href="#">Item 4A. Unresolved Staff Comments</a>	<a href="#">44</a>
<a href="#">Item 5. Operating and Financial Review and Prospects</a>	<a href="#">45</a>
<a href="#">Item 6. Directors, Senior Management and Employees</a>	<a href="#">86</a>
<a href="#">Item 7. Major Shareholders and Related Party Transactions</a>	<a href="#">98</a>
<a href="#">Item 8. Financial Information</a>	<a href="#">99</a>
<a href="#">Item 9. The Offer and Listing.</a>	<a href="#">99</a>
<a href="#">Item 10. Additional Information.</a>	<a href="#">101</a>
<a href="#">Item 11. Quantitative and Qualitative Disclosures About Market Risk.</a>	<a href="#">117</a>
<a href="#">Item 12. Description of Securities Other than Equity Securities.</a>	<a href="#">118</a>
<b><a href="#">PART II</a></b>	
<a href="#">Item 13. Defaults, Dividend Arrearages and Delinquencies.</a>	<a href="#">118</a>
<a href="#">Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.</a>	<a href="#">118</a>
<a href="#">Item 15. Controls and Procedures.</a>	<a href="#">119</a>
<a href="#">Item 16A. Audit committee financial expert.</a>	<a href="#">119</a>
<a href="#">Item 16B. Code of Conduct.</a>	<a href="#">120</a>
<a href="#">Item 16C. Principal Accountant Fees and Services.</a>	<a href="#">120</a>
<a href="#">Item 16D. Exemptions from the Listing Standards for Audit Committees.</a>	<a href="#">120</a>
<a href="#">Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.</a>	<a href="#">120</a>
<a href="#">Item 16G. Corporate Governance</a>	<a href="#">121</a>
<a href="#">Item 16H. Mine Safety Disclosures</a>	<a href="#">122</a>
<b><a href="#">PART III</a></b>	
<a href="#">Item 17. Financial Statements.</a>	<a href="#">122</a>
<a href="#">Item 18. Financial Statements.</a>	<a href="#">122</a>
<a href="#">Item 19. Exhibits.</a>	<a href="#">122</a>
<a href="#">Signatures</a>	<a href="#">124</a>
<a href="#">Index to Consolidated Financial Statements</a>	<a href="#">F-1</a>

## **SPECIAL NOTE ABOUT FORWARD LOOKING STATEMENTS**

This annual report includes "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, principally under the captions "Item 3. Key Information—Risks Related to our Business", "Item 4. Information on the Company" and "Item 5. Operating and Financial Review and Prospects". We have based these forward looking statements largely on our current beliefs and projections about future events and financial trends affecting our business. Many important factors, in addition to those discussed in this annual report, could cause our actual results to differ substantially from those anticipated in our forward looking statements, including, among other things:

- the availability of capital to us and to our customers and changes in interest rates;
- the ability of our lessees and potential lessees to make operating lease payments to us;
- our ability to successfully negotiate aircraft purchases, sales and leases, to collect outstanding amounts due and to repossess aircraft under defaulted leases, and to control costs and expenses;
- decreases in the overall demand for commercial aircraft leasing and aircraft management services;
- the economic condition of the global airline and cargo industry;
- competitive pressures within the industry;
- the negotiation of aircraft management services contracts;
- regulatory changes affecting commercial aircraft operators, aircraft maintenance, engine standards, accounting standards and taxes; and
- the risks set forth in "Item 3. Key Information—Risk Factors" included in this annual report.

The words "believe", "may", "aim", "estimate", "continue", "anticipate", "intend", "expect" and similar words are intended to identify forward looking statements. Forward looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, the effects of future regulation and the effects of competition. Forward looking statements speak only as of the date they were made and we undertake no obligation to update publicly or to revise any forward looking statements because of new information, future events or other factors. In light of the risks and uncertainties described above, the forward looking events and circumstances described in this annual report might not occur and are not guarantees of future performance.

---

## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

AerCap Holdings N.V. was formed as a Netherlands public limited liability company ("*naamloze vennootschap*" or "*N.V.*") on July 10, 2006. On November 27, 2006, we completed the initial public offering of 26.1 million of our ordinary shares on the New York Stock Exchange. On August 6, 2007 we completed the secondary offering of 20.0 million additional ordinary shares on the New York Stock Exchange. On March 25, 2010, the all-share acquisition of Genesis (the "Genesis Transaction") was completed and increased our outstanding ordinary shares by 34.3 million. On November 11, 2010, we completed a transaction with Abu Dhabi-based investment holding company Waha Capital PJSC (the "WahaTransaction"). As part of this transaction our outstanding ordinary shares increased by 29.8 million. On October 7, 2011, we closed on the sale of AeroTurbine to International Lease Finance Corp ("ILFC"). On November 14, 2012 we sold our equity interest in Aircraft Lease Securitisation Limited ("ALS") to a subsidiary of Guggenheim Partners, LLC ("Guggenheim"). During 2011 and 2012 we repurchased 35.9 million of our ordinary shares in the market under our share repurchase programs. These shares have all been cancelled. As of December 31, 2012, we had 113.4 million shares issued and outstanding.

#### Selected financial data.

The following table presents AerCap Holdings N.V.'s selected consolidated financial data for each of the periods indicated, prepared in accordance with US GAAP. This information should be read in conjunction with AerCap Holdings N.V.'s audited consolidated financial statements and related notes and "Item 5. Operating and Financial Review and Prospects". The financial information presented as of December 31, 2011 and 2012 and for the years ended December 31, 2008, 2009, 2010, 2011 and 2012 was derived from AerCap Holdings N.V.'s audited consolidated financial statements included in this annual report. The financial information presented as of December 31, 2008, 2009 and 2010 was derived from AerCap Holdings N.V. audited consolidated financial statements not included in this annual report.

**Consolidated Balance Sheets Data:**

	As of December 31,				
	2008	2009	2010	2011	2012
	(US dollars in thousands)				
<b>Assets</b>					
Cash and cash equivalents	\$ 193,563	\$ 182,617	\$ 404,450	\$ 411,081	\$ 520,401
Restricted cash	113,397	140,746	222,464	237,325	279,843
Flight equipment held for operating leases, net	3,989,629	5,230,437	8,061,260	7,895,874	7,261,899
Notes receivable	134,067	138,488	15,497	5,200	78,163
Prepayments on flight equipment	448,945	527,666	199,417	95,619	53,594
Other assets	531,225	549,547	697,519	462,533	387,518
<b>Total assets</b>	<b>\$ 5,410,826</b>	<b>\$ 6,769,501</b>	<b>\$ 9,600,607</b>	<b>\$ 9,107,632</b>	<b>\$ 8,581,418</b>
Debt	3,790,487	4,846,664	6,566,163	6,111,165	5,803,499
Other liabilities	494,284	509,505	817,047	713,150	655,013
<i>Total liabilities</i>	4,284,771	5,356,169	7,383,210	6,824,315	6,458,512
AerCap Holdings N.V. shareholders' equity	1,109,037	1,258,009	2,211,350	2,277,236	2,122,038
Non-controlling interest	17,018	155,323	6,047	6,081	868
<i>Total equity</i>	1,126,055	1,413,332	2,217,397	2,283,317	2,122,906
<b>Total liabilities and equity</b>	<b>\$ 5,410,826</b>	<b>\$ 6,769,501</b>	<b>\$ 9,600,607</b>	<b>\$ 9,107,632</b>	<b>\$ 8,581,418</b>

**Consolidated Income Statement Data:**

	Year ended December 31,				
	2008(1)(2)	2009(1)(2)	2010(1)(2)(4)	2011	2012
(US dollars in thousands except share and per share amounts)					
<b>Revenues</b>					
Lease revenue	\$ 541,455	\$ 581,134	\$ 902,320	\$ 1,050,536	\$ 997,147
Net gain (loss) on sale of assets	77,107	40,243	36,204	9,284	(46,421)
Management fee revenue	11,749	12,964	12,975	19,059	17,311
Interest revenue	18,018	9,459	3,913	2,761	2,471
Other revenue	4,113	3,692	3,866	12,283	2,012
<b>Total revenues</b>	<b>652,442</b>	<b>647,492</b>	<b>959,278</b>	<b>1,093,923</b>	<b>972,520</b>
<b>Expenses</b>					
Depreciation	154,130	194,161	307,706	361,210	357,347
Asset impairment	5,282	18,833	10,905	15,594	12,625
Interest on debt	208,914	86,193	233,985	292,486	286,019
Other expenses	59,843	68,067	67,829	73,836	78,241
Selling, general and administrative expenses(3)	85,630	76,628	80,627	120,746	83,409
<b>Total expenses</b>	<b>513,799</b>	<b>443,882</b>	<b>701,052</b>	<b>863,872</b>	<b>817,641</b>
<b>Income from continuing operations before income taxes and income of investments accounted for under the equity method</b>	<b>138,643</b>	<b>203,610</b>	<b>258,226</b>	<b>230,051</b>	<b>154,879</b>
Provision for income taxes	833	(953)	(22,194)	(15,460)	(8,067)
Net income of investments accounted for under the equity method	—	983	3,713	10,904	11,630
<b>Net income from continuing operations</b>	<b>139,476</b>	<b>203,640</b>	<b>239,745</b>	<b>225,495</b>	<b>158,442</b>
Income (loss) from discontinued operations (AeroTurbine, including loss on disposal), net of tax	1,447	2,731	(3,199)	(52,745)	—

Bargain purchase gain ("Amalgamation gain"), net of transaction expenses	—	—	274	—	—
<b>Net Income</b>	<b>\$ 140,923</b>	<b>\$ 206,371</b>	<b>\$ 236,820</b>	<b>\$ 172,750</b>	<b>\$ 158,442</b>
Net loss (income) attributable to non-controlling interest, net of tax	10,883	(41,205)	(29,247)	(526)	5,213
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 151,806</b>	<b>\$ 165,166</b>	<b>\$ 207,573</b>	<b>\$ 172,224</b>	<b>\$ 163,655</b>
Total earnings per share, basic and diluted	\$ 1.79	\$ 1.94	\$ 1.81	\$ 1.17	1.24
Earnings (loss) per share from discontinued operations, basic and diluted	\$ 0.02	\$ 0.03	\$ (0.03)	\$ (0.36)	—
Earnings per share from continued operations attributable to AerCap Holdings N.V., basic and diluted	\$ 1.77	\$ 1.91	\$ 1.84	\$ 1.53	1.24
Weighted average shares outstanding, basic and diluted	85,036,957	85,036,957	114,952,639	146,587,752	131,492,057

- (1) As a result of the sale of AeroTurbine and based on ASC 205-20, which governs financial statements for discontinued operations, the results of AeroTurbine have been reclassified to discontinued operations.
- (2) Certain reclassifications have been made to prior years consolidated income statements to reflect the current year presentation.
- (3) Includes share based compensation of \$6.6 million (\$5.8 million, net of tax), \$3.0 million (\$2.6 million, net of tax), \$2.9 million (\$2.5 million, net of tax), \$6.2 million (\$5.4 million, net of tax) and \$7.1 million (\$6.3 million, net of tax) in the years ended December 31, 2008, 2009, 2010, 2011 and 2012 respectively.
- (4) Includes the results of Genesis for the period from March 25, 2010 (date of acquisition) to December 31, 2010.

## RISK FACTORS

### Risks Related to Our Business

*We require significant capital to fund our obligations under our forward purchase commitments.*

As of December 31, 2012, we had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft. In order to meet our commitments under our forward purchase contracts, and to maintain an adequate level of unrestricted cash we will need to raise additional funds through a combination of accessing committed debt facilities and securing additional financing for pre-delivery and final delivery payment obligations and we may need to raise additional funds through selling aircraft or other aircraft investments, including participations in our joint ventures, and if necessary, generating proceeds from potential capital market transactions. Our typical sources of funding may not be sufficient to meet our operating requirements and fund our forward purchase commitments and we may be required to raise additional capital through the issuance of new equity or equity-linked securities. If we issue new equity or equity-linked securities, the percentage ownership of our then current shareholders would be diluted. Any newly issued equity or equity-linked securities may have rights, preferences or privileges senior to those of our ordinary shares.

*Our business model depends on the continual re-leasing of our aircraft when current leases expire and the leasing of new aircraft on order, and we may not be able to do so on favorable terms, if at all.*

Our business model depends on the continual re-leasing of our aircraft when our current leases expire in order to generate sufficient revenues to finance our operations and pay our debt service obligations. Between December 31, 2012 and December 31, 2015, aircraft leases accounting for 24.8% of our lease revenues for the year ended December 31, 2012, are scheduled to expire and the aircraft subject to those leases that we do not sell prior to lease termination will need to be re-leased or the current leases will need to be extended. In 2012, we generated \$83.7 million of revenues from leases that are scheduled to expire in 2013, \$69.8 million of revenues from leases that are scheduled to expire in 2014 and \$93.5 million of revenues from leases that are scheduled to expire in 2015. Our ability to re-lease our existing aircraft or lease a new aircraft prior to delivery will depend on general market and competitive conditions at the time the leases expire. If we are unable to re-lease an existing aircraft or lease a new aircraft prior to delivery on acceptable terms, our lease revenue and margin may decline and we may need to sell the aircraft at unfavorable prices to provide adequate funds for our debt service obligations and to otherwise finance our operations.

*Our financial condition is dependent, in part, on the financial strength of our lessees; lessee defaults, bankruptcies and other credit problems could adversely affect our financial results.*

Our financial condition depends on the financial strength of our lessees, our ability to appropriately assess the credit risk of our lessees and the ability of lessees to perform under our leases. In 2012, we generated the primary portion of our revenue from leases to the aviation industry, and as a result, we are indirectly affected by all the risks facing airlines today. The ability of our lessees to perform their obligations under our leases will depend primarily on the lessee's financial condition and cash flow, which may be affected by factors outside our control, including:

- passenger air travel and air cargo rates;
- passenger air travel and air cargo demand;

## [Table of Contents](#)

- competition;
- economic conditions and currency fluctuations in the countries and regions in which the lessee operates;
- the price and availability of jet fuel;
- availability and cost of financing;
- fare levels;
- geopolitical and other events, including war, acts of terrorism, outbreaks of epidemic diseases and natural disasters;
- increases in operating costs, including labor costs and other general economic conditions affecting our lessees' operations;
- labor difficulties;
- governmental regulation and associated fees affecting the air transportation business; and
- environmental regulations, including, but not limited to, restrictions on carbon emissions.

Generally, airlines with high financial leverage are more likely than airlines with stronger balance sheets to seek operating leases. As a result, most of our existing lessees are not rated investment grade by the principal U.S. rating agencies and may suffer liquidity problems, and, at any point in time, may experience lease payment difficulties or be significantly in arrears in their obligations under our leases. Some lessees encountering financial difficulties may seek a reduction in their lease rates or other concessions, such as a decrease in their contribution toward maintenance obligations. Further or future downturns in the aviation industry could greatly exacerbate the weakened financial condition and liquidity problems of some of our lessees and further increase the risk of delayed, missed or reduced rental payments. We may not correctly assess the credit risk of each lessee or charge lease rates which correctly reflect the related risks and our lessees may not be able to continue to meet their financial and other obligations under our leases in the future. A delayed, missed or reduced rental payment from a lessee decreases our revenues and cash flow. Our default levels may increase over time if economic conditions deteriorate. If lessees of a significant number of our aircraft default on their leases, our financial results will be adversely affected.

***If our lessees encounter financial difficulties and we decide to restructure our leases, the restructuring would likely result in less favorable leases which could adversely affect our financial results.***

If a lessee is late in making payments, fails to make payments in full or in part under a lease or has advised us that it will fail to make payments in full or in part under a lease in the future, we may elect or be required to restructure the lease, which could result in less favorable terms or termination of a lease without receiving all or any of the past due amounts. We may be unable to agree upon acceptable terms for some or all of the requested restructurings and as a result may be forced to exercise our remedies under those leases. If we, in the exercise of our remedies, repossess an aircraft, we may not be able to re-lease the aircraft promptly at favorable rates, if at all. We expect that additional restructurings and/or repossessions with some lessees will occur in the future. If additional repossessions occur we will incur significant cost and expenses which are unlikely to be recouped and terms and conditions of possible lease restructurings may result in a significant reduction of lease revenue, all of which may adversely affect our financial results.

***In 2012, we incurred significant costs resulting from lease defaults.***

We may also suffer other adverse consequences as a result of a lessee default and the related termination of the lease and the repossession of the related aircraft. Our rights upon a lessee default

## [Table of Contents](#)

vary significantly depending upon the jurisdiction and the applicable law, including the need to obtain a court order for repossession of the aircraft and/or consents for de-registration or re-export of the aircraft. When a defaulting lessee is in bankruptcy, protective administration, insolvency or similar proceedings, additional limitations may apply. Certain jurisdictions give rights to the trustee in bankruptcy or a similar officer to assume or reject the lease or to assign it to a third party, or entitle the lessee or another third party to retain possession of the aircraft without paying lease rentals or performing all or some of the obligations under the relevant lease. In addition, certain of our lessees are owned in whole, or in part, by government related entities, which could complicate our efforts to repossess our aircraft in that government's jurisdiction. Accordingly, we may be delayed in, or prevented from, enforcing certain of our rights under a lease and in re-leasing the affected aircraft.

If we repossess an aircraft, we will not necessarily be able to export or de-register and profitably redeploy the aircraft. For instance, where a lessee or other operator flies only domestic routes in the jurisdiction in which the aircraft is registered, repossession may be more difficult, especially if the jurisdiction permits the lessee or the other operator to resist de-registration. We may also incur significant costs in retrieving or recreating aircraft records required for registration of the aircraft, and in obtaining the certificate of airworthiness for an aircraft. If we incur significant costs repossessing our aircraft, are delayed in repossessing our aircraft or are unable to obtain possession of our aircraft as a result of lessee defaults, our financial results may be materially and adversely affected.

During 2012, five of our lessees, leasing nine of our aircraft, defaulted. The total cost of these defaults in terms of lost revenue during off-lease periods, impairments and related technical costs totaled \$43.6 million during 2012. As a result of the current economic environment, the highly competitive nature of the airline industry and increasing fuel prices, additional lessees might default on their lease obligations or file for bankruptcy in the future. If we are required to repossess an aircraft they lease, we may be required to incur significant unexpected costs. Those costs include legal and other expenses of court or other governmental proceedings, including the cost of posting security bonds or letters of credit necessary to effect repossession of the aircraft, particularly if the lessee is contesting the proceedings or is in bankruptcy. In addition, during these proceedings the relevant aircraft is not generating revenue. We may also incur substantial maintenance, refurbishment or repair costs that a defaulting lessee has failed to pay and that are necessary to put the aircraft in suitable condition for re-lease or sale. It may also be necessary to pay off liens, taxes and other governmental charges on the aircraft to obtain clear possession and to remarket the aircraft effectively, including, in some cases, liens that the lessee may have incurred in connection with the operation of its other aircraft. We may also incur other costs in connection with the physical possession of the aircraft.

***The business of leasing, financing and selling aircraft has historically experienced prolonged periods of oversupply during which lease rates and aircraft values, relating particularly to older and less fuel efficient aircraft, have declined, and any future oversupply could materially and adversely affect our financial results.***

In the past, the business of leasing, financing and selling aircraft has experienced prolonged periods of equipment shortages and oversupply. Over recent years the business of leasing, financing and selling aircraft has moved from a market that had been characterized by relative shortage to one of oversupply for certain older, less fuel-efficient aircraft. The oversupply of a specific type of aircraft typically depresses the lease rates for, and the value of, that type of aircraft. The supply and demand for aircraft is affected by various cyclical and non-cyclical factors that are outside of our control, including:

- passenger and air cargo demand;
- fuel costs and general economic conditions;
- geopolitical events, including war, prolonged armed conflict and acts of terrorism;

## [Table of Contents](#)

- outbreaks of communicable diseases and natural disasters;
- governmental regulation;
- interest rates;
- the availability and cost of financing;
- airline restructurings and bankruptcies;
- manufacturer production levels and technological innovation;
- manufacturers merging or exiting the industry or ceasing to produce aircraft types;
- retirement and obsolescence of aircraft models;
- increases in production rates from manufacturers;
- reintroduction into service of aircraft previously in storage; and
- airport and air traffic control infrastructure constraints.

A number of airlines have postponed or cancelled delivery of new aircraft and have reduced the size of the fleet of aircraft they operate. These measures increase the number of available aircraft in the marketplace which, along with the factors described above, may produce sharp and prolonged decreases in aircraft lease rates and values, and could have a material adverse effect on our ability to re-lease our aircraft. Any of these factors could materially and adversely affect our financial results.

Over the last three years, we have experienced a slowdown in demand for our older less fuel-efficient aircraft, such as our older Boeing 737-300s, -400s and -500s (737 classics), Boeing 747-400 Freighters, other older Boeing aircraft and older Airbus A320s. As of December 31, 2012, 1.9% of our owned fleet, by book value, consists of nine older, less fuel-efficient aircraft in excess of 15 years of age. This slow-down in demand has put downward pressure on lease rates for these aircraft and made it more difficult for us to lease these aircraft when their leases expire or are terminated. If this slow-down continues, we expect further decreases in lease rates for older less fuel-efficient aircraft. These decreases would adversely affect our financial results.

***The value and lease rates of our aircraft could decline and this would have a material adverse effect on our financial results.***

Aircraft values and lease rates have historically experienced sharp decreases due to a number of factors including, but not limited to, decreases in passenger air travel and air cargo demand, increases in fuel costs, government regulation and increases in interest rates. In addition to factors linked to the aviation industry generally, many other factors may affect the value and lease rates of our aircraft, including:

- the particular maintenance, operating history and documentary records of the aircraft;
- the number of operators using that type of aircraft;
- the regulatory authority under which the aircraft is operated;
- whether the aircraft is subject to a lease and, if so, whether the lease terms are favorable to the lessor;
- the age of our aircraft;
- any renegotiation of a lease on less favorable terms;

- the negotiability of clear title free from mechanics liens and encumbrances;

## [Table of Contents](#)

- any regulatory and legal requirements that must be satisfied before the aircraft can be purchased, sold or re-leased;
- decrease in the credit-worthiness of our lessees;
- compatibility of our aircraft configurations or specifications with other aircraft owned by operators of that type;
- comparative value based on newly manufactured competitive aircraft; and
- the availability of spare parts.

Any decrease in the value and lease rates of aircraft which may result from the above factors or other factors not mentioned above, may have a material adverse effect on our financial results.

### ***The recent changes in demand and supply of aircraft could depress lease rates and the value of our aircraft portfolio.***

During the recent global recession, the airline industry substantially curtailed capacity. As traffic demand recovered from late 2009, the continued capacity control resulted in a substantial recovery in financial performance of the airline industry. Because year on year growth rates are diminishing after the initial recovery while aircraft manufacturers are gradually increasing production rates the risk of renewed overcapacity in the market is increasing. The potential for deteriorating financial performance of the airline industry as a result of capacity growth exceeding traffic demand growth could result in lower demand for our aircraft. As a result values and lease rates for our aircraft might be negatively impacted.

In addition, the decrease in capital available to finance the purchase price of aviation assets resulting from the recent global financial crisis has reduced the level of activity in the secondary trading market for such aircraft since many purchasers have been unable to obtain the necessary financing. A prolonged slowdown in secondary market activity will limit our ability to generate cash from sales of aviation assets which will have a material adverse impact on our financial condition and liquidity. In addition the significant decrease of activity in the secondary aircraft trading market is likely to result in lower prices for any aircraft sold.

### ***We were required to write-down the value of some of our assets during 2010, 2011 and 2012 and if economic conditions worsen again or further worsen, we may be required to make additional write-downs.***

We test long-lived assets for impairment whenever events or changes in circumstances indicate that the assets' carrying amounts are not recoverable from their undiscounted cash flows. We performed an impairment analysis of our long-lived assets during the year 2012 and as of December 31, 2012. In this impairment analysis, we focused on aircraft older than 15 years, since the cash flows supporting our carrying values of those aircraft are more dependent upon current lease contracts, which leases are more sensitive to weakness in the global economic environment. In addition, we believe that residual values of older aircraft are more exposed to non-recoverable declines in value in the current economic environment. The impairment analysis resulted in an impairment charge of \$12.6 million in the year ended December 31, 2012. The impairment charge recognized related to four older A320 aircraft and one Boeing 737 classic. In the years ended December 31, 2010 and 2011, we recognized impairment charges of \$10.9 million and \$15.6 million, respectively.

If conditions again worsen significant uncertainties may cause a potential adverse impact on our business. In particular, our estimates and assumptions regarding forecasted cash flows from our long-lived assets would need to be reassessed. This includes the duration of the economic downturn along with the timing and strength of the pending recovery, both of which are important variables for purposes of our long-lived asset impairment tests. Any of our assumptions may prove to be inaccurate

[Table of Contents](#)

which could adversely impact forecasted cash flows of certain long-lived assets, especially for aircraft older than 15 years. If so, it is possible that an impairment may be triggered for other long-lived assets in 2013 and that any such impairment amounts may be material. As of December 31, 2012, nine aircraft were older than 15 years of age, with a net book value of \$134.1 million which represented 1.9% of our total flight equipment held for operating lease.

***Our limited control over our joint ventures may delay or prevent us from implementing our business strategy which may adversely affect our financial results.***

We are currently joint venture partners in several joint ventures, including AerCap Partners I & II, AerDragon and AerLift. Under the joint venture agreements, we share control over significant decisions with our joint venture partners. Since we have limited control over our joint ventures and may not be able to exercise control over any future joint venture, we may not be able to require our joint ventures to take actions that we believe are necessary to implement our business strategy. Accordingly, this limited control could have a material adverse effect on our financial results.

***Changes in interest rates may adversely affect our financial results.***

We use floating rate debt to finance the acquisition of a significant portion of our aircraft and engines. As of December 31, 2011 and December 31, 2012, we had \$4.2 billion and \$3.5 billion, respectively, of floating rate indebtedness outstanding. We incurred floating rate interest expense of \$95.9 million in the year ended December 31, 2012. If interest rates increase, we would be obligated to make higher interest payments to our lenders. Our practice has been to protect ourselves against interest rate increases on a portion of our floating-rate liabilities by entering into derivative contracts, such as interest rate caps and interest rate swaps. However, we remain exposed to changes in interest rates to the extent that our derivative contracts are not correlated to our financial liabilities (Please refer to pages 117 through 118 for details regarding our interest rate derivatives). In addition, we are exposed to the credit risk that the counter parties to our derivative contracts will default in their obligations. If we incur significant fixed rate debt in the future, increased interest rates prevailing in the market at the time of the incurrence or refinancing of such debt will also increase our interest expense.

Decreases in interest rates may also adversely affect our interest revenue on cash deposits as well as lease revenues generated from leases with lease rates tied to floating interest rates. In the year ended December 31, 2012, 13.3% of our basic lease revenue was attributable to leases with lease rates tied to floating interest rates. Therefore, if interest rates were to decrease, our lease revenue would decrease. In addition, since our fixed rate leases are based, in part, on prevailing interest rates at the time we enter into the lease, if interest rates decrease, new fixed rate leases we enter into may be at lower lease rates and our lease revenue will be adversely affected.

As of December 31, 2012, if interest rates were to increase by 1%, we would expect to incur an increase in interest expense on our floating rate indebtedness of approximately \$31.1 million on an annualized basis, including the offsetting benefits of interest rate caps and swaps currently in effect, which would be partially offset by an increase in our interest revenue of approximately \$4.0 million and lease revenue by approximately \$9.0 million on an annualized basis. A decrease in interest rates would result in a saving in our interest expense, which would be partially offset by a reduction in the interest revenue and lease revenue.

***Our level of indebtedness requires significant debt service payments.***

As of December 31, 2012, our consolidated indebtedness was \$5.8 billion and represented 68% of our total assets as of that date and our interest expense (including the impact of hedging activities) was \$286 million for the year ended December 31, 2012. Due to the capital intensive nature of our business and our strategy of expanding our aircraft portfolio, we expect that we will incur additional

## [Table of Contents](#)

indebtedness in the future and continue to maintain levels of indebtedness. If market conditions worsen and precipitate further declines in aircraft and aviation related markets, our operations may not generate sufficient cash to service our debt which will have a material adverse impact on us. Our level of indebtedness:

- causes a substantial portion of our cash flows from operations to be dedicated to interest and principal payments and therefore not available to fund our operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes;
- restricts the ability of some of our subsidiaries and joint ventures to make distributions to us;
- may impair our ability to obtain additional financing in the future;
- may limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- may make us more vulnerable to downturns in our business, our industry or the economy in general.

***The concentration of some aircraft models in our aircraft portfolio could adversely affect our business and financial results should any problems specific to these particular models occur.***

Due to the high concentration of Airbus A320 family and A330 aircraft in our aircraft portfolio, our financial results may be adversely affected if the demand for these aircraft models declines, if they are redesigned or replaced by their manufacturer or if these aircraft models experience design or technical problems. As of December 31, 2012, 73.5% of the net book value of our aircraft portfolio was represented by Airbus aircraft. Our owned aircraft portfolio included 10 aircraft types, the five highest concentrations of which together represented 95.9% of our aircraft by net book value. The four highest concentrations were Airbus A320 aircraft, representing 35.5% of the net book value of our aircraft portfolio, Airbus A330 aircraft, representing 25.4% of the net book value of our aircraft portfolio, Boeing 737 aircraft, representing 22.5% of the net book value of our aircraft portfolio, and Airbus A319 aircraft, representing 8.7% of the net book value of our aircraft portfolio. No other aircraft type represented more than 5% of our portfolio by net book value. In addition to our significant number of existing Airbus aircraft, as of December 31, 2012, we had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), and 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft, and had entered into sales contracts for four aircraft and executed a letter of intent to sell five aircraft.

Should any of these aircraft types in general encounter technical or other problems, the value and lease rates of those aircraft will likely decline, and we may be unable to lease the aircraft on favorable terms, if at all. Any significant technical problems with any such aircraft models could result in the grounding of the aircraft. Any decrease in the value and lease rates of our aircraft may have a material adverse effect on our financial results.

***We are indirectly subject to many of the economic and political risks associated with emerging markets, which could adversely affect our financial results.***

A significant number of our aircraft are leased to airlines in emerging market countries. As of December 31, 2012, we leased 49.6% of our aircraft, weighted by net book value, to airlines in emerging market countries. The emerging markets in which our aircraft are operated are Brazil, Bulgaria, Chile, China, Czech Republic, Ecuador, Egypt, El Salvador, Hungary, India, Indonesia, Jordan, Mexico, Pakistan, Philippines, Poland, Republic of Korea, Russia, Slovenia, Taiwan, Thailand,

[Table of Contents](#)

Tunisia, Turkey, Ukraine, United Arab Emirates and Vietnam. We also may lease aircraft to airlines in other emerging market countries in the future.

Emerging market countries have less developed economies that are more vulnerable to economic and political problems and may experience significant fluctuations in gross domestic product, interest rates and currency exchange rates, as well as civil disturbances, government instability, nationalization and expropriation of private assets and the imposition of taxes or other charges by government authorities. The occurrence of any of these events in markets served by our lessees and the resulting economic instability that may arise could adversely affect the value of our ownership interest in aircraft subject to lease in such countries, or the ability of our lessees which operate in these markets to meet their lease obligations. As a result, lessees which operate in emerging market countries may be more likely to default than lessees that operate in developed countries. In addition, legal systems in emerging market countries may be less developed, which could make it more difficult for us to enforce our legal rights in such countries. For these and other reasons, our financial results may be materially and adversely affected by adverse economic and political developments in emerging market countries.

***We are exposed to significant regional political and economic risks due to the concentration of our lessees in certain geographical regions which could adversely affect our financial results.***

Through our lessees, we are exposed to local economic and political conditions. Such adverse economic and political conditions include additional regulation or, in extreme cases, requisition of our aircraft. The effect of these conditions on payments to us will be more or less pronounced, depending on the concentration of lessees in the region with adverse conditions. The airline industry is highly sensitive to general economic conditions. A recession or other worsening of economic conditions, as currently seen in many regions, may have a material adverse effect on the ability of our lessees to meet their financial and other obligations under our leases. Furthermore a disruption in the financial markets, terrorist attack, high fuel prices or a weak local currency may increase the adverse impact on our lessees.

Lease rental revenues from lessees based in Europe accounted for 39% of our lease revenues in 2012. Commercial airlines in Europe face, and can be expected to continue to face, increased competitive pressures, in part as a result of the deregulation of the airline industry by the European Union and the resulting expansion of low-cost carriers. European countries generally have relatively strict environmental regulations and traffic constraints that can restrict operational flexibility and decrease aircraft productivity, which could significantly increase operating costs of all aircraft, including our aircraft, thereby adversely affecting our lessees. While European passenger traffic growth in 2012 was relatively strong considering the European economic environment, the region did suffer several airline bankruptcies, including Spanair and Malev, during 2012. According to International Air Transport Association ("IATA"), airline passenger traffic in Europe grew by 5.1% and freight traffic contracted by 2.9% in 2012 compared to 2011. The substantial risk of another economic recession in Europe in 2013 could adversely impact the financial health of some European airlines including our lessees. A reduction in traffic growth in Europe could lower demand and lease rates and our ability to lease and release our aircraft in Europe.

Lease rental revenues from lessees based in Asia/Pacific/Russia accounted for 36% of our lease revenues in 2012. In recent periods, Asia has been one of the highest growth areas for airline passenger traffic and freight traffic, which has resulted in strong demand for aircraft from the region. According to IATA, Asian/Pacific airline passenger traffic in 2012 increased by 6% compared to 2011. While overall passenger traffic in the Asia Pacific region continued to expand faster than the 5.3% growth rate recorded by IATA for world passenger traffic in 2012, some segments in the Asian Pacific market show significant weakness. For example cargo traffic and Indian domestic passenger traffic were particularly weak in 2012. Indian domestic passenger traffic contracted by 2.1% in 2012, in stark contrast to the 16.4% growth achieved in 2011. Kingfisher Airlines ceased operations in 2012 also

## [Table of Contents](#)

drastically reducing capacity growth in the Indian domestic market, which was limited to 0.3% in 2012. However if downturn in air travel in India continues, while the remaining Indian airlines continue to rapidly expand, the financial health of Indian airlines could be adversely impacted, including that of our lessees. Many airlines in the Asia Pacific region generate a relatively large portion of their revenues from cargo traffic, which contracted by 5.5% in 2012 and 1.5% globally. As a result if the downturn in the air freight market persists, it could adversely impact individual airline financial performance, including that of our lessees and it could adversely impact cargo aircraft demand and lease rates and our ability to lease and release our freighter aircraft.

Lease rental revenues from lessees based in North America, accounted for 14% of our lease revenues in 2012. According to IATA, passenger traffic increased by 1% compared to 2011 and freight traffic increased by 0.5% in 2012. The lack of growth in the North American market has been offset by capacity discipline among North American airlines, which increased by only 0.3% in 2012. However the order backlog for North American carriers has increased substantially in recent years, creating the potential for accelerated capacity growth. Continuing slow traffic growth in North America in combination with accelerated capacity growth in 2013 could adversely affect the financial health of some airlines in the region, including our lessees, which also would adversely impact aircraft demand and lease rates and our ability to lease and release our aircraft.

Lease rental revenues from lessees based in Latin America accounted for 7% of our lease revenues in 2012. The economies of Latin American countries are generally characterized by lower levels of foreign investment and greater economic volatility when compared to industrialized countries. Although Latin American airlines saw passenger traffic grow by 7.7% during 2012 according to IATA, the competitive environment and worsening economic conditions could still negatively impact the financial health of some Latin American airlines, including our lessees.

Lease rental revenues from lessees based in Africa/Middle East accounted for 4% of our lease revenues in 2012. In recent years the airline industry in the Middle East experienced tremendous growth as a result of high oil prices, strong economic growth, significant investment in attracting tourism and gradual deregulation of the airline industry. The rapid traffic growth in the Middle East continued in 2012 with passenger traffic growing 12.6% year on year while cargo traffic increased by 14.7% according to IATA. Due to the region's substantial aircraft order backlog, continued high paced growth is required to prevent overcapacity. As such the scheduled capacity growth committed by airlines in this region through aircraft orders could have an adverse impact on the financial health of some Middle Eastern airlines, including our lessees.

***If we or our lessees fail to maintain our aircraft, their value may decline and we may not be able to lease or re-lease our aircraft at favorable rates, if at all, which would adversely affect our financial results.***

We may be exposed to increased maintenance costs for our leased aircraft associated with a lessee's failure to properly maintain the aircraft or pay supplemental maintenance rent. If an aircraft is not properly maintained, its market value may decline which would result in lower revenues from its lease or sale. Under our leases, our lessees are primarily responsible for maintaining the aircraft and complying with all governmental requirements applicable to the lessee and the aircraft, including operational, maintenance, government agency oversight, registration requirements and airworthiness directives. Although we require many of our lessees to pay us a supplemental maintenance rent, failure of a lessee to perform required maintenance during the term of a lease could result in a decrease in value of an aircraft, an inability to re-lease an aircraft at favorable rates, if at all, or a potential grounding of an aircraft. Maintenance failures by a lessee would also likely require us to incur maintenance and modification costs upon the termination of the applicable lease, which could be substantial, to restore the aircraft to an acceptable condition prior to sale or re-leasing. Supplemental maintenance rent paid by our lessees may not be sufficient to fund our maintenance costs. Our lessees' failure to meet their obligations to pay supplemental maintenance rent or perform required scheduled

[Table of Contents](#)

maintenance or our inability to maintain our aircraft may materially and adversely affect our financial results.

***Strong competition from other aircraft lessors could adversely affect our financial results.***

The aircraft leasing industry is highly competitive. Our competition is comprised of major aircraft leasing companies including GE Capital Aviation Services ("GECAS"), ILFC, CIT Aerospace, Aviation Capital Group, Air Lease Corporation, SMBC Aviation Capital, AWAS Aviation Capital Limited, FLY Leasing Limited, BOC Aviation and AirCastle Ltd.

In addition, we may encounter competition from other entities such as:

- airlines;
- aircraft manufacturers;
- financial institutions, including those seeking to dispose of re-possessed aircraft at distressed prices;
- aircraft brokers;
- public and private partnerships, investors and funds with more capital to invest in aircraft and engines; and
- other aircraft leasing companies that we do not currently consider our major competitors.

Some of these competitors have greater operating and financial resources than us. We may not always be able to compete successfully with such competitors and other entities, which could materially and adversely affect our financial results.

***Aircraft have limited economically useful lives and depreciate over time, which can adversely affect our financial condition.***

As our aircraft age, they will depreciate and generally the aircraft will generate lower revenues and cash flows. As of December 31, 2012, 1.9% of our aircraft portfolio by net book value was older than 15 years. If we do not replace our older depreciated aircraft with newer aircraft, our ability to maintain or increase our revenues and cash flows will decline. In addition, if we dispose of an aircraft for a price that is less than the depreciated book value of the aircraft on our balance sheet, we will recognize a loss on the sale.

***The advanced age of some of our aircraft may cause us to incur higher than anticipated maintenance expenses, which could adversely affect our financial results.***

In general, the costs of operating an aircraft, including maintenance expenditures, increase as the aircraft ages. In addition, older aircraft are typically less fuel-efficient, noisier and produce higher levels of emissions, than newer aircraft and may be more difficult to re-lease or sell. In a depressed market, the value of older aircraft may decline more rapidly than the values of newer aircraft and our operating results may be adversely affected. Increased variable expenses like fuel, maintenance and increased governmental regulation could make the operation of older aircraft less profitable and may result in increased lessee defaults. Incurring higher than anticipated maintenance expenses associated with the advanced age of some of our aircraft or our inability to sell or re-lease such older aircraft would materially and adversely affect our financial results.

***The advent of superior aircraft and engine technology or the introduction of a new line of aircraft could cause our existing aircraft portfolio to become outdated and therefore less desirable, which could adversely affect our financial results.***

As manufacturers introduce technological innovations and new types of aircraft and engines, some of the aircraft and engines in our aircraft portfolio may become less desirable to potential lessees. In addition, the imposition of increased regulation regarding stringent noise or emissions restrictions may make some of our aircraft and engines less desirable in the marketplace. Any of these risks may adversely affect our ability to lease or sell our aircraft on favorable terms, if at all, which would have a material adverse effect on our financial results.

New aircraft manufacturers, such as Mitsubishi Aircraft Corporation in Japan, Sukhoi Company (JSC) in Russia and Aviation Industries in China could someday produce aircraft that compete with current offerings from Airbus, ATR, Boeing, Bombardier and Embraer. Additionally, new manufacturers may develop a narrowbody aircraft that competes with established aircraft types from Boeing and Airbus, and the new products could put downward price pressure on and decrease the marketability for aircraft from Boeing and Airbus. New aircraft types that are introduced into the market could be more attractive for the target lessees of our aircraft.

Additionally, the market may not be able to absorb the scheduled production increases by Airbus and Boeing. If the additional capacity scheduled to be produced by the manufacturers exceeds the additional future requirement for capacity the resultant over capacity could have a negative effect on aircraft values and lease rates. Also the financial community would be required to increase their lending volume to match the increase in aircraft production. As a result of the increased funding requirement for new deliveries, the cost of lending or the ability to obtain debt could be negatively affected if lending capacity does not increase in line with the increased aircraft production.

***Airbus and Boeing have launched new engine variants available for the A320 family aircraft and Boeing 737 family aircraft respectively, which could decrease the value and lease rates of aircraft we acquire.***

In December 2010, Airbus announced the launch of the NEO program, which involves the offering of two new engine types—one from Pratt & Whitney, a division of United Technologies Corporation, and the other from CFM International, Inc.—on certain Airbus A320 family aircraft delivering from 2015 and thereafter. In August 2011, Boeing announced the Boeing 737 Max program which will be equipped with CFM International Leap 1-B engines. The engine is scheduled for entry into service in 2017. Airbus and Boeing propose to charge a price premium for the aircraft equipped with these new engines. The availability of A320 and Boeing 737 family aircraft with these new engine types may have an adverse effect on residual value and future lease rates on current A320 and Boeing 737 family aircraft. The development of these new engine options could decrease the desirability of the current A320 and Boeing 737 family aircraft that are not equipped with these new engines and thereby increase the supply of this type of aircraft in the marketplace. This increase in supply could, in turn, reduce both future residual values and lease rates for these type of aircraft.

***If our lessees' insurance coverage is insufficient, it could adversely affect our financial results.***

While we do not directly control the operation of any of our aircraft, by virtue of holding title to aircraft, directly or indirectly, in certain jurisdictions around the world, we could be held strictly liable for losses resulting from the operation of our aircraft, or may be held liable for those losses on other legal theories. We require our lessees to obtain specified levels of insurance and indemnify us for, and insure against, liabilities arising out of their use and operation of the aircraft.

However, following the terrorist attacks of September 11, 2001, aviation insurers significantly reduced the amount of insurance coverage available to airlines for liability to persons other than employees or passengers for claims resulting from acts of terrorism, war or similar events. At the same

## [Table of Contents](#)

time, aviation insurers significantly increased the premiums for third party war risk and terrorism liability insurance and coverage in general. As a result, the amount of third party war risk and terrorism liability insurance that is commercially available at any time may be below the amount stipulated in our leases.

Our lessees' insurance or other coverage may not be sufficient to cover all claims that may be asserted against us arising from the operation of our aircraft by our lessees. Inadequate insurance coverage or default by lessees in fulfilling their indemnification or insurance obligations will reduce the insurance proceeds that would be received by us in the event we are sued and are required to make payments to claimants, which could materially and adversely affect our financial results.

Our lessee insurance coverage is dependent on the financial condition of insurance companies. If insurance companies are unable to meet their obligations, it could adversely impact our financial results.

***If our lessees fail to appropriately discharge aircraft liens, we may be obligated to pay to discharge the aircraft liens, which could adversely affect our financial results.***

In the normal course of their business, our lessees are likely to incur aircraft and engine liens that secure the payment of airport fees and taxes, custom duties, air navigation charges, including charges imposed by Eurocontrol, landing charges, crew wages, repairer's charges, salvage or other liens that may attach to our aircraft. These liens may secure substantial sums that may, in certain jurisdictions or for certain types of liens, particularly liens on entire fleets of aircraft, exceed the value of the particular aircraft to which the liens have attached. Aircraft may also be subject to mechanical liens as a result of routine maintenance performed by third parties on behalf of our customers. Although the financial obligations relating to these liens are the responsibility of our lessees, if they fail to fulfill their obligations, the liens may attach to our aircraft and ultimately become our responsibility. In some jurisdictions, aircraft and engine liens may give the holder thereof the right to detain or, in limited cases, sell or cause the forfeiture of the aircraft.

Until they are discharged, these liens could impair our ability to repossess, re-lease or sell our aircraft or engines. Our lessees may not comply with their obligations under their leases to discharge aircraft liens arising during the terms of their leases. If they do not, we may find it necessary to pay the claims secured by such aircraft liens in order to repossess the aircraft. Such payments would materially and adversely affect our financial results.

***In certain countries, an engine affixed to an aircraft may become an accession to the aircraft and we may not be able to exercise our ownership rights over the engine.***

In some jurisdictions, an engine affixed to an aircraft may become an accession to the aircraft, so that the ownership rights of the owner of the aircraft supersede the ownership rights of the owner of the engine. If an aircraft is security for the owner's obligations to a third party, the security interest in the aircraft may supersede our rights as owner of the engine. This legal principle could limit our ability to repossess an engine in the event of an engine lease default while the aircraft with our engine installed remains in such jurisdiction. We would suffer a substantial loss if we were not able to repossess engines leased to lessees in these jurisdictions, which would materially and adversely affect our financial results. As of December 31, 2012, less than 1% of our flight equipment held for operating leases, by net book value, related to engines.

[Table of Contents](#)

***Failure to obtain certain required licenses, certificates and approvals could adversely affect our ability to re-lease or sell aircraft, our ability to perform maintenance services or to provide cash management services, which would materially and adversely affect our financial condition and results of operations.***

Under our leases, we may be required in some instances to obtain specific licenses, consents or approvals for different aspects of the leases. These required items include consents from governmental or regulatory authorities for certain payments under the leases and for the import, re-export or deregistration of the aircraft. Subsequent changes in applicable law or administrative practice may increase such requirements. In addition, a governmental consent, once given, might be withdrawn. Furthermore, consents needed in connection with future re-leasing or sale of an aircraft may not be forthcoming. To perform some of our cash management services and insurance services from Ireland under our management arrangements with our joint ventures and securitization entities, we require a license from the Irish regulatory authorities, which we have obtained. A failure to maintain these licenses or certificates or obtain any required license or certificate, consent or approval, or the occurrence of any of the foregoing events, could adversely affect our ability to provide qualifying services or re-lease or sell our aircraft, which would materially and adversely affect our financial condition and results of operations.

***Our ability to operate in some countries is restricted by foreign regulations and controls on investments.***

Many countries restrict or control foreign investments to varying degrees, and additional or different restrictions or policies adverse to us may be imposed in the future. These restrictions and controls have limited, and may in the future restrict or preclude, our investment in joint ventures or the acquisition of businesses outside of the United States, or may increase the cost to us of entering into such transactions. Various governments, particularly in the Asia/Pacific region, require governmental approval before foreign persons may make investments in domestic businesses and also limit the extent of any such investments. Furthermore, various governments may require governmental approval for the repatriation of capital by, or the payment of dividends to, foreign investors. Restrictive policies regarding foreign investments may increase our costs of pursuing growth opportunities in foreign jurisdictions, which could materially and adversely affect our financial results.

***There are a limited number of aircraft and engine manufacturers and the failure of any manufacturer to meet its aircraft and engine delivery obligations to us could adversely affect our financial results.***

The supply of commercial jet aircraft is dominated by two airframe manufacturers, Boeing and Airbus, and three engine manufacturers, GE Aircraft Engines, Rolls Royce plc and Pratt & Whitney. As a result, we are dependent on these manufacturers' success in remaining financially stable, producing products and related components which meet the airlines' demands and fulfilling their contractual obligations to us. For Airbus, the impact of delayed deliveries of the A380 has resulted in substantial financial losses for the manufacturer, which subsequently forced Airbus to resort to a significant cost saving program. A strengthening of the Euro against the US dollar will put further cost pressure on Airbus. Although Boeing is not exposed to the same Euro-US dollar currency risk, announced delays in the Boeing 787 program could potentially lead to similar consequences to those resulting from the Airbus A380 program delays.

Should the manufacturers fail to respond appropriately to changes in the market environment or fail to fulfill their contractual obligations, we may experience:

- missed or late delivery of aircraft and engines ordered by us and an inability to meet our contractual obligations to our customers, resulting in lost or delayed revenues, lower growth rates and strained customer relationships;
- an inability to acquire aircraft and engines and related components on terms which will allow us to lease those aircraft and engines to customers at a profit, resulting in lower growth rates or a contraction in our aircraft portfolio;

## [Table of Contents](#)

- a market environment with too many aircraft and engines available, creating downward pressure on demand for the aircraft and engines in our fleet and reduced market lease rates and sale prices;
- poor customer support and/or reputational damage from the manufacturers of aircraft, engines and components resulting in reduced demand for a particular manufacturer's product, creating downward pressure on demand for those aircraft and engines in our fleet and reduced market lease rates and sale prices for those aircraft and engines; and
- reduction in our competitiveness due to deep discounting by the manufacturers, which may lead to reduced market lease rates and sale prices and may affect our ability to remarket or sell some of the aircraft and engines in our portfolio.

### ***We and our customers are subject to various environmental regulations that may have an adverse impact on our financial results.***

Governmental regulations regarding aircraft and engine noise and emissions levels apply based on where the relevant airframe is registered, and where the aircraft is operated. For example, jurisdictions throughout the world have adopted noise regulations which require all aircraft to comply with noise level standards. In addition, the United States and the International Civil Aviation Organization, or ICAO, have adopted a more stringent set of standards for noise levels which apply to engines manufactured or certified beginning in 2006. Currently, United States regulations do not require any phase-out of aircraft that qualify with the older standards, but the European Union established a framework for the imposition of operating limitations on aircraft that do not comply with the newer standards. These regulations could limit the economic life of our aircraft and engines, reduce their value, limit our ability to lease or sell the non-compliant aircraft and engines or, if engine modifications are permitted, require us to make significant additional investments in the aircraft and engines to make them compliant.

In addition to more stringent noise restrictions, the United States, European Union and other jurisdictions are beginning to impose more stringent limits on the emission of nitrogen oxide, carbon monoxide and carbon dioxide from engines. Though current emissions control laws generally apply to newer engines, new laws could be passed in the future that also impose limits on older engines, and therefore any new engines we purchase, as well as our older engines, could be subject to existing or new emissions limitations or indirect taxation. For example, the European Union issued a directive in January 2009 to include aviation within the scope of its greenhouse gas emissions trading scheme, thereby requiring that all flights arriving, departing or flying within any European Union country, beginning on January 1, 2012, comply with the scheme and surrender allowances for emissions, regardless of the age of the engine used in the aircraft. In the US similar legislation is currently being proposed. Limitations on emissions such as the one in the European Union could favor younger more fuel efficient aircraft since they generally produce lower levels of emissions per passenger, which could adversely affect our ability to re-lease or otherwise dispose of less efficient aircraft on a timely basis, at favorable terms, or at all. This is an area of law that is rapidly changing and as of yet remains specific to certain jurisdictions. While we do not know at this time whether new emission control laws will be passed, and if passed what impact such laws might have on our business, any future emissions limitations could adversely affect us.

Our operations are subject to various federal, state and local environmental, health and safety laws and regulations in the United States, including those relating to the discharge of materials into the air, water and ground, the generation, storage, handling, use, transportation and disposal of hazardous materials, and the health and safety of our employees. A violation of these laws and regulations or permit conditions can result in substantial fines, permit revocation or other damages. Many of these laws impose liability for clean-up of contamination that may exist at our facilities (even if we did not know of or were not responsible for the contamination) or related personal injuries or natural resource

[Table of Contents](#)

damages or costs relating to contamination at third party waste disposal sites where we have sent or may send waste. We cannot assure that we will be in complete compliance with these laws, regulations or permits at all times. We may have liability under environmental laws or be subject to legal actions brought by governmental authorities or other parties for actual or alleged violations of, or liability under, environmental, health and safety laws, regulations or permits.

***We are the manager for several securitization vehicles and joint ventures and our financial results would be adversely affected if we were removed from these positions.***

We are the aircraft manager for various securitization vehicles, joint ventures and third parties and receive annual fees for these services. In 2012, we generated revenue of \$17.3 million from providing aircraft management services to non-consolidated securitization vehicles and joint ventures and third parties. We may be removed as manager by the affirmative vote of a requisite number of holders of the securities issued by the securitization vehicles upon the occurrence of specified events and at specified times under our joint venture agreements. If we are removed as aircraft manager for any securitization vehicle or joint venture that generates a significant portion of our management fees, our financial results could be materially and adversely affected.

***The departure of senior managers could adversely affect our financial results.***

Our future success depends, to a significant extent, upon the continued service of our senior management personnel. For a description of the senior management team, see "Item 6. Directors, Senior Management and Employees". The departure of senior management personnel could have a material adverse effect on our ability to achieve our business strategy.

### **Risks Related to the Aviation Industry**

***Interruptions in the capital markets could impair our lessees' ability to finance their operations which could prevent the lessees from complying with payment obligations to us.***

The global financial markets have been highly volatile and the availability of credit from financial markets and financial institutions has been systematically reduced. Many of our lessees have expanded their airline operations through borrowings and are leveraged. These lessees will depend on banks and the capital markets to provide working capital and to refinance existing indebtedness. To the extent such funding is unavailable or available only at high interest costs or on unfavorable terms, and to the extent financial markets do not allow equity financing as an alternative, our lessees operations and operating results may be adversely affected and they may not comply with their respective payment obligations to us.

***The global sovereign debt crisis could result in higher borrowing costs and more limited availability of credit, as well as impact the overall airline industry and the financial health of our lessees.***

On August 5, 2011, Standard & Poor's Ratings Group, Inc., or Standard & Poor's, lowered its long-term sovereign credit rating on the United States of America from AAA to AA+. While U.S. lawmakers reached an agreement to raise the federal debt ceiling on August 2, 2011, the downgrade reflected Standard & Poor's view that the fiscal consolidation plan within that agreement fell short of what would be necessary to stabilize the U.S. government's medium term debt dynamics. In addition, significant concerns regarding the sovereign debt of numerous other countries have developed and required some of these countries to seek emergency financing. Specifically, the debt crisis in certain European countries could cause the value of the Euro to deteriorate, thus reducing the purchasing power of our European customers. Many of the structural issues facing the Eurozone remain and problems could resurface which could have significant adverse effects on our business, results of operations, financial condition and liquidity, particularly if they lead to sovereign debt default, significant bank failures or defaults and/or the exit of one or more countries from the European

[Table of Contents](#)

Monetary Union (the "EMU"). However, financial market conditions could materially worsen if, for example, consecutive Eurozone countries were to default on their sovereign debt, significant bank failures or defaults in these countries were to occur, and/or one or more of the members of the Eurozone were to exit the EMU. Further, the effects of the Eurozone debt crisis could be even more significant if they lead to a partial or complete break-up of the EMU. The partial or full break-up of the EMU would be unprecedented and its impact highly uncertain. The exit of one or more countries from the EMU or the dissolution of the EMU could lead to redenomination of certain obligations of obligors in exiting countries. Any such exit and redenomination would cause significant uncertainty with respect to outstanding obligations of counterparties and debtors in any exiting country, whether sovereign or otherwise, and lead to complex and lengthy disputes and litigation.

The downgrade of the U.S. credit rating and the ongoing European debt crisis have contributed to the instability in global credit markets. The sovereign debt crisis could adversely impact the financial health of the global banking system, not only due to its exposure to the sovereign debt, but also by the imposition of stricter capital requirements, which could limit availability of credit. Further, the sovereign debt crisis could lower consumer confidence, which could impact global financial markets and economic conditions in the United States and throughout the world. As a result, any combination of lower consumer confidence, disrupted global capital markets and/or reduced economic conditions could have a material adverse effect on our business, financial condition and liquidity.

***Airline reorganizations could impair our lessees' ability to comply with their lease payment obligations to us.***

In recent years, several airlines have filed for protection under their local bankruptcy and insolvency laws and, in 2011 and 2012, certain airlines have gone into liquidation. Historically, airlines involved in reorganizations have undertaken substantial fare discounting to maintain cash flows and to encourage continued customer loyalty. The bankruptcies have led to the grounding of significant numbers of aircraft, rejection of leases and negotiated reductions in aircraft lease rentals, with the effect of depressing aircraft market values.

Additional reorganizations or liquidations by airlines under applicable bankruptcy or reorganization laws or further rejection or abandonment of aircraft by airlines in bankruptcy proceedings may depress aircraft values and aircraft lease rates. Additional grounded aircraft and lower market values would adversely affect our ability to sell certain of our aircraft or re-lease other aircraft at favorable rates.

***A return to historically high fuel prices or continued rapid fluctuations in fuel prices and high fuel costs could affect the profitability of the aviation industry and our lessees' ability to meet their lease payment obligations to us, which would adversely affect our financial results.***

Fuel costs represent a major expense to companies operating in the aviation industry. Fuel prices have fluctuated widely depending primarily on international market conditions, geopolitical and environmental events and currency/exchange rates. Fuel costs are not within the control of lessees and significant increases in fuel costs or hedges that inaccurately assess the direction of fuel costs would materially and adversely affect their operating results.

Factors such as natural disasters can significantly affect fuel availability and prices. In August and September 2005, Hurricanes Katrina and Rita inflicted widespread damage along the Gulf Coast of the United States, causing significant disruptions to oil production, refinery operations and pipeline capacity in the region, and to oil production in the Gulf of Mexico. These disruptions resulted in decreased fuel availability and higher fuel prices. The perception of a structural shortage in oil supplies resulted in the 2008 oil price boom, and saw fuel prices increase to historical highs before declining substantially as a result of the 2008-09 global recession, the subsequent political unrest in North Africa and the fear of political unrest spreading to the large oil exporting countries in the Middle East resulted in rising fuel prices thereafter. As a result the 2012 average jet fuel prices reached a new annual high according to IATA. The current high fuel price environment in combination with a

[Table of Contents](#)

potential disruption of global oil supply if political unrest spreads to any of the larger oil exporting countries in the Middle East, or due to escalation of political tensions between Iran and the U.S., the EU and Israel regarding the Iranian nuclear program could send oil prices substantially above their 2008 peak levels.

A return to 2008 historically high fuel prices that are not hedged appropriately would have a material adverse impact on airlines' profitability. Swift movements in fuel prices when airlines have hedged their fuel costs can adversely affect profitability and liquidity as airlines may be required to post cash collateral under hedge agreements. Due to the competitive nature of the aviation industry, operators may be unable to pass on increases in fuel prices to their customers by increasing fares in a manner that fully off-sets the increased fuel costs they may incur. In addition, they may not be able to manage this risk by appropriately hedging their exposure to fuel price fluctuations. If fuel prices return to historically high levels due to future terrorist attacks, acts of war, armed hostilities, natural disasters or for any other reason, they are likely to cause our lessees to incur higher costs and/or generate lower revenues, resulting in an adverse affect on their financial condition and liquidity. Consequently, these conditions may adversely affect our lessees' ability to make rental and other lease payments, result in lease restructurings and/or aircraft repossessions, increase our costs of servicing and marketing our aircraft, impair our ability to re-lease them or otherwise dispose of them on a timely basis at favorable rates or terms, if at all, and reduce the proceeds received for such assets upon any disposition. Any of these events could adversely affect our financial results.

***If the effects of terrorist attacks and geopolitical conditions continue to adversely affect the financial condition of the airlines, our lessees might not be able to meet their lease payment obligations, which would adversely affect our financial results.***

As a result of the September 11, 2001 terrorist attacks in the United States and subsequent terrorist attacks abroad, notably in the Middle East, Southeast Asia and Europe, increased security restrictions were implemented on air travel, costs for aircraft insurance and security measures have increased, passenger and cargo demand for air travel decreased and operators have faced and continue to face increased difficulties in acquiring war risk and other insurance at reasonable costs. In addition, war or armed hostilities, or the fear of such events could further exacerbate many of the problems experienced as a result of terrorist attacks. Uncertainty regarding the situation in Iraq, the Israeli/Palestinian conflict, tension over the nuclear programs of Iran and North Korea, political instability in North Africa and the Middle East, and the dispute between Japan and China may lead to further instability in these regions. Future terrorist attacks, war or armed hostilities, or the fear of such events in the above or any other region, could further adversely affect the aviation industry and may have an adverse effect on the financial condition and liquidity of our lessees, aircraft values and rental rates, and may lead to lease restructurings or repossessions, all of which could adversely affect our financial results.

Terrorist attacks and adverse geopolitical conditions have negatively impacted the aviation industry and concerns about such events could also result in:

- higher costs to the airlines due to the increased security measures;
- decreased passenger demand and revenue due to the inconvenience of additional security measures;
- uncertainty of the price and availability of jet fuel and the cost and practicability of obtaining fuel hedges under current market conditions;
- higher financing costs and difficulty in raising the desired amount of proceeds on favorable terms, if at all;

## [Table of Contents](#)

- significantly higher costs of aviation insurance coverage for future claims caused by acts of war, terrorism, sabotage, hijacking and other similar perils, and the extent to which such insurance has been or will continue to be available;
- inability of airlines to reduce their operating costs and conserve financial resources, taking into account the increased costs incurred as a consequence of terrorist attacks and geopolitical conditions, including those referred to above; and
- special charges recognized by some operators, such as those related to the impairment of aircraft and engines and other long lived assets stemming from the grounding of aircraft as a result of terrorist attacks, the economic slowdown and airline reorganizations.

Future terrorist attacks, acts of war or armed hostilities may cause certain aviation insurance to become available only at significantly increased premiums, which may only provide reduced amounts of coverage that are insufficient to comply with the levels of insurance coverage currently required by aircraft lenders and lessors or by applicable government regulations, or to not be available at all.

Although the Aircraft Transportation Safety and System Stabilization Act adopted in the United States on September 22, 2001 and similar programs instituted by the governments of other countries provide for limited government coverage under government programs for specified types of aviation insurance, these programs may not continue and governments may not pay under these programs in a timely fashion.

Future terrorist attacks, acts of war or armed hostilities are likely to cause our lessees to incur higher costs and to generate lower revenues, which could result in an adverse effect on their financial condition and liquidity. Consequently, these conditions may affect their ability to make rental and other lease payments to us or obtain the types and amounts of insurance required by the applicable leases, which may in turn lead to aircraft groundings, may result in additional lease restructurings and repossessions, may increase our cost of re-leasing or selling the aircraft and may impair our ability to re-lease or otherwise dispose of them on a timely basis at favorable rates or on favorable terms, if at all, and may reduce the proceeds received for our aircraft upon any disposition. These results could adversely affect our financial results.

***The effects of epidemic diseases and natural disasters, such as extreme weather conditions, floods, earthquakes and volcano eruptions may adversely affect the airline industry in the future, which might cause our lessees to not be able to meet their lease payment obligations to us, which would adversely affect our financial results.***

The outbreak of epidemic diseases, such as previously experienced with SARS and H1N1, could materially and adversely affect passenger demand for air travel. Similarly the lack of air travel demand and/or the inability of airlines to operate to or from certain regions due to severe weather conditions and natural disasters including floods, earthquakes and volcano eruptions could impact the financial health of certain airlines including our lessees. These consequences could result in our lessees' inability to satisfy their lease payment obligations to us, which in turn would adversely affect our financial results. Additionally the potential reduction in air travel demand could result in lower demand for aircraft and consequently lower market values that would adversely affect our ability to sell certain of our aircraft or re-lease other aircraft at favorable rates.

### **Risks Related to Our Organization and Structure**

***If the ownership of our ordinary shares continues to be highly concentrated, it may prevent minority shareholders from influencing significant corporate decisions and may result in conflicts of interest.***

Our larger shareholders include Waha Capital PJSC ("Waha") which owns 26.3% of our ordinary shares and Cerberus Capital Management, L.P. ("Cerberus"), which owns 7.3% of our ordinary shares. Waha and/or Cerberus may be able to significantly influence fundamental corporate matters and transactions, including the appointment of our directors, mergers, amalgamations, consolidations or

[Table of Contents](#)

acquisitions, the sale of all or substantially all of our assets, the amendment of our articles of association and our dissolution. This concentration of ownership may delay, deter or prevent acts that would be favored by our other shareholders, such as a change of control transaction that would result in the payment of a premium to our other shareholders. In addition, this concentration of share ownership may adversely affect the trading price of our ordinary shares if the perception among investors exists that owning shares in a company with a significant shareholder is not desirable.

***We are a Netherlands public limited liability company ("naamloze vennootschap" or "N.V.") and it may be difficult to obtain or enforce judgments against us or our executive officers, some of our directors and some of our named experts in the United States.***

We were incorporated under the laws of The Netherlands and, as such, the rights of holders of our ordinary shares and the civil liability of our directors will be governed by the laws of The Netherlands and our articles of association. The rights of shareholders under the laws of The Netherlands may differ from the rights of shareholders of companies incorporated in other jurisdictions. Some of the named experts referred to in this annual report are not residents of the United States, and most of our directors and our executive officers and most of our assets and the assets of our directors are located outside the United States. In addition, under our articles of association, all lawsuits against us and our directors and executive officers shall be governed by the laws of The Netherlands and must be brought exclusively before the Courts of Amsterdam, The Netherlands. As a result, you may not be able to serve process on us or on such persons in the United States or obtain or enforce judgments from U.S. courts against them or us based on the civil liability provisions of the securities laws of the United States. There is doubt as to whether the courts of The Netherlands courts would enforce certain civil liabilities under U.S. securities laws in original actions and enforce claims for punitive damages.

Under our articles of association, we indemnify and hold our directors, officers and employees harmless against all claims and suits brought against them, subject to limited exceptions. Under our articles of association, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder shall be governed exclusively by the laws of The Netherlands and subject to the jurisdiction of The Netherlands courts, unless such rights or obligations do not relate to or arise out of their capacities listed above. Although there is doubt as to whether U.S. courts would enforce such provision in an action brought in the United States under U.S. securities laws, such provision could make judgments obtained outside of The Netherlands more difficult to enforce against our assets in The Netherlands or jurisdictions that would apply Netherlands law.

***Our international operations expose us to geopolitical, economic and legal risks associated with a global business.***

We conduct our business in many countries, and we anticipate that revenue from our international operations, particularly from the Asia/Pacific region, will continue to account for a significant amount of our future revenue. There are risks inherent in conducting our business internationally, including:

- general political and economic instability in international markets;
- limitations in the repatriation of our assets, including cash;
- expropriation of our international assets;
- different liability standards and legal systems that may be less developed and less predictable than those in the United States; and
- laws of countries that do not protect our intellectual property and international rights to the same extent as the laws of the United States.

These factors may have a material adverse effect on our financial results.

[Table of Contents](#)

***If our subsidiaries do not make distributions to us we will not be able to pay dividends.***

Substantially all of our assets are held by and our revenues are generated by our subsidiaries. While we do not currently, or intend to, pay dividends, we will be limited in our ability to pay dividends unless we receive dividends or other cash flow from our subsidiaries. Substantially all of our owned aircraft are held through special purpose subsidiaries or finance structures which borrow funds to finance or refinance the aircraft. The terms of such financings place restrictions on distributions of funds to us. If these limitations prevent distributions to us or our subsidiaries do not generate positive cash flows, we will be limited in our ability to pay dividends and may be unable to transfer funds between subsidiaries if required to support our subsidiaries.

***Our financial reporting for lease revenue may be significantly impacted by a proposed new accounting standard for lease accounting.***

In August 2010, the Financial Accounting Standards Board ("FASB") issued an Exposure Draft that proposes substantial changes to existing lease accounting. A revised Exposure Draft is anticipated in the second quarter of 2013.

The Exposure Draft sets out new accounting standards for lessee accounting under which a lessee would recognize a "right-of-use" asset representing its right to use the underlying asset and a liability representing its obligation to pay lease rentals over the lease term. The Exposure Draft sets out two alternative accounting standards for lessors, a "performance obligation" approach and a "de-recognition approach". If a lessor retains exposure to significant risks and benefits associated with the underlying asset, then it would apply the performance obligation approach to the lease of the asset. If a lessor does not retain such an exposure, then it would adopt the de-recognition approach to the lease of the asset. The proposal does not contain an effective date for the proposed changes, and it is possible that an alternative approach may be developed. At present we are unable to assess the effects the adoption of the new lease standard will have on our financial statements. If adopted, we believe the presentation of our financial statements, and those of our lessees, will be materially impacted.

**Risks Related to Taxation**

***We may become a passive foreign investment company, or PFIC, for U.S. federal income tax purposes.***

We cannot yet determine whether we will be classified as a PFIC for the 2013 fiscal year. The determination as to whether a foreign corporation is a PFIC is a complex determination based on all of the relevant facts and circumstances and depends on the classification of various assets and income under PFIC rules. In our case, the determination is further complicated by the application of the PFIC rules to leasing companies and to joint ventures and financing structures common in the aircraft leasing industry. It is unclear how some of these rules apply to us. Further, this determination must be tested annually and our circumstances may change in any given year. We do not intend to make decisions regarding the purchase and sale of aircraft with the specific purpose of reducing the likelihood of our becoming a PFIC. Accordingly, our business plan may result in our engaging in activities that could cause us to become a PFIC. If we are or become a PFIC, U.S. shareholders may be subject to increased U.S. federal income taxes on a sale or other disposition of our ordinary shares and on the receipt of certain distributions and will be subject to increased U.S. federal income tax reporting requirements. See "Item 10. Additional Information—U.S. Tax Considerations" for a more detailed discussion of the consequences to you if we are treated as a PFIC and a discussion of certain elections that may be available to mitigate the effects of that treatment. We urge you to consult your own tax advisors regarding the application of the PFIC rules to your particular circumstances.

***We may become subject to income or other taxes in jurisdictions which would adversely affect our financial results.***

We and our subsidiaries are subject to the income tax laws of Ireland, The Netherlands, Sweden and the United States and other jurisdictions in which our subsidiaries are incorporated or based. Our effective tax rate in any period is impacted by the source and the amount of earnings among our different tax jurisdictions. A change in the division of our earnings among our tax jurisdictions could have a material impact on our effective tax rate and our financial results. In addition, we or our subsidiaries may be subject to additional income or other taxes in these and other jurisdictions by reason of the management and control of our subsidiaries, our activities and operations, where our aircraft operate or where the lessees of our aircraft (or others in possession of our aircraft) are located. Although we have adopted guidelines and operating procedures to ensure our subsidiaries are appropriately managed and controlled, we may be subject to such taxes in the future and such taxes may be substantial. The imposition of such taxes could have a material adverse effect on our financial results.

***We may incur current tax liabilities in our primary operating jurisdictions in the future.***

We expect to make current tax payments in some of the jurisdictions where we do business in the normal course of our operations. Our ability to defer the payment of some level of income taxes to future periods is dependent upon the continued benefit of accelerated tax depreciation on our flight equipment in some jurisdictions, the continued deductibility of external and intercompany financing arrangements and the application of tax losses prior to their expiration in certain tax jurisdictions, among other factors. The level of current tax payments we make in any of our primary operating jurisdictions could adversely affect our cash flows and have a material adverse effect on our financial results.

***We may become subject to additional Irish taxes based on the extent of our operations carried on in Ireland.***

Our Irish tax resident subsidiaries are currently subject to Irish corporate income tax on trading income at a rate of 12.5%, on capital gains at 33% (a rate of 30% was applied up to December 5, 2012), and on other income at 25%. We expect that substantially all of our Irish income will be treated as trading income for tax purposes in future periods. As of December 31, 2012, we had significant Irish tax losses available to carry forward against our trading income. The continued application of the 12.5% tax rate to trading income generated in our Irish tax resident subsidiaries and the ability to carry forward Irish tax losses to shelter future taxable trading income depends in part on the extent and nature of activities carried on in Ireland both in the past and in the future. AerCap Ireland and its Irish tax resident subsidiaries intend to carry on their activities in Ireland so that the 12.5% rate of tax applicable to trading income will apply and that they will be entitled to shelter future income with tax losses that arose from the same trading activity. We may not continue to be entitled to apply our loss carryforwards against future taxable trading income in Ireland.

***We may fail to qualify for benefits under one or more tax treaties.***

We do not expect that our subsidiaries located outside of the United States will have any material U.S. federal income tax liability by reason of activities we carry out in the United States and the lease of assets to lessees that operate in the United States. However, this conclusion will depend, in part, on continued qualification for the benefits of income tax treaties between the United States and other countries in which we are subject to tax (particularly The Netherlands and Ireland). That in turn may depend on, among others, the nature and level of activities carried on by us and our subsidiaries in each jurisdiction, the identity of the owners of equity interests in subsidiaries that are not wholly owned and the identities of the direct and indirect owners of our indebtedness.

## [Table of Contents](#)

The nature of our activities may be such that our subsidiaries may not continue to qualify for the benefits under income tax treaties with the United States and that may not otherwise qualify for treaty benefits. Failure to so qualify could result in the imposition of U.S. federal taxes which could have a material adverse effect on our financial results.

### **Item 4. Information on the Company**

We are an integrated global aviation company with a leading market position in aircraft leasing. It is our strategy to acquire aviation assets at attractive prices, lease the assets to suitable lessees, and manage the funding and other lease related costs efficiently. We also provide aircraft management services. We believe that by applying our expertise through an integrated business model, we will be able to identify and execute on a broad range of market opportunities that we expect will generate attractive returns for our shareholders. We are headquartered in The Netherlands and have offices in Ireland, the United States, Singapore, China and the United Arab Emirates, with a total of 159 employees, as of December 31, 2012.

We operate our business on a global basis, providing aircraft to customers in every major geographical region. As of December 31, 2012, we owned 212 aircraft and seven engines, managed 80 aircraft, had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), and 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft, and had entered into sales contracts for four aircraft and executed a letter of intent to sell five aircraft. In addition, we have a 25% ownership in a joint venture that owned 17 aircraft as of December 31, 2012, which was not included in the above.

We lease most of our aircraft to airlines under operating leases. Under an operating lease, the lessee is responsible for the maintenance and servicing of the equipment during the lease term and the lessor receives the benefit, and assumes the risk of the residual value of the equipment at the end of the lease. As of December 31, 2012, our owned and managed aircraft were leased to 100 commercial airline and cargo operator customers in 50 countries and managed from our offices in The Netherlands, Ireland, the United States, Singapore, China and the United Arab Emirates.

We have the infrastructure, expertise and resources to execute a large number of diverse aircraft transactions in a variety of market conditions. From January 1, 2010 to December 31, 2012, we executed over 380 aircraft transactions. Our teams of dedicated marketing and asset trading professionals have been successful in leasing and trading our aircraft portfolio. Between January 1, 2010 and December 31, 2012, our weighted average owned aircraft utilization rate was 98.4%. Our utilization rate for aircraft is calculated based on the average number of months the aircraft are on lease each year. The utilization rate is weighted proportionate to the net book value of the aircraft at the end of the period measured.

We were formed as a Netherlands public limited liability company ("*naamloze vennootschap* or *N.V.*") on July 10, 2006. On November 27, 2006, we completed the initial public offering of 26.1 million of our ordinary shares on the New York Stock Exchange. On August 6, 2007 we completed the secondary offering of 20.0 million additional of our ordinary shares on the New York Stock Exchange. On March 25, 2010, the all-share acquisition of Genesis was completed and increased our outstanding ordinary shares by 34.3 million. On November 11, 2010, we completed a transaction with Abu Dhabi-based investment holding company Waha. As part of this transaction our outstanding ordinary shares increased by 29.8 million. During 2011 and 2012 we repurchased 35.9 million of our ordinary shares in the market under our share repurchase programs. These shares have all been cancelled. As of December 31, 2012, we had 113.4 million shares issued and outstanding.

## [Table of Contents](#)

Our principal executive offices are located at AerCap House, Stationsplein 965, 1117 CE Schiphol, The Netherlands, and our general telephone number is +31 20 655-9655. Our website address is [www.aercap.com](http://www.aercap.com). Information contained on our website does not constitute a part of this annual report. Puglisi & Associates is our authorized representative in the United States. The address of Puglisi & Associates is 850 Liberty Avenue, Suite 204, Newark, DE 19711 and their general telephone number is +1 (302) 738-6680.

### **Our Business Strategy**

#### ***Manage the Profitability of our Aircraft Portfolio by selectively:***

- purchasing aircraft directly from manufacturers;
- entering into sale-leaseback transactions with aircraft operators;
- using our global customer relationships to obtain favorable lease terms for aircraft and maximizing aircraft utilization;
- maintaining diverse sources of global funding;
- optimizing our portfolio by selling select aircraft; and
- providing management services to securitization vehicles, our joint ventures and other aircraft owners at limited incremental cost to us.

Our ability to profitably manage aircraft throughout their lifecycle depends in part on our ability to successfully source acquisition opportunities of new and used aircraft at favorable prices, as well as secure long-term funding for such acquisitions, lease aircraft at profitable rates, minimize downtime between leases and associated technical expenses and opportunistically sell aircraft.

***Efficiently Manage our Liquidity.*** As of December 31, 2012, we had access to \$0.8 billion of committed undrawn credit facilities. We strive to maintain a diverse financing strategy, both in terms of capital providers and structure, through the use of bank debt, securitization structures, note issuance and export/import financings including European Export Credit Agencies ("ECA") guaranteed loans, in order to maximize our financial flexibility. We also leverage our long-standing relationships with the major aircraft financiers and lenders to secure access to capital. In addition, we attempt to maximize the cash flows and continue to pursue the sale of aircraft to generate additional cash flows.

***Expand Our Aircraft Portfolio.*** We intend to grow our portfolio of aircraft through new aircraft purchases, sale-leasebacks, airline fleetings, acquisitions and other opportunistic transactions that increase our aircraft portfolio. We will rely on our experienced team of aircraft market professionals to identify and purchase assets we believe are being sold at attractive prices or that we believe will increase in demand and value. In addition, we intend to continue to rebalance our aircraft portfolio through acquisitions and sales to maintain the appropriate mix of aviation assets to meet our customers' needs.

***Maintain a Diversified and Satisfied Customer Base.*** We currently lease our owned and managed aircraft to 100 different airlines in 50 different countries. We monitor our exposure concentrations by both lessee and country jurisdiction and intend to maintain a well diversified customer base. We believe we offer a quality product, both in terms of asset and customer service, to all of our customers. We have successfully worked with many airlines to find mutually beneficial solutions to operational and financial challenges. We believe we maintain excellent relations with our customers. We have been able to achieve a high utilization rate on our aircraft assets as a result of our customer reach and quality product offering.

***Selectively Pursue Acquisitions.*** We intend to selectively pursue acquisitions that we believe will provide us with benefits currently not available to us, such as the Genesis and Waha Transactions. The

[Table of Contents](#)

synergies, economies of scale and operating efficiencies we expect to derive from our acquisitions will allow us to strengthen our competitive advantages and diversify our sources of revenue.

**Aircraft Portfolio**

Our aircraft portfolio consists primarily of modern, technologically advanced and fuel-efficient narrowbody aircraft, with a particular concentration of Airbus A320 family. As of December 31, 2012, we owned 212 aircraft and managed 80 aircraft. In addition, we have a 25% ownership in a joint venture that owned 17 aircraft as of December 31, 2012, which was not included in the above. The weighted average age of our 212 owned aircraft was 5.1 years as of December 31, 2012. We believe that we own one of the youngest aircraft fleets in the world. We operate our aircraft business on a global basis and as of December 31, 2012, 211 out of our 212 owned aircraft were on lease to 72 commercial airline and cargo operator customers in 41 countries. The aircraft off-lease as of December 31, 2012 was subject to a letter of intent as of December 31, 2012.

The following table provides details regarding our aircraft portfolio by type of aircraft as of December 31, 2012:

Aircraft type	Owned portfolio		Managed portfolio		Number of aircraft under Purchase/sale contract or letter of intent	Total owned, Managed and ordered aircraft
	Number of Aircraft owned	Percentage of total net book value	Number of aircraft	Number of aircraft on order(1)		
Airbus A300						
Freighter	—	—	1	—	—	1
Airbus A319	24	8.7%	6	—	—	30
Airbus A320	88	35.5%	20	6	—	114
Airbus						
A320NEO	—	—	—	—	5	5
Airbus A321	8	3.9%	14	—	—	22
Airbus A330	24	25.4%	4	5	(3)	30
Boeing 737						
Classics	2	0.2%	20	—	(4)	18
Boeing						
737(NG)	54	22.3%	7	34	(1)	94
Boeing 747						
Freighter	2	0.9%	—	—	—	2
Boeing 757	—	—	2	—	—	2
Boeing 767	3	1.6%	3	—	(1)	5
Boeing 777	—	—	2	—	—	2
CRJ 705	—	—	1	—	—	1
CRJ 900	4	0.9%	—	—	—	4
MD 11						
Freighter	1	0.3%	—	—	—	1
ERJ 170	2	0.3%	—	—	—	2
<b>Total</b>	<b>212</b>	<b>100.0%</b>	<b>80</b>	<b>45</b>	<b>(4)</b>	<b>333</b>

- (1) Includes 17 Boeing 737 aircraft to be delivered by American Airlines pursuant to the purchase and leaseback transaction for 35 aircraft entered into in 2011. On November 29, 2011, after delivery of four aircraft, American Airlines filed for voluntary Chapter 11 bankruptcy protection and as a result our remaining obligations under the purchase and leaseback contract, which was structured as a financial accommodation rather than an executory contract that could be assumed in bankruptcy, automatically terminated. On August 29, 2012, we signed an agreement with American Airlines for the firm delivery of 11 aircraft. As of December 31, 2012 five aircraft were delivered and six were to be delivered under this agreement. The remaining 11 unconfirmed aircraft as of December 31, 2012 are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines.



### ***Aircraft on Order***

As of December 31, 2012, we had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft.

In 2011, we entered into a purchase and leaseback transaction with American Airlines for 35 Boeing 737-800 aircraft, of which 18 aircraft have been delivered as of December 31, 2012. On November 29, 2011, after delivery of four aircraft, American Airlines filed for voluntary Chapter 11 bankruptcy protection and as a result our remaining obligations for 31 deliveries, as of then, under the purchase and leaseback contract automatically terminated. We agreed with American Airlines to continue funding new aircraft on an aircraft by aircraft basis under the previously agreed lease terms. On August 29, 2012, we signed an agreement with American Airlines for the firm delivery of 11 aircraft. As of December 31, 2012 five aircraft were delivered and six were to be delivered under this agreement. The remaining 11 unconfirmed aircraft as of December 31, 2012 are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines.

Due to our order book of aircraft, we believe that we are well positioned to take advantage of trading opportunities and expand our aircraft portfolio. We believe that our global network of strong relationships with airlines, aircraft manufacturers, maintenance, repair and overhaul service providers and commercial and financial institutions gives us a competitive advantage in sourcing and executing transactions. Our revolving credit facilities are designed to allow us to rapidly execute our portfolio management strategies by providing us with large scale committed funding to acquire new and used aircraft.

As of December 31, 2012, we had \$0.8 billion of committed undrawn credit facilities. The remaining A320 family aircraft are scheduled to deliver in 2013, and are expected to be financed in the AerFunding revolving credit facility or commercial bank facilities., Three of the remaining five A330 aircraft to be delivered as of December 31, 2012 are subject to sale agreements and we expect to finance the remaining two through commercial bank facilities. The remaining Boeing B737 aircraft are expected to be financed through the SkyFunding II facility (two aircraft) and commercial bank facilities.

### ***Aircraft Subject to Sale Agreements and Letters of Intent***

As of December 31, 2012, we had entered into sale contracts to sell four new aircraft (including two which will be sold to a related party) and have an executed letter of intent to sell five aircraft. The following table provides information regarding the agreements and letter of intent in place and executed for the sale of nine aircraft as of December 31, 2012.

<u>Aircraft type</u>	<u>Number of aircraft</u>	<u>Letter of Intent or Agreement</u>	<u>New/Used</u>	<u>Owned/Managed</u>
Airbus A330-300	3	Sale agreement	New	Owned
Boeing 737-300	2	Letter of intent	Used	Managed
Boeing 737-400	2	Letter of intent	Used	Managed
Boeing 737-800	1	Sale agreement	New	Owned
Boeing 767-300ER	1	Letter of intent	Used	Managed

[Table of Contents](#)

Although we expect to be able to negotiate and agree on final documentation with respect aircraft subject to letters of intent, we may not be able to do so and therefore such transactions might not in fact occur.

***Aircraft Acquisitions and Dispositions***

We purchase new and used aircraft directly from aircraft manufacturers, airlines, financial investors and other aircraft leasing and finance companies. The aircraft we purchase are both on-lease and off-lease, depending on market conditions and the composition of our portfolio. We believe there are additional opportunities to purchase aircraft at attractive prices from investors in aircraft assets who lack the infrastructure to manage their aircraft throughout their lifecycle. The buyers of our aircraft include airlines, financial investors and other aircraft leasing companies. We primarily acquire aircraft at attractive prices in three ways: by purchasing large quantities of aircraft directly from manufacturers to take advantage of volume discounts, by purchasing portfolios consisting of aircraft of varying types and ages, and by entering into large purchase and leaseback transactions with airlines. In addition, we also opportunistically purchase individual aircraft that we believe are being sold at attractive prices, or that we expect will increase in demand and/or residual value. Through our airline marketing team, which is in frequent contact with airlines worldwide, we are also able to identify further attractive acquisition and disposition opportunities. We sell our aircraft when we believe the market price for the type of aircraft has reached its peak, or to rebalance the composition of our portfolio to meet changing customer demands.

Our dedicated portfolio management group consists of marketing, financial, engineering, technical and credit professionals. Prior to a purchase, this group analyzes the aircraft's price, fit in our portfolio, specification/configuration, maintenance history and condition, the existing lease terms, financial condition and credit worthiness of the existing lessee, the jurisdiction of the lessee, industry trends, financing arrangements and the aircraft's redeployment potential and value, among other factors. From January 1, 2010 to December 31, 2012, we purchased 88 aircraft and sold 119 aircraft, which included or related to the following significant historical transactions:

In December 2005, we placed an order with Airbus for the forward purchase of 70 aircraft, including eight aircraft subject to reconfirmation rights. During 2008 and the first two months of 2009, we notified Airbus that we would not take delivery of the eight aircraft subject to reconfirmation rights. In 2009 four additional aircraft were added to the forward order. As of December 31, 2012, 50 aircraft had been delivered and 12 aircraft were sold. The remaining four A320 aircraft to be delivered as of December 31, 2012, are scheduled to be delivered in 2013.

In December 2006, we placed an order with Airbus to acquire 20 new A330 wide-body aircraft. In May 2007, we added an additional ten A330 aircraft to this order. In 2009, two additional A330 aircraft were added to the forward order. As of December 31, 2012, all 32 aircraft had been delivered, 11 of which were subsequently sold.

In 2010, we signed an agreement with Boeing covering the purchase of up to 15 Boeing 737-800 aircraft, consisting of ten firm aircraft delivering in 2015 and five purchase rights.

In 2011, we entered into a purchase and leaseback transaction with American Airlines for 35 Boeing 737-800 aircraft, of which 18 aircraft have been delivered as of December 31, 2012. On November 29, 2011, after delivery of four aircraft, American Airlines filed for voluntary Chapter 11 bankruptcy protection and as a result our remaining obligations for 31 deliveries, as of then, under the purchase and leaseback contract automatically terminated. On August 29, 2012, we signed an agreement with American Airlines for the firm delivery of 11 aircraft. As of December 31, 2012 five aircraft were delivered and six were to be delivered under this agreement. The remaining 11

[Table of Contents](#)

unconfirmed aircraft as of December 31, 2012 are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines.

***Aircraft Leases and Transactions***

Over the life of the aircraft, we seek to increase the returns on our investments by managing our aircraft's lease rates, time off-lease, financing costs and maintenance costs, and by carefully timing their sale. We lease most of our aircraft to airlines under operating leases. Under an operating lease, the lessee is responsible for the maintenance and servicing of the equipment during the lease term and the lessor receives the benefit, and assumes the risk, of the residual value of the equipment at the end of the lease. Rather than purchase their aircraft, many airlines operate their aircraft under operating leases because operating leases reduce their capital requirements and costs and allow them to manage their fleet more efficiently. Over the past 20 years, the world's airlines have increasingly turned to operating leases to meet their aircraft needs.

Our contract lease terms generally range from 12 months to 144 months. By varying our lease terms, we mitigate the effects of changes in cyclical market conditions at the time aircraft become eligible for re-lease. In periods of strong aircraft demand, we seek to enter into medium and long-term leases to lock-in the generally higher market lease rates during those periods, while in periods of low aircraft demand we seek to enter into short-term leases to mitigate the effects of the generally lower market lease rates during those periods. In addition, we generally seek to reduce our leasing transition costs by entering into lease extensions rather than taking re-delivery of the aircraft and leasing it to a new customer. The terms of our lease extensions reflect the market conditions at the time the lease extension is signed and typically contain different terms than the original lease.

Upon expiration of an operating lease, we extend the lease term, take redelivery of the aircraft, remarket and re-lease it to new lessees or sell the aircraft. Typically, we re-lease our leased aircraft well in advance of the expiration of the then current lease and deliver the aircraft to a new lessee in less than two months following redelivery by the prior lessee. During the period in which an aircraft is in between leases, we typically perform routine inspections and the maintenance necessary to place the aircraft in the required condition for delivery and, in some cases, make modifications requested by our next lessee.

Our extensive experience, global reach and operating capabilities allow us to rapidly complete numerous aircraft transactions, which enables us to increase the returns on our aircraft investments and reduce the time that our aircraft are not generating revenue for us. We successfully executed over 380 aircraft transactions between January 1, 2010 and December 31, 2012.

The following tables set forth information regarding the aircraft transactions we have executed between January 1, 2010 and December 31, 2012, the number of initial leases and re-leases we entered into, the number of leases we extended, the number of leases we restructured, the number of aircraft we purchased and the number of aircraft we sold. The trends shown in the table reflect the execution

[Table of Contents](#)

of the various elements of our leasing strategy for our owned and managed portfolio, as described further below.

<u>Activity</u>	<u>Owned Aircraft</u>			<u>Total/ Average</u>
	<u>2010</u>	<u>2011</u>	<u>2012</u>	
New leases on new aircraft	6	14	27	47
New leases on used aircraft	18	16	19	53
Extensions of lease contracts	26	19	10	55
Average lease term for new leases (months)(1)	138.0	133.7	149.3	140.3
Average lease term for re-leases (months)(1)	61.6	80.8	61.9	68.1
Average lease term for lease extensions (months)(2)	35.5	30.5	35.2	33.7
Aircraft purchases	55	13	20	88
Aircraft sales	16	21	59	96
Average aircraft utilization rates(3)	98.3%	98.5%	98.5%	98.4%

- (1) Average lease term of new leases and re-leases contracted during the period. The average lease term for new leases and re-leases is calculated by reference to the period between the date of contractual delivery to the date of contractual redelivery of the aircraft.
- (2) Average lease term for aircraft extensions contracted during the period. The average lease term for lease extensions is calculated by reference to the period between the date of the original expiration of the lease and the new expiration date.
- (3) Our utilization rate for aircraft is calculated based on the average number of months the aircraft are on lease each year. The utilization rate is weighted proportionate to the net book value of the aircraft at the end of the period measured.

<u>Activity</u>	<u>Managed Aircraft</u>			<u>Total/ Average</u>
	<u>2010</u>	<u>2011</u>	<u>2012</u>	
New leases on new aircraft	—	—	—	—
New leases on used aircraft	2	1	1	4
Extensions of lease contracts	4	3	8	15
Average lease term for re-leases (months)(1)	32.0	20.0	72.0	41.3
Average lease term for lease extensions (months)(2)	33.8	27.0	27.3	29.4
Aircraft purchases	—	—	—	—
Aircraft sales	4	8	11	23

- (1) Average lease term of re-leases contracted during the period. The average lease term for re-leases is calculated by reference to the period between the date of contractual delivery to the date of contractual redelivery of the aircraft.
- (2) Average lease term for aircraft lease extensions contracted during the period. The average lease term for lease extensions is calculated by reference to the period between the date of the original expiration of the lease and the new expiration date.

Leases of new aircraft generally have longer terms than used aircraft which are re-leased. In addition, leases of more expensive aircraft generally have longer lease terms than less expensive aircraft. Lease terms for owned aircraft tend to be longer than for managed aircraft because the average age of our owned fleet is lower than that of our managed fleet.

## [Table of Contents](#)

Before making any decision to lease an aircraft, we perform a review of the prospective lessee, which generally includes reviewing financial statements, business plans, cash flow projections, maintenance records, operational performance histories, hedging arrangements for fuel, foreign currency and interest rates and relevant regulatory approvals and documentation. We also perform on-site credit reviews for new lessees which typically includes extensive discussions with the prospective lessee's management before we enter into a new lease. Depending on the credit quality and financial condition of the lessee, we may require the lessee to obtain guarantees or other financial support from an acceptable financial institution or other third parties.

We typically require our lessees to provide a security deposit for their performance under their leases, including the return of the aircraft in the specified maintenance condition at the expiration of the lease. The size of the security deposit is normally equal to two months' rent.

All of our lessees are responsible for their maintenance costs during the lease term. Based on the credit quality of the lessee, we require some of our lessees to pay supplemental maintenance rent to cover scheduled major component maintenance costs. If a lessee pays the supplemental maintenance rent, we reimburse them for their maintenance costs up to the amount of their supplemental maintenance rent payments. Under the terms of our leases, at lease expiration, to the extent that a lessee has paid us more supplemental maintenance rent than we have reimbursed them for their maintenance costs, we retain the excess rent. In most lease contracts not requiring the payment of supplemental rents, the lessee is required to redeliver the aircraft in a similar maintenance condition as when accepted under the lease. To the extent that the redelivery condition is different from the acceptance condition, there is normally an end of lease compensation adjustment for the difference at re delivery. As of December 31, 2012, 114 of our 212 owned aircraft provided for the payment of supplemental maintenance rent. Whether a lessee pays supplemental maintenance rent or not, we usually agree to compensate a lessee for scheduled maintenance on airframe and engines related to the prior utilization of the aircraft. For this prior utilization, we have normally received cash compensation from prior lessees of the aircraft, which was recognized as income at the end of the prior lease.

In all cases, we require the lessee to reimburse us for any costs we incur if the aircraft is not in the required condition upon redelivery. All of our leases contain extensive provisions regarding our remedies and rights in the event of a default by the lessee, and also include specific provisions regarding the required condition of the aircraft upon its redelivery.

Our lessees are also responsible for compliance with all applicable laws and regulations governing the leased aircraft and all related costs. We require our lessees to comply with either the FAA, EASA or their foreign equivalent standards.

During the term of our leases, some of our lessees have experienced financial difficulties resulting in the need to restructure their leases. Generally, our restructurings have involved a number of possible changes to the lease's terms, including the voluntary termination of leases prior to their scheduled expiration, the arrangement of subleases from the primary lessee to a sublessee, the rescheduling of lease payments and the exchange of lease payments for other consideration, including convertible bonds, warrants, shares and promissory notes. We generally seek to receive these and other marketable securities from our restructured leases, rather than deferred receivables. In some cases, we have been required to repossess a leased aircraft and in those cases, we have usually exported the aircraft from the lessee's jurisdiction to prepare it for remarketing. In the majority of these situations, we have obtained the lessee's cooperation and the return and export of the aircraft was completed without significant delay, generally within two months. In some situations, however, our lessees have not cooperated in returning aircraft and we have been required to take legal action. In connection with the repossession of an aircraft, we may be required to settle claims on the aircraft or to which the lessee is subject, including outstanding liens on the repossessed aircraft. Since our inception in 1995, we have repossessed 82 aircraft under defaulted leases with 40 different lessees in 27 jurisdictions.

[Table of Contents](#)

The following table provides information regarding the percentage of lease revenue arising from leases of aircraft to the indicated lessees of our owned aircraft portfolio for the year ended December 31, 2012.

<u>Lessee</u>	<u>Percentage of 2012 lease revenue</u>
Aeroflot Russian Airlines	7.2%
TUI Aviation	5.4%
American Airlines	4.9%
Asiana Airlines	4.6%
Virgin Atlantic Airways	4.6%
Alitalia	3.4%
Air Berlin	3.0%
Air France	2.9%
Garuda	2.8%
TAP (Transporte Aéreos Portugueses)	2.6%
Sichuan Airlines	2.3%
VRG Linhas Aereas	2.2%
Wizz Air Ltd.	2.0%
Other(1)	52.1%
<b>Total</b>	<b>100%</b>

(1) Consists of 90 individual lessees. No other lessee accounted for more than 2.0% of our lease revenue in 2012.

We lease our aircraft to lessees located in numerous and diverse geographical regions and have focused our leasing efforts on the fast growing Asia/Pacific market. The following table sets forth the percentage of our total lease revenue by country of lessee in which we lease our owned aircraft for the year ended December 31, 2012.

<u>Country</u>	<u>Percentage of 2012 lease revenue</u>
United States of America	12.1%
Russia	9.4%
Germany	9.0%
UK	8.6%
China	7.2%
Italy	4.7%
Korea	4.6%
France	3.1%
Indonesia	2.9%
Thailand	2.8%
Brazil	2.8%
Portugal	2.6%
Turkey	2.5%
India	2.3%
Hungary	2.0%
Other(1)	23.4%
<b>Total</b>	<b>100%</b>

(1) No other country accounted for more than 2.0% of our lease revenue in 2012.

As of December 31, 2012, leases representing approximately 24.4% of our lease revenues in 2012 were scheduled to expire before December 31, 2015. As of December 31, 2012, of our 212 owned

[Table of Contents](#)

aircraft, 211 aircraft were on lease and had a weighted average remaining lease period per aircraft of 82.8 months and one aircraft was off-lease. The aircraft off-lease was subject to a letter of intent as of December 31, 2012.

The following table sets forth as of December 31, 2012 the number of leases that were scheduled to expire between December 31, 2012 and December 31, 2026 as a percentage of our 2012 lease revenue.

Year	Percentage of 2012 lease revenue(1)	Number of aircraft with leases expiring
2013	7.99%	18
2014	7.01%	21
2015	9.38%	31
2016	8.08%	21
2017	4.37%	11
2018	6.86%	21
2019	8.64%	15
2020	10.66%	20
2021	4.07%	9
2022	6.34%	15
2023	5.43%	7
2024	1.17%	4
2025	1.64%	4
2026	2.70%	14
<b>Total</b>	<b>84.27%</b>	<b>211</b>

- (1) The percentage of lease revenue reflected in the table above does not sum to 100% because it does not include lease revenue from our owned aircraft that were sold in 2012 (14.0%), revenue from the off-lease aircraft (0.4%), revenue from the leasing of engines (0.5%) and lease revenue from the aircraft subject to lease-in lease-out transactions (0.8%).

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

	2010	2011	2012
United States of America	8.4%	8.8%	12.1%
Russia	11.3%	10.3%	9.4%
Germany	12.0%	9.3%	9.0%

The following table sets forth the percentage of long-lived assets (flight equipment and intangible assets) attributable to individual countries representing at least 10% of total long-lived assets in 2012 based on each airline's principal place of business for the years indicated:

	2012
United States of America	16.6%
Russia	11.4%

During the years ended December 31, 2010, 2011 and 2012, no lease revenue and no long-lived assets were attributable to The Netherlands, our country of domicile.

## **Financing**

Our management analyzes sources of financing based on the pricing and other terms and conditions in order to optimize the return on our investments. We have the ability to access a broad range of liquidity sources globally, and since 2006, we have raised in excess of \$13.5 billion of new financings, including bank debt, governmental secured debt, securitization and debt capital markets.

### ***Revolving Credit Facilities.***

In April 2006, we entered into a \$1.0 billion revolving credit facility with a syndicate of banks led by UBS to facilitate our growth strategy and the acquisition of a broad range of aircraft. In June 2011, we amended this credit facility to allow for an additional two year revolving period with a three year term-out period, extending the facility to June 2016, and amending the facility size to \$775.0 million. The facility size was increased to \$800.0 million in 2012. This facility provides us with large scale committed financing allowing us to rapidly execute aircraft portfolio purchases.

In November 2012, we entered into a \$285.0 million unsecured revolving credit facility for general corporate purposes. Citigroup Global Markets Inc., Crédit Agricole Corporate and Investment Bank and RBS Securities Inc. were joint lead arrangers of the transaction. This facility provides us with additional flexibility allowing us to rapidly capitalize on opportunities in the market.

### ***Securizations.***

Once we obtain sufficient aircraft through our revolving credit facilities, we generally leverage our extensive financing experience and access to the securitization and other long-term debt markets to obtain long-term, lower cost non-recourse financing.

Since 1996, we have raised over \$30 billion of funding in the global financial markets including over \$11 billion of funds through initial issuances and refinancings in the aircraft securitization market.

- In May 2007, we completed a \$1.7 billion securitization of 70 aircraft subject to operating leases. This securitization was a refinancing of our 2005 securitization. In the refinancing, we added 28 aircraft to the structure; and
- In June 2008, our consolidated subsidiary ALS II closed a \$1 billion aircraft securitization. The securitization provides long-term non-recourse funding for 30 A320 family aircraft which are part of the 70 aircraft order placed by us.

### ***Export Credit Facilities.***

As of December 31, 2012, 13 A330 aircraft, 33 A320 family, two Boeing 737-800 aircraft and four CRJ aircraft have been financed in export credit facilities with banks and financial institutions, which contained the negotiated terms pursuant to which the European Export Credit Agencies (ECAs), the Export-Import Bank of the United States (U.S. Ex-Im Bank) and Export Development Canada (EDC) agreed to provide guarantees. From time to time, the ECA facilities have been amended to cover certain additional aircraft and an ECA capital markets transaction in relation to three A330 aircraft was completed.

### ***Transactions***

During 2010, we signed financing facilities in the amount of \$1.6 billion, including the following:

- fixed rate facilities for general corporate purposes with a total of \$170.0 million;
- long-term bank debt with banks and financial institutions for new and used aircraft with a total of \$524.3 million;

## [Table of Contents](#)

- a facility guaranteed by US Export Import Bank with a total of \$55.3 million;
- amendments to the existing ECA facilities with AerCap Ireland and AerVenture, and the AeroTurbine revolving credit facility with a total of \$760.0 million; and
- other secured financing facilities with a total of \$75.0 million.

During 2011, we signed financing facilities in the amount of \$1.5 billion, including the following:

- long-term secured debt with banks to finance up to 12 Boeing 737-800 aircraft to be delivered to American Airlines with a total of \$402.0 million;
- amendment and extension of our Aerfunding revolving credit facility with a total of \$775.0 million; and
- other secured financings with a total of \$360.0 million.

During 2012, we signed financing facilities in the amount of \$1.5 billion, including the following:

- unsecured facilities, including a \$300.0 million unsecured notes issuance and a \$285.0 million unsecured revolving facility, with a total of \$585.0 million;
- additional ECA guaranteed facilities with a total of \$246.0 million;
- long-term secured debt with banks to finance up to six Boeing 737-800 aircraft to be delivered to American Airlines with a total of \$192.0 million;
- a pre-delivery payment facility in order to partially finance the pre-delivery payment amounts on ten of our Boeing 737-800 forward order with a total of \$200.0 million; and
- other secured financings with a total of \$307.0 million.

## ***Joint Ventures***

We have conducted some of our business through joint ventures. The joint venture arrangements allowed us to:

- order new aircraft in larger quantities to increase our buying power and economic leverage;
- increase the geographical and product diversity of our portfolio;
- obtain stable servicing revenues; and
- diversify our exposure to the economic risks related to aircraft purchases.

***AerDragon.*** In May 2006, we signed a joint venture agreement with China Aviation Supplies Holding Company ("CAS") and affiliates of Crédit Agricole Corporate and Investment Bank ("CA-CIB") establishing AerDragon ("AerDragon"). AerDragon consists of two companies, Dragon Aviation Leasing Company Limited, based in Beijing with a registered capital of \$10.0 million and AerDragon Aviation Partners Limited, based in Ireland with initial registered capital of \$50.0 million. The registered capital of AerDragon was increased to \$120.0 million in 2010, to \$130.0 million in 2011 and to \$140.0 million in January 2013. AerDragon is 50% owned by China Aviation and 25% owned by each of us and Crédit Agricole. Following receipt of the local Chinese approvals required for it to begin operations, AerDragon commenced operations in October 2006. We provide certain aircraft and accounting related services to the joint venture, and act as guarantor to the lenders of AerDragon related to debt secured by the aircraft which AerDragon purchased directly from us. In the future, one of the main sources of aircraft for AerDragon is likely to be the acquisition of aircraft through sale leaseback transactions with airlines. This joint venture enhances our presence in the increasingly important Chinese market and will enhance our ability to lease our aircraft and engines throughout the entire Asia/Pacific region. As of December 31, 2012, we have not and do not plan to



## [Table of Contents](#)

AerDragon's financial results in our consolidated financial statements. AerDragon had 17 aircraft on lease to 7 airlines as of December 31, 2012.

**AerCap Partners I.** In June 2008, AerCap Partners I Holding Limited, or AerCap Partners I, a 50% joint venture entered into between us and Deucalion Aviation Funds, acquired a portfolio of 19 aircraft from TUI Travel. The aircraft acquired were leased back to TUI Travel for varying terms. As of December 31, 2012, six Boeing 757-200 aircraft have been sold, and 11 Boeing 737-800 and two Boeing 767-300ER remain in the portfolio. The aircraft portfolio was financed through a \$425.7 million senior debt facility and \$125.6 million of subordinated debt consisting of \$62.8 million from us and \$62.8 million from our joint venture partner. On the applicable maturity date under the senior debt facility, which for the first tranche is April 2015 and for the second tranche was April 2012, or, if earlier, in case of an AerCap insolvency, if the joint venture partners do not make additional subordinated capital available to the joint venture, AerCap can be required to purchase the aircraft from the joint venture for a price equal to the outstanding senior debt facility balance plus certain expenses and taxes related to the purchase. We have also entered into agreements to provide management and marketing services to AerCap Partners I.

The second tranche of senior debt was refinanced in April 2012, and as part of the refinancing, AerCap Partners 767 Limited, or AerCap Partners 767, was incorporated. AerCap Partners 767 acquired two Boeing 767 aircraft with leases attached (from AerCap Partners I) which were financed through a \$36.0 million senior debt facility and \$30.9 million of subordinated debt consisting of \$15.45 million from us and \$15.45 million from our joint venture partner. \$30.9 million of AerCap Partners I's subordinated debt was redeemed upon sale of the two Boeing 767 aircraft to AerCap Partners Boeing 767. We consolidate AerCap Partners I's and AerCap Partners 767's financial results in our consolidated financial statements.

**Joint ventures with Waha.** In 2010, we entered into two joint ventures with Waha, with us owning 50% in AerLift Leasing Jet Ltd. ("AerLift Jet") and 40% in AerLift Leasing Ltd. ("AerLift"). AerLift Jet owned four CRJ aircraft, and AerLift owned nine aircraft as of December 31, 2012. We consolidate the financial results of AerLift Jet in our consolidated financial statements, and do not consolidate the financial results of AerLift in our consolidated financial statements.

**Other joint ventures.** In 2010, we entered into two 50% joint ventures with two separate joint venture partners. The two joint ventures collectively owned six aircraft, consisting of three A330 and three A320 aircraft. On June 1, 2011 we sold our 50% interest in three A330 aircraft that had been part of a joint venture. We consolidate the financial results of the remaining joint venture in our consolidated financial statements.

We also own 43% of AerData, an integrated software solution provider for the aircraft leasing industry, which provides and manages our main corporate management system ("CMS"). AerData's impact to our financial results is not material.

### **Relationship with Airbus**

We have a close and longstanding mutually advantageous relationship with Airbus. Our relationship dates back to our formation, when Daimler AG (formerly known as Daimler-Benz AG and DaimlerChrysler AG), a principal shareholder of European Aeronautic Defense & Space Company —EADS N.V., an 80% shareholder of Airbus, was one of our founding shareholders. In the last ten years, we, directly or through our joint ventures, have contracted to purchase over 100 commercial jet aircraft from Airbus. We maintain a wide-ranging dialogue with Airbus seeking mutually beneficial opportunities such as taking delivery of new aircraft on short notice and purchasing used aircraft from airlines seeking to renew their fleet with Airbus aircraft.

[Table of Contents](#)

***Relationship with Boeing***

In 2010, we signed an agreement with Boeing covering the purchase of up to 15 Boeing 737-800 aircraft, consisting of ten firm aircraft and five purchase rights. In recognition that our customers operate and often seek aircraft alternatives from both Airbus and Boeing, the recent Boeing order is a direct result to respond to the needs/interests of our customers.

***Aircraft Services***

We are one of the aircraft industry's leading providers of aircraft asset management and corporate services to securitization vehicles, joint ventures and other third parties. As of December 31, 2012, we had aircraft management and administration and cash management service contracts with 13 parties covering over 241 aircraft, three of which accounted for 90% of our aircraft services revenue in 2012. We categorize our aircraft services into aircraft asset management, administrative services and cash management services. Since we have an established operating system to provide these services to manage our own aircraft assets, the incremental cost of providing aircraft management services to securitization vehicles, joint ventures and third parties is limited. Our primary aircraft asset management activities are:

- remarketing aircraft;
- collecting rental and maintenance payments, monitoring aircraft maintenance, monitoring and enforcing contract compliance and accepting delivery and redelivery of aircraft;
- conducting ongoing lessee financial performance reviews;
- periodically inspecting the leased aircraft;
- coordinating technical modifications to aircraft to meet new lessee requirements;
- conducting restructurings negotiations in connection with lease defaults;
- repossessing aircraft;
- arranging and monitoring insurance coverage;
- registering and de-registering aircraft;
- arranging for aircraft and aircraft engine valuations; and
- providing market research.

We charge fees for our aircraft management services based primarily on a mixture of fixed retainer amounts, but we also receive performance based fees related to the managed aircrafts' lease revenues or sale proceeds, or specific upside sharing arrangements.

We provide cash management and administrative services to securitization vehicles and joint ventures. Cash management services consist of treasury services such as the financing, refinancing, hedging and on going cash management of these vehicles. Our administrative services consist primarily of accounting and secretarial services, including the preparation of budgets and financial statements, and liaising with, in the case of securitization vehicles, the rating agencies.

**Subsidiaries**

AerCap Holdings N.V.'s major subsidiaries as of December 31, 2012, were AerCap Ireland Ltd., Aircraft Lease Securitisation II Ltd., AerFunding I Ltd., SkyFunding Ltd., Genesis Funding Ltd., Streamline Aircraft Leasing Ltd. and AerCap Partners I Ltd., AerCap Holdings N.V. has numerous other subsidiaries, none of which contribute more than 5% of our consolidated revenues or represent more than 5% of our total assets.



## Employees

The table below provides the number of our employees at each of our principal geographical locations as of the dates indicated.

<u>Location</u>	<u>December 31,</u> <u>2010(1)</u>	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2012</u>
Amsterdam, The Netherlands	70	74	77
Shannon, Ireland	55	54	54
Fort Lauderdale, FL	17	15	17
Miami, FL(1)	126	—	—
Goodyear, AZ(1)	44	—	—
Other(1)(2)	44	10	11
<b>Total</b>	<b>356</b>	<b>153</b>	<b>159</b>

- (1) For the year ended December 31, 2010 these locations included employees of AeroTurbine which we acquired in 2006 and sold in October 2011.
- (2) We lease small offices in Shanghai (China), the United Arab Emirates and Singapore.

None of our employees are covered by a collective bargaining agreement and we believe that we maintain excellent employee relations. Although under Netherlands law we may be required to have a works council for our operations in The Netherlands, our employees have not elected to date to organize a works council. A works council is an employee organization that is granted certain statutory rights to be involved in certain of the company's decision making processes. The exercise of such rights, however, must take into account the interests of the company and its shareholders.

## Organizational Structure

AerCap Holdings N.V. is a holding company which holds directly and indirectly consolidated investments in four main operating companies, most of which in turn own special purpose entities which hold our aircraft assets. AerCap Holdings N.V. employs 30 people and does not own significant assets outside of its investments in its subsidiaries. Within the group, we also have several inactive subsidiaries or subsidiaries which are in the process of being liquidated. In addition to AerCap Holdings N.V.'s ownership in our principal operating subsidiaries, it holds our 50% economic interests in AerCap Partners II (three aircraft) and a 50% ownership in a joint venture with Waha (four aircraft). The four principal operating subsidiaries, their share ownership and the identity of their significant asset owning subsidiaries are detailed below.

*AerCap B.V.* is owned 100% by AerCap Holdings N.V. *AerCap B.V.* is located in Amsterdam, The Netherlands, and through its special purpose subsidiaries, owns the economic interests in 17 aircraft. *AerCap B.V.* does not employ any personnel.

*AerCap Group Services B.V.* is owned 100% by AerCap Holdings N.V. *AerCap Group Services, B.V.* is located in Amsterdam, The Netherlands and had 47 employees as of December 31, 2012. *AerCap Group Services B.V.* does not own significant assets, but provides a range of management services to other asset owning companies in the AerCap group of companies.

*AerCap Ireland Limited* is indirectly owned 100% by AerCap Holdings N.V. *AerCap Ireland Limited* is located in Shannon, Ireland and holds our economic interests in Aircraft Lease Securitisation II Limited ("ALS II"), which owns 30 aircraft and in Genesis Funding Ltd ("GFL"), which owns 38 aircraft and it holds our 50% economic interests in AerCap Partners I (11 aircraft). In addition, *AerCap Ireland Limited* owns 73 aircraft and seven engines directly or through single aircraft owning special purpose entities and holds the economic interests in AerFunding (21 aircraft). *AerCap*

## [Table of Contents](#)

Ireland Limited is also the holder of our joint venture investment in AerDragon. AerCap Ireland Limited had 54 employees as of December 31, 2012.

*AerCap, Inc.* is owned 100% by AerCap Holdings N.V. AerCap, Inc. is located in Ft. Lauderdale, Florida. AerCap, Inc. does not employ any personnel. AerCap, Inc. owns 100% of AerCap Group Services, Inc., which had 17 employees as of December 31, 2012 and provides a range of services to other asset owning companies in the AerCap group of companies. AerCap, Inc. and its wholly owned subsidiaries are the lessees under three lease-in, lease-out transactions.

### **Competition**

The aircraft leasing and sales business is highly competitive. We face competition from aircraft manufacturers, financial institutions, other leasing companies, aircraft brokers and airlines. Competition for a leasing transaction is based on a number of factors, including delivery dates, lease rates, term of lease, other lease provisions, aircraft condition and the availability in the market place of the types of aircraft that can meet the needs of the customer. As a result of our geographical reach, diverse aircraft portfolio and success in remarketing our aircraft, we believe we are a strong competitor in all of these areas. Our competition is comprised of major aircraft leasing companies including GE Capital Aviation Services ("GECAS"), ILFC, CIT Aerospace, Aviation Capital Group, Air Lease Corporation, SMBC Aviation Capital, AWAS Aviation Capital Limited, FLY Leasing Limited, BOC Aviation and AirCastle Ltd.

### **Insurance**

Our lessees are required under our leases to bear responsibility, through an operational indemnity subject to customary exclusions, and to carry insurance for any liabilities arising out of the operation of our aircraft or engines, including any liabilities for death or injury to persons and damage to property that ordinarily would attach to the operator of the aircraft. In addition, our lessees are required to carry other types of insurance that are customary in the air transportation industry, including hull all risks insurance for both the aircraft and each engine whether or not installed on our aircraft, hull war risks insurance covering risks such as hijacking, terrorism, confiscation, expropriation, nationalization and seizure (in each case at a value stipulated in the relevant lease which typically exceeds the net book value by 10%, subject to adjustment in certain circumstances) and aircraft spares insurance and aircraft third party liability insurance, in each case subject to customary deductibles. We are named as an additional insured on liability insurance policies carried by our lessees, and we and/or our lenders are designated as a loss payee in the event of a total loss of the aircraft or engine. We monitor the compliance by our lessees with the insurance provisions of our leases by securing confirmation of coverage from the insurance brokers. We also purchase insurance which provides us with coverage when our aircraft or engines are not subject to a lease or where a lessee's policy lapses for any reason. In addition we carry customary insurance for our property. Insurance experts advise and make recommendations to us as to the appropriate amount of insurance coverage that we should obtain.

### **Regulation**

While the air transportation industry is highly regulated, since we do not operate aircraft, we generally are not directly subject to most of these regulations. However, our lessees are subject to extensive regulation under the laws of the jurisdiction in which they are registered and in which they operate. These regulations, among other things, govern the registration, operation and maintenance of our aircraft and engines. Most of our aircraft are registered in the jurisdiction in which the lessee of the aircraft is certified as an air operator. Both our aircraft and engines are subject to the airworthiness and other standards imposed by our lessees' jurisdictions of operation. Laws affecting the airworthiness of aviation assets are generally designed to ensure that all aircraft, engines and related equipment are continuously maintained in proper condition to enable safe operation of the aircraft. Most countries'

## [Table of Contents](#)

aviation laws require aircraft and engines to be maintained under an approved maintenance program having defined procedures and intervals for inspection, maintenance and repair.

In addition, under our leases, we may be required in some instances to obtain specific licenses, consents or approvals for different aspects of the leases. These required items include consents from governmental or regulatory authorities for certain payments under the leases and for the import, re-export or deregistration of the aircraft and engines. Also, to perform some of our cash management services and insurance services from Ireland under our management arrangements with our joint ventures and securitization entities, we are required to have a license from the Irish regulatory authorities which we have obtained.

### **Facilities**

We lease a 37,000 square foot office facility in Amsterdam, The Netherlands. The lease runs through March 31, 2018. We lease our Shannon, Ireland facility under a 21-year lease (10,000 square feet) and a 19 year lease (6,000 square feet) which began March 28, 2008 and June 18, 2010 respectively and have options to terminate both leases in 2018 and in 2024.

In addition to the above facilities, we also lease small offices in Fort Lauderdale (Florida), Shanghai (China), the United Arab Emirates and Singapore.

### **Trademarks**

We have registered the "AerCap" name with WIPO International (Madrid) Registry and the Benelux Merkenbureau. The "AerCap" trademark has been registered with the United States Patent and Trademark Office.

### **Litigation**

In the ordinary course of our business, we are a party to various legal actions, which we believe are incidental to the operation of our business. We believe that the outcome of the proceedings to which we are currently a party will not have a material adverse effect on our financial position, results of operations and cash flows.

#### ***VASP Litigation***

We leased 13 aircraft and three spare engines to Viação Aérea 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 High Court of the State of Sao Paulo 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 High 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. The Federal Supreme Court is not bound by the opinion of the Attorney General. However, our external legal counsel informed us that it would be normal practice to take such an opinion into consideration. There are no assurances though whether the

[Table of Contents](#)

Federal Supreme Court will rule in accordance with the Attorney General opinion or, if it did, what the outcome of the judgment of the STJ would be.

On February 23, 2006, VASP commenced a procedure to calculate its alleged damages and since then both we and VASP have appointed experts to assist the court in calculating damages. Our external legal counsel has advised us that even if VASP prevails on the issue of liability, they do not believe that VASP will be able to demonstrate any damages. We continue to actively pursue all courses of action that may 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 was served with process in Brazil in October 2007 and in response filed an application challenging the jurisdiction of the English court, which we opposed. VASP also applied to the court to adjourn the hearing on its 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 \$40.0 million in damages plus accrued interest. We subsequently applied to the STJ for an order ratifying the English judgment, so that it might be enforced in Brazil. The STJ granted AerCap's application and entered an order ratifying the English judgment. VASP appealed that order; however, the order is fully effective pending a resolution of VASP's appeal of the order ratifying the English judgment.

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 have appealed this ruling to the full panel of the STJ. Our counsel expect a ruling on these appeals in the course of this year. However, in the interim, there is uncertainty regarding (a) the legal representation of VASP and (b) the proper venue in which to bring AerCap's claim based on the English judgment. While VASP was in bankruptcy, its legal representative was the bankruptcy trustee. At present, however, the trustee has no legal capacity to represent VASP and it is unclear who does have such capacity. AerCap is presently awaiting a resolution of these issues. In the event the bankruptcy is reinstated, AerCap will have the right to file a claim in the bankruptcy proceeding seeking (a) damages and/or (b) an offset against any award VASP may win on its claims against AerCap. We cannot provide any assurance as to the outcome of this claim.

In addition to its claim in the English courts, AerCap has also brought an action 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 have granted an order for service of process, VASP opposed service in Brazil, but the STJ ruled that service of process on VASP had been properly completed. However, the revocation of VASP's bankruptcy and the trustee's resulting loss of capacity to act for VASP have delayed AerCap's attempts to enforce its Irish claims.

Our management, based on the advice of external legal counsel, has determined that it is not necessary to make any provision for this litigation because we do not believe the outcome of this case will have a material effect on our consolidated financial condition, results of operations or cash flows.

***Transbrasil litigation***

In the early 1990's, 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 General Electric Capital Corporation ("GECC") and certain of its affiliates ("GE affiliates" and 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, 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 a statutory penalty equal to double the face amount of the Notes (plus interest and monetary adjustments), and awarding Transbrasil 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. In June 2010, the AerCap Lessors and the GE Lessors separately filed special appeals before the STJ in Brazil. These special appeals have since been admitted for hearing. AerCap's Brazilian attorneys believe AerCap's special appeal is well-grounded and has a reasonable chance of success.

In July 2011, Transbrasil sued for provisional enforcement of the 2010 Judgment and submitted its alleged calculation of the statutory penalty, 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 have opposed provisional enforcement of the 2010 judgment, arguing, among other things, that Transbrasil's calculations are greatly exaggerated. These arguments, and the defendants' appeals on the merits of the case, will be determined on appeal.

Transbrasil has also initiated proceedings to determine the amount of damages that it allegedly suffered due to the defendants' attempts to collect on the Notes. The court has appointed an expert to determine the amount of such damages and the AerCap Lessors have 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.

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 (a) their attempts to enforce the Notes and (b) the 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.

Our management, based on the facts and the advice of external legal counsel, has determined that is not necessary to make any provision for this litigation because we do not believe the outcome of this case will have a material effect on our consolidated financial condition, results of operations or cash flows.

**Item 4A. Unresolved Staff Comments**

Not applicable.

## Item 5. Operating and Financial Review and Prospects

*You should read this discussion in conjunction with our audited consolidated financial statements and the related notes included in this annual report. Our financial statements are presented in accordance with generally accepted accounting principles in the United States of America, or US GAAP. The discussion below contains forward looking statements that are based upon our current expectations and are subject to uncertainty and changes of circumstances. See "Item 3. Key Information—Risk Factors" and "Special Note About Forward Looking Statements".*

### Overview

Net income attributable to AerCap Holdings N.V. for the full year 2012 was \$163.7 million. Adjusted net income was \$258.0 million, compared to \$303.1 million in 2011. Adjusted net income excludes non-cash charges relating to the mark-to-market of interest rate caps and share based compensation, a one-time charge relating to the buy-out of the Genesis portfolio servicing rights, a loss from discontinued operations, non-recurring charges to interest expense from the early repayment of secured loans and the loss on sale of the ALS portfolio. Please refer to page 71 for the reconciliation of adjusted net income (and adjusted earnings per share) to net income attributable to AerCap Holdings N.V. for the years ended December 31, 2012 and 2011. Total basic and fully diluted earnings per share for the full year 2012 were \$1.24. Adjusted earnings per share were \$1.96. The average number of outstanding shares was 131.5 million for the year ended December 31, 2012. Net interest margin, or net spread, the difference between basic lease rents and interest expense excluding the mark-to-market of interest rate caps, was \$684.2 million for full year 2012.

### Major Developments in 2012

- On May 22, 2012, we closed an offering of \$300 million aggregate principal amount of 6.375% senior unsecured notes, which will mature on May 30, 2017 and are guaranteed by AerCap Holdings N.V. Part of the proceeds of these notes were used to repay \$170 million of outstanding indebtedness;
- On June 5, 2012, we initiated a new share repurchase program which was subsequently amended to include \$320 million of shares. The repurchase program was completed in December 2012, resulting in total repurchases of 26.5 million shares which were subsequently cancelled;
- On June 10, 2012, we purchased 5,000,000 of our ordinary shares from Fern S.a.r.l., an indirect subsidiary of Cerberus, which is an affiliate of AerCap. The aggregate price of the shares was \$55.9 million. On August 20, 2012, we purchased 10,000,000 of our ordinary shares from Fern S.a.r.l.. The aggregate price of the shares was \$120.0 million. Additionally, on December 6, 2012, we purchased 5,040,000 of our ordinary shares from Fern S.a.r.l. The aggregate price of the shares was \$64.1 million. These repurchases were done under the \$320 million share repurchase program, and were undertaken on an arms-length basis at fair market value overseen by the management and disinterested directors;
- On November 1, 2012, we signed a new \$160 million credit facility with a ten year term for five Boeing 737-800 aircraft, which will be leased to American Airlines as part of the previously-announced transaction with American Airlines for the purchase and leaseback of new Boeing 737-800 aircraft;
- On November 12, 2012, we closed a \$285 million senior unsecured revolving credit facility with Citigroup Global Markets Inc., Credit Agricole Corporate and Investment Bank and RBS Securities Inc., who acted as joint lead arrangers for a syndicate of nine banks. The credit facility has a three year term, and will be used for general corporate purposes;

## [Table of Contents](#)

- On November 14, 2012, we completed an agreement with a subsidiary of Guggenheim Partners, LLC, under which we sold our equity interest in Aircraft Lease Securitisation Limited ("ALS"), a portfolio of 50 aircraft, by transferring 100% of our interest in the E-Notes, the equity securities issued by ALS, to Guggenheim. The sale of our ALS securitization portfolio reduces the average age of our portfolio to 5.1 years, and assuming the aircraft portfolio performs as expected, would result in cash generation of approximately \$380 million which consists of the initial purchase price received plus forecasted servicing fees and forecasted contingent asset receipts, offset partially by transaction expenses and forecasted coupon payments.
- On December 14, 2012, we signed a \$200 million facility with DBS Bank Ltd. of Singapore, to finance the pre-delivery payments for ten new Boeing 737-800 aircraft.

### ***Liquidity and Access to Capital***

Aircraft leasing is a capital intensive business and we have significant capital requirements. These commitments might include requirements to make pre-delivery payments, in addition to the requirement to pay the balance of the purchase price for aircraft on delivery. As of December 31, 2012, we had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft. As a result, we will need to raise additional funds through a combination of accessing committed debt facilities and securing additional financing for pre-delivery and final delivery payment obligations and we may need to raise additional funds through selling aircraft or other aircraft investments, including participations in our joint ventures, and if necessary, generating proceeds from potential capital market transactions.

In the longer term, we expect to fund the growth of our business, including the acquisition of aircraft, through internally generated cash flows, the incurrence of new bank debt, the refinancing of existing bank debt and other capital raising initiatives. For additional information on the availability of funding under our contracted credit facilities see "—Indebtedness".

### ***Non Cash Charge for Share based Compensation***

The non cash charge for share based compensation, net of tax, was \$6.3 million for the full year 2012. The charge relates to restricted shares and share options in AerCap Holdings N.V. which are held by members of our senior management and independent directors. The charge did not reduce our net equity.

### ***Non Cash Charge for Mark-to-market of Interest Rate Caps***

The non cash charge for mark-to-market of interest rate caps, net of tax and non-controlling interest, was \$12.5 million for the full year 2012. We use interest rate caps to hedge against the impact of interest rate increases on variable-rate debt. Our interest rate caps do not qualify for hedge accounting under US GAAP and the periodic mark-to-market gains or losses of our caps is recorded as interest expense.

### ***Aviation Assets***

We acquired \$1.1 billion of aviation assets including 20 aircraft in 2012. Total assets were \$8.6 billion as of December 31, 2012. Total assets decreased 6% during 2012 which was driven primarily

## [Table of Contents](#)

by the sale of the ALS portfolio. As of December 31, 2012, we owned 212 aircraft and seven engines, managed 80 aircraft, had 45 new aircraft on order, which included five A330 purchase and leaseback aircraft, six A320 aircraft (including two aircraft under a purchase and leaseback arrangement that had been cancelled as of the date of this report), and 34 Boeing 737 aircraft (including 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order). In addition, we had a call option on five A320NEO purchase and leaseback aircraft, and had entered into sales contracts for four aircraft and executed a letter of intent to sell five aircraft. In addition, we have a 25% ownership in a joint venture that owned 17 aircraft as of December 31, 2012, which was not included in the above.

### **Factors Affecting our Results**

Our results of operations have been affected by a variety of factors, primarily:

- the number, type, age and condition of the aircraft we own;
- aviation industry market conditions;
- the demand for our aircraft and the resulting lease rates we are able to obtain for our aircraft;
- the availability and cost of debt capital to finance purchases of aircraft and aviation assets;
- the purchase price we pay for our aircraft;
- the number, types and sale prices of aircraft we sell in a period;
- the ability of our lessee customers to meet their lease obligations and maintain our aircraft in airworthy and marketable condition;
- the utilization rate of our aircraft;
- the recognition of non-cash share based compensation expense related to the issuance of restricted stock and stock options to our employees and our Non-Executive Directors by the Cerberus Funds which controlled 100% of our stock at the time of the 2005 Acquisition and the issuance by the Company of stock options to our employees; and
- interest rates which affect our aircraft lease revenues, our interest on debt expense and the market value of our interest rate derivatives.

## **Factors Affecting the Comparability of Our Results**

### ***Genesis Transaction***

On March 25, 2010, the all-share acquisition of Genesis was completed. The Genesis aircraft portfolio consisted of 54 aircraft, of which three were subsequently sold. As of December 31, 2012, 51 of those aircraft were in operation on lease to 31 airlines located in 21 countries. The Genesis portfolio includes 45 narrow-body aircraft (Boeing 737-400, 500, 700 and 800, Airbus A319-100, A321-231 and A320-200), two Boeing 747-400 cargo aircraft, two regional jets (ERJ170-100) and two wide-body passenger aircraft (Airbus A330-200 and Boeing 767-300ER). As of June 30, 2011, AerCap, through its Irish subsidiary, AerCap Ireland Limited, replaced GECAS as servicer to the aircraft portfolio acquired through the Genesis acquisition. This includes most services related to leasing the fleet of aircraft, including marketing aircraft for lease and re-lease, collecting rents and other payments from lessees, monitoring maintenance, insurance and other obligations under leases and enforcing rights against lessees. We acquired Genesis to achieve several key strategic and financial objectives in a single transaction, such as access to a significant amount of unrestricted cash without the dilutive impact on earnings per share as compared to other alternatives, the combination of Genesis' expected unrestricted cash generation with our growth outlook, the improvement of our quality of earnings, the increase in our global client base, significant cost synergies and improved stock trading liquidity for shareholders.

The Genesis Transaction is fully reflected in all AerCap Holdings N.V. 2010 consolidated financial statements except for the first quarter 2010 income statement (including the number of outstanding shares used for earnings per share calculations) and cash flow statement. The amalgamation gain of \$274 (net of transaction expenses) is reflected in one line item in the income statement and the impact of the Genesis Transaction on the cash flow statement was also reflected in a one line item (purchase of subsidiaries, net of cash acquired).

The amalgamation gain resulted from the difference between the consideration paid and the fair value of net assets acquired as of March 25, 2010. The consideration for Genesis consisted of a fixed number of shares (one for one), which was agreed upon on September 17, 2009. The trading price of our shares and Genesis' shares was \$8.81 and \$8.45, respectively, on September 17, 2009. Due to the market conditions, both AerCap's and Genesis' share prices were trading significantly below the book value of the shares. Subsequently, the consideration paid was determined by the trading price of our shares on the closing date of the transaction (March 25, 2010), multiplied by the agreed upon fixed number of shares. On March 25, 2010, the trading price of our shares was \$10.83, which remained lower than the book value of our shares. This share price multiplied by the fixed number of shares, resulted in a consideration paid of \$372.3 million, which was less than the fair market value of the net assets acquired of \$403.4 million.

### ***Waha Transaction***

On November 11, 2010, we completed a transaction with Waha. As part of this transaction, we issued approximately 29.8 million new shares to Waha. In exchange, we received \$105 million in cash, Waha's 50% interest in the joint venture company AerVenture, a 40% interest in AerLift and a 50% interest in AerLift Jet. As of December 31, 2010, AerVenture is wholly owned subsidiary of AerCap.

### ***AeroTurbine Transaction***

On August 2, 2011, we entered into an agreement with International Lease Finance Corporation ("ILFC") for the sale of our wholly-owned subsidiary AeroTurbine, Inc. The AeroTurbine transaction was completed on October 7, 2011. The purchase price for all of the outstanding shares of AeroTurbine was \$228.0 million. As a result of the sale we recognized a loss from discontinued operations of \$52.8 million in the year ended December 31, 2011. The loss consisted of: (1) \$22.5 million of bank fees, legal fees and contractual incentive payments to AeroTurbine management, (2) a \$8.7 million deferred tax asset write-off as a result of the transfer of tax losses to the buyer; and (3) a \$21.6 million book loss. The sale resulted in a \$119.9 million increase of our cash position, net of incentive payments and net of AeroTurbine's cash held at the transaction date. The completion of the sale followed receipt of all necessary regulatory approvals and satisfaction of all other closing conditions. As a result of the agreement with ILFC and based on ASC 205-20, which governs financial statements for discontinued operations, for all periods presented, we have reclassified the results of AeroTurbine into discontinued operations in Consolidated Income Statements.

### ***ALS Transaction***

On November 14, 2012, we signed and completed an agreement with an entity incorporated at the direction of Guggenheim Partners, LLC ("Guggenheim") for the sale of our equity interest in Aircraft Lease Securitisation Limited ("ALS") by transferring 100% of our interest in the E-Notes, the equity securities issued by ALS, to Guggenheim. In addition, we obtained financing (the "ALS Coupon Liability") in return for which we received a contingent asset (the "ALS Note Receivable") with the substance of a structured note as described below. The repayments of the ALS Coupon Liability are equal to an 8% coupon of the purchase price annually until the earlier of December 2016 or the month in which the senior securities issued by ALS, the G-Notes, are fully repaid. The ALS Note Receivable will be received following the repayment of the G-Notes and is equal to a maximum of 20% of the portfolio cash flows on a pro-rata basis up to a cap which will be equal to the total ALS Coupon Liability. As a result of the transaction, we concluded that substantial risk of ownership is transferred to Guggenheim. The transaction thus resulted in the sale and deconsolidation of the ALS portfolio, which included 50 aircraft with a net book value of approximately \$1.0 billion and debt of approximately \$0.5 billion prior to the sale.

The transaction resulted in a loss, net of tax, of \$54.6 million, which is recorded in the net gain (loss) on sale of assets in the income statement. The loss includes a loss on book value, transaction expenses and a net loss due to the difference in present values of the ALS Coupon Liability and the ALS Note Receivable that were obtained as part of the transaction. The ALS Coupon Liability of \$97.1 million is recorded as debt in our Consolidated Balance Sheets at fair value, using a discount rate of 5.5%. The corresponding ALS Note Receivable of \$67.3 million, the contingent asset which is in substance a structured note, is recorded as a note receivable in our Consolidated Balance Sheets at fair value, using a discount rate of 6.8%. The subsequent measurement of both the ALS Coupon Liability and the ALS Note Receivable will follow the method of amortized cost based on retrospective effective interest rate.

### ***Critical Accounting Policies Applicable to Us***

Our Operating and Financial Review and Prospects is based upon our consolidated financial statements, which have been prepared in accordance with US GAAP, and require us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The use of estimates is or could be a significant factor affecting the reported carrying values of flight equipment, investments, trade and notes receivable, deferred tax assets and accruals and reserves. Our estimates and assumptions are based on historical experiences and currently available information. We utilize professional appraisers and valuation experts, where possible, to

## [Table of Contents](#)

support our estimates, particularly with respect to flight equipment. Despite our best efforts, actual results may differ from our estimates under different conditions, sometimes materially. A summary of our significant accounting policies is presented in Note 2 to our audited consolidated financial statements included elsewhere in this annual report. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results of operations and require our judgments, estimates and assumptions. Our most critical accounting policies and estimates are described below.

### ***Lease Revenue Recognition***

We lease flight equipment principally under operating leases and report rental income on a straight-line basis over the life of the lease as it is earned. Our lease contracts normally include default covenants, and the effect of a default by a lessee is generally to oblige the lessee to pay damages to the lessor to put the lessor in the position one would have been had the lessee performed under the lease in full. There are no additional payments required which would increase the minimum lease payments under ASC 840-10-25-1. Virtually all of our lease contracts require payment in advance. Rents collected in advance of when they are earned are recorded as deferred revenue on our balance sheet and recorded as lease revenue as they are earned. Provisions for doubtful notes and accounts receivables are recorded in the income statement when rentals become past-due and the rentals exceed security deposits held, except where it is anticipated that the lease will end in repossession and then provisions are made regardless of the level of security deposits. Our management monitors the status of customers and the collectability of their receivables based on factors such as the customer's credit worthiness, payment performance, financial condition and requests for modifications of lease terms and conditions. Customers for whom collectability is not reasonably assured are placed on non-accrual status and revenue is recorded on a cash basis. When our management deems the collectability to be reasonably assured, based on the above factors, the customer is removed from non-accrual status and revenue is recognized on an accrual basis. As described below, revenue from supplemental maintenance rent is recognized when we no longer expect to reimburse maintenance rent to lessees.

### ***Depreciation and Amortization***

Flight equipment held for operating leases, including aircraft, is recorded on our balance sheet at cost less accumulated depreciation and impairment. Aircraft are depreciated over the assets' useful life, which is 25 years from the date of manufacture for substantially all of our aircraft, using the straight-line method to estimated residual values. Estimated residual values are generally determined to be approximately 15% of the manufacturer's price.

### ***Impairments***

In accordance with ASC 360, our flight equipment held for operating lease and definite lived intangible assets are evaluated for impairment when events and circumstances indicate that the carrying amounts of those assets may not be recoverable. We normally evaluate these events and circumstances on an annual basis. However, given current market conditions the evaluation is performed on a quarterly basis. The review for recoverability includes an assessment of the estimated future cash flows associated with the use of an asset and its eventual disposition. The assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other groups of assets. In relation to flight equipment on operating lease, the impairment assessment is performed on each individual aircraft. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized. The loss is measured as the excess of the carrying amount of the impaired asset over its fair value. Fair value reflects the present value of cash expected to be received from the asset in the future, including its expected residual value discounted at a rate commensurate with the associated risk. Future cash flows

## [Table of Contents](#)

are assumed to occur under then current market conditions and assume adequate time for a sale between a willing buyer and a willing seller. Expected future lease rates are based on all relevant information available, including current contracted rates for similar assets, appraisal data and industry trends. Residual value assumptions generally reflect an asset's booked residual, except where more recent industry information indicates a different value is appropriate. We generally focus our impairment assessment on older aircraft as the cash flows supporting the carrying value of such older aircraft are more dependent upon current lease contracts, which leases are more sensitive to weaknesses in the global economic environment. We have defined a threshold of 10% for aircraft for which the undiscounted cash flows do not substantially exceed the carrying value of the aircraft. The aggregated carrying value of the 10 aircraft that did not substantially exceed our 10% threshold on December 31, 2012 amounted to \$240.7 million, and their aggregated net book value was \$247.3 million, which represented 3.1% of our total flight equipment held for operating lease.

As of December 31, 2012, we owned 212 aircraft of which nine were older than 15 years. The nine aircraft had a net book value of \$134.1 million which represented 1.9% of our total flight equipment held for operating lease and a carrying value \$119.1 million. The undiscounted cash flows of the nine aircraft older than 15 years were estimated at \$151.3 million, which represents 12.9% excess above net book value. As of December 31, 2012, all nine aircraft passed the recoverability test, including one aircraft that was impaired after the lease was terminated following a lessee default during the year. The nine aircraft passed the recoverability test with undiscounted cash flows exceeding the carrying value of aircraft between 1% and 89%. The following assumptions drive the undiscounted cash flows: contracted lease rents per aircraft through current lease expiry, subsequent re-lease rates based on current marketing information and residual values based on current market transactions. We review and stress test our key assumptions to reflect any observed weakness in the global economic environment. Further deterioration of the global economic environment and a further decrease of aircraft values might have a negative effect on the undiscounted cash flows of older aircraft and might triggering further impairments.

In the year ended December 31, 2012, we recognized an impairment charge of \$12.6 million in income from continuing operations. The impairment charge recognized related to four older A320 aircraft and one Boeing 737 classic, four of which are older than 15 years of age as of December 31, 2012.

### ***Accrued Maintenance Liability***

In all of our leases, the lessees are responsible for maintenance and repairs of our flight equipment and related expenses during the term of the lease. In some instances, we may incur maintenance and repair expenses for off-lease aircraft. We recognize leasing expenses in our income statement for all such expenditures. In many operating lease and finance lease contracts, the lessee has the obligation to make a periodic payment of supplemental maintenance rent which is calculated with reference to the utilization of airframes, engines and other major life-limited components during the lease. Up to 2008, we did not recognize such supplemental rent received as revenue, but as an accrued maintenance liability. In 2008, we changed the methodology we employ to estimate the amount of maintenance rent we expect to reimburse lessees. The change in estimate arose from the implementation of a new model used to forecast future maintenance reimbursements.

We record as revenue all maintenance rent receipts not expected to be repaid to lessees. We estimate the total amount of maintenance reimbursements for the entire lease and only record revenue after we have received enough maintenance rent under a particular lease to cover the estimated amount of maintenance reimbursements. In these leases, upon lessee presentation of invoices evidencing the completion of qualifying maintenance on the aircraft or engine, we make a payment to the lessee to help compensate for the cost of the maintenance, up to the maximum of the supplemental maintenance rental payments made with respect to the lease contract.

## [Table of Contents](#)

In most lease contracts not requiring the payment of supplemental rents, the lessee is required to re-deliver the aircraft in a similar maintenance condition (normal wear and tear excepted) as when accepted under the lease, with reference to major life-limited components of the aircraft. To the extent that such components are redelivered in a different condition than at acceptance, there is normally an end-of-lease compensation adjustment for the difference at redelivery. We recognize receipts of end-of-lease compensation adjustments as lease revenue when received and payments of end-of-lease adjustments as leasing expenses when paid.

In addition, we may be obligated to make additional payments to the lessee for maintenance related expenses (lessor maintenance contributions or top-ups) primarily related to usage of major life-limited components occurring prior to the lease. We record a charge to leasing expenses at the time of the occurrence of a lessor contribution or top-up payment, except in instances where we have established an accrual as an assumed liability for such payment in connection with the purchase of an aircraft with a lease attached, in which case such payments are charged against the existing accrual.

For all of our lease contracts, any amounts of accrued maintenance liability existing at the end of a lease are released and recognized as lease revenue at lease termination. When flight equipment is sold, the portion of the accrued maintenance liability which is not specifically assigned to the buyer is released from the balance sheet and recognized as sales revenue from the sale of the flight equipment.

### ***Consolidation***

We consolidate all companies in which we have direct or indirect legal or effective control and all variable interest entities for which we are deemed the primary beneficiary under ASC 810. Consolidated entities include certain joint ventures such as our AerCap Partners joint ventures, our aircraft lease securitization vehicles, and our AerFunding financing vehicle, but exclude AerDragon and AerLift Leasing, the 40% joint venture with Waha. The determination of which entities are variable interest entities and of which variable interest entities we are the primary beneficiary involves the use of significant estimates, including whether we have the power to control, the entity has sufficient equity to finance its activities without additional subordinated financial support and the expected cash flows to the entity and distributions of those cash flows in the future. We estimate expected cash flows based on the variable interest entities' contractual rights and obligations as well as reasonable expectations for future business developments. We then adjust these cash flow estimates to simulate possible changes in economic trends which could impact the variable interest entity to determine which entity will absorb a majority of the variability in order to determine if we are the primary beneficiary of the variable interest entity.

### ***Deferred Income Taxes***

We provide for income taxes according to ASC 740. We have significant tax loss carryforwards in certain of our subsidiaries. We evaluate valuation allowances for tax losses at the individual company level or consolidated tax group level in accordance with the tax law in the specific jurisdiction. We evaluate the potential for recovery of our tax losses by estimating the future taxable profits expected from each subsidiary and considering prudent and feasible tax planning strategies. In estimating future taxable profits, we consider all current contracts and assets of the business, as well as a reasonable estimation of future taxable profits achievable by us. If we are not able to achieve the level of projected taxable profits used in our assessment, and no tax planning strategies are available to us, an additional valuation allowance may be required against our tax assets with a corresponding charge to our income statement in the future.

## Revenues

Our revenues consist primarily of lease revenue from aircraft leases, net gain on sale of assets, management fee revenue and interest revenue.

### *Lease Revenue.*

Nearly all of our aircraft lease agreements provide for the payment of a fixed, periodic amount of rent or a floating, periodic amount of rent tied to interest rates during the term of the lease. In the year ended December 31, 2012, 13.3% of our basic aircraft lease revenue was attributable to leases tied to floating interest rates. In limited circumstances, our leases may require a basic rental payment based partially or exclusively on the amount of usage during a period. In addition, many of our leases require the payment of supplemental maintenance rent based on aircraft utilization and lease term, or an end-of-lease compensation amount calculated with reference to the technical condition of the aircraft at lease expiration. The amount of lease revenue we recognize is primarily influenced by five factors:

- the contracted lease rate, which is highly dependent on the age, condition and type of the leased equipment;
- for leases with rates tied to floating interest rates, interest rates during the term of the lease;
- the number, type, condition and age of flight equipment subject to lease contracts;
- the lessee's performance of their lease obligations; and
- the amount of end-of-lease compensation payments we receive and the amount of accrued maintenance liabilities released to revenue during and at the end of a lease.

In addition to aircraft specific factors such as the type, condition and age of the asset, the lease rates for our leases with fixed rental payments are determined in part by reference to the prevailing interest rate for a debt instrument with a term similar to the lease term and with a similar credit quality as the lessee at the time we enter into the lease. Many of the factors described in the bullet points above are influenced by global and regional economic trends, airline market conditions, the supply/demand balance for the type of flight equipment we own and our ability to remarket flight equipment subject to expiring lease contracts under favorable economic terms.

We operate our business on a global basis and as of December 31, 2012, 211 out of our 212 owned aircraft and each of our seven owned engines were on lease to 74 customers in 42 countries, with no lessee accounting for more than 10% of lease revenue for the year ended December 31, 2012. The following table shows the regional profile of our lease revenue for the periods indicated:

	AerCap Holdings N.V.		
	Year ended December 31, 2010	Year ended December 31, 2011	Year ended December 31, 2012
	Europe	38%	38%
Asia/Pacific/Russia	37%	39%	36%
North America/Caribbean	14%	12%	14%
Latin America	6%	6%	7%
Africa/Middle East	5%	5%	4%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### *Net Gain (Loss) on Sale of Assets.*

Our net gain (loss) on sale of assets is generated from the sale of our aircraft, engines, and inventory. The net gain (loss) on sale we achieve on the sale of our aircraft, engines and inventory is

## [Table of Contents](#)

largely dependent on the condition of the asset being sold, prevailing interest rates, airline market conditions and the supply/demand balance for the type of asset we are selling. The timing of the closing of aircraft and engine sales is often uncertain, as a sale may be concluded swiftly or negotiations may extend over several weeks or months. As a result, even if net gain (loss) on sale of assets is comparable over a long period of time, during any particular fiscal quarter or other reporting period we may close significantly more or fewer sale transactions than in other reporting periods. Accordingly, net gain (loss) on sales of assets recorded in one fiscal quarter or other reporting period may not be comparable to net gain (loss) on sales of assets in other periods.

### ***Management Fee Revenue.***

We generate management fee revenue through a variety of management services that we provide to non-consolidated aircraft securitization vehicles and joint ventures and third party owners of aircraft. Our management services include leasing and remarketing services, cash management and treasury services, technical advisory services and accounting and administrative services.

### ***Interest Revenue.***

Our interest revenue is derived primarily from deposit interest on unrestricted and restricted cash balances, interest earned on assets supporting defeased liabilities and interest recognized on financial instruments we hold, such as notes issued by lessees in connection with lease restructurings and subordinated debt investments in unconsolidated securitization vehicles or affiliates. The amount of interest revenue we recognize in any period is influenced by the amount of free or restricted cash balances, the scheduled amortization of defeased liabilities, the principal balance of financial instruments we hold, contracted or effective interest rates, and movements in provisions for financial instruments which can affect adjustments to valuations or provisions.

### ***Other Revenue.***

Our other revenue includes net gains or losses we generate from the sale of aircraft related investments, and reversals of provisions on such investments such as our subordinated interests in securitization vehicles and notes, warrants or convertible securities issued by our lessees, which we receive from lessees as compensation for amounts owed to us in connection with lease restructurings. The amount of other revenue recognized in any period is influenced by the number of saleable financial instruments we hold, the credit profile of the obligor and the demand for such investments in the market at the time. Since there is limited or no market liquidity for some of the securities we receive in connection with lease restructurings, making the securities difficult to value, and because many of the issuers of the securities are in a distressed financial condition, we may experience volatility in our revenues when we sell our aircraft related investments due to significant changes in their value.

### **Operating Expenses**

Our primary operating expenses consist of depreciation, interest on debt, other operating expenses, and selling, general and administrative expenses.

### ***Depreciation.***

Our depreciation expense is influenced by the adjusted gross book values of our flight equipment, the depreciable life of the flight equipment and the estimated residual value of the flight equipment. Adjusted gross book value is the original cost of our flight equipment, including purchase expenses, adjusted for subsequent capitalized improvements, impairments, and accounting basis adjustments associated with business combinations.

***Interest on Debt.***

Our interest on debt expense arises from a variety of funding structures and related derivative instruments as described in "—Indebtedness". Interest on debt expense in any period is primarily affected by contracted interest rates, principal amounts of indebtedness, including notional values of derivative instruments and unrealized mark-to-market gains or losses on derivative instruments for which we did not achieve cash flow hedge accounting treatment.

***Other Operating Expenses.***

Our other operating expenses consist primarily of operating lease-in costs, leasing expenses and provision for doubtful notes and accounts receivable.

Our operating lease-in costs relate to our lease obligations for aircraft we lease from financial investors and sublease to aircraft operators. We entered into all of our lease-in transactions between 1988 and 1992 and the leases on the remaining three aircraft as of December 31, 2012 expire in 2013. As described in Note 15 to our consolidated financial statements included in this annual report, we have established an onerous contract accrual equal to the difference between the present value of our lease expenses and the sublease revenue we receive, discounted at appropriate discount rates. This amount is amortized monthly as a reduction of operating lease-in costs on a constant yield basis as we meet our obligations to the aircrafts' legal owners under the applicable leases.

Our leasing expenses consist primarily of maintenance expenses on our flight equipment, which we incur when our flight equipment is off-lease, lessor maintenance contribution expenses, technical expenses we incur to monitor the maintenance condition of our flight equipment during a lease, end-of-lease payments, expenses to transition flight equipment from an expired lease to a new lease contract and non-capitalizable flight equipment transaction expenses.

Our provision for doubtful notes and accounts receivable consists primarily of provisions we establish to reduce the carrying value of our notes and accounts receivables to estimated collectible levels.

The primary factors affecting our other operating expenses are:

- lessee defaults, which may result in additional provisions for doubtful notes and accounts receivable, material expenses to repossess flight equipment and restore it to an airworthy and marketable condition, unanticipated lease transition costs, and an increase to our onerous contract accrual;
- the frequency of lease transitions and the associated costs; and
- the frequency and amount of lessor maintenance contribution expenses.

***Selling, General and Administrative Expenses.***

Our principal selling, general and administrative expenses consist of personnel expenses, including salaries, benefits, charges for share based compensation, severance compensation, professional and advisory costs and office and travel expenses as summarized in Note 21 to our audited consolidated financial statements included in this annual report. The level of our selling, general and administrative expenses is influenced primarily by our number of employees and the extent of transactions or ventures we pursue which require the assistance of outside professionals or advisors. Our selling, general and administrative expenses also include the mark-to-market gains and losses for our foreign exchange rate hedges related to our Euro denominated selling, general and administrative expenses.

## **Provisions for Income Taxes**

Our operations are taxable primarily in four main jurisdictions in which we manage our business: The Netherlands, Ireland, the United States and Sweden. Deferred income taxes are provided to reflect the impact of temporary differences between our US GAAP income from continuing operations before income taxes and our taxable income. Our effective tax rate has varied significantly year to year. The primary source of temporary differences is the availability of accelerated tax depreciation in our primary operating jurisdictions. Our effective tax rate in any year depends on the tax rates in the jurisdictions from which our income is derived along with the extent of permanent differences between US GAAP income from continuing operations before income taxes and taxable income.

We have substantial tax losses in certain jurisdictions which can be carried forward, which we recognize as tax assets. We evaluate the recoverability of tax assets in each jurisdiction in each period based upon our estimates of future taxable income in those jurisdictions. If we determine that we are not likely to generate sufficient taxable income in a jurisdiction prior to expiration, if any, of the availability of tax losses, we establish a valuation allowance against the tax loss to reduce the tax asset to its recoverable value. We evaluate the appropriate level of valuation allowances annually and make adjustments as necessary. Increases or decreases to valuation allowances can affect our provision for income taxes on our consolidated income statement and consequently may affect our effective tax rate in a given year.

**Comparative Results of Operations**

*Results of Operations for the Year Ended December 31, 2012 Compared to the Year Ended December 31, 2011*

	Year ended December 31, 2011	Year ended December 31, 2012
(US dollars in millions)		
<b>Revenues</b>		
Lease revenue	\$ 1,050.5	\$ 997.2
Net gain on sale of assets	9.3	(46.4)
Management fee revenue	19.1	17.3
Interest revenue	2.7	2.4
Other revenue	12.3	2.0
<b>Total revenues</b>	<b>1,093.9</b>	<b>972.5</b>
<b>Expenses</b>		
Depreciation	361.2	357.4
Asset Impairment	15.6	12.6
Interest on debt	292.5	286.0
Other operating expenses	73.8	78.2
Selling, general and administrative expenses	120.8	83.4
<b>Total expenses</b>	<b>863.9</b>	<b>817.6</b>
<b>Income from continuing operations before income taxes and income of investments accounted for under the equity method</b>		
	<b>230.0</b>	<b>154.9</b>
Provision for income taxes	(15.4)	(8.1)
Net income of investments accounted for under the equity method	10.9	11.6
<b>Net income from continuing operations</b>	<b>225.5</b>	<b>158.4</b>
Income (loss) from discontinued operations (AeroTurbine, including loss on disposal), net of tax	(52.8)	—
<b>Net income</b>	<b>172.7</b>	<b>158.4</b>
Net loss (income) attributable to non-controlling interest, net of taxes	(0.5)	5.3
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 172.2</b>	<b>\$ 163.7</b>

**Revenues.** Our total revenues decreased by \$121.4 million, or 11.1%, to \$972.5 million in the year ended December 31, 2012 from \$1,093.9 million in the year ended December 31, 2011. The principal categories of our revenue and their variances were:

	Year ended December 31, 2011	Year ended December 31, 2012	Increase/ (decrease)	Percentage Difference
(US dollars in millions)				
<b>Lease revenue</b>				
Basic rents	\$ 951.3	\$ 931.9	\$ (19.4)	(2.0)%
Maintenance rents and end of lease compensation	99.2	65.3	(33.9)	(34.2)%
Net gain (loss) on sale of assets	9.3	(46.4)	(55.7)	(599.0)%
Management fee revenue	19.1	17.3	(1.8)	(9.4)%
Interest revenue	2.7	2.4	(0.3)	(11.1)%
Other revenue	12.3	2.0	(10.3)	(83.7)%
<b>Total</b>	<b>\$ 1,093.9</b>	<b>\$ 972.5</b>	<b>(121.4)</b>	<b>(11.1)%</b>

## [Table of Contents](#)

Basic rents decreased by \$19.4 million, or 2.0%, to \$931.9 million in the year ended December 31, 2012 from \$951.3 million in the yearended December 31, 2011. The decrease in basic rents was attributable primarily to:

- a decrease in basic rents of \$13.0 million in the year ended December 31, 2012 compared to the year ended December 31, 2011 as a result of the off-lease time following the defaults of five of our lessees (Airblue, Kingfisher, World Airways, Fly Aruba, Windjet and Hello) which occurred in the year ended December 31, 2012 and late 2011;
- a decrease in basic rents of \$6.0 million in the year ended December 31, 2012 compared to the year ended December 31, 2011 due to re-leases at lower rates following their scheduled lease expiration coupled with aircraft that were off-lease and therefore not producing rents and being transitioned between lessees. When aircraft come off-lease following their scheduled lease expiration, the contracted lease rates of their new leases tend to be lower than their previous lease rates as the aircraft are older and older aircraft have lower lease rates than newer aircraft; and
- the sale of 80 aircraft between January 1, 2011 and December 31, 2012 with an aggregate net book value of \$1.7 billion at the date of sale (including 50 aircraft sold as part of the ALS Transaction) which was partially offset by the acquisition, during such period, of 33 aircraft for lease with an aggregate net book value of \$2.0 billion at the date of acquisition. The change in our aircraft portfolio (including those sold as part of the ALS Transaction) resulted in a \$0.4 million decrease in basic rents in the year ended December 31, 2012 as compared to the year ended December 31, 2011.

Maintenance rents and other receipts decreased by \$33.9 million, or 34.2%, to \$65.3 million in the year ended December 31, 2012 from \$99.2 million in the year ended December 31, 2011. The decrease was primarily attributable to:

- a decrease of \$10.6 million in maintenance revenue and other receipts from airline defaults in the year ended December 31, 2012 compared to the year ended December 31, 2011; and
- a decrease of \$32.6 million in maintenance revenue related to restructurings in the year ended December 31, 2012 compared to the year ended December 31, 2011.

*offset by*

- an increase of \$9.3 million in regular maintenance rents in the year ended December 31, 2012 compared to the year ended December 31, 2011.

Net gain (loss) on sale of assets decreased by \$55.7 million, or 599.0%, to a \$46.4 million loss in the year ended December 31, 2012 from a \$9.3 million gain in the year ended December 31, 2011. Net loss on sale of assets of \$46.4 million in the year ended December 31, 2012 included a \$59.9 million pretax loss as a result of the ALS Transaction. In the year ended December 31, 2012, we sold 35 A320 aircraft, four A330 aircraft, 14 Boeing 737 aircraft and six other aircraft, whereas in the year ended December 31, 2011, we sold three A320, one A330, six Boeing 737 aircraft, three Boeing 757 aircraft, five MD80 aircraft, and three A330 aircraft through the sale of a 50% interest in a joint venture.

Management fee revenue decreased by \$1.8 million, or 9.4%, to \$17.3 million in the year ended December 31, 2012 from \$19.1 million in the year ended December 31, 2011. The decrease was mainly attributable to the decrease in managed aircraft from 42 aircraft as of December 31, 2011 to 30 aircraft as of December 31, 2012 (excluding the 50 ALS aircraft that started generating management fee revenue from November 2012, as a result of the ALS Transaction).

## [Table of Contents](#)

Interest revenue decreased by \$0.3 million, or 11.1%, to \$2.4 million in the year ended December 31, 2012 from \$2.7 million in the year ended December 31, 2011.

Other revenue decreased by \$10.3 million, or 83.7%, to \$2.0 million in the year ended December 31, 2012 from \$12.3 million in the year ended December 31, 2011. Other revenue in both periods related primarily to the cash recovery of bankruptcy claims against previous lessees, guarantee fees and one-time payments. The decrease in 2012 was due primarily to a large one-time payment (income) of \$8.2 million in 2011.

**Depreciation.** Depreciation decreased by \$3.8 million, or 1.1%, to \$357.4 million in the year ended December 31, 2012 from \$361.2 million in the year ended December 31, 2011. The decrease was primarily attributable to a \$9.7 million decrease in depreciation as a result of purchases and sales of aircraft between January 1, 2011 and December 31, 2012 which was partially offset by a \$5.9 million increase in the year ended December 31, 2012 as a result of our changed estimates of useful lives and residual values of certain older aircraft.

**Asset impairment.** In the year ended December 31, 2012, we recognized an aggregated impairment charge of \$12.6 million, whereas in the year ended December 31, 2011, we recognized an aggregated impairment charge of \$15.6 million. The impairment charge recognized in the year ended December 31, 2012, related to four older A320 aircraft, which were repossessed, and one older Boeing 737 aircraft. Upon the lease terminations, the four repossessed A320 aircraft released \$12.0 million of maintenance reserves. The impairment charge recognized in the year ended December 31, 2011, related to four older A320 aircraft, one older Boeing 737 aircraft, two engines and an intangible lease premium.

**Interest on Debt.** Our interest on debt decreased by \$6.5 million, or 2.2%, to \$286.0 million in the year ended December 31, 2012 from \$292.5 million in the year ended December 31, 2011. The majority of the decrease in interest on debt was caused by:

- a \$44.9 million decrease in the non-cash recognition of mark-to-market charges on derivatives to a \$14.4 million charge in the year ended December 31, 2012 from a \$59.3 million charge in the year ended December 31, 2011;
- a decrease in average outstanding debt balance to \$6.1 billion in the year ended December 31, 2012 from \$6.3 billion in the year ended December 31, 2011, resulting in a \$7.3 million decrease in our interest on debt; and
- a decrease of \$4.5 million in the amortization of debt issuance expenses to \$25.8 million in the year ended December 31, 2012 from \$30.2 million in the year ended December 31, 2011.

*partially offset by*

- non-recurring charges from the early repayment of secured loans of \$23.9 million with the proceeds of our unsecured notes offering in the year ended December 31, 2012; and
- an increase in our average cost of debt, excluding the effect of mark-to-market movements and the non-recurring charges from the early repayment of secured loans, to 4.1% in the year ended December 31, 2012 from 3.7% in the year ended December 31, 2011. The increase in our average cost of debt, which is primarily the result of the increased use of fixed rate interest debt, resulted in a \$26.3 million increase in our interest on debt.

[Table of Contents](#)

**Other Operating Expenses.** Our other operating expenses increased by \$4.4 million, or 6.0%, to \$78.2 million in the year ended December 31, 2012 from \$73.8 million in the year ended December 31, 2011. The principal categories of our other operating expenses and their variances were as follows:

	Year ended December 31, 2011	Year ended December 31, 2012	Increase/ (decrease)	Percentage difference
	(US\$ in millions)			
Operating lease-in costs	\$ 12.1	\$ 6.1	\$ (6.0)	(49.6)%
Leasing expenses	58.4	72.1	13.7	23.5%
Provision for doubtful notes and accounts receivable	3.3	—	(3.3)	100.0%
<b>Total</b>	<b>\$ 73.8</b>	<b>\$ 78.2</b>	<b>\$ 4.4</b>	<b>6.0%</b>

Our operating lease-in costs decreased by \$6.0 million, or 49.6%, to \$6.1 million in the year ended December 31, 2012 from \$12.1 million in the year ended December 31, 2011. The decrease is primarily due to the expiration of one of our lease-in, lease-out transactions.

Our leasing expenses increased by \$13.7 million, or 23.5%, to \$72.1 million in the year ended December 31, 2012 from \$58.4 million in the year ended December 31, 2011. The increase is primarily due to an increase of \$10.5 million in expenses relating to airline defaults and restructurings. We recognized expenses of \$41.2 million relating to airline defaults and restructurings in the year ended December 31, 2012, which related to defaults and restructurings that occurred in 2011 and 2012. In the year ended December 31, 2011, we recognized expenses of \$30.7 million relating to airline defaults and restructurings. Other leasing expenses increased by \$3.2 million in the year ended December 31, 2012 as compared to the year ended December 31, 2011.

In the year ended December 31, 2012 none of our leases had defaults that significantly affected the provision for doubtful accounts. In the year ended December 31, 2011 the provision for doubtful accounts was \$3.3 million which was caused by the default of two of our lessees.

**Selling, General and Administrative Expenses.** Our selling, general and administrative expenses decreased by \$37.4 million, or 31.0%, to \$83.4 million in the year ended December 31, 2012 from \$120.8 million in the year ended December 31, 2011. The decrease was primarily caused by a \$24.5 million one-off charge relating to the buy-out of the Genesis portfolio servicing rights in the year ended December 31, 2011, a \$5.7 million decrease in the mark-to-market of foreign currency hedges, foreign currency cash balances and other derivatives and a \$4.5 million decrease in termination and severance payments.

**Income From Continuing Operations Before Income Taxes and Income of Investments Accounted for Under the Equity Method.** For the reasons explained above, our income from continuing operations before income taxes and income of investments accounted for under the equity method decreased by \$75.1 million, or 32.7%, to \$154.9 million in the year ended December 31, 2012 from \$230.0 million in the year ended December 31, 2011.

**Provision for Income Taxes.** Our provision for income taxes decreased by \$7.4 million to a charge of \$8.1 million in the year ended December 31, 2012. Our effective tax rate was 5.2% for the year ended December 31, 2012 and was 6.7% for the year ended December 31, 2011. Our effective tax rate in any period is impacted by the source and the amount of earnings among our different tax jurisdictions.

**Net income of Investments Accounted for Under the Equity Method.** Our net income of investments accounted for under the equity method increased by \$0.7 million, or 6.4% to \$11.6 million in the year ended December 31, 2012 from \$10.9 million in the year ended December 31, 2011.

[Table of Contents](#)

**Net Income From Continuing Operations.** For the reasons explained above, our net income from continuing operations decreased by \$67.1 million, or 29.8%, to \$158.4 million in the year ended December 31, 2012 from \$225.5 million in the year ended December 31, 2011.

**Income (Loss) from Discontinued Operations.** In the year ended December 31, 2011 we recognized a loss of \$52.8 million from discontinued operations as a result of the sale of AeroTurbine.

**Net Income.** For the reasons explained above, our net income decreased by \$14.3 million, or 8.3%, to \$158.4 million in the year ended December 31, 2012 from \$172.7 million in the year ended December 31, 2011.

**Non-controlling interest, net of tax.** Net loss attributable to non-controlling interest, net of tax was \$5.2 million in the year ended December 31, 2012 compared to net income attributable to non-controlling interest, net of tax of \$0.5 million in the year ended December 31, 2011. The net loss attributable to non-controlling interest, net of tax of \$5.2 million in year ended December 31, 2012, was caused, amongst other things, by the higher leasing expenses and loss on sale of two Boeing 757 aircraft by our consolidated 50% joint venture AerCap Partners I.

**Net Income attributable to AerCap Holdings N.V.** For the reasons explained above, our net income attributable to AerCap Holdings N.V. decreased by \$8.5 million, or 4.9%, to \$163.7 million in the year ended December 31, 2012 from \$172.2 million in the year ended December 31, 2011.

*Results of Operations for the Year Ended December 31, 2011 Compared to the Year Ended December 31, 2010*

	Year ended December 31, 2010	Year ended December 31, 2011
(US dollars in millions)		
<b>Revenues</b>		
Lease revenue	\$ 902.3	\$ 1,050.5
Net gain on sale of assets	36.2	9.3
Management fee revenue	13.0	19.1
Interest revenue	3.9	2.7
Other revenue	3.9	12.3
<b>Total revenues</b>	<b>959.3</b>	<b>1,093.9</b>
<b>Expenses</b>		
Depreciation	307.7	361.2
Asset Impairment	10.9	15.6
Interest on debt	234.0	292.5
Other operating expenses	67.9	73.8
Selling, general and administrative expenses	80.6	120.8
<b>Total expenses</b>	<b>701.1</b>	<b>863.9</b>
<b>Income from continuing operations before income taxes and income of investments accounted for under the equity method</b>		
	<b>258.2</b>	<b>230.0</b>
Provision for income taxes	(22.2)	(15.4)
Net income of investments accounted for under the equity method	3.7	10.9
<b>Net income from continuing operations</b>	<b>239.7</b>	<b>225.5</b>
Income (loss) from discontinued operations (AeroTurbine, including loss on disposal), net of tax	(3.2)	(52.8)
Bargain purchase gain ("Amalgamation gain"), net of transaction expenses	0.3	—
<b>Net income</b>	<b>236.8</b>	<b>172.7</b>
Net loss (income) attributable to non-controlling interest, net of taxes	(29.2)	(0.5)
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 207.6</b>	<b>\$ 172.2</b>

**Revenues.** Our total revenues increased by \$134.6 million, or 14.0%, to \$1,093.9 million in the year ended December 31, 2011 from \$959.3 million in the year ended December 31, 2010. The principal categories of our revenue and their variances were:

	Year ended December 31, 2010	Year ended December 31, 2011	Increase/ (decrease)	Percentage Difference
(US dollars in millions)				
<b>Lease revenue</b>				
Basic rents	\$ 840.4	\$ 951.3	\$ 110.9	13.2%
Maintenance rents and end of lease compensation	61.9	99.2	37.3	60.3%
Net gain on sale of assets	36.2	9.3	(26.9)	(74.3)%
Management fee revenue	13.0	19.1	6.1	46.9%
Interest revenue	3.9	2.7	(1.2)	(30.8)%
Other revenue	3.9	12.3	8.4	215.4%
<b>Total</b>	<b>\$ 959.3</b>	<b>\$ 1,093.9</b>	<b>\$ 134.6</b>	<b>14.0%</b>

## [Table of Contents](#)

Basic rents increased by \$110.9 million, or 13.2%, to \$951.3 million in the year ended December 31, 2011 from \$840.4 million in the year ended December 31, 2010. The increase in basic rents was attributable primarily to:

- the acquisition between January 1, 2010 and December 31, 2011 of 122 aircraft for lease with an aggregate net book value of \$3.4 billion at the date of acquisition (including those acquired through the Genesis Transaction), partially offset by the sale of 37 aircraft, during such period, with an aggregate net book value of \$1.0 billion at the date of sale. The net increase in our aircraft portfolio (including those acquired through the Genesis Transaction) resulted in a \$135.3 million increase in basic rents in the year ended December 31, 2011 as compared to the year ended December 31, 2010.

*reduced by*

- a decrease in basic rents of \$16.6 million in the year ended December 31, 2011 compared to the twelve months ended December 31, 2010 as a result of re-leases following the scheduled expiry of leases;
- a decrease in basic rents of \$8.4 million in the year ended December 31, 2011 compared to the twelve months ended December 31, 2010 as a result of airline defaults and restructurings;
- a decrease in basic rents of \$1.4 million from our engine lease activities in the year ended December 31, 2011 compared to the year ended December 31, 2010; and
- a decrease in payments from leases with lease rates tied to floating interest rates of \$0.7 million in the year ended December 31, 2011 compared to the year ended December 31, 2010 due to decreases in market interest rates.

Maintenance rents and end-of-lease compensation increased by \$37.3 million, or 60.3%, to \$99.2 million in the year ended December 31, 2011 from \$61.9 million in the year ended December 31, 2010. The increase is mainly attributable to the recognition of a \$34.6 million increase in the release of maintenance rents as a result of airline defaults and restructurings in the year ended December 31, 2011 as compared to the year ended December 31, 2010.

Net gain on sale of assets decreased by \$26.9 million, or 74.3%, to \$9.3 million in the year ended December 31, 2011 from \$36.2 million in the year ended December 31, 2010. The decrease in net gain on sale of assets is mainly a result of the age of the aircraft sold. Net gain on sale of assets in the year ended December 31, 2011 was generated from the sale of 18 older aircraft and three A330s through the sale of a 50% interest in a joint venture. In the year ended December 31, 2011, we sold three A320 aircraft, one A330 aircraft, six Boeing 737 aircraft, three Boeing 757 aircraft and five MD80 aircraft, whereas in the year ended December 31, 2010, we sold eight A320 aircraft, four A330 aircraft, two Boeing 757 aircraft and one Boeing 767 aircraft.

Management fee revenue increased by \$6.1 million, or 46.9%, to \$19.1 million in the year ended December 31, 2011 from \$13.0 million in the year ended December 31, 2010. The increase was mainly attributable to the servicing of the joint venture with Waha, which we entered into in November 2010.

Interest revenue decreased by \$1.2 million, or 30.8%, to \$2.7 million in the year ended December 31, 2011 from \$3.9 million in the year ended December 31, 2010. The decrease was mainly caused by the unwinding of our notes receivable in defeasance structures, which earned \$1.7 million of interest income in the year ended December 31, 2010.

Other revenue increased by \$8.4 million, or 215.4%, to \$12.3 million in the year ended December 31, 2011 from \$3.9 million in the year ended December 31, 2010. Other revenue in both periods related primarily to the cash recovery of bankruptcy claims against previous lessees and other one-time payments.

[Table of Contents](#)

**Depreciation.** Depreciation increased by \$53.5 million, or 17.4%, to \$361.2 million in the year ended December 31, 2011 from \$307.7 million in the year ended December 31, 2010 due primarily to the acquisition of 122 new aircraft (including those acquired through the Genesis Transaction) between January 1, 2010 and December 31, 2011 with a book value at the time of the acquisition of \$3.4 billion. The increase was partially offset by the sale of 37 aircraft between January 1, 2010 and December 31, 2011 with a book value at the time of sale of \$1.0 billion.

**Asset impairment.** Asset impairment was \$15.6 million in the year ended December 31, 2011. An impairment of \$11.3 million in the year ended December 31, 2011 related to four older A320 aircraft and one Boeing 737 classic. We also recognized an impairment of \$4.3 million relating to two engines and an intangible lease premium. Asset impairment was \$10.9 million in the year ended December 31, 2010 which related to one older A320 aircraft which was repossessed from a lessee, one A320 aircraft for which the impairment was triggered by the receipt of \$9.0 million of end-of-lease payments from the previous lessee and an intangible lease premium write-off on an aircraft acquired through the Genesis Transaction.

**Interest on Debt.** Our interest on debt increased by \$58.5 million, or 25.0%, to \$292.5 million in the year ended December 31, 2011 from \$234.0 million in the year ended December 31, 2010. The majority of the increase in interest on debt was caused by:

- a \$32.0 million increase in the non-cash recognition of mark-to-market charges on derivatives to a \$59.3 million charge in the year ended December 31, 2011 from a \$27.3 million charge in the year ended December 31, 2010;
- an increase in average outstanding debt balance to \$6.3 billion in the year ended December 31, 2011 from \$6.1 billion in the year ended December 31, 2010, resulting in a \$6.8 million increase in our interest on debt; and
- an increase in our average cost of debt to 3.6% in the year ended December 31, 2011 from 3.3% in the year ended December 31, 2010. The increase in our average cost of debt is primarily the result of an increase in our fixed rate debt. This resulted in an \$18.9 million increase in our interest on debt.

**Other Operating Expenses.** Our other operating expenses increased by \$5.9 million, or 8.7%, to \$73.8 million in the year ended December 31, 2011 from \$67.9 million in the year ended December 31, 2010. The principal categories of our other operating expenses and their variances were as follows:

	Year ended December 31, 2010	Year ended December 31, 2011	Increase/ (decrease)	Percentage difference
	(US\$ in millions)			
Operating lease-in costs	\$ 12.3	\$ 12.1	(0.2)	(1.6)%
Leasing expenses	55.6	58.4	2.8	5.0%
Provision for doubtful notes and accounts receivable	—	3.3	3.3	—
<b>Total</b>	<b>\$ 67.9</b>	<b>\$ 73.8</b>	<b>5.9</b>	<b>8.7%</b>

Our operating lease-in costs did not materially change in the year ended December 31, 2011 compared to the year ended December 31, 2010.

Our leasing expenses increased by \$2.8 million, or 5.0%, to \$58.4 million in the year ended December 31, 2011 from \$55.6 million in the year ended December 31, 2010. In the year ended December 31, 2011 our leasing expenses excluding default and restructuring related leasing expenses decreased by \$18.0 million, primarily as a result of an increase in lessor contributions. Expenses relating

[Table of Contents](#)

to airline defaults and restructurings increased by \$20.9 million in the year ended December 31, 2011 compared to the year ended December 31, 2010.

Our provision for doubtful notes accounts receivable was \$3.3 million and was primarily caused by the default of two of our lessees in the year ended December 31, 2011.

**Selling, General and Administrative Expenses.** Our selling, general and administrative expenses increased by \$40.2 million, or 49.9%, to \$120.8 million in the year ended December 31, 2011 from \$80.6 million in the year ended December 31, 2010. The increase was primarily caused by a \$5.2 million increase in termination and severance payments, a \$3.3 million increase in share based compensation, a \$4.5 million increase in the mark-to-market of foreign currency hedges, foreign currency cash balances and other derivatives and a \$24.5 million one-time charge relating to the buy-out of the Genesis portfolio servicing rights. We expect the buy-out to generate savings of approximately \$6.0 million per annum.

**Income From Continuing Operations Before Income Taxes and Income of Investments Accounted for Under the Equity Method.** For the reasons explained above, our income from continuing operations before income taxes and income of investments accounted for under the equity method decreased by \$28.2 million, or 10.9%, to \$230.0 million in the year ended December 31, 2011 from \$258.2 million in the year ended December 31, 2010.

**Provision for Income Taxes.** Our provision for income taxes decreased by \$6.8 million to a charge of \$15.4 million in the year ended December 31, 2011. Our effective tax rate was negative 6.7% for the year ended December 31, 2011 and was negative 8.6% for the year ended December 31, 2010. Our effective tax rate in any period is impacted by the source and the amount of earnings among our different tax jurisdictions. The decrease in the 2011 effective tax rate as compared to 2010 is the result of having more earnings generated from lower tax jurisdictions. Our income from continuing operations before income taxes per tax jurisdiction and associated tax rates can be summarized as follows:

Tax jurisdiction	Year ended December 31,		Tax rate
	2010	2011	
The Netherlands	\$ (82,943)	\$ (33,149)	25.0%
Ireland	147,291	91,973	12.5%
United States of America	(7,676)	5,204	37.6%
Sweden	26	3,384	18.7%
Isle of Man	124,878	130,284	0.0%
Income arising from non taxable items (permanent differences)	76,650	32,355	0.0%
	<u>258,226</u>	<u>230,051</u>	
Non-recoverable losses Netherlands (valuation allowance)	\$ 109,600	\$ 38,644	

**Net income of Investments Accounted for Under the Equity Method.** Our net income of investments accounted for under the equity method increased by \$7.2 million, or 194.6% to \$10.9 million in the year ended December 31, 2011 from \$3.7 million in the year ended December 31, 2010. The increase is a result of the acquisition of our 40% interest in a joint venture with Waha as part of the Waha transaction which closed on November 11, 2010.

[Table of Contents](#)

**Net Income From Continuing Operations.** For the reasons explained above, our net income from continuing operations decreased by \$14.2 million, or 5.9%, to \$225.5 million in the year ended December 31, 2011 from \$239.7 million in the year ended December 31, 2010.

**Income (Loss) from Discontinued Operations.** In the year ended December 31, 2011 we recognized a loss of \$52.8 million from discontinued operations as a result of the sale of AeroTurbine. The loss consisted of: (1) \$22.5 million of bank fees, legal fees and contractual incentive payments to AeroTurbine management, (2) a \$8.7 million deferred tax asset write-off as a result of the transfer of tax losses to the buyer; and (3) a \$21.6 million book loss arising from the sale.

**Net Income.** For the reasons explained above, our net income decreased by \$64.1 million, or 27.1%, to \$172.7 million in the year ended December 31, 2011 from \$236.8 million in the year ended December 31, 2010.

**Non-controlling interest, net of tax.** Our non-controlling interest net of tax decreased by \$28.7 million to \$0.5 million net income attributable to non-controlling interests in the year ended December 31, 2011 from \$29.2 million net income attributable to non-controlling interests in the year ended December 31, 2010, due primarily to the repurchase of AerVenture in the year ended December 31, 2010.

**Net Income attributable to AerCap Holdings N.V.** For the reasons explained above, our net income attributable to AerCap Holdings N.V. decreased by \$35.4 million, or 17.1%, to \$172.2 million in the year ended December 31, 2011 from \$207.6 million in the year ended December 31, 2010.

**Consolidated Cash Flows**

The following table presents our consolidated cash flows for 2011 and 2012. We currently generate significant cash flows from our aircraft leasing business; however, since a significant portion of our owned aircraft are held through restricted cash entities, such as ALS II and GFL and since a significant portion of our capital requirements are outside our restricted cash entities, our management analyzes our cash flow at both consolidated and unconsolidated levels to make sure that we have sufficient cash flows available to finance our capital needs in our restricted cash entities and outside our restricted cash entities. Therefore, the following table and analysis should be read in conjunction with the Liquidity and Access to Capital section.

	<u>2011</u>	<u>2012</u>
	(US dollars in millions)	
Net cash flow provided by operating activities	\$ 622.2	\$ 644.4
Net cash flow used in investing activities	(568.5)	(358.0)
Net cash flow used in financing activities	(53.2)	(175.3)

**Cash Flows Provided by Operating Activities.** Our cash flows provided by operating activities increased by \$22.2 million, or 3.6%, to \$644.4 million for the year ended December 31, 2012 from \$622.2 million for the year ended December 31, 2011 primarily due to a charge of \$24.5 million relating to the buy-out of the Genesis portfolio servicing rights in the year ended December 31, 2011 and the timing of payments of certain operating expenses in both years.

**Cash Flows Used in Investing Activities.** Our cash flows used in investing activities decreased by \$210.5 million, or 37.0%, to \$358.0 million for the year ended December 31, 2012 from \$568.5 million for the year ended December 31, 2011. The decreased use of cash was primarily due to the proceeds from the sales of the ALS portfolio and other aircraft, partially offset by a \$119.9 million decrease in the proceeds from the sale of subsidiaries (AeroTurbine).

[Table of Contents](#)

*Cash Flows Used in Financing Activities.* Our cash flows used in financing activities increased by \$122.1 million, or 229.5%, to \$175.3 million of cash flow used in financing activities for the year ended December 31, 2012 from \$53.2 million of cash flow used in financing activities for the year ended December 31, 2011. This increase in cash flows used in financing activities was due primarily to the \$220.1 million increased use of cash for share repurchases, which was partially offset by an increase of \$50.5 million in new financing proceeds, net of repayments and debt issuance costs, and an increase of \$47.5 million of net receipts of maintenance and security deposits.

*Material Unused Sources of Liquidity.* Our cash balance as of December 31, 2012 was \$800.2 million, including restricted cash of \$279.8 million. Our unused lines of credit as of December 31, 2012 were \$0.8 billion and primarily consisted of AerFunding revolving credit facility of \$262.0 million, an unsecured revolving credit facility of \$285 million, a \$64 million facility for the funding of Boeing 737 aircraft to be delivered to American Airlines and a \$200.3 million Boeing 737-800 pre-delivery-payment facility to finance the pre-delivery payments to Boeing for the aircraft delivering in 2015. Except for the unsecured revolving credit facility, all other facilities can only be used to finance the acquisition of pre-delivery payments of aircraft.

We are a publicly limited company based in, and resident for tax purposes in, The Netherlands. We are not engaged in business within, nor do we have a permanent establishment in the United States. Only our U.S. subsidiaries are subject to U.S. net income tax or would potentially have to withhold U.S. taxes upon a distribution of our earnings. Accordingly, we do not have to accrue and pay any United States taxes as a result of repatriation of earnings from our foreign subsidiaries.

Likewise, for Dutch tax purposes, we do not have to accrue and pay any taxes as a result of repatriation of earning from any of our foreign subsidiaries to The Netherlands. As of December 31, 2012, \$175.2 million out of \$520.4 million of cash and short-term investments were held by our foreign subsidiaries. Additionally, our legal restrictions in relation to dividend payments are described on pages 107 through 109 of this 20-F. There are no other legal or economic restrictions on the ability of our subsidiaries to transfer funds in the form of cash dividends, loans or advances.

***Indebtedness***

As of December 31, 2012, our outstanding indebtedness totaled \$5.8 billion and primarily consisted of export credit facilities, Japanese operating lease financings, commercial bank debt, revolving credit debt, securitization debt and capital lease structures.

[Table of Contents](#)

The following table provides a summary of our indebtedness as of December 31, 2012:

<u>Debt Obligation</u>	<u>Collateral</u>	<u>Commitment</u>	<u>Outstanding</u>	<u>Undrawn</u>	<u>Weighted</u>	<u>Final</u>
				<u>amounts</u>	<u>average</u>	<u>stated</u>
					<u>rate</u>	<u>Maturity</u>
(US dollars in thousands)						
ECA-						
guaranteed	46					
financings	aircraft	1,675,387	1,675,387	—	2.47%	2024
	30					
ALS II debt	aircraft	572,270	572,270	—	2.06%	2038
Senior						
unsecured						
notes due						
2017	—	300,000	300,000	—	6.38%	2017
AerFunding						
revolving	21					
credit facility	aircraft	800,000	538,024	261,976	3.11%	2016
Genesis						
securitization	38					
debt	aircraft	549,288	549,288	—	0.45%	2032
TUI portfolio						
acquisition	11					
facility	aircraft	188,393	188,393	—	1.79%	2015
SkyFunding I						
and II	16					
facilities	aircraft	571,475	507,475	64,000	3.83%	2022
Unsecured						
revolving						
credit facility	—	285,000	—	285,000	—	2015
B737-800 pre-						
delivery						
payment						
facility	—	200,340	—	200,340	—	2015
Subordinated						
debt joint						
ventures						
partners*	—	64,280	64,280		19.35%	2022
	50					
	aircraft					
	and					
	seven					
Other debt	engines	1,443,264	1,408,382	34,882	3.37%	2023
<b>Total</b>		<b>\$6,649,697</b>	<b>\$5,803,499</b>	<b>\$846,198</b>		

\* Subordinated debt issued to two of our joint venture partners in 2008 and 2010.

The weighted average interest rate in the table above is calculated based on the Libor rate as of December 31, 2012, and excludes the impact of related derivative instruments which we hold to hedge our exposure to interest rates as well as any amortization of the debt issuance costs.

See "—Indebtedness" for more information regarding our indebtedness and see "Interest Rate Risk" for more information on our portfolio of derivative financial instruments.

**Contractual Obligations**

Our contractual obligations consist of principal and interest payments on debt, executed purchase agreements to purchase aircraft, operating lease rentals on aircraft under lease-in/lease-out structures and rent payments pursuant to our office leases. We intend to fund our contractual obligations through our lines of credit and other borrowings as well as internally generated cash flows. We believe that our sources of liquidity will be sufficient to meet our contractual obligations.

The following table sets forth our contractual obligations and their maturity dates as of December 31, 2012:

**Payments Due By Period as of December 31, 2012**

<u>Contractual Obligations</u>	<u>Less than one year</u>	<u>One to three years</u>	<u>Three to five years</u>	<u>Thereafter</u>	<u>Total</u>
(U.S. dollars in thousands)					
Debt(1)	\$ 892,822	\$ 1,899,788	\$ 1,984,356	\$ 1,740,146	\$ 6,517,112
Purchase obligations(2)	721,215	604,307	—	—	1,325,522
Operating leases(3)	1,248	3,733	3,118	385	8,484
Derivative obligations(1)	7,566	8,988	—	—	16,554
<b>Total</b>	<b>\$ 1,622,851</b>	<b>\$ 2,516,816</b>	<b>\$ 1,987,474</b>	<b>\$ 1,740,531</b>	<b>\$ 7,866,672</b>

- (1) Includes estimated interest payments based on one-month LIBOR of 0.21% and three-month LIBOR of 0.31% as of December 31, 2012.

[Table of Contents](#)

- (2) As of December 31, 2012, we expect to make capital expenditures related to 27 new aircraft on order, included five A330 aircraft, four A320 aircraft (excluding two aircraft under a purchase and leaseback arrangement that has been cancelled as of the date of this report) and 18 Boeing 737 aircraft (excluding 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order) in 2013 and thereafter.
- (3) Represents contractual operating lease rentals on aircraft under lease-in/lease-out structures and contractual payments on our office and facility leases in Amsterdam, The Netherlands, Fort Lauderdale, Florida, Shannon, Ireland, Singapore, Shanghai, China and Abu Dhabi.

The table below provides information as of December 31, 2012 regarding our debt obligations and estimated interest obligations based on one-month LIBOR of 0.21% and three-month LIBOR of 0.31% as of December 31, 2012, per facility type:

	<u>Less than one year</u>	<u>One to three years</u>	<u>Three to five years</u>	<u>Thereafter</u>	<u>Total</u>
	(US dollars in thousands)				
Pre-delivery payment facilities(1)	\$ 28,232	\$ —	\$ —	\$ —	\$ 28,232
Debt facilities with non-scheduled amortization(2)	315,180	585,631	830,416	232,646	1,963,873
Other facilities	549,410	1,314,157	1,153,940	1,507,500	4,525,007
<b>Total</b>	<b>\$ 892,822</b>	<b>\$ 1,899,788</b>	<b>\$ 1,984,356</b>	<b>\$ 1,740,146</b>	<b>\$ 6,517,112</b>

- (1) Repayment of debt owed on pre-delivery payment facilities is essentially offset by proceeds received from aircraft purchase debt facilities.
- (2) Debt is amortized by the amount of free cash flow generated within each of these facilities.

**Capital Expenditures**

Our primary capital expenditure is the purchase of aircraft, including pre-delivery payments under aircraft purchase agreements with Airbus and Boeing. The table below sets forth our capital expenditures for the historical periods indicated.

	<u>Year ended December 31,</u>		
	<u>2010</u>	<u>2011</u>	<u>2012</u>
Capital expenditures	\$ 1,939,874	\$ 763,159	\$ 1,038,657
Pre-delivery payments	140,094	47,077	35,016

In 2010, our principal capital expenditures were for four A319, 18 A320, three A321 and nine A330 aircraft delivered under our forward order agreements and two A319, 14 A320, two Boeing 737-700, two Boeing 737-800 and one Boeing 757-200 aircraft purchased in portfolio or single aircraft transactions. In 2011, our principal capital expenditures were for two A320 and seven A330 aircraft delivered under our forward order agreements and four Boeing 737-800 aircraft delivered under the purchase and leaseback transaction with American Airlines. In 2012, our principal capital expenditures were for one A320 and five A330 aircraft delivered under our forward order agreements and 14 Boeing 737-800 aircraft delivered under the purchase and leaseback transaction with American Airlines.

[Table of Contents](#)

The table below sets forth our expected capital expenditures for future periods indicated based on contracted commitments as of December 31, 2012.

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Thereafter</u>
	(US dollars in thousands)			
Capital expenditures	\$ 623,554	\$ 164,957	\$ 283,146	\$ —
Pre-delivery payments	97,661	130,170	26,034	—
<b>Total</b>	<b>\$ 721,215</b>	<b>\$ 295,127</b>	<b>\$ 309,180</b>	<b>\$ —</b>

As of December 31, 2012, we expected to make capital expenditures related to 27 new aircraft on order, including five A330 aircraft, four A320 aircraft (excluding two aircraft under a purchase and leaseback arrangement that has been cancelled as of the date of this report) and 18 Boeing 737 aircraft (excluding 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order) in 2013 and thereafter.

### Off-Balance Sheet Arrangements

As of December 31, 2007, we were obligated to make sublease payments under six aircraft operating leases of aircraft with lease expiration dates between 2009 and 2013. In February 2008, we purchased two of the six aircraft that had been subject to operating leases and terminated the operating leases as described in Note 15 to our consolidated financial statements included herein. As of December 31, 2012, we were obligated to make sublease payments under three aircraft operating leases of aircraft with lease expiration dates in January 2013. We lease these three aircraft to aircraft operators. Since we are not fully exposed to the risks and rewards of ownership of these aircraft, we do not include these aircraft on our balance sheet. In addition, we do not recognize a financial liability for our operating lease obligations under the leases on our balance sheet. Due to the fact that sublease receipts related to these four aircraft are insufficient to cover our lease obligations, we have recognized an onerous contract accrual on our balance sheet which is equal to the difference between the present value of the lease expenses and the present value of the sublease income discounted at appropriate discount rates. This accounting treatment, however, does not result in the same presentation as if we accounted for these aircraft as owned assets and the related operating lease obligations as debt liabilities. Note 15 of our consolidated financial statements included in this annual report includes more information on this arrangement, including a table of future lease obligations.

We continue to have an economic interest in AerCo. This interest is not assigned any value on our balance sheet because we do not expect to realize any value for our investment. We have other investments in companies or ventures in the airline industry which we obtain primarily through restructurings in our leasing business. The value of these investments are immaterial to our financial position. We do not consolidate such companies on our balance sheet because the investments do not meet the requirements for consolidation.

As discussed above, we have also entered into two joint ventures, AerDragon and the Waha 40% joint venture, that do not qualify for consolidated accounting treatment. The assets and liabilities of these two joint ventures are off our balance sheet and we only record our net investment under the equity method of accounting.

[Table of Contents](#)**Management's use of "net income attributable to AerCap Holdings N.V. excluding non-cash charges relating to the mark-to-market of our interest rate caps and share based compensation"**

The following is a definition of a non-GAAP measure used in this report on Form 20-F and a reconciliation of such measure to the most closely related GAAP measure:

**Adjusted net income.** This measure is determined by adding non-cash charges related to the mark-to-market losses on our interest rate caps and share based compensation during the applicable period, net of related tax benefits, to GAAP net income. In addition to GAAP net income, we believe this measure may provide investors with supplemental information regarding our operational performance and may further assist investors in their understanding of our operational performance in relation to past and future reporting periods. We use interest rate caps to allow us to benefit from decreasing interest rates and protect against the negative impact of rising interest rates on its floating rate debt. Management determines the appropriate level of caps in any period with reference to the mix of floating and fixed cash inflows from our lease and other contracts. We do not apply hedge accounting to our interest rate caps. As a result, we recognize the change in fair value of the interest rate caps in our income statement during each period. For 2011, adjusted net income also excludes a one-time charge relating to the buy-out of the Genesis portfolio servicing rights and excludes a loss from discontinued operations. For 2012, adjusted net income also excludes the non-recurring charges to interest expense from the early repayment of secured loans and the net loss on sale of the ALS portfolio.

The following is a reconciliation of adjusted net income to net income attributable to AerCap Holdings N.V. for the years ended December 31, 2011 and 2012:

	Year ended December 31, 2011	Year ended December 31, 2012
	(US dollars in millions)	
Net income attributable to AerCap Holdings N.V.	\$ 172.2	\$ 163.7
Plus: Non-cash charges relating to the mark-to-market of interest rate caps, net of tax	51.3	12.5
Non-cash charges related to share-based compensation, net of tax	5.4	6.3
<b>Net income attributable to AerCap Holdings N.V. excluding non-cash charges related to mark-to-market of interest rate caps and share-based compensation</b>	<b>\$ 228.9</b>	<b>\$ 182.5</b>
Plus: Loss on discontinued operations (AeroTurbine)	52.8	—
Buy-out of Genesis portfolio servicing rights	21.4	—
Non-recurring charges to interest expense from the early repayment of secured loans	—	20.9
Net loss on sale of the ALS portfolio	—	54.6
<b>Adjusted net income</b>	<b>\$ 303.1</b>	<b>\$ 258.0</b>

Adjusted earnings per share are determined by dividing the amount of adjusted net income by the average number of shares outstanding for that period. The average number of shares is based on a daily average.

**Management's use of "net interest margin or net spread"**

**Net interest margin or net spread.** This measure is the difference between basic lease rents and interest expense excluding the impact from the mark-to-market of interest rate caps and non-recurring charges. We believe this measure may further assist investors in their understanding of the changes and trends related to the earnings of our leasing activities. This measure reflects the impact from changes in

[Table of Contents](#)

the number of aircraft leased, lease rates, utilization rates, as well as the impact from the use of interest rate caps instead of swaps to hedge our interest rate risk. The following is a reconciliation of net spread to basic rents for the year ended December 31, 2011 and 2012:

	Year ended <u>December 31, 2011</u>	Year ended <u>December 31, 2012</u>
	(US dollars in millions)	
<b>Basic rents</b>	<b>\$ 951.3</b>	<b>\$ 931.9</b>
Interest on debt(a)	292.5	286.0
Plus: mark-to-market of interest rate caps	(59.3)	(14.4)
Plus: Non-recurring charges to interest expense from the early repayment of secured loans	—	(23.9)
Interest on debt excluding the impact of mark-to-market of interest rate caps and non-recurring charges to interest expense from the early repayment of secured loans	233.2	247.7
<b>Net spread</b>	<b>\$ 718.1</b>	<b>\$ 684.2</b>

(a) Interest on debt for the year ended December 31, 2012, includes \$51 million of amortization of debt issuance cost.

### Recent Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-11 ("ASU 2011-11"), Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRSs, to improve the comparability of financial statements prepared in accordance with U.S. GAAP and IFRS. Entities are required to disclose both gross information and net information about both (1) instruments and transactions eligible for offset in the statement of financial position in accordance with either Section 210-20-45 or Section 815-10-45 or (2) instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The amendments in this Update require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. ASU 2011-11 is effective for interim and annual reporting periods beginning on or after January 1, 2013 and should be applied retrospectively. The adoption of ASU 2011-11 will not have a material impact on our consolidated financial statements.

## INDEBTEDNESS

### ECA-guaranteed financings—Airbus A320 aircraft

**General.** In April 2003, we entered into an \$840.0 million export credit facility for the financing of up to 20 Airbus A320 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA. In January 2006, the export credit facility was amended and extended to cover an additional nine aircraft and its size increased to a maximum of \$1.2 billion.

In November 2008, the export credit facility was further amended to cover one additional aircraft and the maximum amount of the facility remained unchanged. The terms of the lending commitment in the export credit facility are such that the export credit agencies only approve funding for aircraft that

[Table of Contents](#)

are due for delivery on a six-month rolling basis and have no obligation to fund deliveries beyond that period. No additional new aircraft are expected to be financed in this 2003 facility.

As of December 31, 2012, we had 18 aircraft financed under this facility and \$381.1 million of loans outstanding.

**Interest Rate.** Set forth below are the interest rates for our export credit facilities.

	Amount outstanding December 31, 2012 (US dollars in thousands)	Interest rate
Floating Rate Tranches:	\$ 381,085	Three-month LIBOR plus 0.32%
Purchase accounting fair value adjustments	(1,395)	
<b>Total:</b>	<b>\$ 379,690</b>	

**Maturity Date.** We are obligated to repay principal on the export credit facility over a 12-year term.

**Collateral.** The export credit facilities require legal title to the aircraft be transferred to and held by a special purpose company controlled by the respective lenders. We have entered into lease agreements on these aircraft which transfer the risk and rewards of ownership of the aircraft to AerCap. The obligations outstanding under the export credit facilities are secured by, among other things, a pledge of the shares of the company which holds legal title to the aircraft financed under the facility. Each subsidiary's obligations under the financings are guaranteed by AerCap Holdings N.V.

**Certain Covenants.** The export credit facilities contain affirmative covenants customary for secured financings. The facilities also contain net worth financial covenants. In addition, loans under the 2003 export credit facilities contain change of control provisions that grant the lenders the right to prepayment of their loans in the event of a change of control, unless the lenders consent to the change of control, which was obtained in connection with the 2005 Acquisition. A change of control occurs under our April 2003 export credit facility if our shares cease to be listed on the New York Stock Exchange unless, at the time our shares cease to be listed on the New York Stock Exchange, at least 66.66% of our ordinary shares are owned and controlled by one or more shareholders rated at least BBB- by Standard & Poor's Ratings Services and Baa3 or more by Moody's Investors Service, Inc.

**ECA-guaranteed financings—Airbus A330 and A320 family aircraft**

**General.** In December 2008, we entered into a \$1.4 billion export credit facility for the financing of up to 15 Airbus A330 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA.

From time to time since 2008, the export credit facility has been further amended to cover certain additional Airbus A330 and A320 family aircraft and an ECA capital markets transaction in relation to three A330 aircraft. The maximum size of the facility was increased to \$1.6 billion. The terms of the lending commitment in the export credit facility are such that the export credit agencies only approve funding for aircraft that are due for delivery on a six-months rolling basis and have no obligation to fund deliveries beyond that period. No additional new aircraft are expected to be financed in this 2008 facility.

As of December 31, 2012, seven A330 aircraft and 10 A320 family under this 2008 facility have been delivered from the manufacturer. We had \$722.5 million of loans outstanding under this facility as of December 31, 2012.

[Table of Contents](#)

In March 2009, we entered into a \$846.0 million export credit facility for the financing of up to 20 Airbus A320 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA. As of December 31, 2012, five A320 family aircraft under this facility have been delivered from the manufacturer and financed in this facility. We had \$147.9 million of loans outstanding under this facility as of December 31, 2012. Following the redemption of shares issued by AerVenture such that AerCap AerVenture Holding B.V became the 100% owner of the issued share capital in AerVenture, this facility will no longer be utilized. No additional new aircraft are expected to be financed in this 2009 facility. We had \$148.0 million of loans outstanding under the 2009 ECA A320 facilities as of December 31, 2012.

In June 2010 and September 2010, we completed the refinancing of three A330-300 aircraft that were previously financed under our 2008 facility to an ECA capital markets transaction. We had \$185.2 million of loans outstanding under the ECA capital markets facilities as of December 31, 2012.

During 2012, we entered into three additional separate ECA facility agreements in order to finance three A330-300 aircraft which delivered during the year pursuant to a purchase and lease-back transaction with one airline. These facilities carry similar commercial terms to the 2008 facility agreement. We had \$240.0 million of loans outstanding under this facility as of December 31, 2012.

**Interest Rate.** Set forth below are the interest rates for the first and subsequent export credit facilities. The interest rates for the remaining loans will be agreed on a rolling basis.

		<u>Amount outstanding</u> <u>December 31, 2012</u> (US dollars in thousands)	<u>Interest rate</u>
2008			
A330 & A320 Facility	Floating rate tranches	\$ 63,910	Three-month LIBOR plus 1.47%
	Fixed rate tranches	658,596	3.20%
2009 A320 Facility			
	Floating rate tranches	58,531	Three-month LIBOR plus 1.11%
	Fixed rate tranches	89,466	4.23%
ECA A330 Capital Market Facilities			
	Fixed rate tranches	185,176	3.60%
2012 Facilities			
	Fixed rate tranches	240,017	2.29%
<b>Total:</b>		<b>\$ 1,295,696</b>	

**Maturity Date.** We are obligated to repay principal on the export credit facility over a 12-year term.

**Collateral.** The export credit facilities require legal title to the aircraft be transferred to and held by a special purpose company controlled by the respective lenders. We will enter into lease agreements on these aircraft which transfer the risk and rewards of ownership of the aircraft to AerCap. The obligations outstanding under the export credit facilities are secured by, among other things, a pledge of the shares of the company which holds legal title to the aircraft financed under the facility. Each subsidiary's obligations under the financings are guaranteed by AerCap Holdings N.V.

**Certain Covenants.** The export credit facilities contain affirmative covenants customary for secured financings. The facilities also contain net worth financial covenants. In addition, loans under these export credit facilities contain change of control provisions that grant the lenders the right to prepayment of their loans in the event of a change of control, unless the lenders consent to the change of control. A change of control occurs under our December 2008 export credit facility if:

- (i) AerCap Holdings N.V.'s shares cease to be listed on the New York Stock Exchange unless, at the time our shares cease to be listed on the New York Stock Exchange, at least 66.66% of

[Table of Contents](#)

our issued shares and voting rights are owned and controlled by one or more shareholders rated at least BBB- by Standard & Poor's Ratings Services and Baa3 or more by Moody's Investors Service, Inc; or

- (ii) AerCap Holdings N.V. ceases to own and control 100% of the shares in AerCap A330 Holdings B.V., AerCap B.V. or AerCap Ireland Limited.

An additional covenant related to the 2008 facility is as follows:

- (i) AerCap A330 Holdings B.V. ceases to own and control at least 51% of the shares in AerCap A330 Holdings Limited.

Additional covenants related to the 2009 AerVenture facility are as follows:

- (i) AerCap Holdings N.V. ceases to own and control 100% of the shares in AerCap AerVenture Holding B.V; or
- (ii) AerCap AerVenture Holding B.V. ceases to own and control at least 50% of the shares in AerVenture; or
- (iii) AerVenture ceases to own and control (directly or indirectly) 100% of the export lessees.

As of December 31, 2012, we had financed 46 aircraft under ECA-guaranteed financings. The net book value of aircraft pledged to the ECA lenders was \$2.2 billion at December 31, 2012.

#### **ALS II debt**

**General.** On June 26, 2008, we completed a securitization in which ALS II issued securitized class A-1 notes and class A-2 notes, rated A+ by Standard & Poor's ("S&P") and A1 by Moody's. The class A-1 notes each had an outstanding principal balance of zero, and were issued to commitment holders. The commitment holders committed to advance funds, subject to certain conditions, including that ALS II shall have acquired at least 15 aircraft, up to an aggregate amount of \$1.0 billion in connection with the purchase of 30 A320 family aircraft by ALS II. Funded class A-1 notes may be exchanged for class A-2 notes subject to certain conditions. The class A-1 notes are ranked pari passu with the class A-2 notes.

The advances made by the commitment holders were used to purchase 30 aircraft from AerVenture Leasing 1 Limited, a subsidiary of AerVenture, all 30 of which have been delivered. The 30<sup>th</sup> aircraft was delivered in May 2010. The 30 aircraft are among the aircraft delivered by Airbus to AerVenture between 2007 and 2011. During 2011, a portion of A-1 notes were exchanged for A-2 notes.

ALS II also issued class E-1 notes (the most junior class of notes) to AerVenture Leasing 1 Limited on June 26, 2008, the proceeds of which were applied to pay expenses of ALS II during the period between June 26, 2008 and the first delivery of aircraft. Additional class E-1 notes were issued to AerVenture Leasing 1 Limited in connection with the sale of aircraft to ALS II, and will be issued to AerVenture Leasing 1 Limited, AerVenture and AerCap Holdings N.V. in certain other circumstances. ALS II's financial results are consolidated in our financial statements.

**Liquidity.** Crédit Agricole provided a liquidity facility in the amount of \$55 million, which may be drawn upon to pay expenses of ALS II and its subsidiaries, commitment fees owed to the commitment holders, senior hedge payments and interest on the class A-1 notes and class A-2 notes.

[Table of Contents](#)

**Interest Rate.** Set forth below is the interest rate for the subclasses of notes not held by us. LIBOR is the London interbank offered rate for one-month U.S. dollar deposits or, under certain circumstances, an interpolated LIBOR rate.

	<u>Amount outstanding</u> <u>December 31, 2012</u>	<u>Interest rate</u>
	(US dollars in thousands)	
Class A-1 Notes	\$ 550,912	One-month LIBOR plus 1.85%
Class A-2 Notes	21,357	One-month LIBOR plus 1.85%
<b>Total:</b>	<b>\$ 572,269</b>	

**Maturity Date.** The final maturity date of the notes will be June 15, 2038.

**Collateral.** The notes are secured by security interests in and pledges or assignments of equity ownership and beneficial interests in the subsidiaries of ALS II, as well as by ALS II's subsidiaries' interests in leases of the aircraft they own, by cash held by or for them and by their rights under agreements with the service providers. Rentals and reserves paid under leases of the ALS II aircraft will be placed in a collection account and paid out according to a priority of payments.

As of December 31, 2012 30 aircraft were financed in ALS II. The net book value of 30 aircraft pledged as collateral for the securitization debt was \$1.0 billion as of December 31, 2012.

**AerFunding revolving credit facility**

**General.** AerFunding 1 Limited ("AerFunding") is a special purpose company incorporated with limited liability in Bermuda. The share capital of AerFunding is owned 95% by a charitable trust and 5% by AerCap Ireland. AerFunding is a consolidated subsidiary formed for the purpose of acquiring new and used aircraft assets. On April 26, 2006, AerFunding 1 Limited entered into a non recourse senior secured revolving credit facility in the aggregate amount of up to \$1.0 billion with UBS Real Estate Securities Inc., UBS Securities LLC, Deutsche Bank Trust Company Americas and certain other financial institutions.

On June 10, 2010, the facility was amended and the revolving loans under the AerFunding revolving credit facility, which are divided into two classes, were amended. The maximum advance limit on class A loans was amended to \$705.5 million from \$830.0 million and the maximum advance limit on class B loans was amended to \$144.5 million from \$170.0 million.

On June 9, 2011, the facility was amended to allow for an additional two year revolving period to June 2013, and a three year term-out period to June 2016. The maximum facility size was amended to \$775.0 million and the commitment and borrowings amended to a single class of loans. In addition to UBS Securities LLC, lenders to the transaction are Credit Suisse AG, Citibank N.A., Nomura Global Financial Products Inc. and Scotiabank Europe plc. In April, 2012, the facility size was increased to \$800.0 million with an additional commitment provided by Everbank.

As of December 31, 2012, we had \$538.0 million of loans outstanding under the AerFunding revolving credit facility, relating to 21 aircraft. The net book value of aircraft pledged to lenders under the credit facility was \$0.7 billion as of December 31, 2012.

Borrowings under the AerFunding revolving credit facility can be used to finance between 73.0% and 78.0% of the lower of the purchase price and the appraised value of the eligible aircraft. Eligible aircraft include A320 family aircraft, Boeing 737-700, -800 and 900ER aircraft, Boeing 777, Boeing 787 aircraft and A330 aircraft. In addition, value enhancing expenditures and required liquidity reserves are also funded by the lenders.

[Table of Contents](#)

All borrowings under the AerFunding revolving credit facility are subject to the satisfaction of customary conditions and restrictions on the purchase of aircraft that would result in our portfolio becoming too highly concentrated, with regard to both aircraft type and geographical location. The borrowing period during which new advances may be made under the facility will expire on June 9, 2013.

**Interest Rate.** Borrowings under the AerFunding revolving credit facility bear interest based on the Eurodollar rate plus the applicable margin. The following table sets forth the applicable margin for the borrowings under the AerFunding revolving credit facility during the periods specified:

	<u>Applicable Margin</u>
Borrowing period(1)	2.90%
Period from June 10, 2013 to June 9, 2014	3.90%
Period from June 10, 2014 to June 9, 2015	4.40%
Period from June 10, 2015 to June 9, 2016	4.90%

(1) The borrowing period is until June 9, 2013, after which the loan converts to a term loan.

Additionally, we are subject to (a) a 0.50% fee on any portion of the unused loan commitment if the average facility utilization is greater than 50% during a period or (b) a 0.75% fee on any unused portion of the unused loan commitment if the average facility utilization is greater than 50% during a period.

**Payment Terms.** Interest on the loans is due on a monthly basis. Principal on the loans amortizes on a monthly basis to the extent funds are available. All outstanding principal not paid during the term is due on the maturity date.

**Prepayment.** Advances under the AerFunding revolving credit facility may be prepaid without penalty upon notice, subject to certain conditions. Mandatory partial prepayments of borrowings under the AerFunding revolving credit facility are required:

- upon the sale of certain assets by a borrower, including any aircraft or aircraft engines financed or refinanced with proceeds from the AerFunding revolving credit facility;
- upon the occurrence of an event of loss with respect to an aircraft or aircraft engine financed with proceeds from the AerFunding revolving credit facility from the proceeds of insurance claims; and
- upon the securitization of any interests or leases with respect to aircraft or aircraft engines financed with proceeds from the AerFunding revolving credit facility.

**Maturity Date.** The maturity date of the AerFunding revolving credit facility is June 9, 2016.

**Cash Reserve.** AerFunding is required to maintain up to 6.0% of the borrowing value of the aircraft in reserve for the benefit of the lenders. Amounts held in reserve for the benefit of the lenders are available to the extent that there are insufficient funds to pay required expenses, hedge payments or principal of or interest on the loans on any payment date. The amounts on reserve are funded by the lenders.

**Collateral.** Borrowings under the AerFunding revolving credit facility are secured by, among other things, security interests in and pledges or assignments of equity ownership and beneficial interests in all of the subsidiaries of AerFunding, as well as by AerFunding's interests in the leases of its assets.

[Table of Contents](#)

**Certain Covenants.** The AerFunding revolving credit facility contains covenants that, among other things, restrict, subject to certain exceptions, the ability of AerFunding and its subsidiaries to:

- sell assets;
- incur additional indebtedness;
- create liens on assets, including assets financed with proceeds from the AerFunding revolving credit facility;
- make investments, loans, guarantees or advances;
- declare any dividends or other asset distributions other than to distribute funds paid to us out of the flow of funds under the Aerfunding revolving credit facility;
- make certain acquisitions;
- engage in mergers or consolidations;
- change the business conducted by the borrowers and their respective subsidiaries;
- make specified capital expenditures, other than those related to the purchase, maintenance or conversion of assets financed with proceeds from the AerFunding revolving credit facility;
- own, operate or lease assets financed with proceeds from the AerFunding revolving credit facility; and
- enter into a securitization transaction involving assets financed with proceeds from the AerFunding revolving credit facility unless certain conditions are met.

**Genesis securitization debt**

**General.** On December 19, 2006, Genesis Funding Limited, or GFL, completed a securitization and issued a single class of AAA-rated G-1 floating rate notes. The proceeds of the transaction were used by GFL to finance the acquisition of a portfolio of 41 aircraft. Following a number of sales, there are 38 aircraft in the GFL portfolio as of December 31, 2012.

The primary source of payments on the notes is the lease payments on the aircraft owned by the subsidiaries of GFL. The notes have the benefit of a financial guaranty insurance policy issued by Financial Guaranty Insurance Company, or FGIC, which has issued a financial guaranty insurance policy to support the payment of interest when due on the notes and the payment of the outstanding principal balance of the notes on the final maturity date of the notes and, under certain other circumstances, prior thereto.

The notes initially were rated Aaa and AAA by Moody's and S&P, respectively. This rating was based on FGIC's corporate rating. FGIC has suffered significant downgrades of its ratings since the issuance of the notes and is currently unrated by Moody's and S&P. As a result, Moody's and S&P have published stand-alone ratings of the G-1 notes of A3 and A-, respectively.

**Liquidity.** Credit Agricole provides a liquidity facility in the amount of \$60.0 million, which may be drawn upon to pay expenses of GFL and its subsidiaries, senior hedge payments and interest on the notes.

**Interest Rate.** Set forth below is the interest rate for the Class G-1 note:

	<u>Amount outstanding</u> <u>December 31, 2012</u> <small>(US dollars in thousands)</small>	<u>Interest rate</u>
Class G1 Notes	\$ 549,288	One-month LIBOR plus 0.24%



**Maturity Date.** The final maturity date of the notes is December 22, 2032.

**Payment Terms.** Interest on the notes is due and payable on a monthly basis. Scheduled monthly principal payments on the notes commenced in December 2009 and continued until December 2011. Since December 19, 2011, all revenues collected during each monthly period are applied to repay the outstanding principal balance of the notes, after the payment of certain expenses and other liabilities, including the fees of the servicer, the liquidity facility provider and the policy provider, interest on the notes and interest rate swap payments, all in accordance with the priority of payments set forth in the indenture.

GFL may voluntarily redeem the new notes for a redemption price of the notes equal to the outstanding principal balance of the notes. In addition, GFL must pay any accrued but unpaid interest on the notes and any premium due to FGIC upon redemption of the notes. GFL may redeem the notes in whole or in part, provided that if a default notice has been given under the trust indenture or the maturity of any notes has been accelerated then GFL may only redeem the notes in whole.

**Aircraft Management Services.** As of June 30, 2011, AerCap, through its Irish subsidiary, AerCap Ireland Limited, replaced GECAS as servicer to the Genesis aircraft portfolio, for a consideration paid to GECAS of \$24.5 million. This includes most services related to leasing the fleet of aircraft, including marketing aircraft for lease and re-lease, collecting rents and other payments from lessees, monitoring maintenance, insurance and other obligations under leases and enforcing rights against lessees.

**Collateral.** The notes are secured by first priority, perfected security interests in and pledges or assignments of equity ownership and beneficial interests in the subsidiaries of GFL, their interests in the leases of the aircraft they own, cash held by or for them and by their rights under agreements with GECAS, the initial liquidity facility provider, hedge counterparties and the policy provider. The notes are also secured by a lien or similar interest in any of the aircraft in the portfolio that are registered in the United States or Ireland.

As of December 31, 2012 38 aircraft were financed in the GFL securitization. The net book value of 38 aircraft pledged as collateral for the securitization debt was \$0.8 billion as of December 31, 2012.

#### **TUI portfolio acquisition facility**

**General.** In June 2008, AerCap Partners I Holding Limited, or AerCap Partners I, a 50% joint venture established between us and Deucalion Aviation Funds, entered into a sale and leaseback transaction pursuant to which it agreed to purchase 11 Boeing 737-800, six Boeing 757-200 and two Boeing 767-300 aircraft from the TUI Travel Group, or TUI, and lease the aircraft back to TUI.

To finance the purchase of the 19 aircraft, a subsidiary of AerCap Partners I, AerCap Partners I Limited, entered into a senior facility in an amount of up to \$448.6 million with Crédit Agricole, KfW IPEX-Bank GmbH, Deutsche Bank AG London Branch and HSH Nordbank AG which was arranged by Crédit Agricole and KfW IPEX-Bank GmbH. The senior facility was divided into two tranches, the first being used to finance the purchase of the 11 Boeing 737-800 aircraft and the second to finance the purchase of the other eight aircraft. During 2012, the second tranche was repaid. AerCap Partners I pay the lenders for the amounts drawn on the senior facility in monthly installments. The principal amount outstanding under the loan in relation to the first tranche must be repaid in full on April 1, 2015 and the principal amount outstanding under the loan in relation to the second tranche was refinanced prior to the maturity date on April 1, 2012.

Following drawdown of the amounts in relation to the 19 aircraft, the remaining commitment under the facility was cancelled subsequent to June 30, 2008.

As of December 31, 2012, the joint venture owned 11 Boeing 737-800 aircraft. Two Boeing 767-300ER aircraft that had been originally part of AerCap Partners I have been refinanced

[Table of Contents](#)

through AerCap Partners 767 Ltd, and six Boeing 757-200 aircraft have been sold. The aggregate principal amount of the loans outstanding under the senior facility as of December 31, 2012 was \$188.4 million, and the net book value of the 11 aircraft pledged to lenders under the credit facility was \$0.3 billion as of December 31, 2012.

**Interest Rate.** Borrowings under the first tranche of the senior facility bear interest at a floating interest rate of one month US dollar LIBOR plus a margin of 1.575% until April 1, 2013 and a margin of 1.75% thereafter. Interest under the senior facility is payable monthly in arrears on each repayment date.

	<u>Amount outstanding</u> <u>December 31, 2012</u> <small>(US dollars in thousands)</small>	<u>Interest rate</u>
Senior Facility	\$ 188,393	One-month LIBOR plus 1.58%

**Prepayment.** Borrowings under the facilities may be prepaid (subject to minimum payment amounts and notice provisions) without penalty, except for break funding costs if payment is made on a day other than a repayment date. However, a prepayment fee of 1% of the amount prepaid is payable to the lenders if such prepayment exceeds \$15.0 million in aggregate in each of the first and second years following the signing date.

**Put Option.** If AerCap Partners I Limited is the owner of the aircraft on April 1, 2015 and amounts under the facility remain outstanding with respect to those aircraft on that maturity date of the senior facility (put option), Crédit Agricole can require AerCap Holdings N.V. (i) to purchase that aircraft, (ii) to purchase that aircraft and the shares of the relevant lessor of that aircraft or (iii) to purchase the beneficial interest that AerCap Partners I Limited has in that aircraft. Crédit Agricole can, subject to certain provisions including cure rights of Deucalion Aviation Funds, also exercise the put option on an AerCap Holdings N.V. insolvency event.

**Maturity Date.** The maturity date of the remaining tranche of the senior facility is April 1, 2015.

**Collateral.** Borrowings under the senior facility are secured by, among other things, charges over the shares in AerCap Partners I, AerCap Partners I Holding Limited and Lantana Aircraft Leasing Limited, charges over various bank accounts, mortgages over the financed aircraft and security assignments of, inter alia, the lease agreements and letters of credit provided to AerCap Partners I by Royal Bank of Scotland plc.

**Certain Covenants.** The senior facility contains customary covenants for secured financings through special purpose companies. AerCap Partners I also covenants in the senior facility (a) to provide loan-to-value ratio appraisals to the agent on agreed dates and (b) that the ratio of tranche 1 aircraft to all financed aircraft must be at least 43%.

#### **SkyFunding I and SkyFunding II facilities**

**General.** On October 24, 2011, SkyFunding Limited ("SkyFunding I"), a wholly owned subsidiary of AerCap Ireland Limited, entered into a \$402.0 million credit facility, which was co-arranged by Crédit Agricole Corporate and Investment Bank, Norddeutsche Landesbank Girozentrale, Commonwealth Bank of Australia, Landesbank Hessen-Thüringen Girozentrale and DVB Bank SE. Crédit Agricole Corporate and Investment Bank acted as co-ordinating bank and senior agent.

On September 28, 2012, SkyFunding II Limited, a wholly owned indirect subsidiary of AerCap Ireland Limited, entered into a \$128.0 million credit facility, which was co-arranged by Norddeutsche Landesbank Girozentrale, Commonwealth Bank of Australia and DVB Bank SE. DVB Bank SE acted as coordinating bank and Crédit Agricole Corporate and Investment Bank acted as senior agent.

[Table of Contents](#)

The SkyFunding II facility contains a feature pursuant to which additional commitments may be added following the initial closing date, up to a maximum of 12 aircraft. Subsequent to the initial closing of the SkyFunding II facility, Landesbank Hessen-Thüringen Girozentrale and Natixis have joined the SkyFunding II facility under this feature, increasing the total facility size to \$192.0 million.

These ten-year credit facilities provide long-term committed financing for 18 Boeing 737-800 aircraft subject to leases with American Airlines Inc, with the ability to increase the facility size by a further six additional aircraft in the SkyFunding II transaction.

The loans under the SkyFunding facilities are divided into senior loans and subordinated loans. Each senior lender will participate in senior loans with respect to the aircraft allocated to such senior lender in an amount equal to its senior commitment. AerCap Ireland Limited, as subordinated lender, would participate in each subordinated loan in an amount to be agreed between the respective SkyFunding borrower and AerCap Ireland Limited from time to time.

As of December 31, 2012, all of the 12 aircraft have been delivered and financed under the SkyFunding I facility; the aggregate principal amount of the senior loans outstanding under the facility was \$380.3 million.

As of December 31, 2012, four of the six committed aircraft have been delivered and financed under the SkyFunding II facility, the aggregate principal amount of the senior loans outstanding under the facility was \$127.2 million and the undrawn senior commitment available for drawdown under the facility was \$64.0 million.

Each senior loan for an undelivered aircraft is available for drawdown up to three months after the end of the scheduled delivery month for such undelivered aircraft.

All borrowings under the SkyFunding facilities are subject to the satisfaction of customary conditions precedent.

**Interest Rate.** The SkyFunding I senior loans bear interest at a floating interest rate of one month LIBOR plus a margin of 2.85%, payable quarterly in arrears on each repayment date. The SkyFunding II senior loans bear interest at a floating interest rate of one month LIBOR plus a margin of 3.15%, payable quarterly in arrears on each repayment date. Both SkyFunding Limited and SkyFunding II Limited have fixed the debt on a number of aircraft, and have also entered into certain interest rate caps. Set forth below are the amounts of fixed and floating rate debt outstanding as of December 31, 2012:

		<u>Amount outstanding</u> <u>December 31, 2012</u> (US dollars in thousands)	<u>Interest rate</u>
SkyFunding I	Floating rate aircraft	\$ 190,790	Three-month LIBOR plus 2.85%
	Fixed rate aircraft	189,498	4.43%
SkyFunding II	Floating rate aircraft	63,789	Three-month LIBOR plus 3.15%
	Fixed rate aircraft	63,398	4.42%
<b>Total</b>		<b>\$ 507,475</b>	

**Prepayment.** All borrowings under the SkyFunding facilities may be voluntarily prepaid, subject to minimum payment amounts and notice provisions, and subject to a prepayment fee of 2.00% of the amount prepaid if the voluntary prepayment is made before the first anniversary of the drawdown, a prepayment fee of 1.50% of the amount prepaid if the voluntary prepayment is made on or after the first and before the second anniversary of the drawdown and a prepayment fee of 1.00% of the amount prepaid if the voluntary prepayment is made on or after the second and before the third anniversary of

[Table of Contents](#)

the drawdown. There are no prepayment penalties for any voluntary prepayments made on or after the third anniversary of the drawdown.

Mandatory prepayments of borrowings under the SkyFunding facilities are required under a number of circumstances, including: (a) upon the occurrence of a total loss with respect to a financed aircraft (in which case mandatory prepayment shall apply to such affected aircraft), (b) if, as a result of a change in law, any of the security documents ceases to be valid or enforceable, (c) in respect of any loan, any of the insurances relating to the applicable aircraft are not obtained or maintained in accordance with the requirements of the respective facility or such aircraft is operated in a place excluded from the insurance coverage (unless such aircraft is covered by contingent insurance policies taken out by the AerCap group) and (d) in respect of any loan, the borrower enters into a replacement lease in respect of the related aircraft which does not comply with the requirements of the respective facility.

**Maturity Date.** We are obligated to repay principal over a ten year term from the initial drawdown date of each loan.

**Collateral.** Borrowings under the SkyFunding facilities are secured by, among other things, mortgages on the aircraft, assignments of the respective borrower's beneficial interest in the owner trust relating to each aircraft and the respective borrower's and the relevant owner trustee's interests in the lease documentation relating to each aircraft.

**Certain Covenants.** The facility contains customary covenants for secured financings, including general and operating covenants.

As of December 31, 2012, we had financed 16 aircraft under the SkyFunding facilities. The net book value of aircraft pledged to lenders under the facility was \$0.6 billion as of December 31, 2012.

#### **Senior unsecured notes due 2017**

**General.** In May 2012, AerCap Aviation Solutions B.V. ("AerCap Aviation"), a 100%-owned finance subsidiary of AerCapHoldings N.V. ("AerCap"), issued \$300.0 million of 6.375% senior unsecured notes due 2017 (the "AerCap Aviation Notes"). The AerCap Aviation Notes were fully and unconditionally guaranteed by us. The AerCap Aviation Notes were issued at a price of 100%, plus accrued and unpaid interest, if any from and including May 22, 2012. AerCap Aviation on-lent the net proceeds from the offering to us to enable us to acquire, invest in, finance or refinance aircraft assets and for other general corporate purposes.

**Maturity Date.** The final maturity date of the senior unsecured notes will be May 30, 2017.

**Collateral.** None.

**Optional Redemption.** We may redeem the notes at any time at a price equal to 100% of the aggregate principal amount of the notes plus the applicable "make whole" premium equal to the sum of the present value of all remaining scheduled payments of principal and interest on such note, discounted to the date of redemption using a discount rate equal to the Treasury Rate plus 50 basis points over the principal amount of the notes to be redeemed.

**Certain Covenants.** The AerCap Aviation Notes do not have any financial condition covenants that require AerCap Aviation to maintain compliance with any financial ratios or measurements on a periodic basis. The AerCap Aviation Notes do contain non-financial covenants that, among other things, limit our ability to incur additional indebtedness, enter into certain mergers or consolidations, incur certain liens and engage in certain transactions with our affiliates. In addition, the indenture governing the AerCap Aviation Notes (the "AerCap Aviation Indenture") restricts our ability to pay

## [Table of Contents](#)

dividends or make other Restricted Payments (as defined in the AerCap Aviation Indenture), subject to certain exceptions, unless certain conditions are met, including the following:

- (1) no default under the AerCap Aviation Indenture shall have occurred and be continuing;
- (2) we meet a financial ratio; and
- (3) the amount of distributions may not exceed a certain amount based on, among other things, our consolidated net income.

Such restrictions are not expected to affect our ability to meet our cash obligations for the next 12 months. The AerCap Aviation Indenture does not restrict the ability of AerCap Aviation to pay dividends or provide loans to us.

There are certain restrictions on the ability of AerCap and AerCap Aviation to obtain funds from its subsidiaries by dividend and loan. For example, the provisions of AerCap's aircraft securitization vehicles, ALS II and Genesis Funding Limited, prohibit distributions on the subordinated notes issued pursuant to those facilities to AerCap until such time as the senior classes of notes issued pursuant to those facilities are repaid in full.

Additionally, AerCap's revolving warehouse credit facility with a syndicate of banks led by affiliates of UBS Real Estate Securities Inc., or the "warehouse facility," permits limited distributions to AerCap by the relevant subsidiary borrower during the first two years provided specified principal payments are made. Furthermore, most of AerCap's commercial bank loans and export credit facility financings restrict the payment of dividends in the event that the borrower is in default under the applicable loan, which can include the failure to meet financial ratios or tests. As a result, AerCap Aviation and AerCap's ability to receive dividends and loans from its subsidiaries may be impacted by any event of default which restricts the ability of AerCap's subsidiaries to distribute cash to AerCap as dividends and in the form of other distributions, including in the form of interest and principal payments and the return of subordinated investments.

### **Unsecured revolving credit facility**

**General.** On November 9, 2012, we entered into a \$285 million unsecured revolving credit facility, which was co-arranged by Citigroup Global Markets Inc., Crédit Agricole Corporate and Investment Bank and RBS Securities Inc. Crédit Agricole Corporate and Investment Bank and The Royal Bank of Scotland acted as syndication agents. Citibank, N.A. acts as administrative agent. The three-year credit facility may be used for our general corporate purposes.

As of December 31, 2012, there were no loans outstanding under the facility and the undrawn commitment available for drawdown under the facility was \$285.0 million.

All borrowings under the facility are subject to the satisfaction of customary conditions precedent. We have the right, no more than once a year, to increase the commitment amount by a minimum amount of \$5 million or any multiple of \$1 million in excess thereof, up to a maximum commitment amount of \$385 million, provided that no default or mandatory prepayment event has occurred and is continuing. In addition, we have the right to terminate or cancel, in whole or in part, the unused portion of the commitment amount, provided that any partial reduction shall be in a minimum amount of \$5 million or any multiple of \$1 million in excess thereof.

We are obligated to repay the outstanding principal amount of the loans on November 9, 2015.

### **Boeing 737-800 pre-delivery payment facility**

**General.** In December 2010, we signed a purchase agreement to purchase up to fifteen (15) Boeing 737-800 aircraft, consisting of ten firm aircraft delivering in 2015 and five purchase rights.

## [Table of Contents](#)

Under the purchase agreement, we agreed to make scheduled pre-delivery payments to Boeing prior to the physical delivery of each aircraft. In connection with the scheduled delivery of the ten firm aircraft, we entered into a facility in December 2012 with DBS Bank Ltd, as lender, to finance up to \$200.3 million of the pre-delivery payments to Boeing.

As of December 31, 2012, there were no loans outstanding under the facility and the undrawn commitment available for drawdown under the facility was \$200.3 million.

We must repay the lender(s) for the amounts drawn for the pre-delivery payment for each aircraft at the delivery date of that aircraft or, if the aircraft is not delivered on the scheduled delivery date, within nine months of the scheduled delivery date.

The maturity date for each advance will be the earlier of (a) the delivery date for each aircraft to be delivered and (b), the date falling nine months after the scheduled delivery date for each aircraft. The last aircraft is scheduled for delivery in November 2015.

Borrowings under the facility are secured by, among other things, the partial assignment of the airframe and engine purchase agreements in respect of the aircraft, including the right to take delivery of the aircraft where the lender(s) have provided the pre-delivery payments and the aircraft remains undelivered.

### **Subordinated debt joint venture partners**

**General.** In 2008 and 2010, AerCap and our joint venture partners each subscribed a total of \$64.3 million of subordinated loan notes bearing fixed rates of between 15% and 20%. The subordinated debt held by AerCap is eliminated in consolidation of the joint ventures. The subordinated loan notes are fully subordinated in all respects including in priority of payment to, amongst other debts of the joint ventures, the senior facility. As is the case in respect of the senior facility, the obligation of the joint ventures to make payments in respect of the subordinated loan notes is limited in recourse to certain amounts actually received by the joint ventures.

**Interest Rate.** Interest accrues on the subordinated loan notes at a rate of 15% or 20% per annum. Subject to certain exceptions on AerCap subordinated loan notes, interest is payable quarterly in arrears on the tenth business day after March 31, June 30, September 30 and December 31. Where (i) the amount which, pursuant to the terms of the senior facility, is available to the joint ventures to make payments in respect of, amongst other things, the subordinated loan notes is insufficient to meet the interest payments or (ii) the terms of the senior facility prohibit the payment in full of interest on the relevant payment date, then the joint venture partners must pay the maximum amount of interest that can properly be paid to the note holders on the relevant interest payment date and the unpaid interest carries interest at a rate of 19.5% per annum until paid.

**Voluntary Redemption.** Subject to certain conditions, including (while the senior facility security remains outstanding) the consent of the collateral trustee, the joint venture partners may at any time redeem all or any of the outstanding subordinated loan notes.

**Collateral.** The collateral granted in respect of the senior facility also secures the debt constituted by the subordinated loan notes. However, the rights of the holders of subordinated loan notes in respect of this security are subordinated to the rights of the senior facility lenders, amongst others.

As of December 31, 2012, the total of subordinated debt in joint ventures amounted to \$64.3 million.

**Other debt**

We have entered into various other commercial bank financings to fund the purchase of aircraft and for general corporate purposes in respect of which the aggregate principal outstanding as of December 31, 2012 was \$1.4 billion. These financings include:

	<b>Amount outstanding</b>
	<b>December 31, 2012</b>
	<b>(US dollars in thousands)</b>
Pre-delivery payment facilities	\$ 27,616
Secured aircraft portfolio transactions	201,156
Secured aircraft financings	909,046
ALS Coupon Liability(1)	96,070
Subordinated debt facilities	72,000
Japanese operating lease	68,967
Other financings	33,527
<b>Total</b>	<b>\$ 1,408,382</b>

- (1) We obtained the ALS Coupon Liability, with an effective interest of 5.5% per year. The liability will amortize over time and payments will be made on a monthly basis. For further details refer to the ALS Transaction as described on page 49.

The financings mature at various dates through 2023. The interest rates are based on fixed or floating US dollar LIBOR rates, with spreads on the floating rate transactions ranging up between 0.24% and 5.00% or fixed rate between 2.82% and 10.00%. The majority of the financings are secured by, among other things, a pledge of the shares of the subsidiaries owning the related aircraft, a guarantee from us and, in certain cases, a mortgage on the applicable aircraft. All of our financings contain affirmative covenants customary for secured financings. At December 31, 2012, we had financed 50 aircraft and seven engines under other debt. The net book value of the aircraft pledged to other commercial bank financings was \$1.7 billion at December 31, 2012.

**Item 6. Directors, Senior Management and Employees****Directors and senior management.**

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>First Date of Appointment</b>	<b>End of Current Term(1)</b>
<b>Directors</b>				
Pieter Korteweg	71	Non-Executive Chairman of the Board of Directors	July 2006	2015 AGM
Aengus Kelly	39	Executive Director and Chief Executive Officer	May 2011	2015 AGM
Salem Al Noaimi	37	Non-Executive Director	May 2011	2015 AGM
Homaid Al Shemmari	45	Non-Executive Director	May 2011	2015 AGM
James (Jim) Chapman	50	Non-Executive Director	July 2006	2013 AGM
Paul Dacier	55	Non-Executive Director	May 2010	2014 AGM
Richard (Michael) Gradon	53	Non-Executive Director	May 2010	2014 AGM
Marius Jonkhart	62	Non-Executive Director	July 2006	2013 AGM
Gerald (Liam) Strong	68	Non-Executive Director, Vice-Chairman	July 2006	2014 AGM
Robert (Bob) Warden	40	Non-Executive Director	July 2006	2014 AGM
<b>Executive Officers</b>				
Wouter (Erwin) den Dikken	45	Chief Operating Officer & Chief Legal Officer		
Keith Helming	54	Chief Financial Officer		
Tom Kelly	49	Chief Executive Officer, AerCap Ireland		
Edward (Ted) O'Byrne	41	Chief Investment Officer		
Paul Rofe	53	Group Treasurer		
Joe Venuto	55	Chief Technical Officer		
Kenneth Wigmore	44	Chief Marketing Officer		

(1) The term for each Director ends at the Annual General Meeting ("AGM") typically held in May of each year.

**Directors**

**Pieter Korteweg.** Mr. Korteweg has been a Director of our company since September 20, 2005. He serves as Vice Chairman of Cerberus Global Investment Advisors, LLC, and Director of Cerberus entities in the Netherlands. In addition, he serves as Non-Executive Member of the Board of Showa Jisho Co. Ltd (Tokyo), Member of the Supervisory Board of Bawag PSK Bank (Vienna) and Non-Executive Member of the Board of Lucida Plc. (London). He currently also serves as senior advisor to Anthos B.V. Mr. Korteweg previously served as Member of the Supervisory Board of Mercedes Benz Nederland BV, as Non-Executive Member of the Board of Aozora Bank Ltd. (Tokyo), Chairman of the Supervisory Board of Pensions and Insurance Supervisory Authority of The Netherlands, Chairman of the Supervisory Board of the Dutch Central Bureau of Statistics and Vice-Chairman of the Supervisory Board of De Nederlandsche Bank. From 1987 to 2001, Mr. Korteweg was President and Chief Executive Officer of the Group Executive Committee of Robeco Group in Rotterdam. From 1981 to 1986, he was Treasurer-General at The Netherlands Ministry of Finance. In addition, Mr. Korteweg was a professor of economics from 1971 to 1998 at Erasmus University Rotterdam in The Netherlands. Mr. Korteweg holds a PhD in Economics from Erasmus University Rotterdam.

[Table of Contents](#)

**Aengus Kelly.** Mr. Kelly was appointed Executive Director and Chief Executive Officer of our company on May, 18 2011. Previously he served as Chief Executive Officer of our U.S. operations since January 2008 and he was our Group Treasurer from 2005 through December 31, 2007. He started his career in the aviation leasing and financing business with Guinness Peat Aviation in 1998 and has continued working with its successors AerFi in Ireland and debis AirFinance and AerCap in Amsterdam. Prior to joining GPA in 1998, he spent three years with KPMG in Dublin. Mr. Kelly is a Chartered Accountant and holds a Bachelor's degree in Commerce and a Master's degree in Accounting from University College Dublin.

**Salem Al Noaimi.** Mr. Al Noaimi has been a Director of our company since May 18, 2011. Mr. Al Noaimi is also the Managing Director and CEO of Waha Capital PJSC. Prior to his current role, Mr. Al Noaimi served as Deputy CEO of Waha Capital and CEO of its wholly-owned leasing subsidiary, Waha Leasing. Earlier in his career, Mr. Al Noaimi held several roles in the banking and financial industry, including leadership positions at Dubai Islamic Bank, the UAE Central Bank, and the Abu Dhabi Fund for Development. He chairs and sits on the board of a number of companies, including Abu Dhabi Ship Building, Dunia Finance and Bahrain's ADDAX Bank. Mr. Al Noaimi is a UAE national and holds a Bachelor's degree in Finance and International Business from Northeastern University in Boston, Massachusetts.

**Homaid Al Shemmari.** Mr. Al Shemmari has been a Director of our company since May 18, 2011. Mr. Al Shemmari is also the Executive Director of Mubadala Aerospace. He serves as Chairman of Abu Dhabi Aircraft Technologies (ADAT), Abu Dhabi Ship Building, Strata Composite Manufacturing, Advance Military Maintenance Repair and overhaul Centre (AMMROC), Maximus Air and Abu Dhabi Autonomous Systems Investment. In addition, he holds board positions with Abu Dhabi Aviation, Royal Jet and Yahsat. Before joining Mubadala, Mr. Al Shemmari was a Lieutenant Colonel in the UAE Armed Forces serving military aviation, maintenance, procurement and logistics. Mr. Al Shemmari holds a Bachelor of Science in Aeronautical Engineering from Embry Riddle Aeronautical University in Daytona Beach, Florida, and holds a black belt in six sigma from General Electric, a highly disciplined leadership program.

**James N. Chapman.** Mr. Chapman has been a Director of our company since December 7, 2005. Mr. Chapman serves as a Non-Executive Advisory Director of SkyWorks Capital, LLC, an aviation and aerospace management consulting services company based in Greenwich, Connecticut, which he joined in December 2004. Prior to SkyWorks, Mr. Chapman joined Regiment Capital Advisors, an investment advisor based in Boston specializing in high yield investments, which he joined in January 2003. Prior to Regiment, Mr. Chapman was a capital markets and strategic planning consultant and worked with private and public companies as well as hedge funds (including Regiment) across a range of industries. Mr. Chapman was affiliated with The Renco Group, Inc. from December 1996 to December 2001. Presently, Mr. Chapman serves as a member of the Board of Directors of Tembec Inc. and Tower International, Inc., as well as a number of private companies. Mr. Chapman received an MBA with distinction from Dartmouth College and was elected as an Edward Tuck Scholar. He received his BA, with distinction, magna cum laude, from Dartmouth College and was elected to Phi Beta Kappa, in addition to being a Rufus Choate Scholar.

**Paul T. Dacier.** Mr. Dacier has been a Director of our company since May 27, 2010. He is also currently Executive Vice President and General Counsel of EMC Corporation (an information infrastructure technology and solutions company). He served as Senior Vice President and General Counsel of EMC from February 2000 to May 2006 and joined that company in 1990 as General Counsel. He was a Non-Executive Director of Genesis from November 2007 until the date of the amalgamation with AerCap International Bermuda Limited. Prior to joining EMC, Mr. Dacier was an attorney with Apollo Computer Inc. (a computer work station company) from 1984 to 1990. Mr. Dacier

[Table of Contents](#)

received a BA in history and a JD in 1983 from Marquette University. He is admitted to practice law in the Commonwealth of Massachusetts and the state of Wisconsin.

**Richard (Michael) Gradon.** Mr. Gradon has been a Director of our company since May 27, 2010. He is also currently a Non-Executive Director of Grosvenor Limited, Exclusive Hotels, Modern Water plc, and he is on the Board of Directors of The All England Lawn Tennis Ground PLC, The All England Lawn Tennis Club and The Wimbledon Championships. He was a Non-Executive Director of Genesis from November 2007 until the date of the amalgamation with AerCap International Bermuda Limited. He practiced law at Slaughter & May before joining the UK FTSE 100 company The Peninsular & Oriental Steam Navigation Company ("P&O") where he was a main Board Director from 1998 until its takeover in 2006. His roles at P&O included the group commercial & legal director function and he served as Chairman of P&O's property division. In addition Mr. Gradon served as Chairman of La Manga Club, Spain, and Chief Executive Officer of the London Gateway projects. Mr. Gradon holds an MA degree in law from Cambridge University.

**Marius J.L. Jonkhart.** Mr. Jonkhart has been a Director of our company since October 11, 2005. He is currently also a member of the Supervisory Boards of BAWAG P.S.K. AG, Tata Steel Nederland B.V., Orco Bank International N.V. and Staatsbosbeheer, and a Non-Executive Director of Aozora Bank. Mr. Jonkhart is an independent financial consultant for various companies, including Cerberus Global Investment Advisors, LLC and Cerberus Global Investments B.V. He was previously the Chief Executive Officer of De Nationale Investerings Bank N.V. and the Chief Executive Officer of NOB Holding N.V. He also served as the Director of monetary affairs of the Dutch Ministry of finance. In addition, he has been a professor of finance at Erasmus University Rotterdam. He has served as a member of a number of supervisory boards, including the Supervisory Boards of the Connexion Holding N.V., European Investment Bank, Bank Nederlandse Gemeenten N.V., Postbank N.V., NPM Capital N.V., Kema N.V., AMHolding N.V. and De Nederlandsche Bank N.V. He has also served as Chairman of the Investment Board of ABP Pension Fund and several other funds. Mr. Jonkhart holds a Master's degree in Business Administration, a Master's degree in Business Economics and a PhD in Economics from Erasmus University Rotterdam.

**Gerald P. (Liam) Strong.** Mr. Strong has been a Director of our company since July 26, 2006. He currently is a Partner and CEO of Cerberus European Capital Advisors LLP running operations in Europe. Mr. Strong has extensive senior experience in a number of industries, including airlines, global communications, retailing, and consumer products. He has served senior roles in the restructuring and building of a number of international businesses in his career including B.A., Sears and Reckitt & Colman. Mr. Strong was Chairman of the Advisory Board on Telecom Security to the government of the United Kingdom from 2002 to 2005 and President and Chief Executive Officer of Teleglobe International Holdings Limited, 2002-2006. He is also a member of the Governing Council of the Ashridge Business School, a director of the Faculty of Public Health for the UK, Chairman of Virtual IT and a director of Admiral Taverns. Mr. Strong received his BA with honors from Trinity College, Dublin.

**Robert G. (Bob) Warden.** Mr. Warden has been a Director of our company since 20 September, 2005. He is also currently a Partner at Pamplona Capital Management, a private equity investment firm, which he joined in August 2012. Prior to joining Pamplona, Mr. Warden was Managing Director at Cerberus Capital Management, L.P. from February 2003 to August 2012, a Vice President at J.H. Whitney from May 2000 to February 2003, a Principal at Cornerstone Equity Investors LLC from July 1998 to May 2000 and an Associate at Donaldson, Lufkin & Jenrette from July 1995 to July 1998. Mr. Warden received his AB from Brown University.

*Executive Officers*

**Wouter (Erwin) den Dikken.** Mr. den Dikken was appointed as our Chief Operating Officer in 2010 in addition to his role as Chief Legal Officer to which role he was appointed in 2005. Mr. den Dikken also previously served as the Chief Executive Officer of our Irish operations. He joined our legal department in 1998. Prior to joining us, Mr. den Dikken worked for an international packaging company in Germany as Senior Legal Counsel where he focused on mergers and acquisitions. Mr. den Dikken holds a law degree from Utrecht University.

**Keith Helming.** Mr. Helming assumed the position of Chief Financial Officer of AerCap in 2006. Prior to joining us, he was a long standing executive at GE Capital Corporation, including serving for five years as Chief Financial Officer at aircraft lessor GECAS. He was with General Electric Company for over 25 years, beginning with their Financial Management Program in 1981. In addition to the GECAS role, Mr. Helming served as the Chief Financial Officer of GE Corporate Financial Services, GE Fleet Services and GE Consumer Finance in the United Kingdom, and also held a variety of other financial positions throughout his career at GECC. Mr. Helming holds a Bachelor of Science degree in Finance from Indiana University.

**Tom Kelly.** Mr. Kelly was appointed Chief Executive Officer of AerCap Ireland in 2010. Mr. Kelly previously served as Chief Financial Officer of our Irish operations and has a substantial aircraft leasing and financial services background. Previously, Mr. Kelly spent ten years with GECAS where his last roles were as Chief Financial Officer and director of GECAS Limited, GECAS's Irish operation. Mr. Kelly also served as global controller for GECAS in his role as Senior Vice President & Controller. Prior to joining GECAS in 1997, Mr. Kelly spent over eight years with KPMG in their London office, acting as a Senior Manager in their financial services practice. Mr. Kelly is a Chartered Accountant and holds a Bachelor of Commerce degree from University College Dublin.

**Edward (Ted) O'Byrne.** Mr. O'Byrne has been appointed Chief Investment Officer in January 2011. Previously he held the position of Head of Portfolio Management overseeing aircraft trading, OEM relationships and portfolio management activities. He also currently serves as Chairman of the Board of AerCap's subsidiary AerVenture. Mr. O'Byrne joined AerCap in July 2007 as Vice President of Portfolio Management and Trading. Prior to joining AerCap, he worked as Airline Marketing Manager at Airbus North America and later as Director, Sales Contracts for Airbus Leasing Markets in Toulouse, France. Mr. O'Byrne received his MBA from the University of Chicago Booth School of Business and his BA from EuroMed in France.

**Paul Rofe.** Mr. Rofe was appointed Group Treasurer of AerCap in January 2008, previously serving in the role of Vice President Corporate Group Treasury, since joining the company in September of 2006. He began his career in the aviation leasing and financing business with a Kleinwort Benson subsidiary in 1995, and then moved to BAE Systems for seven years, where he held the positions of Director Asset Management and General Manager—Portfolio Management. Mr. Rofe qualified as an accountant in 1986 in the United Kingdom.

**Joe Venuto.** Mr. Venuto was appointed Chief Technical Officer of AerCap in February 2012. He previously served in the role of Senior Vice President Operations for the Americas at AerCap for four years. From 2004 to 2008, he was the Senior Vice President Operations at AeroTurbine responsible for all technical related issues. Prior to joining AeroTurbine, Joe Venuto held the role of Senior Director Maintenance at several airlines including Trump Shuttle, Laker Airways and Amerijet International. He has over 30 years experience in the aviation industry and he commenced his aviation career as an Airplane & Powerplant technician for Eastern Airlines. Joe Venuto is a graduate of the College of Aeronautics and a licensed FAA Airframe and Powerplant Technician.

[Table of Contents](#)

**Kenneth Wigmore.** Mr. Wigmore was appointed Chief Marketing Officer for AerCap in September 2011. Previously he held the position of Head of Marketing for the Americas, overseeing customer relationships in North and South America since January 2008. Mr. Wigmore joined AerCap in April 2003 as Vice President Airline Marketing. Prior to joining AerCap, he worked as an Airline Analyst and later as Sales Director-China over a nine-year period with the aircraft manufacturer Fairchild Dornier. Mr. Wigmore holds a Bachelor of Science degree from Mount Saint Mary's University in Maryland, USA.

***Compensation of Non-Employee Directors***

We currently pay each Non-Executive Director an annual fee of €75,000 (€150,000 for the Chairman of our Board of Directors) and pay each of these directors an additional €4,000 per meeting attended in person or €1,000 per meeting attended by phone. In addition, we pay the chair of the Audit Committee an annual fee of €25,000 and each committee member will receive an annual fee of €15,000 and a fee of €4,000 per committee meeting attended in person or €1,000 per committee meeting attended by phone. We further pay the chair of each of the Nomination and Compensation Committee, the Group Treasury and Accounting Committee and the Group Portfolio and Investment Committee an annual fee of €15,000 and each committee member will receive an annual fee of €10,000 and a fee of €4,000 per committee meeting attended in person or €1,000 per committee meeting attended by phone. In addition our Non-Executive Directors receive an annual grant of options to acquire shares in the Company, as provided for in the Company's remuneration policy for members of the Board of Directors and in accordance with the terms of the Company's stock option plan as approved by the general meeting of shareholders on October 31, 2006. As per December 31, 2012, our Non-Executive Directors hold options to acquire a total of 49,778 shares in the Company, which options have been granted under this plan to our Non-Executive Directors, as further specified below in this report. All members of the Board of Directors are reimbursed for reasonable costs and expenses incurred in attending meetings of our Board of Directors.

***Executive Officer Compensation***

In 2012, we paid an aggregate of approximately \$8.7 million in cash (base salary and bonuses) and benefits as compensation to our eight executive officers during the year, including \$0.5 million as part of their retirement and pension plan.

Compensation packages of our executive officers, consisting of base salary, bonuses and, for some executive officers, annual grants of AER equity instruments ("Annual Equity Awards"), along with other benefits, are determined by the Nomination and Compensation Committee upon recommendation of the Chief Executive Officer on an annual basis. The annual compensation package of our Chief Executive Officer, consisting of base salary, bonus and Annual Equity Awards, along with other benefits, is determined by the Board of Directors, upon recommendation of the Nomination and Compensation Committee. In addition, non-periodical AER equity awards ("Other Equity Awards") may be granted by the Nomination and Compensation Committee under our equity incentive plans, as further outlined below.

The amount of the annual bonus and, if applicable, Annual Equity Awards, for the executive officers and our Chief Executive Officer, determined by our Nomination and Compensation Committee and the Board of Directors, respectively, is dependent on the target bonus level and, if applicable, the target Annual Equity Awards level, pre-established for the individual executive officers and the Chief Executive Director by the Nomination and Compensation Committee and the Board of Directors, respectively, in combination with our actual performance relative to our internal budget for the past financial year, as approved by the Board of Directors each year, and the personal performance of the individual executive officer and the Chief Executive Officer, respectively. The annual bonuses are paid in arrears. Actual bonuses will not exceed target bonus levels as long as our budget for the relevant

[Table of Contents](#)

year has not been met, subject to exceptions which, if so, will be disclosed in this annual report. As a matter of policy, actual bonuses will be determined below target level in years that our budget is not met, unless specific circumstances require otherwise. The annual Annual Equity Awards are granted in arrears. The Annual Equity Awards are time based with a three-year vesting period, except the Annual Equity Awards to one executive officer, not being the Chief Executive Officer, which will vest after a three-year vesting period or at the end of the agreed employment term of the executive officer involved, whichever is the earlier.

The Other Equity Awards granted to our executive officers under the Company's equity incentive plans are subject to vesting criteria related to our performance relative to our internal budget or multiple-year planning, as approved by the Board of Directors each year. However, the stock options granted in December 2008, which have all meanwhile vested, were solely subject to time-based vesting criteria in view of the unpredictable global economic situation at the time of granting those particular option awards.

The Other Equity Awards granted to our executive officers during 2010, 2011 and 2012 are all subject to vesting criteria related to our average performance over a number of years in order to promote and encourage good performance over a prolonged period of time. All equity awards contain change of control provisions causing immediate vesting of all equity awards, to the extent not yet forfeited, in case of a change of control as defined in the respective equity award agreements as per customary practice.

Severance payments are part of the employment agreements with three of our executive officers, including the Chief Executive Officer. The amount of the pre-agreed severance is based upon calculations in accordance with the so called cantonal court termination formula (*Kantonrechttersformule*) applicable at the time that the employment agreement was entered into or renewed, as the case may be, as customarily applied in the Netherlands labor practice.

#### **AerCap Equity Incentive Plans**

On October 31, 2006, we implemented an equity incentive plan ("Equity Incentive Plan 2006") that is designed to promote our interests by enabling us to attract, retain and motivate directors, employees, consultants and advisors and align their interests with ours and those of our stakeholders. The Equity Incentive Plan 2006 provides for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units and other stock awards to participants of the plan selected by the Nomination and Compensation Committee of our Board of Directors. Subject to certain adjustments, the maximum number of equity awards available to be granted under the plan is equivalent to 4,251,848 of our shares.

The terms and conditions of awards, including vesting provisions for stock options, restricted shares and restricted share units, are determined by the Nomination and Compensation Committee and, for our Directors, by the Board of Directors in line with the remuneration policy approved by the general meeting of shareholders.

In 2007, a total of 2,400,000 of non-qualified stock options were issued under the Equity Incentive Plan 2006 to certain employees of the Company. All options issued vest over a period of four years based on both time and performance based criteria. The options are exercisable at a strike price of \$24.63 per share option. As of December 31, 2012, 1,162,500 of these options remain outstanding with the remainder having been forfeited due to not meeting performance based criteria or otherwise.

In June 2008, a total of 100,000 of non-qualified stock options were issued under the Equity Incentive Plan 2006 to a certain employee of the Company. All options issued vest over a period of four years based on both time and performance based criteria. The options are exercisable at a strike

[Table of Contents](#)

price of \$15.03 per share option. As of December 31, 2012, none of these options remain outstanding with the remainder having been forfeited due to not meeting performance based criteria or otherwise.

In December 2008, a total of 700,000 non-qualified stock options were issued under the Equity Incentive Plan 2006 to certain employees of the Company. All options issued are time-based only and vested on December 31, 2012 subject to certain conditions and all options are exercisable at a strike price of \$2.95 per share option. 100,000 of these options have been exercised. As of December 31, 2012, 550,000 of these options remain outstanding with the remainder having been forfeited due to not meeting performance based criteria or otherwise.

In 2009, no additional awards were granted under the Equity Incentive Plan 2006.

In 2010 a total of 725,000 restricted share units were issued under the Equity Incentive Plan 2006 to certain employees of the Company. 200,000 of these restricted share units will vest on May 31, 2013 based on both time and performance based criteria. 425,000 share units will vest on May 31, 2015 based on both time and performance based criteria. The performance criteria related to these restricted share units take into account the Company's average performance over a number of years with a view to promote and encourage good performance over a prolonged period of time. As of December 31, 2012, 625,000 of these restricted share units remain outstanding with the remainder being forfeited.

In December 2010, a total of 21,287 non-qualified stock options were issued under the Equity Incentive Plan 2006 to the Non-Executive Directors of the Company. All options issued are time-based only and vest at January 1, 2014 and all options are exercisable at a strike price of \$14.12 per share option. As of December 31, 2012 all of these options remain outstanding.

In 2011, a total of 1,035,000 restricted share units were issued under the Equity Incentive Plan 2006 to the Chief Executive Officer and certain employees of the Company. The 500,000 restricted share units granted to our Chief Executive Officer will vest on May 31, 2015 based on both time and performance based criteria. 100,000 of the restricted share units will vest on May 31, 2014 based on both time and performance based criteria. The performance criteria related to these restricted share units take into account the Company's average performance over a number of years with a view to promote and encourage good performance over a prolonged period of time. The remaining 435,000 restricted share units were issued to certain employees of the Company not including the above-mentioned of officers. These restricted share units will vest on March 31, 2015 and they are time-based only. As of December 31, 2012, all restricted share units remain outstanding.

In December 2011, a total of 23,662 non-qualified stock options were issued under the Equity Incentive Plan 2006, of which 19,360 to the Non-Executive Directors of the Company and 4,302 to two non-executive directors of the Company's subsidiary company AerCap Ireland Limited. All options issued are time-based only and vest at January 1, 2015 and all options are exercisable at a strike price of \$11.29 per share option. As of December 31, 2012 all of these options remain outstanding.

In 2012, a total of 485,228 restricted share units were issued under the Equity Incentive Plan 2006 to the Chief Executive Officer and certain employees of the Company. The 300,000 restricted share units granted to our Chief Executive Officer will vest on March 31, 2016 based on both time and performance based criteria. 50,000 of the restricted share units will vest on March 31, 2016 based on both time and performance based criteria. The performance criteria related to these restricted share units take into account the Company's average performance over a number of years with a view to promote and encourage good performance over a prolonged period of time. The remaining 135,228 restricted share units, of which 46,988 restricted share units granted to our Chief Executive Officer, will vest on February 16, 2015 and they are time-based only; they are Annual Equity Awards and part of the executive officers' compensation packages, as described above. As of December 31, 2012, all restricted share units remain outstanding.

## [Table of Contents](#)

In December 2012, a total of 19,833 non-qualified stock options were issued under the Equity Incentive Plan 2006, of which 16,227 to the Non-Executive Directors of the Company and 3,606 to two non-executive directors of the Company's subsidiary company AerCap Ireland Limited. All options issued are time-based only and vest at January 1, 2016 and all options are exercisable at a strike price of \$13.72 per share option. As of December 31, 2012 all of these options remain outstanding.

In March 2012, the Board of Directors approved a new equity incentive plan ("the Equity Incentive Plan 2012") designed to help us attract, retain and motivate employees, consultants and advisors, or those who may become employees, consultants or advisors, and align their interests with ours. The Equity Incentive Plan 2012 provides for the grant of stock options, nonqualified stock options, restricted stock, restricted stock units, stock appreciation rights and other stock awards to participants of the plan selected by the Nomination and Compensation Committee of our Board of Directors. Subject to certain adjustments, the maximum number of equity awards available to be granted under the plan is equivalent to 2,000,000 of our shares. The terms and conditions of awards, including vesting provisions for stock options, restricted shares and restricted share units, are determined by the Nomination and Compensation Committee. Unlike the Equity Incentive Plan 2006, the Equity Incentive Plan 2012 is not open for equity awards to our Directors.

In 2012, a total of 255,000 restricted share units were issued under the Equity Incentive Plan 2012 to certain employees of the Company. 165,000 of the restricted share units will vest on May 31, 2015 based on both time and performance based criteria. The performance criteria related to these restricted share units take into account the Company's average performance over a number of years with a view to promote and encourage good performance over a prolonged period of time. The remaining 90,000 restricted share units were issued to certain employees of the Company who are not Executive Officers described on page 86. These restricted share units will vest on March 31, 2016 and they are time-based only. As of December 31, 2012, all restricted share units remain outstanding.

## **Board Practices**

### ***General***

Our Board of Directors currently consists of 10 directors, nine of whom are non executive.

As a foreign private issuer, as defined by the Securities Exchange Act of 1934, as amended, we are not required to have a majority independent Board of Directors under applicable New York Stock Exchange rules. Our Board of Directors meets The Netherlands Corporate Governance Code independence requirements. For a Non-Executive Director to be considered "independent", he or she (and his or her spouse and immediate relatives) may not, among other things, (i) in the five years prior to his or her appointment, have been an employee or executive director of us or any Dutch public company affiliated with us, (ii) in the year prior to his or her appointment, have had an important business relationship with us or any Netherlands public company affiliated with us, (iii) receive any financial compensation from us other than for the performance of his or her duties as a director or other than in the ordinary course of business, (iv) hold 10% or more of our ordinary shares (including ordinary shares subject to any shareholder's agreement), (v) be a member of the management or supervisory board of a company owning 10% or more of our ordinary shares, and (vi) in the year prior to his or her appointment, has temporarily managed our day-to-day affairs while the executive director was unable to discharge his or her duties.

The directors are appointed by the general meeting of the shareholders. Our directors may be appointed by the vote of a majority of votes cast at a general meeting of shareholders provided that our Board of Directors has proposed the appointment. Without a Board of Directors proposal, directors may also be appointed by the vote of a majority of the votes cast at a general meeting of shareholders if the majority represents at least one-third of our issued capital.

## [Table of Contents](#)

Shareholders may remove or suspend a director by the vote of a majority of the votes cast at a general meeting of shareholders provided that our Board of Directors has proposed the removal. Our shareholders may also remove or suspend a director, without there being a proposal by the Board of Directors, by the vote of a majority of the votes cast at a general meeting of shareholders if the majority represents at least one-third of our issued capital.

Under our Articles of Association, the rules for the Board of Directors and the board committees and Netherlands corporate law, the members of the Board of Directors are collectively responsible for the management, general and financial affairs and policy and strategy of our company.

The executive director is our Chief Executive Officer, who is primarily responsible for managing our day-to-day affairs as well as other responsibilities that have been delegated to the executive director in accordance with our Articles of Association and our internal rules for the Board of Directors. The Non-Executive Directors supervise the Chief Executive Officer and our general affairs and provide general advice to our Chief Executive Officer. In performing their duties, the Non-Executive Directors are guided by the interests of the company and shall, within the boundaries set by relevant Netherlands law, take into account the relevant interests of our shareholders and other stakeholders in the Company. The internal affairs of the Board of Directors are governed by our rules for the Board of Directors.

The Chairman of the Board is obligated to ensure, among other things, that (i) each director receives all information about matters that he or she may deem useful or necessary in connection with the proper performance of his or her duties, (ii) each director has sufficient time for consultation and decision making, and (iii) the Board of Directors and the board committees are properly constituted and functioning.

Each director has the right to cast one vote and may be represented at a meeting of the Board of Directors by a fellow director. The Board of Directors may pass resolutions only if a quorum of four directors, including our Chief Executive Officer and the Chairman, or, in his absence, the Vice Chairman, are present at the meeting. All resolutions must be passed by an absolute majority of the votes cast. If there is a tie, the matter will be decided by the Chairman of our Board of Directors, or in his absence, the Vice Chairman.

In 2012, the Board of Directors met on 10 occasions. Throughout the year, the Chairman of the Board and individual Non-Executive Directors were in close contact with our Executive Officers. During its meetings and contacts with the Executive Officers, the Board discussed such topics as the Company's annual reports and annual accounts for the financial year 2011, optimization of the Company's portfolio of aircraft including the sale of the ALS portfolio and monitoring of the Company's purchase and leaseback transaction with American Airlines in respect of up to 35 Boeing 737-800 aircraft, the Company's liquidity position and funding sources including the issuance of senior secured notes, the Company's hedging policies, topics for the AGM 2012, macroeconomic and monetary developments in the world and in Europe in particular, the Company's share repurchase program, industry developments, reports from the various Board committees, shareholder value, the budget for 2013, remuneration and compensation, Board rotation, governance and risk management and control, including but not limited to compliance with the Sarbanes-Oxley Act.

Subject to Netherlands law, resolutions may be passed in writing by a majority of the directors in office. Pursuant to the internal rules for our Board of Directors, a director may not participate in discussions or the decision making process on a transaction or subject in relation to which he or she has a conflict of interest with us. Resolutions to enter into such transactions must be approved by a majority of our Board of Directors, excluding such interested director or directors.

### ***Committees of the Board of Directors***

The Board of Directors has established a Group Executive Committee, a Group Portfolio and Investment Committee, a Group Treasury and Accounting Committee, an Audit Committee and a Nomination and Compensation Committee.

Our Group Executive Committee is responsible for our operational management. It is chaired by our Chief Executive Officer and is comprised of up to eight current members of our senior management. The current members of our Group Executive Committee are Mr. A. Kelly, Mr. Helming, Mr. Rofe, Mr. den Dikken, Mr. O'Byrne, Mr. T. Kelly, Mr. Wigmore and Mr. Venuto.

Our Group Portfolio and Investment Committee is entrusted with the authority to consent to transactions relating to the acquisition and disposal of aircraft, engines and financial assets that are in excess of \$100 million but less than \$500 million, among others. It is chaired by our Chief Financial Officer and is comprised of members of the Group Executive Committee and Non-Executive Directors or any other person appointed by the Board of Directors upon recommendation of the Nomination and Compensation Committee. The current members of our Group Portfolio and Investment Committee are Mr. Helming, Mr. A. Kelly, Mr. Warden, Mr. Chapman and Mr. Noaimi.

Our Group Treasury and Accounting Committee is entrusted with the authority to consent to debt funding in excess of \$100 million but not exceeding \$500 million per transaction, among others. It is chaired by our Chief Financial Officer and is comprised of certain members of the Group Executive Committee and certain Non-Executive Directors or any other person appointed by the Board of Directors upon recommendation of the Nomination and Compensation Committee. The current members of our Group Treasury and Accounting Committee are Mr. Helming, Mr. A. Kelly, Mr. Rofe, Mr. T. Kelly, Mr. Jonkhart, Mr. Warden and Mr. Al Noaimi.

Our Audit Committee assists the Board of Directors in fulfilling its responsibilities relating to the integrity of our financial statements, our risk management and internal control arrangements, our compliance with legal and regulatory requirements, the performance, qualifications and independence of external auditors, and the performance of the internal audit function, among others. The Audit Committee is chaired by a person with the necessary qualifications who is appointed by the Board of Directors and is comprised of three Non-Executive Directors who are "independent" as defined by Rule 10A-3 of the Securities Exchange Act of 1934, as amended, as well as under The Netherlands Corporate Governance Code. The current members of our Audit Committee are Mr. Jonkhart, Mr. Chapman and Mr. Gradon. The Chair of the Audit Committee is Mr. Chapman.

Our Nomination and Compensation Committee selects and recruits candidates for the positions of the Chief Executive Officer, Non-Executive Director and Chairman of the Board of Directors and recommends their remuneration, bonuses and other terms of employment to the Board of Directors. In addition our Nomination and Compensation Committee approves the remuneration, bonuses and other terms of employment and recommends candidates for positions in the Group Portfolio and Investment Committee, the Group Treasury and Accounting Committee, the Group Executive Committee and recommends candidates for the Audit Committee and plans the succession within the Board of Directors and committees. It is chaired by the Chairman of our Board of Directors and is further comprised of up to three Non-Executive Directors appointed by the Board of Directors. The current members of our Nomination and Compensation Committee are Mr. Warden, Mr. Jonkhart, Mr. Dacier and Mr. Korteweg.

### ***Nomination and Compensation Committee Interlocks and Insider Participation***

None of our Nomination and Compensation Committee members or our executive officers have a relationship that would constitute an interlocking relationship with executive officers or directors of another entity or insider participation in compensation decisions.

**Employees**

The table below provides the number of our employees at each of our principal geographical locations as of the dates indicated.

<u>Location</u>	<u>December 31,</u> <u>2010(1)</u>	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2012</u>
Amsterdam, The Netherlands	70	74	77
Shannon, Ireland	55	54	54
Fort Lauderdale, FL	17	15	17
Miami, FL(1)	126	—	—
Goodyear, AZ(1)	44	—	—
Other(1)(2)	44	10	11
<b>Total</b>	<b>356</b>	<b>153</b>	<b>159</b>

(1) For the year ended December 31, 2010 these locations included employees of AeroTurbine.

(2) We also lease small offices in Shanghai (China), the United Arab Emirates and Singapore.

None of our employees are covered by a collective bargaining agreement and we believe that we maintain excellent employee relations. Although by law we may be required to have a works council for our operations in The Netherlands, our employees have not elected to date to organize a works council. A works council is an employee organization that is granted statutory rights to be involved in certain of the company's decision making processes. The exercise of such rights, however, must not only promote the interests of employees, but also take into account the interests of the company and its shareholders.

[Table of Contents](#)

**Share ownership.**

The following table sets forth beneficial ownership of our shares which are held by our Directors and Executive Officers as of December 31, 2012:

	Ordinary shares underlying \$7.00 strike options(1)	Ordinary shares underlying options(2)	Restricted share units(5)	Ordinary shares acquired through exercise of Cerberus Fund exchange right	Ordinary shares acquired through conversion of Genesis shares(6)	Ordinary shares acquired through open market purchases	Fully Diluted Ownership Percentage(3)
<b>Directors:</b>							*
Salem Al Noaimi	—	3,954	—	—	—	—	*
Homaid Al Shemmari	—	—	—	—	—	—	*
James N. Chapman(7)	55,300	5,728	—	—	—	3,000	*
Paul T. Dacier	—	5,728	—	—	2,609	7,500	*
Michael Gradon	—	5,728	—	—	2,609	—	*
Aengus Kelly(4)	—	625,000	846,988	285,690	—	12,000	1.6%
Pieter Korteweg	—	11,456	—	27,230	—	—	*
Marius J. L. Jonkhart(7)	27,734	5,728	—	—	—	15,000	*
Gerald P. Strong	—	5,728	—	—	—	—	*
Robert G. Warden	—	5,728	—	—	—	—	*
<b>Executive Officers:</b>							
Wouter M. (Erwin) den Dikken	—	287,500	237,311	162,013	—	11,000	*
Keith A. Helming	—	375,000	408,976	108,627	—	25,000	*
Tom Kelly	—	—	100,000	—	—	—	*
Edward (Ted) O'Byrne	—	—	100,000	—	—	1,900	*
Paul E. Rofe	—	—	116,290	—	—	—	*
Kenneth Wigmore	—	—	115,663	—	—	—	*
Joe Venuto	—	75,000	25,000	—	—	—	*
All our directors and executive officers as a group	83,034	1,412,278	1,950,228	583,560	5,218	75,400	

\* Less than 1.0%.

- (1) These options have been acquired in 2005 through an equity incentive plan of Cerberus. The options carry a strike price of \$7.00 per option.
- (2) 1,012,500 of these outstanding options expire on September 13, 2017 and carry a strike price of \$24.63 per option. 350,000 of these options expire on December 11, 2018 and carry a strike price of \$2.95 per option. 14,191 of these options expire on December 31, 2020 and carry a strike price of \$14.12 per option. 19,360 of these options expire on December 31, 2021 and carry a strike price of \$11.29 per option. The remaining 16,227 options expire on December 31, 2022 and carry a strike price of \$13.72 per option.
- (3) Percentage amount assumes the exercise by such persons of all options to acquire shares exercisable within 60 days and no exercise of options by any other person.
- (4) Mr. Aengus Kelly is our Chief Executive Officer and an Executive Director of the Board.
- (5) All restricted share units are subject to time-based or performance-based vesting conditions. 350,000 of these restricted share units will vest, subject to the vesting conditions, on March 31, 2016. 1,090,000 of these restricted share units will vest, subject to the vesting conditions, on May 31, 2015. 135,228 of these restricted share units will vest, subject to the vesting conditions, on February 16, 2015. 75,000 of these restricted share units will vest, subject to the vesting conditions, on March 31, 2015. 100,000 of these restricted share units will vest, subject to the vesting conditions, on May 31, 2014. The remaining 200,000 share units will vest, subject to the vesting conditions, on May 31, 2013.

[Table of Contents](#)

- (6) Acquired through conversion of ADR's in Genesis Leasing Limited into the Company's ordinary shares in connection with the amalgamation with Genesis on March 25, 2010.
- (7) On March 7, 2013, Mr. Chapman and Mr. Jonkhart exercised all of their \$7.00 strike price options, acquired through an equity incentive plan of Cerberus. As a result of this cashless exercise, Mr. Chapman received 31,015 ordinary shares and Mr. Jonkhart received 15,555 ordinary shares.

All of our ordinary shares have the same voting rights.

The address for all our officers and directors is c/o AerCap Holdings N.V., AerCap House, Stationsplein 965, 1117 CE Schiphol, The Netherlands.

**Item 7. Major Shareholders and Related Party Transactions**

The table below indicates the beneficial holders of 5% or more of our ordinary outstanding shares as of March 13, 2013, based on available public filings:

	Ordinary shares beneficially owned	
	Number	Percent
<b>5% or Greater Beneficial Share Owner:</b>		
Waha Capital PJSC	29,846,611	26.3%
Wellington Management Company, LLP	13,121,717	11.6%
Stephen Feinberg(1)	8,246,260	7.3%

- (1) Due to the net addition of shares resulted from the Genesis and Waha transactions in 2010 and the reduction in shares held by Cerberus, there was a significant change to Cerberus' percentage ownership in the past three years from 37.6% as of March 12, 2010 to 7.3% as of March 13, 2013. All of these shares have the same rights as our other ordinary shares. Stephen Feinberg exercises sole voting and investment authority over all of our ordinary shares owned by Cerberus. Thus, pursuant to Rule 13d-3 under the Exchange Act, Stephen Feinberg is deemed to beneficially own 7.3% of our ordinary shares. The address for Mr. Feinberg is c/o Cerberus Capital Management, L.P., 299 Park Avenue, New York, New York 10171.

We do not register the jurisdiction of all record holders as this information is not always available. We believe that very few of our ordinary shares as of December 31, 2012, were held by record holders in The Netherlands. All of our ordinary shares have the same voting rights.

**Related Party Transactions**

The following is a summary of material provisions of various transactions we have entered into with related parties since January 1, 2005.

***Related Party Transactions with Current Affiliate***

On June 10, 2012, we purchased 5,000,000 of our ordinary shares from Fern S.a.r.l., an indirect subsidiary of Cerberus, which is an affiliate of AerCap. The aggregate price of the shares was \$55.9 million. On August 20, 2012, we purchased 10,000,000 of our ordinary shares from Fern S.a.r.l.,. The aggregate price of the shares was \$120.0 million. Additionally, on December 6, 2012, we purchased 5,040,000 of our ordinary shares from Fern S.a.r.l. The aggregate price of the shares was \$64.1 million. These repurchases were done under the \$320 million share repurchase program, and undertaken on an arms-length basis at fair market value overseen by the management and disinterested directors.

AerDragon consists of two joint venture companies Dragon Aviation Leasing Company Limited, or Dragon, based in China and AerDragon Aviation Partners Limited or AerDragon, based in Ireland.

## [Table of Contents](#)

Both companies are owned 50% by China Aviation Supplies Holding Company, 25% by affiliates of Crédit Agricole and 25% by AerCap. In 2007, AerCap assigned a purchase right it had with Airbus under AerCap's 1999 forward order agreement relating to an A320 aircraft which was then directly acquired by AerDragon. In addition, during 2007 AerCap sold an A320 aircraft that was subject to a lease with an airline to AerDragon and guaranteed AerDragon's performance under the debt which was assumed by AerDragon from AerCap in the transaction. Both of these transactions were executed at terms, which we believe reflected market conditions at the time. AerCap provides lease management, insurance management and aircraft asset management services to AerDragon. AerCap charged AerDragon a total of \$0.6 million as a guarantee fee and for these management services during 2012. We apply equity accounting for our 25% investment in both joint venture companies. Accordingly, the income statement effects of all sale transactions with either of the joint venture companies is eliminated in our financial statements.

AerCo is an aircraft securitization vehicle from which we hold all of the most junior class of subordinated notes and some notes immediately senior to those junior notes. We do not recognize value for the AerCo notes which we still hold on our consolidated balance sheets. Through March 2003 we consolidated AerCo, but we deconsolidated the vehicle in accordance with ASC 810 at that time. Subsequent to the deconsolidation of AerCo, we have received interest from AerCo on its D note investment of \$1.7 million and \$0.4 million for the year ended December 31, 2006 and the year ended December 31, 2007, respectively. In addition, we provide a variety of management services to AerCo for which we received fees of \$4.6 million, \$4.6 million, \$4.1 million, \$3.3 million and \$3.0 million for the years ended December 31, 2008, 2009, 2010, 2011 and 2012 respectively.

On November 11, 2010 we issued approximately 29.8 million new shares to Waha. In exchange, we received \$105 million in cash, Waha's 50% interest in the joint venture company AerVenture, a 40% interest in AerLift and a 50% interest in AerLift Jet.

## **Item 8. Financial Information**

### **Consolidated Statements and Other Financial Information.**

Please refer to Item 18. Financial Statements and to pages F-1 through F-69 of this annual report.

## **Item 9. The Offer and Listing.**

### **Offer and listing details.**

Not applicable.

### **Markets.**

The Company's shares are traded on the New York Stock Exchange under the symbol "AER".

**Trading on the New York Stock Exchange**

The following table shows, for the periods indicated, the high and low sales prices per ordinary share as reported on the New York Stock Exchange Composite Tape.

	Price Per AerCap Holdings N.V. Ordinary Share(1)	
	High (\$)	Low (\$)
<b>Annual highs and lows</b>		
<b>2008</b>	21.12	14.22
<b>2009</b>	9.54	1.83
<b>2010</b>	14.41	7.51
<b>2011</b>	15.99	8.77
<b>2012</b>	12.84	11.46
<b>2011 and 2012 Quarterly highs and lows</b>		
Quarter 1 2011	15.99	12.50
Quarter 2 2011	14.95	12.31
Quarter 3 2011	13.53	9.02
Quarter 4 2011	12.32	8.77
Quarter 1 2012	13.12	11.46
Quarter 2 2012	11.70	10.66
Quarter 3 2012	13.11	11.33
Quarter 4 2012	13.42	12.37
<b>2012 Monthly highs and lows</b>		
January	12.66	11.23
February	13.50	12.16
March	13.19	11.00
April	11.59	10.51
May	11.70	10.87
June	11.81	10.60
July	13.15	10.84
August	12.90	11.06
September	13.28	12.09
October	13.10	12.28
November	13.22	12.31
December	13.95	12.52
<b>2013 Monthly highs and lows</b>		
January	14.75	13.73
February	15.75	14.65
March (through March 12, 2013)	16.37	15.29

(1) Share prices provided are closing prices for all periods presented.

On March 12, 2013, the closing sales price for our ordinary shares on the New York Stock Exchange as reported on the NYSE Composite Tape was \$16.33.

## **Item 10. Additional Information.**

### **Memorandum and articles of association.**

Set out below is a summary description of our ordinary shares and related material provisions of our articles of association and of Book 2 of The Netherlands Civil Code (Boek 2 van het Burgerlijk Wetboek), which governs the rights of holders of our ordinary shares.

### **Ordinary Share Capital**

As of December 31, 2012, we had 250,000,000 authorized ordinary shares, par value €0.01 per share, of which 113,363,535 were issued and outstanding.

Pursuant to our articles of association, our ordinary shares may only be held in registered form. All of our ordinary shares are registered in a register kept by us or on our behalf by our transfer agent. Transfer of registered shares requires a written deed of transfer and the acknowledgment by the Company, subject to provisions stemming from private international law. Our ordinary shares are freely transferable.

### **Issuance of Ordinary Shares**

A general meeting of shareholders can approve the issuance of ordinary shares or rights to subscribe for ordinary shares, but only in response to a proposal for such issuance submitted by the Board of Directors specifying the price and further terms and conditions. In the alternative, the shareholders may designate to our Board of Directors' authority to approve the issuance and price of issue of ordinary shares. The delegation may be for any period of up to five years and must specify the maximum number of ordinary shares that may be issued.

At the annual general meeting held in 2012 pursuant to our articles of association, our shareholders delegated to our Board of Directors, for a period of five years, the power to issue and/or grant rights to subscribe for ordinary shares up to the maximum amount of our authorized share capital which, as of the date of this annual report was 250 million ordinary shares.

### **Preemptive Rights**

Unless limited or excluded by our shareholders or Board of Directors as described below, holders of ordinary shares have a pro rata preemptive right to subscribe for any ordinary shares that we issue, except for ordinary shares issued for non-cash consideration (contribution in kind) or ordinary shares issued to our employees.

Shareholders may limit or exclude preemptive rights. Shareholders may also delegate the power to limit or exclude preemptive rights to our Board of Directors with respect to ordinary shares, the issuance of which has been authorized by our shareholders. At the annual general meeting held in 2012 pursuant to our articles of association, our shareholders delegated to our Board of Directors, for a period of five years, the power to limit or exclude preemptive rights.

### **Repurchase of Our Ordinary Shares**

We may acquire our ordinary shares, subject to certain provisions of the laws of The Netherlands and of our articles of association, if the following conditions are met:

- a general meeting of shareholders has authorized our Board of Directors to acquire the ordinary shares, which authorization may be valid for no more than 18 months;

## [Table of Contents](#)

- our equity, after deduction of the price of acquisition, is not less than the sum of the paid-in and called-up portion of the share capital and the reserves that the laws of The Netherlands or our articles of association require us to maintain; and
- we would not hold after such purchase, or hold as pledgee, ordinary shares with an aggregate par value exceeding one-tenth of our issued share capital.

At the annual general meeting held in 2012, pursuant to our articles of association our shareholders authorized our Board of Directors to acquire ordinary shares, which authorization was valid for 18 months. In 2012, we repurchased 26.5 million of our ordinary shares. During 2011 and 2012, we repurchased 35.9 million of our ordinary shares in aggregate.

### **Capital Reduction; Cancellation**

Shareholders may reduce our issued share capital either by cancelling ordinary shares held in treasury or by amending our articles of association to reduce the par value of the ordinary shares. A resolution to reduce our capital requires the approval of at least an absolute majority of the votes cast and, if less than one half of the share capital is represented at a meeting at which a vote is taken, the approval of at least two-thirds of the votes cast.

Shareholders may also delegate the power to reduce our issued share capital through cancellation to our Board of Directors. At the annual general meeting held in 2012 pursuant to our articles of association, our shareholders delegated to our Board of Directors the power to cancel ordinary shares acquired under the repurchase authorization as described above. In 2012, the Board of Directors cancelled all ordinary shares acquired under the repurchase authorization.

### **Risk Management and Control Framework**

Our management is responsible for designing, implementing and operating an adequate functioning internal risk management and control framework. The purpose of this framework is to identify and manage the strategic, operational, financial and compliance risks to which we are exposed, to promote effectiveness and efficiency of our operations, to promote reliable financial reporting and to promote compliance with laws and regulations. Our internal risk management and control framework is based on the COSO framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (1992). The COSO framework aims to provide reasonable assurance regarding effectiveness and efficiency of an entity's operations, reliability of financial reporting, prevention of fraud and compliance with laws and regulations.

Our internal risk management and control framework has the following key components:

#### ***Planning and Control Cycle***

The planning and control cycle consists of an annual budget and business plan prepared by management and approved by our Board of Directors, quarterly forecasts and operational reviews and monthly financial reporting.

#### ***Risk Management and Internal Controls***

We have developed a system of policies and procedures for all areas of our operations, both financial and non-financial, that constitutes a broad system of internal control. This system of internal control has been developed through a risk-based approach and enhanced with a view to achieving and maintaining full compliance with the requirements of section 404 of the Sarbanes Oxley Act ("SOX"). Our system of internal control is embedded in our standard business practices and is validated through audits performed by our internal auditors and through management testing of SOX controls, which is performed with the assistance of external advisors. In addition, senior management personnel and

## [Table of Contents](#)

finance managers of our main operating subsidiaries annually sign a detailed letter of representation with regard to financial reporting, internal controls and ethical principles. All of our employees working in finance or accounting functions are subject to a separate Finance Code of Ethics.

### **Controls and Procedures Statement Under the Sarbanes Oxley Act**

As of December 31, 2012, our management (with the participation of our Chief Executive Officer and Chief Financial Officer) conducted an evaluation pursuant to section 302 of the US Sarbanes Oxley Act and Rule 13a-15 promulgated under the US Securities Exchange Act of 1934, as amended, of the effectiveness of the design and operation of the our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2012, such disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the US Securities Exchange Act on 1934, as amended is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

### ***Disclosure Controls and Procedures***

The Disclosure Committee assists our Chief Executive Officer and Chief Financial Officer in overseeing our financial and non-financial disclosure activities and to ensure compliance with applicable disclosure requirements arising under U.S. and Netherlands law and regulatory requirements. The Disclosure Committee obtains information for its recommendations from the operational and financial reviews, letters of representation which include a risk and internal control self assessment, input from the documentation and assessment of our internal controls over financial reporting and input from risk management activities during the year along with various business reports. The Disclosure Committee comprises various members of senior management.

### ***Code of Conduct and Whistleblower Policy***

Our Code of Conduct is applicable to all our employees, including the Chief Executive Officer, Chief Financial Officer and controllers. It is designed to promote honest and ethical conduct and timely and accurate disclosure in our periodic financial results. Our Whistleblower Policy provides for the reporting, if so wished on an anonymous basis, of alleged violations of the Code of Conduct, alleged irregularities of a financial nature by our employees, Directors or other stakeholders, alleged violation of our compliance procedures and other alleged irregularities without any fear of reprisal against the individual that reports the violation or irregularity.

### ***Compliance Procedures***

The Company has various procedures and programs in place to ensure compliance with relevant laws and regulations, including anti insider trading procedures, anti-bribery procedures and anti-fraud procedures. The Company's compliance officer is responsible for the design and effective operation of the compliance procedures and programs. The procedures are subject to regular audits by the internal audit function.

### ***Corporate Social Responsibility***

During 2012 the Board has discussed and reviewed our corporate social responsibility (CSR) objectives and activities. Although it is acknowledged that our aircraft are generally used for high impact activities when it comes to the environment, we maintain a fleet of young and fuel efficient aircraft and engines that are relatively less pollutive in comparison with other, older aircraft and engines that use more fuel and produce higher noise levels. In addition the Board has discussed and

[Table of Contents](#)

reviewed our activities and conduct as it relates to ethics, labor environment, citizenship and transparency and financial reporting.

**External Auditors**

Our external auditor is responsible for auditing the financial statements. Following the recommendation by the Audit Committee and upon proposal by the Board of Directors, the General Meeting of Shareholders appoints each year the auditor to audit the financial statements of the current financial year. The external auditor reports to our Board of Directors and the Audit Committee of our Board of Directors. The external auditor is present at the meetings of the Audit Committee when our quarterly and annual results are discussed.

At the request of the Board of Directors and the Audit Committee, the Chief Financial Officer and the Internal Audit department review, in advance, each service to be provided by the auditor to identify any possible breaches of the auditor's independence. The Audit Committee pre-approves every engagement of our external auditor. In accordance with applicable regulations, the partner of the external audit firm in charge of the audit activities during a continuous period of five years will rotate off. The current responsible partner was appointed in the year 2010 for the first time.

**Internal Auditors**

We have an internal audit function in place to provide assurance, to the Audit Committee and the Company's executive officers, with respect to the Company's key processes, to the extent not already covered by the external auditors and/or the SOX 404 auditors. The internal audit function independently and objectively carries out audit assignments in accordance with the annual internal audit plan, as approved by the Audit Committee. The head of the internal audit function reports, in line with professional standards of the Institute of Internal Auditors, to the Audit Committee (functional reporting line) and to our Chief Executive Officer (administrative reporting line). The work of the internal audit department is fully endorsed by the Audit Committee and the Company's executive officers and is considered a valuable part of the Company's system of control and risk management.

**Remuneration of Our Board of Directors**

The general policy for the remuneration of our Board of Directors will be determined by a general shareholders meeting. The remuneration of directors will be set by our Board of Directors in accordance with our remuneration policy and the recommendation of the Nomination and Compensation Committee. With regard to arrangements concerning remuneration in the form of ordinary shares or share options, the Board of Directors must submit a proposal to the shareholders for approval. This proposal must, at a minimum, state the number of ordinary shares or share options that may be granted to directors and the criteria that apply to the granting of the ordinary shares or share options or the alteration of such arrangements. The Directors may be granted equity based remuneration under the Company's incentive plan that is designed to promote the Company's interests by granting remuneration in the form of, amongst others, share or share options to directors, employees, consultants and advisors with a view to align their interests with the Company's (the "Equity Incentive Plan 2006"), as approved by our shareholders on October 31, 2006, prior to the listing of the shares in our Company on the New York Stock Exchange. As per December 31, 2012, our Non-Executive Directors hold options to acquire a total of 49,778 shares in the Company, which have been granted under this plan.

## General Meetings of Shareholders

At least one general meeting of shareholders must be held every year. Shareholders can exercise their voting rights through submitting their proxy forms or equivalent means prior to a set date in accordance with the procedures indicated in the notice and agenda of the applicable general meeting of shareholders. Shareholders may exercise their meeting rights in person after notifying us prior to a set date and providing us with appropriate evidence of ownership of the shares and authority to vote prior to a set date in accordance with the procedures indicated in the notice and agenda of the applicable general meeting of shareholders.

The rights of shareholders may only be changed by amending our articles of association. A resolution to amend our articles of association is valid if the Board of Directors makes a proposal amending the articles of association and such proposal is adopted by a simple majority of votes cast.

The following resolutions require a two thirds majority vote if less than half of the issued share capital is present or represented at the general meeting of shareholders:

- capital reduction;
- exclusion or restriction of pre-emptive rights, or designation of the Board of Directors as the authorized corporate body for this purpose; and
- legal merger or legal demerger within the meaning of Title 7 of Book 2 of The Netherlands Civil Code (*Boek 2 van het Burgerlijk Wetboek*).

If a proposal to amend the articles of association will be considered at the meeting, we will make available a copy of that proposal, in which the proposed amendments will be stated verbatim.

An agreement of the Company to enter into a (i) statutory merger whereby the Company is the acquiring entity, or (ii) a legal demerger, with certain limited exceptions, must be approved by the shareholders.

## Voting Rights

Each ordinary share represents the right to cast one vote at a general meeting of shareholders. All resolutions must be passed with an absolute majority of the votes validly cast except as set forth above. We are not allowed to exercise voting rights for ordinary shares we hold directly or indirectly.

Any major change in the identity or character of the Company or its business must be approved by our shareholders, including:

- the sale or transfer of substantially all our business or assets;
- the commencement or termination of certain major joint ventures and our participation as a general partner with full liability in a limited partnership (commanditaire vennootschap) or general partnership (vennootschap onder firma); and
- the acquisition or disposal by us of a participating interest in a company's share capital, the value of which amounts to at least one third of the value of our assets.

## Adoption of Annual Accounts and Discharge of Management Liability

Each year, our Board of Directors must prepare annual accounts within four months after the end of our financial year. The annual accounts must be made available for inspection by shareholders at our offices within the same period. The annual accounts must be accompanied by an auditor's certificate, an annual report and certain other mandatory information. The shareholders shall appoint an accountant as referred to in Article 393 of Book 2 of The Netherlands Civil Code, to audit the annual accounts. The annual accounts are adopted by our shareholders.

## [Table of Contents](#)

The adoption of the annual accounts by our shareholders does not release the members of our Board of Directors from liability for acts reflected in those documents. Any such release from liability requires a separate shareholders' resolution.

### **Liquidation Rights**

If we are dissolved or wound up, the assets remaining after payment of our liabilities will be first applied to pay back the amounts paid up on the ordinary shares. Any remaining assets will be distributed among our shareholders, in proportion to the par value of their shareholdings. All distributions referred to in this paragraph shall be made in accordance with the relevant provisions of the laws of The Netherlands.

### **Limitations on Non-Residents and Exchange Controls**

There are no limits under the laws of The Netherlands or in our articles of association on non-residents of The Netherlands holding or voting our ordinary shares. Currently, there are no exchange controls under the laws of The Netherlands on the conduct of our operations or affecting the remittance of dividends.

### **Disclosure of Insider Transactions**

Members of our Board of Directors and our executive management report their equity interests in the Company to the SEC on a voluntary basis.

### **Netherlands Statutory Squeeze-out Proceedings**

If a person or a company or two or more group companies within the meaning of Article 2:24b of The Netherlands Civil Code acting in concert holds in total 95% of a Netherlands public limited liability company's issued share capital by par value for their own account, the laws of The Netherlands permit that person or company or those group companies acting in concert to acquire the remaining ordinary shares in the company by initiating statutory squeeze out proceedings against the holders of the remaining shares. The price to be paid for such shares will be determined by the Enterprise Chamber of the Amsterdam Court of Appeal.

### **Choice of Law and Exclusive Jurisdiction**

Under our articles of association, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder shall be governed exclusively by the laws of The Netherlands, unless such rights or obligations do not relate to or arise out of the capacities above. Any lawsuit or other legal proceeding by and between those persons relating to or arising out of their capacities listed above shall be exclusively submitted to the courts of The Netherlands. All of our current and former directors and officers must agree in connection with any such lawsuit or other legal proceeding to submit to the exclusive jurisdiction of The Netherlands courts, waive objections to such lawsuit or other legal proceeding being brought in such courts, agree that a judgment in any such legal action brought in The Netherlands courts is binding upon them and may be enforced in any other jurisdiction, and elect domicile at our offices in Amsterdam, The Netherlands for the service of any document relating to such lawsuit or other legal proceedings.

### **Registrar and Transfer Agent**

A register of holders of the ordinary shares will be maintained by Broadridge in the United States who will also serve as the transfer agent. The telephone number of Broadridge is 1-800-733-1121.

[Table of Contents](#)

**Material contracts**

None.

We have entered into several credit facilities and other financing arrangements to fund our acquisition of our aircraft. See "Item 5—Indebtedness" for more information regarding the credit facilities and financing arrangements.

**Exchange Controls**

Not applicable.

**Taxation.**

***Netherlands Tax Considerations***

The following is a summary of Netherlands tax consequences of the holding and disposal of ordinary shares. This summary does not purport to describe all possible tax considerations or consequences that may be relevant to a holder or prospective holder of ordinary shares. Holders should consult with their tax advisors with regards to the tax consequences of investing in the ordinary shares in their particular circumstances. The discussion below is included for general information purposes only.

Please note that this summary does not describe the tax considerations for holders of ordinary shares if such holders, and in the case of individuals, his/her partner or certain of their relatives by blood or marriage in the direct line (including foster children), have a substantial interest or deemed substantial interest in us as defined in The Netherlands Income Tax Act 2001. Generally speaking, a holder of securities in a company is considered to hold a substantial interest in such company, if such holder alone or, in the case of individuals, together with his/her partner (statutorily defined term), directly or indirectly, holds (i) an interest of 5% or more of the total issued and outstanding capital of that company or of 5% or more of the issued and outstanding capital of a certain class of shares of that company; or (ii) holds rights to acquire, directly or indirectly, such interest; or (iii) holds certain profit sharing rights in that company that relate to 5% or more of the company's annual profits and/or to 5% or more of the company's liquidation proceeds. A deemed substantial interest arises if a substantial interest (or part thereof) in a company has been disposed of, or is deemed to have been disposed of, on a non-recognition basis. Furthermore, this summary does not describe the tax considerations for holders of ordinary shares if the holder has an interest in us that qualifies as a "participation" for the purposes of The Netherlands Corporate Income Tax Act 1969. A participation generally exists in case of a shareholding of at least 5% of the company's paid-up share capital.

Except as otherwise indicated, this summary only addresses Netherlands national tax legislation and regulations, as in effect on the date hereof and as interpreted in published case law on the date hereof and is subject to change after such date, including changes that could have retroactive effect.

***Withholding Tax***

Dividends distributed by us generally are subject to Netherlands dividend withholding tax at a rate of 15%. The withholding mechanism requires us to deduct from the dividend an amount of withholding tax to be paid to The Netherlands tax authorities. The withholding tax is therefore effectively carried by the recipient of a dividend and not by us. The expression "dividends distributed" includes, among others:

- distributions in cash or in kind;
- liquidation proceeds, proceeds of redemption of ordinary shares, or proceeds of the repurchase of ordinary shares by us or one of our subsidiaries or other affiliated entities to the extent such

## Table of Contents

proceeds exceed the average paid-in capital of those ordinary shares as recognized for the purposes of Netherlands dividend withholding tax;

- an amount equal to the par value of ordinary shares issued or an increase of the par value of ordinary shares, to the extent that it does not appear that a contribution, recognized for the purposes of Netherlands dividend withholding tax, has been made or will be made; and
- partial repayment of the paid-in capital, recognized for the purposes of Netherlands dividend withholding tax, if and to the extent that we have net profits (in Dutch, "*zuivere winst*"), unless the holders of ordinary shares have resolved in advance at a general meeting to make such repayment and the par value of the ordinary shares concerned has been reduced by an equal amount by way of an amendment of our articles of association.

If a holder of ordinary shares is resident in a country other than The Netherlands and if a double taxation convention is in effect between The Netherlands and such other country, such holder of ordinary shares may, depending on the terms of that double taxation convention, be eligible for a full or partial exemption from, or refund of, Netherlands dividend withholding tax.

A recipient of a dividend of the shares that is a qualifying company and that satisfies the conditions of the Convention between The Netherlands and the United States for the avoidance of double taxation of December 18, 1992 (the "Convention"), may be entitled to a reduced rate of dividend withholding tax (a "U.S. Holder"). These conditions include but are not limited to being a resident of the U.S. for the purposes of the Convention, being the beneficial owner of such dividend and qualifying under article 26 of the Convention (the so-called "Limitation on Benefits" article).

To claim a reduced withholding tax rate under the Convention (both reduction and refund procedure), the U.S. Holder that is a company must file a request with The Netherlands tax authorities for which no specific form is available.

A U.S. Holder that is a qualifying tax-exempt pension fund, pension trust, tax-exempt company or other organization constituted and operated exclusively to administer or provide benefits under one or more funds or plans established to provide pension, retirement or other employee benefits that satisfies the conditions of the Convention, may be entitled to an exemption or a refund of paid dividend taxes. Qualifying tax exempt pension organizations (as referred to in Section 35 of the Convention) must file form IB 96 USA for the application of relief at source from or refund of dividend withholding tax. Qualifying tax-exempt trusts, companies or U.S. organizations (as referred to in Section 36 of the Convention) are not entitled under the Convention to claim benefits at source, and instead must file claims for refund by filing form IB 95 USA. Copies of the forms may be obtained from the "Belastingdienst/Limburg/kantoor buitenland, Postbus 2865, 6401 DJ Heerlen, The Netherlands, or may be downloaded from [www.belastingdienst.nl](http://www.belastingdienst.nl).

A qualifying tax-exempt entity that is a resident of a Member State of the European Union, or resident of a State of the European Economic Area that has been specifically designated in a Ministerial Regulation (2010: Norway and Iceland; 2011 and 2012: Norway, Iceland and Liechtenstein), may be eligible for a refund of paid dividend taxes, if such entity also would not be subject to Dutch corporate income tax if it would be tax resident in The Netherlands. This refund is not available to entities that are engaged in similar activities as investment institutions (in Dutch: "*beleggingsinstellingen*") as referred to in Section 6a or 28 of The Netherlands Corporate Income Tax Act 1969.

As of January 1, 2012, qualifying investors (such as pension funds, sovereign wealth funds and exempt government bodies) from outside the EU and the EEA (so-called third countries) may be

## [Table of Contents](#)

eligible for a refund of Dutch dividend withholding tax. The refund only applies in connection to portfolio investments and in case the following conditions are cumulatively met:

- a. The investor is resident in a designated country with which the Netherlands has concluded adequate arrangements for the exchange of information, and;
- b. The investor is not subject to any profits tax or exempt from any profits tax in the country of residence and would not have been subject to Dutch corporate income tax, if he or she had been resident in the Netherlands.

Individuals and corporate legal entities who are resident or deemed to be resident in The Netherlands for Netherlands tax purposes ("Netherlands resident individuals" and "Netherlands resident entities", as the case may be) can generally credit Netherlands dividend withholding tax against their income tax or corporate income tax liability. The same generally applies to holders of ordinary shares that are neither resident nor deemed to be resident of The Netherlands if the ordinary shares are attributable to a Netherlands permanent establishment of such non-resident holder. Individuals who have made an election for the application of the rules of The Netherlands Income Tax Act 2001, as they apply to residents of The Netherlands, can credit Netherlands dividend withholding tax against their Dutch income as referred to in Chapter 7 of The Netherlands Income Tax Act 2001. In this respect, it is relevant whether the dividend income also would have qualified as Dutch taxable income without the application of this election.

In general, we will be required to remit all amounts withheld as Netherlands dividend withholding tax to The Netherlands tax authorities. However, under certain circumstances, we are allowed to reduce the amount to be remitted to The Netherlands tax authorities by the lesser of:

- Three percent of the portion of the distribution paid by us that is subject to Netherlands dividend withholding tax; and
- Three percent of the dividends and profit distributions, before deduction of foreign withholding taxes, received by us from qualifying foreign subsidiaries in the current calendar year (up to the date of the distribution by us) and the two preceding calendar years, as far as such dividends and profit distributions have not yet been taken into account for purposes of establishing the above mentioned deductions.

Although this reduction reduces the amount of Netherlands dividend withholding tax that we are required to pay to The Netherlands tax authorities, it does not reduce the amount of tax that we are required to withhold from dividends.

Pursuant to legislation to counteract "dividend stripping", a reduction, exemption, credit or refund of Netherlands dividend withholding tax is denied if the recipient of the dividend is not the beneficial owner. This legislation generally targets situations in which shareholders retain their economic interest in shares but reduce the withholding tax cost on dividends by a transaction with another party. For application of these rules it is not a requirement that the recipient of the dividends is aware that a dividend stripping transaction took place. The Netherlands State Secretary of Finance takes the position that the definition of beneficial ownership introduced by this legislation will also be applied in the context of a double taxation convention.

### ***Taxes on Income and Capital Gains***

***Non-residents of The Netherlands.*** A holder of ordinary shares will not be subject to Netherlands taxes on income or on capital gains in respect of any payment under the ordinary shares or any gain realized on the disposal or deemed disposal of the ordinary shares, provided that:

- (i) such holder is neither a resident nor deemed to be resident in The Netherlands for Netherlands tax purposes and, if such holder is an individual, such holder has not made an

election for the application of the rules of The Netherlands Income Tax Act 2001 as they apply to residents of The Netherlands;

(ii) such holder does not have an interest in an enterprise or a deemed enterprise which, in whole or in part, is either effectively managed in The Netherlands or is carried out through a permanent establishment, a deemed permanent establishment (statutorily defined term) or a permanent representative in The Netherlands and to which enterprise or part of an enterprise the ordinary shares are attributable; and

(iii) in the event such holder is an individual, such holder does not carry out any activities in The Netherlands with respect to the ordinary shares that exceed ordinary active asset management (in Dutch, "*normaal vermogensbeheer*") and does not derive benefits from the ordinary shares that are (otherwise) taxable as benefits from other activities in The Netherlands (in Dutch, "*resultaat uit overige werkzaamheden*").

**Netherlands resident individuals.** If a holder of ordinary shares is a Netherlands resident individual (including the non-resident individual holder who has made an election for the application of the rules of The Netherlands Income Tax Act 2001 as they apply to residents of The Netherlands), any benefit derived or deemed to be derived from the ordinary shares is taxable at the progressive income tax rates (with a maximum of 52%), if:

- (a) the ordinary shares are attributable to an enterprise from which The Netherlands resident individual derives a share of the profit, whether as an entrepreneur or as a person who has a co-entitlement to the net worth of such enterprise, without being an entrepreneur or a shareholder, as defined in The Netherlands Income Tax Act 2001; or
- (b) the holder of the ordinary shares is considered to perform activities with respect to the ordinary shares that exceed ordinary active asset management (in Dutch, "*normaal vermogensbeheer*") or derives benefits from the ordinary shares that are (otherwise) taxable as benefits from other activities (in Dutch, "*resultaat uit overige werkzaamheden*").

If the above mentioned conditions (a) and (b) do not apply to an individual holder of ordinary shares, the ordinary shares are recognized as investment assets and included as such in such holder's net investment asset base (in Dutch, "*rendementsgrondslag*"). Such holder will be taxed annually on a deemed income of 4% of the aggregate amount of his or her net investment assets for the year at an income tax rate of 30%. For purposes of tax years up to and including the year 2010, the aggregate amount of the net investment assets for a year is the average of the fair market value of the investment assets less the allowable liabilities at the beginning of that year and the fair market value of the investment assets less the allowable liabilities at the end of that year. As of January 1, 2012, the aggregate amount of the investment assets for the year is the fair market value of the investment less the allowable liabilities at the beginning of that year. A tax free allowance may be available. Actual benefits derived from the ordinary shares are as such not subject to Netherlands income tax.

**Netherlands resident entities.** Any benefit derived or deemed to be derived from the ordinary shares held by Netherlands resident entities, including any capital gains realized on the disposal thereof, will generally be subject to Netherlands corporate income tax at a rate of 25% for 2011 and 25% for 2012 (in both years a reduced corporate income tax rate of 20% applies with respect to taxable profits up to €200,000).

A Netherlands qualifying pension fund and a Netherlands qualifying tax exempt investment fund (in Dutch: "*vrijgestelde beleggingsinstelling*") are, in principle, not subject to Netherlands corporate income tax. A qualifying Netherlands resident investment fund (in Dutch, "*fiscale beleggingsinstelling*") is subject to Netherlands corporate income tax at a special rate of 0%.

***Gift and Inheritance Taxes as of January 1, 2012***

***Non-residents of The Netherlands.*** No Netherlands gift or inheritance taxes will arise on the transfer of the ordinary shares by way of a gift by, or on the death of, a holder of ordinary shares who is neither resident nor deemed to be resident in The Netherlands, unless:

- (i) in case of a gift of the ordinary shares under a condition precedent (in Dutch, "*opschortende voorwaarde*") by an individual who at the date of the gift was neither resident nor deemed to be resident in The Netherlands, such individual is resident or deemed to be resident in The Netherlands at the date of the fulfillment of the condition; or
- (ii) in case of a gift of the ordinary shares by an individual who at the date of the gift or—in case of a gift under a condition precedent—the date of the fulfillment of the condition was neither resident nor deemed to be resident in The Netherlands, such individual dies within 180 days after the date of the gift or the fulfillment of the condition, while being resident or deemed to be resident in The Netherlands.

Furthermore, Netherlands inheritance tax will arise in case of a gift under a condition precedent by an individual who at the date of the gift was neither resident nor deemed to be resident of The Netherlands, but at the date of his/her death was resident or deemed to be resident in The Netherlands, and the condition was fulfilled after the date of his/her death.

***Residents of The Netherlands.*** Gift or inheritance taxes will arise in The Netherlands with respect to a transfer of the ordinary shares by way of a gift by, or, on the death of, a holder of ordinary shares who is resident or deemed to be resident in The Netherlands at the time of the gift or his/her death.

No Netherlands gift tax will arise in case of a gift of the ordinary shares under a condition precedent by an individual who at the date of the gift was resident or deemed to be resident, but at the date of the fulfillment of the condition was neither resident nor deemed to be resident in The Netherlands, unless such individual dies within 180 days after the date of the fulfillment of the condition, while being resident or deemed to be resident in The Netherlands.

For purposes of Netherlands gift and inheritance taxes, amongst others, a person that holds The Netherlands nationality will be deemed to be resident in The Netherlands if such person has been resident in The Netherlands at any time during the ten years preceding the date of the gift,—in case of a gift under a condition precedent—the date of the fulfillment of the condition or the death of this person. Additionally, for purposes of Netherlands gift tax, a person not holding The Netherlands nationality will be deemed to be resident in The Netherlands if such person has been resident in The Netherlands at any time during the 12 months preceding the date of the gift or—in case of a gift under a condition precedent—the date of the fulfillment of the condition. Applicable tax treaties may override the tax implications of deemed residency.

***Other Taxes and Duties***

No Netherlands registration tax, customs duty, stamp duty or any other similar documentary tax or duty will be payable by a holder of ordinary shares in connection with holding the ordinary shares or the disposal of the ordinary shares.

***U.S. Tax Considerations***

Subject to the limitations and qualifications stated herein, this discussion sets forth the material U.S. federal income tax consequences of the purchase, ownership and disposition of the ordinary shares. The discussion of the holders' tax consequences addresses only those persons that hold those ordinary shares as capital assets and does not address the tax consequences to any special class of holder, including without limitation, holders of (directly, indirectly or constructively) 5% or more of the

## [Table of Contents](#)

ordinary shares, dealers in securities or currencies, banks, tax-exempt organizations, life insurance companies, financial institutions, broker dealers, regulated investment companies, real estate investment trusts, traders in securities that elect the mark-to-market method of accounting for their securities holdings, persons that hold securities that are a hedge or that are hedged against currency or interest rate risks or that are part of a straddle, conversion or "integrated" transaction, certain U.S. expatriates, partnerships or other entities classified as partnerships for U.S. federal income tax purposes and U.S. Holders whose functional currency for U.S. federal income tax purposes is not the U.S. dollar. This discussion does not address the effect of the U.S. federal alternative minimum tax, the Medicare tax on net investment income, or any state, local or foreign tax laws on a holder of ordinary shares. The discussion is based on the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect and all subject to change at any time, possibly with retroactive effect.

For purposes of this discussion, a "U.S. Holder" means a beneficial owner of ordinary shares that is for U.S. federal income tax purposes an individual citizen or resident of the U.S.; a U.S. corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States or any political subdivision thereof; a trust if the trust (i) is subject to the primary supervision of a U.S. court and one or more U.S. persons are able to control all substantial decisions of the trust or (ii) has elected to be treated as a U.S. person; or an estate the income of which is subject to U.S. federal income tax regardless of its source. A "non-U.S. Holder" is a beneficial owner of our ordinary shares that is not a U.S. Holder.

### ***Cash Dividends and Other Distributions***

A U.S. Holder of ordinary shares generally will be required to treat distributions received with respect to such ordinary shares (including any amounts withheld pursuant to Netherlands tax law) as dividend income to the extent of AerCap's current or accumulated earnings and profits (computed using U.S. federal income tax principles), with the excess treated as a non-taxable return of capital to the extent of the holder's adjusted tax basis in the ordinary shares and, thereafter, as capital gain, subject to the passive foreign investment company ("PFIC") rules discussed below. Dividends paid to a U.S. Holder that is a corporation are not eligible for the dividends received deduction available to corporations. Current tax law provides for a maximum 20% U.S. tax rate on the dividend income of an individual U.S. Holder with respect to dividends paid by a domestic corporation or "qualified foreign corporation" if certain holding period requirements are met. A qualified foreign corporation generally includes a foreign corporation (other than a PFIC) if (i) its ordinary shares are readily tradable on an established securities market in the United States or (ii) it is eligible for benefits under a comprehensive U.S. income tax treaty. The ordinary shares are expected to be readily traded on the New York Stock Exchange. As a result, assuming we are not treated as a PFIC, we should be treated as a qualified foreign corporation with respect to dividends paid on our ordinary shares and, therefore, dividends paid to an individual U.S. Holder with respect to ordinary shares for which the requisite holding period is satisfied should be taxed at a maximum federal tax rate of 20%.

Distributions to U.S. Holders of additional ordinary shares or preemptive rights with respect to ordinary shares that are made as part of a pro rata distribution to all of our shareholders generally will not be subject to U.S. federal income tax, but in other circumstances may constitute a taxable dividend.

Distributions paid in a currency other than U.S. dollars will be included in a U.S. Holder's gross income in a U.S. dollar amount based on the spot exchange rate in effect on the date of actual or constructive receipt whether or not the payment is converted into U.S. dollars at that time. The U.S. Holder will have a tax basis in such currency equal to such U.S. dollar amount, and any gain or loss recognized upon a subsequent sale or conversion of the foreign currency for a different U.S. dollar amount will be U.S. source ordinary income or loss. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income.

## [Table of Contents](#)

Subject to applicable limitations that may vary depending upon the circumstances, foreign taxes withheld from dividends on ordinary shares, to the extent the taxes do not exceed those taxes that would have been withheld had the holder been eligible for and actually claimed the benefits of any reduction in such taxes under applicable law or tax treaty, will be creditable against the U.S. Holder's federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. The rules governing foreign tax credits are complex and, therefore, prospective purchasers of ordinary shares should consult their own tax advisors regarding the availability of foreign tax credits in their particular circumstances. Instead of claiming a credit, a U.S. Holder may, at his election, deduct such otherwise creditable foreign taxes in computing his taxable income, subject to generally applicable limitations under U.S. law.

A non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on dividends paid with respect to ordinary shares unless such income is effectively connected with the conduct by the non-U.S. Holder of a trade or business within the United States.

### ***Sale or Disposition of Ordinary Shares***

A U.S. Holder generally will recognize gain or loss on the taxable sale or exchange of the ordinary shares in an amount equal to the difference between the U.S. dollar amount realized on such sale or exchange (determined in the case of shares sold or exchanged for currencies other than U.S. dollars by reference to the spot exchange rate in effect on the date of the sale or exchange or, if the ordinary shares sold or exchanged are traded on an established securities market and the U.S. Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date) and the U.S. Holder's adjusted tax basis in the ordinary shares determined in U.S. dollars. The initial tax basis of the ordinary shares to a U.S. Holder will be the U.S. Holder's U.S. dollar purchase price for the shares (determined by reference to the spot exchange rate in effect on the date of the purchase, or if the shares purchased are traded on an established securities market and the U.S. Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date). Assuming that the Company is not a PFIC and has not been treated as a PFIC during your holding period for our ordinary shares, such gain or loss will be capital gain or loss and will be long-term gain or loss if the ordinary shares have been held for more than one year. With respect to sales occurring in taxable years commencing before January 1, 2013, the maximum long-term capital gain tax rate for an individual U.S. Holder is 15%. For sales beginning in taxable years after December 31, 2012, under current law the long-term capital gain rate for an individual U.S. Holder is 20%. The deductibility of capital losses is subject to limitations. Capital gain or loss, if any, recognized by a U.S. Holder generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

A non-U.S. Holder of ordinary shares will not be subject to United States income or withholding tax on gain from the sale or other disposition of ordinary shares unless (i) such gain is effectively connected with the conduct of a trade or business within the United States or (ii) the non-U.S. Holder is an individual who is present in the United States for at least 183 days during the taxable year of the disposition and certain other conditions are met.

### ***Potential Application of Passive Foreign Investment Company Provisions***

We do not believe we will be classified as a PFIC for 2012. We cannot yet make a determination as to whether we will be classified as a PFIC for 2013. In general, a non-U.S. corporation will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (1) at least 75% of its gross income is "passive income" or (2) at least 50% of the average value of its gross assets is attributable to assets that produce "passive income" or are held for the production of "passive income". Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities, foreign currency and securities transactions. Certain exceptions are provided, however, for rental income derived in the active conduct of a business.

## [Table of Contents](#)

The determination as to whether a foreign corporation is a PFIC is a complex determination that is based on all of the relevant facts and circumstances and that depends on the classification of various assets and income under applicable rules. It is unclear how some of these rules apply to us. Further, this determination must be tested annually at the end of the taxable year and, while we intend to conduct our affairs in a manner that will reduce the likelihood of our becoming a PFIC, our circumstances may change or our business plan may result in our engaging in activities that could cause us to become a PFIC. Accordingly, there can be no assurance that we will not be classified as a PFIC for the current taxable year or any future taxable year.

If we are or become a PFIC in a taxable year in which we pay a dividend or the prior taxable year, the dividend rate discussed above with respect to dividends paid to non-corporate holders would not apply. If we are a PFIC, subject to the discussion of the qualified electing fund election below, a U.S. Holder of ordinary shares will be subject to additional tax and an interest charge on "excess distributions" received with respect to the ordinary shares or gains realized on the disposition of such ordinary shares. Such a U.S. Holder will have an excess distribution if distributions during any tax year exceed 125% of the average amount received during the three preceding tax years (or, if shorter, the U.S. Holder's holding period). A U.S. Holder may realize gain on an ordinary share not only through a sale or other disposition, but also by pledging the ordinary share as security for a loan or entering into certain constructive disposition transactions. To compute the tax on an excess distribution or any gain, (i) the excess distribution or gain is allocated ratably over the U.S. Holder's holding period, (ii) the amount allocated to the current tax year and amounts allocated to any year before the first year in which we are a PFIC is taxed as ordinary income in the current tax year, and (iii) the amount allocated to each previous tax year (other than the any year before the first year in which we are a PFIC) is taxed at the highest applicable marginal rate in effect for that year and an interest charge is imposed to recover the deemed benefit from the deferred payment of the tax. These rules effectively prevent a U.S. Holder from treating the gain realized on the disposition of an ordinary share as capital gain.

If we are a PFIC and our ordinary shares are "regularly traded" on a "qualified exchange," a U.S. Holder may make a mark-to-market election, which may mitigate the adverse tax consequences resulting from the Company's PFIC status. The ordinary shares will be treated as "regularly traded" in any calendar year during which more than a *de minimis* quantity of ordinary shares are traded on a qualified exchange on at least 15 days during each calendar quarter. The New York Stock Exchange on which the ordinary shares are expected to be regularly traded is a qualified exchange for U.S. federal income tax purposes.

If a U.S. Holder makes the mark-to-market election, for each year in which we are a PFIC the holder generally will include as ordinary income the excess, if any, of the fair market value of the ordinary shares at the end of the taxable year over their adjusted basis, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of the ordinary shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). If a U.S. Holder makes the election, his basis in the ordinary shares will be adjusted to reflect any such income or loss amounts. Any gain recognized on the sale or other disposition of ordinary shares, for which the mark-to-market election has been made, will generally be treated as ordinary income.

Alternatively, if we become a PFIC in any year, a U.S. Holder of ordinary shares may wish to avoid the adverse tax consequences resulting from our PFIC status by making a qualified electing fund ("QEF") election with respect to our ordinary shares in such year. If a U.S. Holder makes a QEF election, the holder will be required to include in gross income each year (i) as ordinary income, its pro rata share of our earnings and profits in excess of net capital gains and (ii) as long-term capital gains, its pro rata share of our net long-term capital gains, in each case, whether or not cash distributions are actually made. The amounts recognized by a U.S. Holder making a QEF election generally are treated as income from sources outside the U.S. If, however, U.S. Holders hold at least half of the ordinary

## [Table of Contents](#)

shares, a percentage of our income equal to the proportion of our income that we receive from U.S. sources will be U.S. source income for the U.S. Holders of ordinary shares. Because a U.S. Holder of shares in a PFIC that makes a QEF election is taxed currently on its pro rata share of our income, the amounts recognized will not be subject to tax when they are distributed to the U.S. Holder. An electing U.S. Holder's basis in the ordinary shares will be increased by any amounts included in income currently as described above and decreased by any amounts not subjected to tax at the time of distribution. If we are or become a PFIC, a U.S. Holder would make a QEF election in respect of its ordinary shares by attaching a properly completed IRS Form 8621 in respect of such shares to the holder's timely filed U.S. federal income tax return. For any taxable year that we determine that we are a PFIC, we will (i) provide notice of our status as a PFIC as soon as practicable following such taxable year and (ii) comply with all reporting requirements necessary for U.S. Holders to make QEF elections, including providing to shareholders upon request the information necessary for such an election.

Although a U.S. Holder normally is not permitted to make a retroactive QEF election, a retroactive election (a "retroactive QEF election") may be made for a taxable year of the U.S. Holder (the "retroactive election year") if the U.S. Holder (i) reasonably believed that, as of the date the QEF election was due, the foreign corporation was not a PFIC for its taxable year that ended during the retroactive election year and (ii) to the extent provided for in applicable Treasury Regulations, filed a protective statement with respect to the foreign corporation, applicable to the retroactive election year, in which the U.S. Holder described the basis for its reasonable belief and extended the period of limitation on the assessment of taxes for all taxable years of the shareholder to which the protective statement applies. If required to be filed to preserve the U.S. Holder's ability to make a retroactive QEF election, the protective statement must be filed by the due date of the investor's return (including extensions) for the first taxable year to which the statement is to apply. U.S. Holders should consult their own tax advisors regarding the advisability of filing a protective statement.

As discussed above, if we are a PFIC, a U.S. Holder of ordinary shares that makes a QEF election (including a proper retroactive QEF election) will be required to include in income currently its pro rata share of our earnings and profits whether or not we actually distribute earnings. The use of earnings to fund reserves or pay down debt or to fund other investments could result in a U.S. Holder of ordinary shares recognizing income in excess of amounts it actually receives. In addition, our income from an investment for U.S. federal income tax purposes may exceed the amount we actually receive. If we are a PFIC and a U.S. Holder makes a valid QEF election in respect of their ordinary shares, such holder may be able to elect to defer payment, subject to an interest charge for the deferral period, of the tax on income recognized on account of the QEF election. Prospective purchasers of ordinary shares should consult their tax advisors about the advisability of making a QEF election, protective QEF election and deferred payment election.

Miscellaneous itemized deductions of an individual U.S. person can only be deducted to the extent that all of such person's miscellaneous itemized deductions exceed 2% of their adjusted gross income. In addition, an individual's miscellaneous itemized deductions are not deductible for purposes of computing the alternative minimum tax. Certain expenses of the Company might be a miscellaneous itemized deduction if incurred by an individual. A U.S. person that owns an interest in a "pass-through entity" is treated as recognizing income in an amount corresponding to its share of any item of expense that would be a miscellaneous itemized deduction and as separately deducting that item subject to the limitations described above. If it is determined that we are a PFIC, the IRS could take the position that we are a "pass-through entity" with respect to a U.S. Holder of ordinary shares that makes a QEF election.

Special rules apply to determine the foreign tax credit with respect to withholding taxes imposed on distributions on shares in a PFIC. If a U.S. Holder owns ordinary shares during any year in which we are a PFIC, such Holder must file Internal Revenue Service Form 8621.

[Table of Contents](#)

We urge prospective purchasers of ordinary shares to consult their tax advisors concerning the tax considerations relevant to an investment in a PFIC, including the availability and consequences of making the mark-to-market election and QEF election discussed above.

***Information Reporting and Backup Withholding***

Information reporting to the U.S. Internal Revenue Service generally will be required with respect to payments on the ordinary shares and proceeds of the sale of the ordinary shares paid to holders that are U.S. taxpayers, other than corporations and other exempt recipients. A 28% "backup" withholding tax may apply to those payments if such a holder fails to provide a taxpayer identification number to the paying agent and to certify that no loss of exemption from backup withholding has occurred. Holders that are not subject to U.S. taxation may be required to comply with applicable certification procedures to establish that they are not U.S. taxpayers in order to avoid the application of such information reporting requirements and backup withholding. The amounts withheld under the backup withholding rules are not an additional tax and may be refunded, or credited against the holder's U.S. federal income tax liability, if any, provided the required information is furnished to the U.S. Internal Revenue Service.

THE ABOVE DISCUSSION IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR IS STRONGLY URGED TO CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES TO IT OF AN INVESTMENT IN THE ORDINARY SHARES.

**Dividends.**

Dividends may in principle only be paid out of profit as shown in the adopted annual accounts. We will only have power to make distributions to shareholders and other persons entitled to distributable profits to the extent our equity exceeds the sum of the paid and called up portion of the ordinary share capital and the reserves that must be maintained in accordance with provisions of the laws of The Netherlands or our articles of association. The profits must first be used to set up and maintain reserves required by law and must then be set off against certain financial losses. We may not make any distribution of profits on ordinary shares that we hold and have not done so in the past. Our Board of Directors determines whether and how much of the remaining profit they will reserve, and, if the Board of Directors determines that not all of the remaining profit is reserved, the manner and date of a dividend distribution and notifies shareholders.

All calculations to determine the amounts available for dividends will be based on our annual Netherlands GAAP statutory accounts, which may be different from our consolidated financial statements under US GAAP, such as those included in this form 20-F. Our statutory accounts have to date been prepared, and will continue to be prepared, under Netherlands GAAP and are deposited with the Commercial Register in Amsterdam, The Netherlands. Our net income for the 12 months ended December 31, 2012 and our equity as of December 31, 2012 as set forth in our annual statutory accounts were \$148.0million and \$2,150.1million, respectively. We are dependent on dividends or other advances from our operating subsidiaries to fund any dividends we may pay on our ordinary shares.

**Documents on display.**

You may read and copy the reports and other information we file with the Securities and Exchange Commission, including this annual report and the exhibits thereto, at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 and at the Commission's regional offices at 175 W. Jackson Boulevard, Suite 900, Chicago, Illinois 60604, and 3 World Financial Center, Room 4300, New York, New York 10281. You may also obtain copies of these materials by mail from

[Table of Contents](#)

the Public Reference Room of the Commission at 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Commission's Public Reference Room by calling the Commission in the United States at 1-800-SEC-0330. You may also access our annual reports and some of the other information we file with or submit to the Commission electronically through the Commission's website at [www.sec.gov](http://www.sec.gov). In addition, you may inspect material we file at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

**Item 11. Quantitative and Qualitative Disclosures About Market Risk.**

Our primary market risk exposure is interest rate risk associated with short and long-term borrowings bearing variable interest rates and lease payments under leases tied to floating interest rates. To manage this interest rate exposure, we enter into interest rate swap and cap agreements. We are also exposed to foreign currency risk, which can adversely affect our operating profits. To manage this risk, we enter into forward exchange contracts.

The following discussion should be read in conjunction with Notes 1, 2, 11 and 14 to our audited consolidated financial statements contained in this annual report, which provide further information on our debt and derivative instruments contained in this annual report.

**Interest Rate Risk**

The rentals we receive under our leases are based on fixed and variable interest rates. We fund our operations with a mixture of fixed and floating rate debt and finance lease obligations. An interest rate exposure arises to the extent that the mix of these obligations are not matched with our assets. This exposure is primarily managed through the use of interest rate caps, fixing rate debt, interest rate swaps and interest rate floors using a cash flow based risk management model. This model takes the expected cash flows generated by our assets and liabilities and then calculates by how much the value of these cash flows will change for a given movement in interest rates.

Under our interest rate caps, we will receive the excess, if any, of LIBOR, reset monthly or quarterly on an actual/360 adjusted basis, over the strike rate of the relevant cap.

The table below provides information as of December 31, 2012 regarding our derivative financial instruments that are sensitive to changes in interest rates on our borrowing, including our interest rate caps, swaps and floors.

The table presents the average notional amounts and weighted average interest rates which are contracted for the specified year. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Weighted average variable rates are based on implied forward rates in the yield curve at the applicable date.

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>Thereafter</u>	<u>Fair value</u>
(US Dollars in millions)								
<b>Interest rate caps</b>								
Notional amounts	\$ 1,594	\$ 1,260	\$ 1,032	\$ 736	\$ 508	\$ 364	\$ 79	\$ 10.0
Weighted average strike rate	2.40%	2.24%	2.27%	2.54%	3.00%	3.42%	2.61%	
<b>Interest rate swaps</b>								
Notional amounts		\$ 509	\$ 383	\$ 320	—	—		\$ (11.3)
Weighted average pay rate		1.31%	1.37%	1.16%	—	—		

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>Thereafter</u>	<u>Fair value</u>
	(US Dollars in millions)							
<b>Interest rate floors</b>								
Notional amounts	\$ 70	\$ 45	\$ 9	—	—			\$ (3.4)
Weighted average pay rate	3.00%	3.00%	3.00%	—	—			

The variable benchmark interest rates associated with these instruments ranged from one to three-month LIBOR.

Our Board of Directors is responsible for reviewing and approving our overall interest rate management policies and transaction authority limits. Specific hedging contracts are approved by the treasury committee acting within the overall policies and limits. Our counterparty risk is monitored on an ongoing basis, but is mitigated by the fact that the majority of our interest rate derivative counterparties are required to cash collateralize in the event of their downgrade by the rating agencies below a certain level. Our counterparties are subject to the prior approval of the treasury committee.

### Foreign Currency Risk and Foreign Operations

Our functional currency is the US dollar. As of December 31, 2012, all of our aircraft leases were payable in US dollars. We incur Euro-denominated expenses in connection with our offices in The Netherlands and Ireland. For the year ended December 31, 2012, our aggregate expenses denominated in currencies other than the US dollar, such as payroll and office costs and professional advisory costs, were \$54.7 million in US dollar equivalents and represented 65.6% of total selling, general and administrative expenses. We enter into foreign exchange contracts based on our projected exposure to foreign currency risks in order to protect ourselves from the effect of period over period exchange rate fluctuations. Mark-to-market gains or losses on such contracts are recorded as part of selling, general and administrative expenses since most of our non-US denominated payments relate to such expenses. We do not believe that a change in foreign exchange rates will have material impact on our results of operations. However, the portion of our business conducted in foreign currencies could increase in the future, which could increase our exposure to losses arising from currency fluctuations.

### Inflation

Inflation generally affects our costs, including selling, general and administrative expenses and other expenses. However, we do not believe that our financial results have been, or will be, adversely affected by inflation in a material way.

### Item 12. Description of Securities Other than Equity Securities.

Not applicable.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies.

None.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

Not applicable.

**Item 15. Controls and Procedures.**

**Disclosure Controls and Procedures.**

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in this report is recorded, processed, summarized and reported on a timely basis. Our management, with the participation of the Chairman of our Board of Directors and the members of our Disclosure Committee, has evaluated, as of December 31, 2012, our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2012, our disclosure controls and procedures are effective. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or because the degree of compliance with policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2012. The assessment was based on criteria established in the framework Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2012.

PricewaterhouseCoopers Accountants N.V., the independent registered public accounting firm that audited our Consolidated Financial Statements included in this Form 20-F, audited the effectiveness of our controls over financial reporting as of December 31, 2012 under Auditing Standard No. 5 of the Public Company Accounting Oversight Board (United States). Their audit report may be found on page F-2.

**Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the year ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 16A. Audit committee financial expert.**

Our Board of Directors has determined that Mr. Chapman and Mr. Jonkhart are "audit committee financial experts" as that term is defined by SEC rules, and that they are "independent" as that term is defined under applicable New York Stock Exchange listing standards.

**Item 16B. Code of Conduct.**

Our Board of Directors has adopted our code of conduct, a code that applies to members of the Board of Directors including its Chairman and other senior officers, including the Chief Financial Officer and the Chief Accounting Officer. This code is publicly available on our website at [www.aercap.com](http://www.aercap.com).

**Item 16C. Principal Accountant Fees and Services.**

In January 2003, the SEC adopted rules requiring disclosure of fees billed by a public company's independent auditors in each of the company's two most recent fiscal years. Our auditors charged the following fees for professional services rendered for the years ended December 31, 2011 and December 31, 2012:

	<u>2011</u>	<u>2012</u>
	(U.S. dollars in thousands)	
Audit fees	\$ 1,374	\$ 1,878
Audit-related fees	49	89
Tax fees	42	40
All other fees	—	—
<b>Total</b>	<b><u>\$ 1,465</u></b>	<b><u>\$ 2,007</u></b>

*Audit Fees* are defined as the standard audit work that needs to be performed each year in order to issue opinions on our consolidated financial statements and to issue reports on our local statutory financial statements. Also included are services that can only be provided by our auditor, such as auditing of nonrecurring transactions and implementation of new accounting policies, reviews of quarterly financial results, consents and comfort letters and any other audit services required for US Securities and Exchange Commission or other regulatory filings.

*Audit Related Fees* include those other assurance services provided by the independent auditor but not restricted to those that can only be provided by the auditor signing the audit report.

*Tax Fees* relate to the aggregated fees for services rendered on tax compliance.

***Policy on Pre-Approval of Audit and Non-Audit Services of Independent Auditors***

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by our auditor. These services may include audit services, audit related services, tax services and other services, as described above. Pre-approval is detailed as to the particular service or categories of services, and is subject to a specific budget. Our management and our auditor report to the Audit Committee regarding the extent of services provided in accordance with this pre-approval and the fees for the services performed to date on an annual basis. The Audit Committee may also pre-approve additional services on a case-by-case basis. All audit-related fees and tax fees were approved by the Audit Committee.

**Item 16D. Exemptions from the Listing Standards for Audit Committees.**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

In the year ended December 31, 2012 our board of directors approved a \$320.0 million share repurchase program under which we purchased 26.5 million shares at an average price of \$12.06 per share. The repurchase program was completed in December 2012.

[Table of Contents](#)

The following table summarizes our repurchases of our ordinary shares per month during the year ended December 31, 2012:

	<u>Total number of shares purchased</u>	<u>Average price paid per share</u>
Full Year 2011	9,402,663	\$ 10.64
June 2012	5,590,260	\$ 11.22
August 2012	12,905,158	11.99
September 2012	2,021	12.53
December 2012	8,038,500	12.77
<b>Total 2011 and 2012</b>	<b>35,938,602</b>	<b>\$ 11.69</b>

**Item 16G. Corporate Governance.**

The New York Stock Exchange (the "NYSE") requires U.S. domestic entities with shares listed on the exchange to comply with its corporate governance standards. However, as a foreign private issuer, the NYSE only requires us to comply with the NYSE rules relating to audit committees and periodic certifications to the NYSE as long as we comply with home country corporate governance standards—in our case Dutch corporate governance standards. The NYSE requires that we disclose to investors any significant ways in which our corporate governance practices differ from those followed by U.S. domestic companies under NYSE requirements.

Among these differences, shareholder approval is required by the NYSE prior to the issuance of ordinary stock:

- to a director, officer or substantial security holder of the company (or their affiliates or entities in which they have a substantial interest) in excess of one percent of either the number of shares of ordinary stock or the voting power outstanding before the issuance, with certain exceptions;
- that will have voting power equal to or in excess of 20 percent of either the voting power or the number of shares outstanding before the issuance, with certain exceptions; or
- that will result in a change of control of the issuer.

Under Dutch rules, shareholders can delegate this approval to the Board of Directors at the annual shareholders meeting. In the past, our shareholders have delegated this approval power to our Board at our annual meeting.

In some situations, NYSE rules are more stringent, and in others the Dutch rules are. Other significant differences include:

- NYSE rules require shareholder approval for changes to equity compensation plans, but under Dutch rules, shareholder approval is only required for changes to equity compensation plans for members of the Board of Directors;
- Under Dutch corporate governance rules the audit and remuneration committees may not be chaired by the Chairman of the Board;
- Under Dutch rules, auditors must be appointed by the general meeting of shareholders. NYSE rules require only that they be appointed by the audit committee;
- Both NYSE and Dutch rules require that a majority of the Board of Directors be independent, but the definition of independence under each set of rules is not identical. For example, Dutch rules require a longer "look-back" period for former directors; and

[Table of Contents](#)

- The Dutch rules permit deviation from the rules if the deviations are explained in accordance with the rules. The NYSE rules do not allow such deviations.

**Item 16H. Mine Safety Disclosures.**

Not applicable.

**PART III**

**Item 17. Financial Statements.**

Not applicable.

**Item 18. Financial Statements.**

Please refer to pages F-1 through F-69 of this annual report.

**Item 19. Exhibits.**

We have filed the following documents as exhibits to this annual report:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1	Articles of Association
2.1	Aircraft Purchase Agreement, dated December 30, 2005, between Airbus S.A.S. and AerVenture Limited(1)(2)
2.2	AerCap Holdings N.V. 2006 Equity Incentive Plan (including form of Stock Option Agreement)(1)
2.3	Trust Indenture, dated as of June 26, 2008, among Aircraft Lease Securitisation II Limited, Deutsche Bank Trust Company Americas, as the Cash Manager, Operating Bank and Trustee, Crédit Agricole, as the Initial Primary Liquidity Facility Provider, and Crédit Agricole as the Class A-1 Funding Agent(3)
2.4	Facility Agreement, dated as of December 30, 2008 among the Banks and Financial Institutions named therein as ECA Lenders, Crédit Agricole as National Agent, ECA Agent and Security Trustee, Jetstream Aircraft Leasing Limited as Principal Borrower, AerCap Ireland Limited and AerCap A330 Holdings Limited as Principal AerCap Obligors, and AerCap Holdings, N.V.(4)
2.5	Agreement and Plan of Amalgamation, dated as of September 17, 2009, among AerCap Holdings N.V., Genesis Lease Limited and AerCap International Bermuda Limited(5)
2.6	Subscription Agreement dated October 25, 2010 between AerCap Holdings N.V., Waha AC Cooperatief U.A. and Waha Capital PJSC(6)
2.7	Registration Rights Agreement dated October 25, 2010 between AerCap Holdings NV and Waha AC Cooperatief U.A.(6)
4.1	Indenture related to the 6.375% Senior Unsecured Notes due 2017, dated as of May 22, 2012, among AerCap Aviation Solutions B.V., AerCap Holdings N.V. and Wilmington Trust, National Association, as trustee (including form of 6.375% Senior Unsecured Note due 2027)(7)

[Table of Contents](#)

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.2	First Supplemental Indenture related to the 6.375% Senior Unsecured Notes due 2017, dated as of June 15, 2012, among AerCap Aviation Solutions B.V., AerCap Holdings N.V. and Wilmington Trust, National Association, as trustee(7)
8.1	List of Subsidiaries of AerCap Holdings N.V
12.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
12.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002
12.3	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002
23.1	Consent of PricewaterhouseCoopers Accountants, N.V., an independent registered public accounting firm
(1)	Previously filed with Registration Statement on Form F-1, File No. 333-138381.
(2)	Previously filed with Form 20-F for the year ended December 31, 2007.
(3)	Previously filed with Form 6-K on September 11, 2008.
(4)	Previously filed with Form 20-F for the year ended December 31, 2008.
(5)	Previously filed with Form 6-K on September 18, 2009.
(6)	Previously filed with Form 20-F for the year ended December 31, 2010.
(7)	Previously filed with Registration Statement on Form F-4, File No. 333-182169-01.



**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

<b>AerCap Holdings N.V. Consolidated Financial Statements</b>	
<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">F-2</a>
<a href="#">Consolidated Balance Sheets As of December 31, 2011 and 2012</a>	<a href="#">F-3</a>
<a href="#">Consolidated Income Statements For the Years Ended December 31, 2010, 2011 and 2012</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Comprehensive Income For the Years Ended December 31, 2010, 2011 and 2012</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Cash Flows For the Years Ended December 31, 2010, 2011 and 2012</a>	<a href="#">F-6</a>
<a href="#">Consolidated Statements of Equity For the Years Ended December 31, 2010, 2011 and 2012</a>	<a href="#">F-8</a>
<a href="#">Notes to the Consolidated Financial Statements</a>	<a href="#">F-10</a>

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

### Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of AerCap Holdings N.V.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, equity and cash flows present fairly, in all material respects, the financial position of AerCap Holdings N.V. and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting under item 15. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Amsterdam, March 13, 2013

PricewaterhouseCoopers Accountants N.V.

/s/ P.C. Dams RA

**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Balance Sheets**

**As of December 31, 2011 and 2012**

	Note	As of December 31,	
		2011	2012
(US dollars in thousands except share and per share amounts)			
<b>Assets</b>			
Cash and cash equivalents		\$ 411,081	\$ 520,401
Restricted cash	3	237,325	279,843
Trade receivables, net of provisions of \$3,530 and nil	4	16,063	6,636
Flight equipment held for operating leases, net	5	7,895,874	7,261,899
Net investment in direct finance leases		25,094	21,350
Notes receivable	6	5,200	78,163
Prepayments on flight equipment	7	95,619	53,594
Investments	8	84,079	93,862
Intangibles	9	29,677	18,100
Inventory	10	13,953	—
Derivative assets	11	21,050	9,993
Deferred income taxes	16	91,258	79,726
Other assets	12	181,359	157,851
<b>Total Assets</b>		<b>\$ 9,107,632</b>	<b>\$ 8,581,418</b>
<b>Liabilities and Equity</b>			
Accounts payable		\$ 4,142	\$ 740
Accrued expenses and other liabilities	13	74,458	91,951
Accrued maintenance liability		452,582	421,830
Lessee deposit liability		102,844	86,268
Debt	14	6,111,165	5,803,499
Accrual for onerous contracts	15	3,971	—
Deferred revenue		47,994	39,547
Derivative liabilities	11	27,159	14,677
Commitments and contingencies	25	—	—
<i>Total Liabilities</i>		6,824,315	6,458,512
Ordinary share capital, €0.01 par value (250,000,000 ordinary shares authorized, 113,363,535 ordinary shares issued and outstanding)	17	1,570	1,193
Additional paid-in capital		1,340,205	927,617
Treasury stock		(100,000)	—
Accumulated other comprehensive loss		(8,513)	(14,401)
Accumulated retained earnings		1,043,974	1,207,629
<i>Total AerCap Holdings N.V. shareholders' equity</i>		2,277,236	2,122,038
Non-controlling interest		6,081	868
<i>Total Equity</i>		2,283,317	2,122,906
<b>Total Liabilities and Equity</b>		<b>\$ 9,107,632</b>	<b>\$ 8,581,418</b>

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



**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Income Statements**

**For the Years Ended December 31, 2010, 2011 and 2012**

	Note	Year ended December 31,		
		2010	2011	2012
(US dollars in thousands, except share and per share amounts)				
<b>Revenues</b>				
Lease revenue	20	\$ 902,320	\$ 1,050,536	\$ 997,147
Net gain (loss) on sale of assets		36,204	9,284	(46,421)
Management fee revenue		12,975	19,059	17,311
Interest revenue		3,913	2,761	2,471
Other revenue		3,866	12,283	2,012
<b>Total Revenues</b>		<b>959,278</b>	<b>1,093,923</b>	<b>972,520</b>
<b>Expenses</b>				
Depreciation	5	307,706	361,210	357,347
Asset impairment	22	10,905	15,594	12,625
Interest on debt	14	233,985	292,486	286,019
Operating lease-in costs	15	12,332	12,069	6,119
Leasing expenses		55,458	58,432	72,122
Provision for doubtful accounts	4	39	3,335	—
Selling, general and administrative expenses(1)	19, 21	80,627	120,746	83,409
<b>Total Expenses</b>		<b>701,052</b>	<b>863,872</b>	<b>817,641</b>
<b>Income from continuing operations before income taxes and income of investments accounted for under the equity method</b>				
		<b>258,226</b>	<b>230,051</b>	<b>154,879</b>
Provision for income taxes	16	(22,194)	(15,460)	(8,067)
Net income of investments accounted for under the equity method		3,713	10,904	11,630
<b>Net income from continuing operations</b>		<b>\$ 239,745</b>	<b>\$ 225,495</b>	<b>\$ 158,442</b>
(Loss) from discontinued operations (AeroTurbine, including loss on disposal), net of tax		(3,199)	(52,745)	—
Bargain purchase gain ("Amalgamation gain"), net of transaction expenses		274	—	—
<b>Net income</b>		<b>\$ 236,820</b>	<b>\$ 172,750</b>	<b>\$ 158,442</b>
Net (income) loss attributable to non-controlling interest		(29,247)	(526)	5,213
<b>Net income attributable to AerCap Holdings N.V.</b>		<b>\$ 207,573</b>	<b>\$ 172,224</b>	<b>\$ 163,655</b>
Total earnings per share, basic and diluted	23	\$ 1.81	\$ 1.17	\$ 1.24
Earnings (loss) per share from discontinued operations, basic and diluted		\$ (0.03)	\$ (0.36)	\$ —
Earnings per share from continued operations attributable to AerCap Holdings N.V., basic and diluted		\$ 1.84	\$ 1.53	\$ 1.24
Weighted average shares outstanding, basic and diluted		114,952,639	146,587,752	131,492,057

(1) Includes share based compensation of \$2.9 million (\$2.5 million, net of tax), \$6.2 million (\$5.4 million, net of tax) and \$7.1 million (\$6.3 million, net of tax) in the years ended December 31, 2010, 2011 and 2012 respectively.



**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Statements of Comprehensive Income**

**For the Years Ended December 31, 2010, 2011 and 2012**

	Year ended December 31,		
	2010	2011	2012
	(US dollars in thousands)		
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 207,573</b>	<b>\$ 172,224</b>	<b>\$ 163,655</b>
Other comprehensive income:			
Net change in fair value of derivatives, net of tax of \$(715), \$1,913 and \$194, respectively	5,005	(13,518)	(1,360)
Net change in fair value of pension obligations, net of tax of nil, nil and \$1,057, respectively	—	—	(4,528)
<b>Total other comprehensive income (loss):</b>	<b>5,005</b>	<b>(13,518)</b>	<b>(5,888)</b>
<b>Total comprehensive income</b>	<b>\$ 212,578</b>	<b>\$ 158,706</b>	<b>\$ 157,767</b>

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

**AerCap Holdings N.V. and Subsidiaries**
**Consolidated Statements of Cash Flows**
**For the Years Ended December 31, 2010, 2011 and 2012**

	<b>Year ended December 31,</b>		
	<b>2010(1)(2)</b>	<b>2011(2)</b>	<b>2012</b>
	(US dollars in thousands)		
Net income	\$ 236,820	\$ 172,750	\$ 158,442
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
<b>operating activities:</b>			
Amalgamation gain(1)	(31,023)	—	—
Depreciation	333,754	384,855	357,347
Asset impairment	14,437	24,496	12,625
Amortization of debt issuance costs	26,410	33,001	50,989
Amortization of intangibles	22,070	17,319	11,577
Provision for doubtful accounts	1,312	4,843	—
Net (gain) loss on sale of assets	(37,203)	(12,939)	46,421
Loss on discontinued operations (AeroTurbine)	—	52,745	—
Mark-to-market of non-hedged derivatives	769	23,167	2,059
Deferred taxes	17,707	23,892	7,695
Share-based compensation	3,402	6,236	7,127
<b>Changes in assets and liabilities:</b>			
Trade receivables and notes receivable, net	(371)	(16,434)	912
Inventories	3,183	(18,100)	7,877
Other assets and derivative assets	(8,320)	(41,056)	(2,732)
Other liabilities	45,073	(23,255)	(13,710)
Deferred revenue	14,182	(9,289)	(2,215)
<b>Net cash provided by operating activities</b>	<b>642,202</b>	<b>622,231</b>	<b>644,414</b>
Purchase of flight equipment	(1,939,874)	(763,159)	(1,038,657)
Proceeds from sale/disposal of assets	664,218	140,785	781,278
Prepayments on flight equipment	(140,684)	(47,752)	(36,124)
Purchase of subsidiaries, net of cash acquired(*)	103,691	—	—
Purchase of investments	(7,500)	(2,500)	—
Proceeds from the disposal of subsidiaries, net of cash disposed	—	119,917	—
Purchase of intangibles	(9,006)	—	—
Movement in restricted cash	(50,262)	(15,831)	(64,491)
<b>Net cash used in investing activities</b>	<b>(1,379,417)</b>	<b>(568,540)</b>	<b>(357,994)</b>
Issuance of debt	2,324,609	1,672,089	1,297,087
Repayment of debt	(1,485,690)	(1,626,556)	(1,195,170)
Debt issuance costs paid	(60,889)	(37,306)	(43,177)
Maintenance payments received	90,165	110,358	132,046
Maintenance payments returned	(42,250)	(54,751)	(49,728)
Security deposits received	29,535	20,135	25,624
Security deposits returned	(39,710)	(37,190)	(21,855)
Repurchase of shares	—	(100,000)	(320,093)
Issuance of equity interests(**)	110,243	—	—
Capital contributions from non-controlling interests	32,375	—	—
<b>Net cash provided by (used in) financing activities</b>	<b>958,388</b>	<b>(53,221)</b>	<b>(175,266)</b>
Net increase in cash and cash equivalents	221,173	470	111,154
Effect of exchange rate changes	660	6,161	(1,834)

Cash and cash equivalents at beginning of period	182,617	404,450	411,081
<b>Cash and cash equivalents at end of period</b>	<b><u>\$ 404,450</u></b>	<b><u>\$ 411,081</u></b>	<b><u>\$ 520,401</u></b>

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

**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Statements of Cash Flows (Continued)**

**For the Years Ended December 31, 2010, 2011 and 2012**

	Year ended December 31,		
	2010(1)(2)	2011(2)	2012
(US dollars in thousands)			
<b>* Purchase of subsidiaries, net of cash acquired:</b>			
Consideration paid (34.4 million shares issued at a share price of \$10.83)	\$ 372,327	\$ —	\$ —
Fair value of net assets acquired	(403,350)	—	—
Amalgamation gain	31,023	—	—
Cash acquired	103,691	—	—
<b>Purchase of subsidiaries, net of cash acquired</b>	<b>\$ 103,691</b>	<b>\$ —</b>	<b>\$ —</b>
<b>** The issuance of equity interest is a net presentation of the following items:</b>			
Consideration paid (29.8 million shares issued at a share price of \$13.85)	\$ 413,376	\$ —	\$ —
Purchase of non-controlling interests	(262,092)	—	—
Purchase of investments	(41,041)	—	—
<b>Issuance of equity interests (net cash received)</b>	<b>\$ 110,243</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Supplemental cash flow information:</b>			
Interest paid, net of amounts capitalized	185,106	224,129	180,968
Taxes paid	641	135	1,518

- (1) The Amalgamation gain, net of transaction expenses of \$274, as presented in the consolidated income statement, consists of the Amalgamation gain of \$31,023, as presented in the consolidated statement of cash flow and transaction expenses of \$30,749 (Note 1).
- (2) Reclassifications of \$0.6 million and \$0.7 million relating to capitalized interest on pre-delivery payments have been made from net cash provided from operating activities to net cash used in investing activities for the years ended December 31, 2010 and 2011, respectively, to reflect the current year presentation.

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

**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Statements of Equity**

**For the Years Ended December 31, 2010, 2011 and 2012**

	AerCap Holdings N.V. Shareholders						
	Number of Shares	Share capital	Additional paid-in capital	Treasury stock	Accumulated other comprehensive income	Retained earnings	AerCap Holdings N.V. shareholders' equity
US dollars in thousands, except share amounts							
<b>Year ended</b>							
<b>December 31,</b>							
<b>2010</b>							
Balance at							
January 1, 2010	85,036,957	\$ 699	\$ 593,133	\$ —	\$ —	\$ 664,177	\$ 1,258,009
Share-based compensation	—	—	2,842	—	—	—	2,842
Issuance of equity capital	64,195,469	871	784,832	—	—	—	785,703
Purchase of non-controlling interest(1)	—	—	(49,854)	—	—	—	(49,854)
Sale to joint venture partner	—	—	2,072	—	—	—	2,072
Comprehensive income:							
Net change in fair value of derivatives, net of \$(715) tax(2)	—	—	—	—	5,005	—	5,005
Net income for the period	—	—	—	—	—	207,573	207,573
Comprehensive income	—	—	—	—	5,005	207,573	212,578
<b>Balance at</b>							
<b>December 31,</b>							
<b>2010</b>							
	<b>149,232,426</b>	<b>\$1,570</b>	<b>\$1,333,025</b>	<b>\$ —</b>	<b>\$ 5,005</b>	<b>\$ 871,750</b>	<b>\$ 2,211,350</b>
<b>Year ended</b>							
<b>December 31,</b>							
<b>2011</b>							
Balance at							
January 1, 2011	149,232,426	\$1,570	\$1,333,025	\$ —	\$ 5,005	\$ 871,750	\$ 2,211,350
Share-based compensation	—	—	7,180	—	—	—	7,180
Purchase of treasury stock	—	—	—	(100,000)	—	—	(100,000)
Comprehensive income:							
Net change in fair value of							

derivatives, net of \$1,913 tax(2)	—	—	—	—	(13,518)	—	(13,518)
Net income for the period	—	—	—	—	—	172,224	172,224
Comprehensive (loss) income	—	—	—	—	(13,518)	172,224	158,706
<b>Balance at December 31, 2011</b>	<b>149,232,426</b>	<b>\$1,570</b>	<b>\$1,340,205</b>	<b>\$(100,000)</b>	<b>(8,513)</b>	<b>\$1,043,974</b>	<b>\$ 2,277,236</b>
<b>Year ended December 31, 2012</b>							
Balance at January 1, 2012	149,232,426	\$1,570	\$1,340,205	\$(100,000)	(8,513)	\$1,043,974	2,277,236
Share-based compensation	—	—	7,128	—	—	—	7,128
Purchase of treasury stock /share cancellation	(35,868,891)	(377)	(419,716)	100,000	—	—	(320,093)
Comprehensive income:							
Net change in fair value of derivatives, net of \$194 tax(2)	—	—	—	—	(1,360)	—	(1,360)
Net change in fair value of pension obligations, net of \$1,057 tax(3)	—	—	—	—	(4,528)	—	(4,528)
Net income (loss) for the period	—	—	—	—	—	163,655	163,655
Comprehensive (loss) income	—	—	—	—	(5,888)	163,655	157,767
<b>Balance at December 31, 2012</b>	<b>113,363,535</b>	<b>\$1,193</b>	<b>\$ 927,617</b>	<b>—</b>	<b>(14,401)</b>	<b>\$1,207,629</b>	<b>\$ 2,122,038</b>

- (1) In November 2010, we repurchased Waha's 50% equity interest in AerVenture. The purchase is accounted for as an equity transaction and no gain or loss was recorded in accordance with ASC 810.
- (2) In 2010, 2011 and 2012 we entered into interest rate swaps for which we achieved cash flow hedge accounting treatment. During these years no amounts were reclassified from accumulated other comprehensive (loss) income to the income statement.
- (3) We recognize as a component of other comprehensive (loss) income, the actuarial gains or losses that arise during the period.

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



**AerCap Holdings N.V. and Subsidiaries**

**Consolidated Statements of Equity (Continued)**

**For the Years Ended December 31, 2010, 2011 and 2012**

	AerCap Holdings N.V. shareholders' equity	Non-controlling interest	Total equity
US dollars in thousands, except share amounts			
<b>Year ended December 31, 2010</b>			
Balance at January 1, 2010	\$ 1,258,009	\$ 155,323	\$ 1,413,332
Share-based compensation	2,842	—	2,842
Issuance of equity capital	785,703	—	785,703
Purchase of non-controlling interest(1)	(49,854)	(214,439)	(264,293)
Sale to joint venture partner	2,072	(2,072)	—
Capital contributions from non-controlling interests	—	37,988	37,988
Comprehensive income:			
Net change in fair value of derivatives, net of \$(715) tax(2)	5,005	—	5,005
Net income for the period	207,573	29,247	236,820
Comprehensive income	212,578	29,247	241,825
<b>Balance at December 31, 2010</b>	<b>\$ 2,211,350</b>	<b>\$ 6,047</b>	<b>\$ 2,217,397</b>
<b>Year ended December 31, 2011</b>			
Balance at January 1, 2011	\$ 2,211,350	\$ 6,047	\$ 2,217,397
Share-based compensation	7,180	—	7,180
Sale of non-controlling interest	—	(492)	(492)
Purchase of treasury stock	(100,000)	—	(100,000)
Comprehensive income:			
Net change in fair value of derivatives, net of \$1,913 tax(2)	(13,518)	—	(13,518)
Net income for the period	172,224	526	172,750
Comprehensive (loss) income	158,706	526	159,232
<b>Balance at December 31, 2011</b>	<b>\$ 2,277,236</b>	<b>\$ 6,081</b>	<b>\$ 2,283,317</b>
<b>Year ended December 31, 2012</b>			
Balance at January 1, 2012	\$ 2,277,236	\$ 6,081	\$ 2,283,317
Share-based compensation	7,128	—	7,128
Sale of non-controlling interests	—	—	—
Purchase of treasury stock/share cancellation	(320,093)	—	(320,093)
Comprehensive income:			
Net change in fair value of derivatives, net of \$194 tax(2)	(1,360)	—	(1,360)
Net change in fair value of pension obligations, net of \$1,057 tax(3)	(4,528)	—	(4,528)
Net income (loss) for the period	163,655	(5,213)	158,442
Comprehensive (loss) income	157,767	(5,213)	152,554
<b>Balance at December 31, 2012</b>	<b>\$ 2,122,038</b>	<b>\$ 868</b>	<b>\$ 2,122,906</b>

(1) In November 2010, we repurchased Waha's 50% equity interest in AerVenture. The purchase is accounted for as an equity transaction and no gain or loss was recorded in accordance with ASC 810.

(2) In 2010, 2011 and 2012 we entered into interest rate swaps for which we achieved cash flow hedge accounting treatment. During these years no amounts were reclassified from accumulated other comprehensive (loss) income to the income statement.

- (3) We recognize as a component of other comprehensive (loss) income, the actuarial gains or losses that arise during the period.

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

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements

(US dollars in thousands)

#### 1. General

##### The Company

We are an independent aircraft leasing company with \$8.6 billion of total assets on our balance sheet mainly consisting of 212 owned aircraft. We are a New York Stock Exchange-listed company (AER) headquartered in The Netherlands with offices in Ireland, the United States, China, Singapore and the United Arab Emirates.

These consolidated financial statements include the accounts of AerCap Holdings N.V. and its subsidiaries. AerCap Holdings N.V. is a Netherlands public limited liability company ("*naamloze vennootschap* or *N.V.*") formed on July 10, 2006 for the purpose of acquiring all of the assets and liabilities of AerCap Holdings C.V. AerCap Holdings C.V. is a limited partnership ("*commanditaire vennootschap*") formed under the laws of The Netherlands on June 27, 2005 for the purposes of acquiring the share capital, subordinated debt and senior debt of debis AirFinance B.V. ("AerCap B.V."), which occurred on June 30, 2005 (the "2005 Acquisition"). In anticipation of our initial public offering, we changed our corporate structure from a Netherlands partnership to a Netherlands public limited liability company. This change was effected through the acquisition of all of the assets and liabilities of AerCap Holdings C.V. by AerCap Holdings N.V. on October 27, 2006. In accordance with ASC 805, "*Business Combinations*", this acquisition was a transaction under common control and accordingly, AerCap Holdings N.V. recognized the acquisition of the assets and liabilities of AerCap Holdings C.V. at their carrying values and no goodwill or other intangible assets were recognized.

##### Variable interest entities

**AerDragon.** In May 2006, we signed a joint venture agreement with China Aviation Supplies Holding Company ("CAS") and affiliates of Crédit Agricole Corporate and Investment Bank ("CA-CIB) establishing AerDragon ("AerDragon"). AerDragon consists of two companies, Dragon Aviation Leasing Company Limited, based in Beijing with a registered capital of \$10.0 million and AerDragon Aviation Partners Limited, based in Ireland with initial registered capital of \$50.0 million. The registered capital of AerDragon was increased to \$120.0 million in 2010, to \$130.0 million in 2011 and to \$140.0 million in January 2013. AerDragon is 50% owned by China Aviation and 25% owned by each of us and Crédit Agricole. Following receipt of the local Chinese approvals required for it to begin operations, AerDragon commenced operations in October 2006. We provide certain aircraft and accounting related services to the joint venture, and act as guarantor to the lenders of AerDragon related to debt secured by the aircraft which AerDragon purchased directly from us. In the future, one of the main sources of aircraft for AerDragon is likely to be the acquisition of aircraft through sale leaseback transactions with airlines. This joint venture enhances our presence in the increasingly important Chinese market and will enhance our ability to lease our aircraft and engines throughout the entire Asia/Pacific region. As of December 31, 2012, we have not and do not plan to consolidate AerDragon's financial results in our consolidated financial statements. AerDragon had 17 aircraft on lease to 7 airlines as of December 31, 2012.

We have determined that AerDragon is a variable interest entity. AerCap further determined that it is not the primary beneficiary of AerDragon and accordingly, we account for our investment in AerDragon under the equity method of accounting. With the exception of debt for which we act as guarantor, the obligations of AerDragon are non-recourse to us. At December 31, 2012, our maximum

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**1. General (Continued)**

exposure to losses incurred by AerDragon consists of the carrying amount of our equity investment of \$41.2 million and the face value of the debt guaranteed of \$18.5 million, totaling \$59.7 million.

**AerCap Partners I.** In June 2008, AerCap Partners I Holding Limited, or AerCap Partners I, a 50% joint venture entered into between us and Deucalion Aviation Funds, acquired a portfolio of 19 aircraft from TUI Travel. The aircraft acquired were leased back to TUI Travel for varying terms. As of December 31, 2012, six Boeing 757-200 aircraft have been sold, and 11 Boeing 737-800 and two Boeing 767-300ER remain in the portfolio. The aircraft portfolio was financed through a \$425.7 million senior debt facility and \$125.6 million of subordinated debt consisting of \$62.8 million from us and \$62.8 million from our joint venture partner. On the applicable maturity date under the senior debt facility, which for the first tranche is April 2015 and for the second tranche was April 2012, or, if earlier, in case of an AerCap insolvency, if the joint venture partners do not make additional subordinated capital available to the joint venture, AerCap can be required to purchase the aircraft from the joint venture for a price equal to the outstanding senior debt facility balance plus certain expenses and taxes related to the purchase. We have also entered into agreements to provide management and marketing services to AerCap Partners I.

The second tranche of senior debt was refinanced in April 2012, and as part of the refinancing, AerCap Partners 767 Limited, or AerCap Partners 767, was incorporated. AerCap Partners 767 acquired two Boeing 767 aircraft with leases attached (from AerCap Partners I) which were financed through a \$36.0 million senior debt facility and \$30.9 million of subordinated debt consisting of \$15.45 million from us and \$15.45 million from our joint venture partner. \$30.9 million of AerCap Partners I's subordinated debt was redeemed upon sale of the two Boeing 767 aircraft to AerCap Partners Boeing 767.

We have determined that AerCap Partners I and AerCap Partners 767 are variable interest entities for which we are the primary beneficiary. As such, we have consolidated AerCap Partners I's and AerCap Partners 767's financial results in our consolidated financial statements.

**Joint ventures with Waha.** In 2010, we entered into two joint ventures with Waha, with us owning 50% in AerLift Leasing Jet Ltd. ("AerLift Jet") and 40% in AerLift Leasing Ltd. ("AerLift"). AerLift Jet owned four CRJ aircraft, and AerLift owned nine aircraft as of December 31, 2012. We have determined that the joint ventures are variable interest entities. For AerLift Jet we are the primary beneficiary. As such, we consolidate the financial results of AerLift Jet in our consolidated financial statements. For AerLift we are not the primary beneficiary. As such, we do not consolidate the financial results of AerLift in our consolidated financial statements.

**Other joint ventures.** In 2010, we entered into two 50% joint ventures with two separate joint venture partners. The two joint ventures collectively owned six aircraft, consisting of three A330 and three A320 aircraft. On June 1, 2011 we sold our 50% interest in three A330 aircraft that had been part of a joint venture. We have determined that the remaining joint venture is a variable interest entity for which we are the primary beneficiary. As such, we consolidate the financial results of this joint venture in our consolidated financial statements.

As further discussed in Note 14, we hold equity and subordinated debt investments in ALS II and AerFunding. ALS II and AerFunding are variable interest entities for which we are the primary

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****1. General (Continued)**

beneficiary. As such, we consolidate the financial results of these entities in our consolidated financial statements.

We also have an economic interest in AerCo. AerCo is a variable interest entity for which we determined that we are not the primary beneficiary and accordingly we do not consolidate the financial results of AerCo in our consolidated financial statements. We have not assigned any value on our balance sheet for our investment in AerCo, because we do not expect to realize any value.

The effect on equity attributable to us due to changes in ownership interest in subsidiaries can be summarized as follows:

	Year ended December 31,		
	2010	2011	2012
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 207,573</b>	<b>\$ 172,224</b>	<b>\$ 163,655</b>
<i>Transfer (to) from non-controlling interest</i>			
Decrease in AerCap Holdings N.V. paid-in capital for the repurchase of 50% equity interest in AerVenture	(49,854)	—	—
Increase in AerCap Holdings N.V. paid-in capital for the sale of a 50% equity interest in a A330 joint venture	2,072	—	—
<b>Net transfers to non-controlling interest</b>	<b>(47,782)</b>	<b>—</b>	<b>—</b>
<b>Changes in AerCap Holdings N.V. equity from net income attributable to AerCap Holdings N.V. and transfers to non-controlling interests</b>	<b>\$ 159,791</b>	<b>\$ 172,224</b>	<b>\$ 163,655</b>

**Genesis Transaction**

On March 25, 2010, the all-share acquisition of Genesis was completed. The Genesis aircraft portfolio consisted of 54 aircraft, of which three were subsequently sold. As of December 31, 2012, 51 of those aircraft were in operation on lease to 31 airlines located in 21 countries. The Genesis portfolio includes 45 narrow-body aircraft (Boeing 737-400, 500, 700 and 800, Airbus A319-100, A321-231 and A320-200), two Boeing 747-400 cargo aircraft, two regional jets (ERJ170-100) and two wide-body passenger aircraft (Airbus A330-200 and Boeing 767-300ER). As of June 30, 2011, AerCap, through its Irish subsidiary, AerCap Ireland Limited, replaced GECAS as servicer to the aircraft portfolio acquired through the Genesis acquisition. This includes most services related to leasing the fleet of aircraft, including marketing aircraft for lease and re-lease, collecting rents and other payments from lessees, monitoring maintenance, insurance and other obligations under leases and enforcing rights against lessees. We acquired Genesis to achieve several key strategic and financial objectives in a single transaction, such as access to a significant amount of unrestricted cash without the dilutive impact on earnings per share as compared to other alternatives, the combination of Genesis' expected unrestricted cash generation with our growth outlook, the improvement of our quality of earnings, the increase in our global client base, significant cost synergies and improved stock trading liquidity for shareholders.

The Genesis Transaction is fully reflected in all AerCap Holdings N.V. 2010 consolidated financial statements except for the first quarter 2010 income statement (including the number of outstanding shares used for earnings per share calculations) and cash flow statement. The amalgamation gain of

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**1. General (Continued)**

\$274 (net of transaction expenses) is reflected in one line item in the income statement and the impact of the Genesis Transaction on the cash flow statement was also reflected in a one line item (purchase of subsidiaries, net of cash acquired).

The amalgamation gain resulted from the difference between the consideration paid and the fair value of net assets acquired as of March 25, 2010. The consideration for Genesis consisted of a fixed number of shares (one for one), which was agreed upon on September 17, 2009. The trading price of our shares and Genesis' shares was \$8.81 and \$8.45, respectively, on September 17, 2009. Due to the market conditions, both AerCap's and Genesis' share prices were trading significantly below the book value of the shares. Subsequently, the consideration paid was determined by the trading price of our shares on the closing date of the transaction (March 25, 2010), multiplied by the agreed upon fixed number of shares. On March 25, 2010, the trading price of our shares was \$10.83, which remained lower than the book value of our shares. This share price multiplied by the fixed number of shares, resulted in a consideration paid of \$372.3 million, which was less than the fair market value of the net assets acquired of \$403.4 million.

**Waha Transaction**

On November 11, 2010, we completed a transaction with Waha. As part of this transaction, we issued approximately 29.8 million new shares to Waha. In exchange, we received \$105 million in cash, Waha's 50% interest in the joint venture company AerVenture, a 40% interest in AerLift and a 50% interest in AerLift Jet. As of December 31, 2010, AerVenture is wholly owned subsidiary of AerCap.

**AeroTurbine Transaction**

On August 2, 2011, we entered into an agreement with International Lease Finance Corporation ("ILFC") for the sale of our wholly-owned subsidiary AeroTurbine, Inc. The AeroTurbine transaction was completed on October 7, 2011. The purchase price for all of the outstanding shares of AeroTurbine was \$228.0 million. As a result of the sale we recognized a loss from discontinued operations of \$52.8 million in the year ended December 31, 2011. The loss consisted of: (1) \$22.5 million of bank fees, legal fees and contractual incentive payments to AeroTurbine management, (2) a \$8.7 million deferred tax asset write-off as a result of the transfer of tax losses to the buyer; and (3) a \$21.6 million book loss. The sale resulted in a \$119.9 million increase of our cash position, net of incentive payments and net of AeroTurbine's cash held at the transaction date. The completion of the sale followed receipt of all necessary regulatory approvals and satisfaction of all other closing conditions. As a result of the agreement with ILFC and based on ASC 205-20, which governs financial statements for discontinued operations, for all periods presented, we have reclassified the results of AeroTurbine into discontinued operations in Consolidated Income Statements.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**1. General (Continued)**

The Condensed Consolidated Income Statements for previous periods can be summarized as follows:

	Year ended December 31,			
	2007	2008	2009	2010(1)
<b>Revenues</b>				
Lease revenue	\$ 495,340	\$ 541,455	\$ 581,134	\$ 902,320
Net gain on sale of assets	103,455	77,107	40,243	36,204
Management fee revenue	14,343	11,749	12,964	12,975
Interest revenue	28,595	18,018	9,459	3,913
Other revenue	20,079	4,113	3,692	3,866
<b>Total revenues</b>	<b>661,812</b>	<b>652,442</b>	<b>647,492</b>	<b>959,278</b>
<b>Expenses</b>				
Depreciation	129,294	154,130	194,161	307,706
Asset impairment	—	5,282	18,833	10,905
Interest on debt	227,765	208,914	86,193	233,985
Other expenses	33,941	59,843	68,067	67,829
Selling, general and administrative expenses	79,598	85,630	76,628	80,627
<b>Total expenses</b>	<b>470,598</b>	<b>513,799</b>	<b>443,882</b>	<b>701,052</b>
<b>Income from continuing operations before income taxes and income of investments accounted for under the equity method</b>				
	<b>191,214</b>	<b>138,643</b>	<b>203,610</b>	<b>258,226</b>
Provision for income taxes	(17,080)	833	(953)	(22,194)
Net income of investments accounted for under the equity method	—	—	983	3,713
<b>Net income from continuing operations</b>	<b>\$ 174,134</b>	<b>\$ 139,476</b>	<b>\$ 203,640</b>	<b>\$ 239,745</b>
Income (loss) from discontinued operations (AeroTurbine, including loss on disposal), net of tax	13,164	1,447	2,731	(3,199)
Bargain purchase gain ("Amalgamation gain"), net of transaction expenses	—	—	—	274
<b>Net income</b>	<b>\$ 187,298</b>	<b>\$ 140,923</b>	<b>\$ 206,371</b>	<b>\$ 236,820</b>
Net loss (income) attributable to non-controlling interest, net of tax	1,155	10,883	(41,205)	(29,247)
<b>Net income attributable to AerCap Holdings N.V.</b>	<b>\$ 188,453</b>	<b>\$ 151,806</b>	<b>\$ 165,166</b>	<b>\$ 207,573</b>
Total earnings per share, basic and diluted	\$ 2.22	\$ 1.79	\$ 1.94	\$ 1.81
Earnings (loss) per share from discontinued operations, basic and diluted	\$ 0.15	\$ 0.02	\$ 0.03	\$ (0.03)
Earnings per share from continued operations attributable to AerCap Holdings N.V., basic and diluted	\$ 2.07	\$ 1.77	\$ 1.91	\$ 1.84
Weighted average shares outstanding, basic and diluted	85,036,957	85,036,957	85,036,957	114,952,639

(1) Includes the results of Genesis for the period from March 25, 2010 (date of acquisition) to December 31, 2010.



**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****1. General (Continued)**

The Company's results from discontinued operations can be summarized as follows:

	Period ended	
	December 31, 2010	October 7, 2011
Total revenues	\$ 89,861	\$ 98,798
Loss from discontinued operations before taxes	(3,077)	(40,975)
Provision for income taxes	(122)	(11,770)
Income (loss) from discontinued operations, net of tax	(3,199)	(52,745)

**ALS Transaction**

On November 14, 2012, we signed and completed an agreement with an entity incorporated at the direction of Guggenheim Partners, LLC ("Guggenheim") for the sale of our equity interest in Aircraft Lease Securitisation Limited ("ALS") by transferring 100% of our interest in the E-Notes, the equity securities issued by ALS, to Guggenheim. In addition, we obtained financing (the "ALS Coupon Liability") in return for which we received a contingent asset (the "ALS Note Receivable") with the substance of a structured note as described below. The repayments of the ALS Coupon Liability are equal to an 8% coupon of the purchase price annually until the earlier of December 2016 or the month in which the senior securities issued by ALS, the G-Notes, are fully repaid. The ALS Note Receivable will be received following the repayment of the G-Notes and is equal to a maximum of 20% of the portfolio cash flows on a pro-rata basis up to a cap which will be equal to the total ALS Coupon Liability. As a result of the transaction, we concluded that substantial risk of ownership is transferred to Guggenheim. The transaction thus resulted in the sale and deconsolidation of the ALS portfolio, which included 50 aircraft with a net book value of approximately \$1.0 billion and debt of approximately \$0.5 billion prior to the sale.

The transaction resulted in a loss, net of tax, of \$54.6 million, which is recorded in net gain (loss) on sale of assets in the income statement. The loss includes a loss on book value, transaction expenses and a net loss due to the difference in present values of the ALS Coupon Liability and the ALS Note Receivable that were obtained as part of the transaction. The ALS Coupon Liability of \$97.1 million is recorded as debt in our Consolidated Balance Sheets at fair value, using a discount rate of 5.5%. The corresponding ALS Note Receivable of \$67.3 million, the contingent asset which is in substance a structured note, is recorded as a note receivable in our Consolidated Balance Sheets at fair value, using a discount rate of 6.8%. The subsequent measurement of both the ALS Coupon Liability and ALS Note Receivable will follow the method of amortized cost based on retrospective effective interest rate.

**Risks and uncertainties**

Aircraft leasing is a capital intensive business and we have significant capital requirements. In order to meet our forward purchase commitments, we will need to access committed debt facilities, secure additional financing for pre-delivery payment obligations, use our existing available cash balances, cash generated from aircraft leasing and sales, and, if necessary, the proceeds from potential capital market transactions. If we cannot meet our obligations under our forward purchase commitments, we will not recover the value of prepayments on flight equipment on our balance sheets and may be subject to other contract breach damages.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**1. General (Continued)**

We are dependent upon the viability of the commercial aviation industry, which determines our ability to service existing and future operating leases of our aircraft. Although the aviation market recovered significantly from late 2009, a deterioration of economic conditions and the movement in oil prices could cause our lessees to default under their leases with us, which could negatively impact our cash flows and results of operations. Furthermore, the value of the largest asset on our balance sheet—flight equipment held for operating leases—subject to fluctuations in the values of commercial aircraft worldwide. A material decrease in aircraft values could have a downward effect on lease rentals and residual values and may require that the carrying value of our flight equipment be materially reduced.

The values of trade receivables, notes receivable, intangible lease premium assets and the provision for onerous contracts are dependent upon the financial viability of related lessees, which is directly tied to the health of the commercial aviation market worldwide.

We have significant tax losses carried forward in some of our subsidiaries, which are recognized as tax assets on our balance sheet. The recoverability of these assets is dependent upon the ability of the related entities to generate a certain level of taxable income in the future. If those entities cannot generate such taxable income, we will not realize the value of those tax assets and a corresponding valuation allowance and tax charge will be required.

We periodically perform reviews of the carrying values of our aircraft and customer receivables, the recoverable value of deferred tax assets and the sufficiency of accruals and provisions, substantially all of which are sensitive to the above risks and uncertainties.

**2. Summary of significant accounting policies**

**Basis for presentation**

Our financial statements are presented in accordance with accounting principles generally accepted in the United States of America.

We consolidate all companies in which we have a direct and indirect legal or effective control and all variable interest entities for which we are deemed the primary beneficiary under ASC 810. All intercompany balances and transactions with consolidated subsidiaries have been eliminated. The results of consolidated entities are included from the effective date of control or, in the case of variable interest entities, from the date that we are or become the primary beneficiary. 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 variable interest entities, when we cease to be the primary beneficiary.

Other investments in which we have the ability to exercise significant influence and joint ventures are accounted for under the equity method of accounting.

The consolidated financial statements are stated in United States dollars ("US dollars"), which is our functional currency.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**2. Summary of significant accounting policies (Continued)**

**Adoption of Recent Accounting Guidance:**

We adopted the following accounting standards during 2012:

Effective December 31, 2012, we adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs, to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments in this update change the wording used to describe the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements which include (1) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements, and (2) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurement. We have applied ASU 2011-04 which is reflected in note 26.

Effective December 31, 2012, we adopted FASB ASU No. 2011-05, "Presentation of Comprehensive Income." This ASU amends FASB Accounting Standards Codification (ASC) Topic 220, "Comprehensive Income," by requiring a more prominent presentation of the components of other comprehensive income. We elected the two-statement approach presenting other comprehensive income in a separate statement immediately following the income statement.

**Future Application of Accounting Guidance:**

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRSs, to improve the comparability of financial statements prepared in accordance with U.S. GAAP and IFRS. Entities are required to disclose both gross information and net information about both (1) instruments and transactions eligible for offset in the statement of financial position in accordance with either Section 210-20-45 or Section 815-10-45 or (2) instruments and transactions subject to an agreement similar to a master netting arrangement. This scope would include derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The amendments in this Update require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This information will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments in the scope of this Update. ASU 2011-11 is effective for interim and annual reporting periods beginning on or after January 1, 2013 and should be applied retrospectively. The adoption of ASU 2011-11 will not have a material impact on our consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, which adds new disclosure requirements reclassified out of accumulated other comprehensive income (AOCI). This new standard is intended to help entities improve the transparency of changes in OCI and items reclassified out of AOCI in their financial statements. The new standard requires entities to disclose additional information about reclassification adjustments, including (1) changes in AOCI balances by component and (2) significant items reclassified out of AOCI. The new disclosure requirements will be effective for

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

interim and annual periods beginning on January 1, 2013. The adoption of the new standard will require us to include additional disclosures for items reclassified out of AOCI.

**Use of estimates**

The preparation of consolidated financial statements in conformity with generally accepted accounting principles ("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. For us, the use of estimates is or could be a significant factor affecting the reported carrying values of flight equipment, intangibles, investments, trade and notes receivable, deferred tax assets and accruals and reserves. Management considers information available from professional appraisers, where possible, to support estimates, particularly with respect to flight equipment. Despite management's best efforts to accurately estimate such amounts, actual results could materially differ from those estimates.

In the years ended December 31, 2010, December 31, 2011 and December 31, 2012, we changed our estimates of useful lives and residual values of certain older aircraft. The change in estimates is a result of the current market conditions that have negatively affected the useful lives and residual values for such aircraft. The effect on net income from continuing operations for the year ended December 31, 2012 was to reduce net income by \$5.2 million, or \$0.04 basic and diluted earnings per share.

**Cash and cash equivalents**

Cash and cash equivalents include cash and highly liquid investments with an original maturity of three months or less. A portion of our cash and cash equivalents is held by subsidiaries and access to such cash by us for group purposes is limited.

**Restricted cash**

Restricted cash includes cash held by banks that is subject to withdrawal restrictions.

**Trade receivables**

Trade receivables represent unpaid, current lease obligations of lessees under existing lease contracts. Allowances are made for doubtful accounts where it is considered that there is a significant risk of non-recovery. The assessment of risk of non-recovery is primarily based on the extent to which amounts outstanding exceed the value of security held, together with an assessment of the financial strength and condition of a debtor and the economic conditions persisting in the debtor's operating environment.

**Flight equipment held for operating leases, net**

Flight equipment held for operating leases, including aircraft, is stated at cost less accumulated depreciation and impairment. Costs incurred in the acquisition of aircraft or related leases are included in the cost of the flight equipment and depreciated over the useful life of the equipment or term of the related lease. In instances where the purchase price includes additional consideration which can be

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

allocated to the value of an acquired lease containing above market terms, such allocated cost is recognized as an intangible lease premium which is amortized over the term of the related lease. Similarly, we recognize a lease deficiency liability as part of accrued expenses and other liabilities for lease contracts where the terms of the lease contract are unfavorable to market terms and amortize the liability over the term of the related lease as an addition to lease revenue. The cost of improvements to flight equipment are normally expensed unless the improvement materially increases the long-term value of the flight equipment or extends the useful life of the flight equipment. In instances where the increased value benefits the existing lease, such capitalized cost is depreciated over the life of the lease. Otherwise, the capitalized cost is depreciated over the remaining useful life of the aircraft. Flight equipment acquired is depreciated over the assets' useful life, based on 25 years from the date of manufacture, using the straight-line method to the estimated residual value. The current estimates for residual (salvage) values for most aircraft types are 15% of original manufacture cost. Differences between our estimates of useful lives and residual values and actual experience may result in future impairments of aircraft and/or additional gains or losses upon disposal. We review estimated useful life and residual value of aircraft periodically based on our knowledge to determine if they are appropriate and record adjustments on an aircraft by aircraft basis as necessary.

We apply ASC 360, which addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of and requires that all long-lived assets be evaluated for impairment where circumstances indicate that the carrying amounts of such assets may not be recoverable. We normally evaluate these events and circumstances on an annual basis. However, given current market conditions the evaluation is performed on a quarterly basis. The review for recoverability includes an assessment of the estimated future cash flows associated with the use of an asset and its eventual disposal. The assets are grouped at the lowest level for which identifiable cash flows are largely independent of other groups of assets. In relation to flight equipment on operating lease, the impairment assessment is performed on each individual aircraft. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the asset, an impairment loss is recognized. The loss is measured as the excess of the carrying amount of the impaired asset over its fair value.

Fair value reflects the present value of cash expected to be received from the aircraft in the future, including its expected residual value discounted at a rate commensurate with the associated risk. Future cash flows are assumed to occur under then current market conditions and assume adequate time for a sale between a willing buyer and a willing seller. Expected future lease rates are based on all relevant information available, including current contracted rates for similar aircraft, appraisal data and industry trends. Residual (salvage) value assumptions generally reflect an aircraft's booked residual, except where more recent industry information indicates a different value is appropriate. We generally focus our impairment assessment on older aircraft as the cash flows supporting the carrying value of such older aircraft are more dependent upon current lease contracts, which leases are more sensitive to weaknesses in the global economic environment. We review and stress test our key assumptions to reflect any observed weakness in the global economic environment. Further deterioration of the global economic environment and a further decrease of aircraft values might have a negative effect on the undiscounted cash flows of older aircraft and might trigger further impairments.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

**Notes receivable**

Notes receivable arise from the restructuring and deferring of trade receivables from lessees experiencing financial difficulties. Allowances are made for doubtful accounts where there is a significant risk of non-recovery of the note receivable. The assessment of the risk of non-recovery is primarily based on the extent to which amounts outstanding exceed the value of security held, together with an assessment of the financial strength and condition of a debtor and the economic conditions persisting in the debtor's operating environment. The ALS Note Receivable (described in Note 1) is recorded at fair value and subsequently measured at amortized cost based on the retrospective interest method in accordance with ASC 320.

**Capitalization of interest**

We capitalize interest related to progress payments made in respect of flight equipment on forward order and add such amount to prepayments on flight equipment. The amount of interest capitalized is the actual interest costs incurred on funding specific to the progress payments or the amount of interest costs which could have been avoided in the absence of such progress payments.

**Investments**

We may hold debt and equity interests in third parties, including interests in asset securitization vehicles. In instances where those interests are in the form of debt securities or equity securities that have readily determinable fair values, we apply the provisions of ASC 320 and designate each security as either held to maturity or available for sale securities.

We report equity investments where the fair value is not readily determinable at cost, reduced for any other than temporary impairment.

We evaluate our investments in all debt and equity instruments regularly for other than temporary impairments in their carrying value and record a write-down to estimated fair market value as appropriate.

**Definite-lived intangible assets**

We recognize intangible assets acquired in a business combination in accordance with the principles of ASC 805. The identified intangible assets are recorded at fair value on the date of acquisition. The rate of amortization of definite-lived intangible assets is calculated with reference to the period over which we expect to derive economic benefits from such assets. In instances where the purchase of flight equipment or the allocated fair value in a business combination includes consideration which can be allocated to the value of an acquired lease containing above market terms, such allocated costs are recognized as an intangible lease premium asset and amortized on a straight-line basis over the term of the related lease as a reduction of lease revenue. Similarly, we recognize a lease deficiency liability as part of accrued expenses and other liabilities for lease contracts where the terms of the lease contract are unfavorable to market terms and amortize the liability over the term of the related lease as an addition to lease revenue. We consider lease renewals on a lease by lease basis. We generally do not assume lease renewals in the determination of the lease premiums or deficiencies given a market participant would expect the lessee to renegotiate the lease on market terms. We evaluate all definite-lived intangible assets for impairment in accordance with ASC 360.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

**Inventory**

Inventory consists primarily of engine and airframe parts when we have aircraft for part out. It is valued at the lower of cost or market value.

**Derivative financial instruments**

We use derivative financial instruments to manage our exposure to interest rate risks and foreign currency risks. Derivatives are accounted for in accordance with ASC 815. All derivatives are recognized on the balance sheet at their fair value. The fair value of derivative instruments under hedge accounting treatment includes a consideration of the credit rating and risk attaching to the counterparty of the derivative contract. We have considered both the quantitative and qualitative factors when determining our counterparty credit risk.

When cash flow hedge accounting treatment is achieved under ASC 815, the changes in fair values related to the effective portion of the derivatives are recorded in accumulated other comprehensive income, and the ineffective portion is recognized immediately in income. Changes in fair value related to the effective portion of the derivatives are reclassified out of accumulated other comprehensive income into income for any ineffective portion of the derivative contract which is calculated at each quarter end. Amounts reflected in accumulated other comprehensive income related to the effective portion are reclassified into earnings in the same period or periods during which the hedged transactions affects earnings.

We discontinue hedge accounting prospectively when (i) we determine that the derivative is no longer effective in offsetting changes in the fair value or cash flows of a hedged item; (ii) the derivative expires or is sold, terminated, or exercised; or (iii) management determines that designating the derivative as a hedging instrument is no longer appropriate. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, we carry the derivative at its fair value on the balance sheet, recognizing changes in the fair value in current-period earnings. The remaining balance in accumulated other comprehensive income at the time we discontinue hedge accounting is not recognized in the income statement unless it is probable that the forecasted transaction will not occur. Such amounts are recognized in earnings when earnings are affected by the hedged transaction.

When cash flow hedge accounting treatment is not achieved under ASC 815, the changes in fair values between periods are recognized as a reduction or increase of interest expense on the income statement.

Net cash received or paid under derivative contracts where material in any reporting period is classified as operating cash flow in our consolidated cash flow statements.

**Deferred income taxes (assets and liabilities)**

We report deferred taxes of our taxable subsidiaries resulting from the temporary differences between the book values and the tax values of assets and liabilities using the liability method. The differences are calculated at nominal value using the enacted tax rate applicable at the time the temporary difference is expected to reverse. Deferred tax assets attributable to unutilized losses carried forward or other timing differences are reduced by a valuation allowance if it is more likely than not that such losses will not be utilized to offset future taxable income.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

**Other assets**

Other assets consist of receivables from aircraft manufacturers, prepayments, debt issuance costs, interest and other receivables and other tangible fixed assets. Other tangible fixed assets consist of computer equipment, motor vehicles and office furniture and are valued at acquisition cost and depreciated at various rates between 16% to 33% per annum over the assets' useful lives using the straight-line method. We capitalize costs incurred in arranging financing as debt issuance costs. Debt issuance costs are amortized to interest expense over the term of the related financing.

**Accrued maintenance liability**

In all of our aircraft leases, the lessees are responsible for maintenance and repairs of our flight equipment and related expenses during the term of the lease. In some instances, we may incur maintenance and repair expenses for our aircraft. We recognize leasing expenses in our income statement for all such expenditures. In many operating lease and finance lease contracts, the lessee has the obligation to make a periodic payment of supplemental maintenance rent which is calculated with reference to the utilization of airframes, engines and other major life-limited components during the lease. AerCap records as revenue all maintenance rent receipts not expected to be repaid to lessees. We estimate the total amount of maintenance reimbursements for the entire lease and only record revenue after we have received enough maintenance rent under a particular lease to cover the estimated total amount of revenue reimbursements. In these leases, upon lessee presentation of invoices evidencing the completion of qualifying maintenance on the aircraft, we make a payment to the lessee to compensate for the cost of the maintenance, up to the maximum of the supplemental maintenance rental payments made with respect to the lease contract.

In most lease contracts not requiring the payment of supplemental rents, the lessee is required to re-deliver the aircraft in a similar maintenance condition (normal wear and tear excepted) as when accepted under the lease, with reference to major life-limited components of the aircraft. To the extent that such components are redelivered in a different condition than at acceptance, there is an end-of-lease compensation adjustment for the difference at redelivery. We recognize receipts of end-of-lease compensation adjustments as lease revenue when received and payments of end-of-lease adjustments as leasing expenses when paid.

In addition, we may be obligated to make additional payments to the lessee for maintenance related expenses (lessor maintenance contributions or top-ups) primarily related to usage of major life-limited components occurring prior to entering into the lease. We account for planned major maintenance activities such as lessor contributions and top-ups based on the expense as incurred method in accordance with the Airline Audit and Accounting Guide. We record a charge to leasing expenses at the time of the occurrence of a lessor contribution or top-up payment, except in instances where we have established an accrual as an assumed liability for such payment in connection with the purchase of an aircraft with a lease attached, in which case such payments are charged against the existing accrual.

For all of our lease contracts, any amounts of accrued maintenance liability existing at the end of a lease are released and recognized as lease revenue at lease termination. When flight equipment is sold, the portion of the accrued maintenance liability which is not specifically assigned to the buyer is

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**2. Summary of significant accounting policies (Continued)**

released from the balance sheet and recognized as net gain on sale of assets as part of the sale of the flight equipment.

**Accrual for onerous contracts**

We make an accrual for onerous contracts where the undiscounted costs of performing under a contract or series of related contracts exceed the undiscounted benefits expected to be derived from such contracts. In connection with a purchase business combination, accruals are recorded at the present value of such differences.

**Revenue recognition**

As lessor, we lease flight equipment principally under operating leases and report rental income ratably over the life of the lease as it is earned. At lease inception we review all necessary criteria under ASC 840-10-25 to determine proper lease classification including the criteria set forth in ASC 840-10-25-14. Our lease contracts normally include default covenants, and the effect of a default by a lessee is generally to oblige the lessee to pay damages to the lessor to put the lessor in the position one would have been had the lessee performed under the lease in full. There are no additional payments required which would increase the minimum lease payments under ASC 840-10-25-1. We account for lease agreements that include step rent clauses on a straight line basis. Lease agreements for which base rent is based on floating interest rates are included in minimum lease payments based on the floating interest rate existing at the inception of the lease; any increases or decreases in lease payments that result from subsequent changes in the floating interest rate are contingent rentals and are recorded as increases or decreases in lease revenue in the period of the interest rate change. In certain cases, leases provide for rentals based on usage. The usage may be calculated based on hourly usage or on the number of cycles operated, depending on the lease contract. We cease revenue recognition on a lease contract when the collectability of such rentals is no longer reasonably assured. For past-due rentals which have been recognized as revenue, provisions are established on the basis of management's assessment of collectability and to the extent such rentals exceed related security deposits held, and are recorded as expenses on the income statement.

Most of our lease contracts require payment in advance. Rentals received, but unearned under these lease agreements are recorded as deferred revenue on the balance sheet.

Net gain (loss) on sale of assets originate primarily from the sale of aircraft and engines and are recognized when the delivery of the relevant asset is complete and the risk of loss has transferred to the buyer.

Revenues from direct finance leases are recognized on the interest method to produce a level yield over the life of the finance lease. Expected unguaranteed residual values of leased assets are based on our assessment of residual values and independent appraisals of the values of leased assets remaining at expiration of the lease terms.

Revenue from secured loans, notes receivables and other interest bearing instruments is recognized on an effective yield basis as interest accrues under the associated contracts. Revenue from lease management fees is recognized as income as it accrues over the life of the contract. Revenue from the receipt of lease termination penalties is recorded at the time cash is received or when the lease is terminated, if collection is reasonably assured. Other revenue includes any net gains we generate from

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**2. Summary of significant accounting policies (Continued)**

the sale of aircraft related investments, such as our subordinated interests in securitization vehicles and notes, warrants or convertible securities issued by our lessees, which we receive from lessees as compensation for amounts owed to us in connection with lease restructurings.

**Pension**

We operate a defined benefit pension plan for our Dutch employees and some of our Irish employees. As of June 30, 2009 the Irish defined benefit plan was closed to new participants, but will continue to accrue benefits for existing participants. As required by ASC 715, we recognize net periodic pension costs associated with this plan in income from continuing operations and recognize the unfunded status of the plan, if any, as a liability. The change in fair value of the funded pension liability that is not related to the net periodic pension cost is recorded as other comprehensive income. The projection of benefit obligation and fair value of plan assets requires the use of assumptions and estimates, including discount rates. Actual results could differ from those estimates. Furthermore, we also operate a defined contribution plan for the Irish employees that do not fall under the defined benefit pension plan. We expense these contributions in the period the contribution is made.

**Share-based compensation**

We account for share-based compensation in accordance with ASC 718. Accordingly, we recognize compensation expense when it becomes probable that participants in share-based incentive plans, who hold direct or indirect equity interests in our shares or options to acquire such shares, will be able to achieve fair value. The amount of such expense is determined by reference to the fair value of the share or share option on the date of grant. The timing of expense recognition is determined with reference to the timing of lapsing of restrictions on restricted shares and vesting on share options, including the lapsing of repurchase rights which allow other parties to repurchase participants' shares at less than fair market value.

**Foreign currencies**

Foreign currency transactions are translated into U.S. dollars at the exchange rate prevailing at the time the transaction took place or at the rates of exchange under related forward contracts where such contracts exist. Subsequent receivables or payables resulting from such foreign currency transactions are translated into U.S. dollars at the exchange rate prevailing at each balance sheet date. All resulting exchange gains and losses are taken to the income statement under selling, general and administrative expenses.

**Variable interest entities**

We account for investments in variable interest entities in accordance with ASC 810.

**Earnings Per Share**

Earnings per share is presented in accordance with ASC 260 which requires the presentation of "basic" earnings per share and "diluted" earnings per share. Basic earnings per share is computed by dividing income available to ordinary shareholders by the weighted-average number of ordinary shares outstanding during the period. For the purposes of calculating diluted earnings per share, the

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**2. Summary of significant accounting policies (Continued)**

denominator includes both the weighted average number of ordinary shares outstanding during the period and the weighted average number of potentially dilutive ordinary shares, such as share options.

**3. Restricted cash**

Restricted cash consists of the following at December 31:

	<u>2011</u>	<u>2012</u>
Cash securing our obligations under ECA-guaranteed financings	\$ 38,365	\$ 41,895
Cash securing our obligations under ALS I debt	39,331	—
Cash securing our obligations under ALS II debt	14,941	15,712
Cash securing our obligations under AerFunding revolving credit facility debt	58,591	82,070
Cash securing our obligations under Genesis securitization debt	24,564	28,955
Cash securing our obligations under TUI portfolio acquisition facility debt	11,747	25,656
Cash securing our obligations under other debt	54,742	82,043
Cash securing our obligations under SkyFunding I and II facilities	—	2,740
Cash securing our obligations under derivative instruments (Note 11)	(7,170)	(810)
Other	2,214	1,582
	<u>\$ 237,325</u>	<u>\$ 279,843</u>

The cash securing our obligations under all our debt facilities is restricted and can only be used to pay for operating expenses incurred by the respective financing vehicle and to pay for interest and debt amortization of the respective debt. The majority of the restricted cash represents collections of these structures in the previous period, which will be paid as interest and debt amortization at the next payment date. The cash securing our rights and obligations under derivative instruments relates to interest rate caps and swaps for which we had to pay cash into restricted cash accounts for the benefit of our counterparties or for which we received cash into restricted cash accounts from our counterparties for our benefit.

**4. Trade receivables, net of provisions**

Trade receivables consist of the following at December 31:

	<u>2011</u>	<u>2012</u>
Trade receivables	\$ 19,593	\$ 6,636
Provision for doubtful accounts	(3,530)	—
	<u>\$ 16,063</u>	<u>\$ 6,636</u>

Trade receivables include amounts invoiced to lessees in respect of lease rentals and maintenance reserves. As of December 31, 2012, we did not have any trades receivables recorded in relation to lessee defaults.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**4. Trade receivables, net of provisions (Continued)**

The change in the provision for doubtful accounts is set forth below:

	<b>Year ended December 31,</b>		
	<b>2010</b>	<b>2011</b>	<b>2012</b>
Provision at beginning of period	\$ 3,392	\$ 2,606	\$ 3,530
Expense for doubtful accounts	39	3,335	—
Discontinued operations	1,128	(2,567)	—
Other(1)	(1,953)	156	(3,530)
<b>Provision at the end of period</b>	<b>\$ 2,606</b>	<b>\$ 3,530</b>	<b>\$ —</b>

(1) Other includes direct write offs and cash accounting for certain trade receivables.

**5. Flight equipment held for operating leases, net**

Movements in flight equipment held for operating leases during the periods presented were as follows:

	<b>Year ended December 31,</b>		
	<b>2010</b>	<b>2011</b>	<b>2012</b>
Net book value at beginning of period	\$ 5,230,437	\$ 8,061,260	\$ 7,895,874
Fair value of flight equipment acquired in acquisitions	1,337,412	—	—
Additions	2,531,719	882,625	1,116,808
Depreciation	(329,639)	(383,148)	(355,697)
Impairment (Note 22)	(11,764)	(23,323)	(12,625)
Disposals	(646,841)	(333,140)	(1,376,461)
Transfers to direct finance leases/inventory	(50,064)	(11,430)	(6,000)
Sale of AeroTurbine	—	(296,970)	—
<b>Net book value at end of period</b>	<b>\$ 8,061,260</b>	<b>\$ 7,895,874</b>	<b>\$ 7,261,899</b>
Accumulated depreciation/impairment at December 31, 2010, 2011 and 2012	\$ (856,894)	\$ (1,060,416)	\$ (992,528)

At December 31, 2012, 211 out of our 212 owned aircraft and each of our seven owned engines were on lease under operating leases to 74 lessees in 42 countries. The geographic concentrations of leasing revenues are set out in Note 20.

Prepayments on flight equipment (including related capitalized interest) of \$468,933, \$151,550 and \$78,149 have been applied against the purchase of aircraft during the years ended December 31, 2010, 2011 and 2012, respectively.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**5. Flight equipment held for operating leases, net (Continued)**

The following table indicates our contractual commitments for the prepayment and purchase of flight equipment in the periods indicated as of December 31, 2012, excluding any potential capitalized interest:

	2013	2014	2015	Thereafter
Capital expenditures	\$ 623,554	\$ 164,957	\$ 283,146	\$ —
Pre-delivery payments	97,660	130,170	26,034	—
	<b>\$ 721,214</b>	<b>\$ 295,127</b>	<b>\$ 309,180</b>	<b>\$ —</b>

As of December 31, 2012, we expected to make capital expenditures related to 27 new aircraft on order, comprised of five A330 aircraft, four A320 aircraft (excluding two aircraft under a purchase and leaseback arrangement that has been cancelled as of the date of this report) and 18 Boeing 737 aircraft (excluding 11 American Airlines purchase and leaseback aircraft that are expected to be evaluated on an aircraft by aircraft basis if we do not enter into a firm commitment for such aircraft with American Airlines and five purchase rights as part of a Boeing order) in 2013 and thereafter. As we implement our growth strategy, currently focused on the mid- to long-term, and expand our aircraft portfolio, we expect our capital expenditures to increase in the future. We anticipate that we will fund these capital expenditures through internally generated cash flows, draw downs on our committed revolving credit facilities, the incurrence of bank debt and capital market issuances.

Our current operating lease agreements expire up to and over the next 14 years. The contracted minimum future lease payments receivable from lessees for equipment on non-cancelable operating leases at December 31, 2012 are as follows:

	Contracted minimum future lease receivables
2013	\$ 874,225
2014	799,008
2015	713,677
2016	611,012
2017	471,542
Thereafter	1,550,234
	<b>\$ 5,019,698</b>

The titles to certain aircraft leased in the United States are held by a U.S. trust company as required by U.S. law. We are the beneficial owner of these aircraft and the aircraft are recorded under flight equipment held for operating lease on the consolidated balance sheets. The trust company is administered by a bank. The aircraft are segregated from the bank's assets and will not be considered part of the bank's bankruptcy estate in the event of a trustee bankruptcy.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**6. Notes receivable**

Notes receivable consist of the following at December 31:

	<u>2011</u>	<u>2012</u>
Secured notes receivable	\$ 4,794	\$ 10,135
Notes receivable from lessee restructurings	406	—
ALS Note Receivable(1)	—	68,028
	<u>\$ 5,200</u>	<u>\$ 78,163</u>

- (1) We obtained the ALS Note Receivable, with an effective interest of 6.8% per year. The receivable will accrue over time and payments on this note will start when the ALS Coupon Liability ends. For further details refer to the ALS Transaction as described in Note 1.

The minimum future cash receipts under notes receivable at December 31, 2012 are as follows:

	<u>Minimum future receipts</u>
2013	\$ 3,366
2014	2,612
2015	3,380
2016	5,381
2017	26,205
Thereafter	37,219
	<u>\$ 78,163</u>

**7. Prepayments on flight equipment**

In December 2005, we placed an order with Airbus for the forward purchase of 70 aircraft, including eight aircraft subject to reconfirmation rights. ("2005 Forward Order"). During 2008 and the first two months of 2009, we notified Airbus that we would not take delivery of the eight aircraft subject to reconfirmation rights. In 2009 four additional aircraft were added to the forward order. As of December 31, 2012, 50 aircraft had been delivered and 12 aircraft were sold. The remaining four A320 aircraft to be delivered as of December 31, 2012, are scheduled to be delivered in 2013.

In December 2006, we placed an order with Airbus to acquire 20 new A330 wide-body aircraft. In May 2007, we added an additional ten A330 aircraft to this order. In 2009, two additional A330 aircraft were added to the forward order. As of December 31, 2012 all 32 aircraft had been delivered of which 11 aircraft were sold.

In 2010, we signed an agreement with Boeing covering the purchase of up to 15 Boeing 737-800 aircraft, consisting of ten firm aircraft delivering in 2015 and five purchase rights.

In connection with the current forward order contracts, we are required to make scheduled prepayments toward these future deliveries (Note 5). In addition, we capitalize interest related to

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**7. Prepayments on flight equipment (Continued)**

progress payments made in respect of flight equipment on forward order and add such amount to prepayments on flight equipment.

Following is a summary of the movements in prepayments on flight equipment and capitalized interest during the years ended December 31, 2010, 2011 and 2012:

	<u>Year ended December 31,</u>		
	<u>2010</u>	<u>2011</u>	<u>2012</u>
Net book value at beginning of period	\$ 527,666	\$ 199,417	\$ 95,619
Prepayments made during the period	132,706	43,313	33,508
Interest capitalized during the period	7,978	4,439	2,616
Prepayments and capitalized interest applied against the purchase of flight equipment	(468,933)	(151,550)	(78,149)
<b>Net book value at end of period</b>	<b>\$ 199,417</b>	<b>\$ 95,619</b>	<b>\$ 53,594</b>

**8. Investments**

Investments consist of the following at December 31:

	<u>2011</u>	<u>2012</u>
25% equity investment in unconsolidated joint venture (AerDragon)	\$ 36,473	\$ 41,161
40% equity investment in unconsolidated joint venture (AerLift)	46,456	51,721
43% equity investment in unconsolidated joint venture (AerData)	1,150	980
	<b>\$ 84,079</b>	<b>\$ 93,862</b>

Our equity investment in our unconsolidated joint ventures, AerDragon, AerLift and AerData, are accounted for under the equity method.

**9. Intangible assets**

The following table presents details of amortizable intangible assets and related accumulated amortization:

	<u>As of December 31, 2011</u>		
	<u>Gross</u>	<u>Accumulated amortization</u>	<u>Net</u>
Lease premiums	\$ 67,882	\$ (38,204)	\$ 29,677

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**9. Intangible assets (Continued)**

	<u>As of December 31, 2012</u>		
	<u>Gross</u>	<u>Accumulated amortization</u>	<u>Net</u>
Lease premiums	\$ 54,945	\$ (36,845)	\$ 18,100

Lease premiums that are fully amortized are removed from the gross and accumulated amortization column in the table above. The following table presents the changes to amortizable intangible assets during the periods indicated:

	<u>Year ending December 31,</u>	
	<u>2011</u>	<u>2012</u>
Net carrying value at beginning of period	\$ 58,637	\$ 29,677
Discontinued operations	(12,412)	—
Amortization	(15,375)	(11,577)
Impairment (Note 22)	(1,173)	—
<b>Net carrying value at end of period</b>	<b>\$ 29,677</b>	<b>\$ 18,100</b>

Future amortization of the intangible assets over the terms of their useful lives is as follows:

	<u>Amortization of intangible assets</u>
2013	\$ 8,431
2014	6,137
2015	3,108
2016	424
2017	—
Thereafter	—
	<b>\$ 18,100</b>

The remaining weighted average amortization period for the amortizable intangible assets is 29 months (2011: 37 months). Please refer to Note 22 for the impairment analysis of intangible assets.

**10. Inventory**

We had no inventory as of December 31, 2012, compared with \$14.0 million as of December 31, 2011. The decrease in inventory in the year ended December 31, 2012 is the result of the ALS Transaction and sales of engine and airframe parts.

**11. Derivative assets and liabilities**

The objective of our hedging policy is to adapt a risk adverse position with respect to changes in interest rates and foreign currencies. We have entered into a number of interest rate derivatives to hedge the current and future interest rate payments on our variable rate debt. Furthermore we have entered into a number of foreign currency derivatives to hedge the current and future

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****11. Derivative assets and liabilities (Continued)**

Euro—US Dollar exposure to our business. These derivative products can include interest rate swaps, caps, floors, options and forward contracts. As of December 31, 2012, we had interest rate swaps, caps and floors, with a combined notional amount of \$2.4 billion and a combined negative fair value of \$4.7 million. The negative fair value as of December 31, 2012 is recorded in the balance sheet as derivative assets of \$10.0 million and derivative liabilities of \$14.7 million. The variable benchmark interest rates associated with these instruments ranged from one to three-month US dollar LIBOR.

We have not applied hedge accounting under ASC 815 to any of the above mentioned caps and floors and to two interest rate swaps, which we acquired through the Genesis Transaction. The change in fair value of these derivatives, therefore, is recorded in the income statement as interest expense (income) as specified below:

	Year ended December 31,		
	2010	2011	2012
Change in fair value of interest rate caps and floors	\$ 27,720	\$ 59,312	\$ 14,388
Change in fair value of interest rate swaps acquired in Genesis Transaction	(22,947)	(39,536)	(3,713)
	<b>\$ 4,773</b>	<b>\$ 19,776</b>	<b>\$ 10,675</b>

As of December 31, 2012 we had six interest rate swaps for which we achieved cash flow hedge accounting treatment. The six interest rate swaps had a combined notional amount of \$0.7 billion and a combined negative fair value of \$11.3 million which has been recorded as part of derivative liabilities in the consolidated balance sheet as of December 31, 2012. As of December 31, 2011 we had four interest rate swaps for which we achieved cash flow hedge accounting treatment. The four interest rate swaps had a combined notional amount of \$0.5 billion and a combined negative fair value of \$9.8 million which has been recorded as part of derivative liabilities in the consolidated balance sheet as of December 31, 2011. The change in fair value related to the effective portion of these six interest rate swaps is recorded, net of tax, in accumulated other comprehensive income. We do not expect to reclassify amounts from accumulated other comprehensive income to net interest over the next 12 months. Some of our agreements with derivative counterparties require a two-way cash collateralization of derivative fair values. Cash under such arrangements is included in restricted cash (Note 3).

Counterparties to currency exchange and interest rate derivatives consist of major international financial institutions. The Company continually monitors its positions and the credit ratings of the counterparties involved and limits the amount of credit exposure to any one party. While the Company may be exposed to potential losses due to the credit risk of non-performance by these counterparties, losses are not anticipated. The Company closely monitors the credit risk associated with its counterparties and customers and to date has not experienced material losses.

The maximum time period for which we hedge our exposure to forecasted transaction cash flows is 12 years, excluding the variability related to the payment of interest on floating rate debt obligations.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**12. Other assets**

Other assets consist of the following at December 31:

	<u>2011</u>	<u>2012</u>
Debt issuance costs	\$ 148,675	\$ 133,352
Other tangible fixed assets	3,802	2,482
Receivables from aircraft manufacturer	12,990	8,203
Prepaid expenses	4,601	4,690
Other receivables	11,291	9,124
	<u>\$ 181,359</u>	<u>\$ 157,851</u>

Amortization of debt issuance costs was \$26,410, \$33,001 and \$50,989 for the years ended December 31, 2010, 2011 and 2012 respectively. The higher amortization in 2012 was due mostly to the early repayment of secured loans during the year. The unamortized debt issuance costs at December 31, 2012 amortize annually from 2013 through 2024.

**13. Accrued expenses and other liabilities**

Accrued expenses and other liabilities consist of the following at December 31:

	<u>2011</u>	<u>2012</u>
Accrued expenses	\$ 29,682	\$ 32,267
Accrued interest	26,702	44,257
Lease deficiency	18,074	15,427
	<u>\$ 74,458</u>	<u>\$ 91,951</u>

*Lease deficiency*—Lease deficiency represents lease rates for current lease contracts which are below current market rentals for the applicable aircraft at the time of purchase. The lease deficiency amortizes over the remaining term of the related lease agreements as a non-cash increase in lease revenue. The remaining weighted average amortization period for the lease deficiency is 102 months as of December 31, 2012, compared with an average 109 months as of December 31, 2011.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt**

Debt consists of the following as of December 31:

	2011(1)	2012(1)	Weighted average interest rate December 31, 2012	Maturity
ECA-guaranteed financings	\$ 1,662,810	\$ 1,675,387	2.47%	2024
ALS I debt	640,332	—	—%	—
ALS II debt	693,180	572,270	2.06%	2038
AerFunding revolving credit facility	461,421	538,024	3.11%	2016
Genesis securitization debt	624,973	549,288	0.45%	2032
TUI portfolio acquisition facility	262,302	188,393	1.79%	2015
SkyFunding I and II facilities	133,669	507,475	3.83%	2022
Senior unsecured notes due 2017	—	300,000	6.38%	2017
Subordinated debt joint ventures partners(3)	64,280	64,280	19.35%	2022
Other debt	1,568,198	1,408,382	3.71%	2023
	<b>\$ 6,111,165</b>	<b>\$ 5,803,499</b>		

- (1) As of December 31, 2012, we remain in compliance with the respective financial covenants across the Company's various debt obligations.
- (2) The weighted average interest rate in the table above is calculated based on the US dollar LIBOR rate as of December 31, 2012, and excludes the impact of related derivative instruments which we hold to hedge our exposure to interest rates as well as any amortization of the debt issuance costs.
- (3) Subordinated debt issued to two of our joint venture partners in 2008 and 2010.

Aggregate maturities of debt and capital lease obligations (included in other debt) during the next five years and thereafter are as follows:

	Debt maturing
2013	\$ 721,140
2014	698,839
2015	911,682
2016	1,014,043
2017	813,565
Thereafter	1,644,230
	<b>\$ 5,803,499</b>

**ECA-guaranteed financings—Airbus A320 aircraft**

**General.** In April 2003, we entered into an \$840.0 million export credit facility for the financing of up to 20 Airbus A320 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA. In January 2006, the export credit facility was amended and extended to cover an additional nine aircraft and its size increased to a maximum of \$1.2 billion.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****14. Debt (Continued)**

In November 2008, the export credit facility was further amended to cover one additional aircraft and the maximum amount of the facility remained unchanged. The terms of the lending commitment in the export credit facility are such that the export credit agencies only approve funding for aircraft that are due for delivery on a six-month rolling basis and have no obligation to fund deliveries beyond that period. No additional new aircraft are expected to be financed in this 2003 facility.

As of December 31, 2012, we had 18 aircraft financed under this facility and \$381.1 million of loans outstanding.

**Interest Rate.** Set forth below are the interest rates for our export credit facilities.

	<u>Amount outstanding</u> <u>December 31, 2012</u>	<u>Interest rate</u>
	(US dollars in thousands)	
Floating Rate Tranches	\$ 381,085	Three-month LIBOR plus 0.32%
Purchase accounting fair value adjustments	(1,395)	
	<u>\$ 379,690</u>	

**Maturity Date.** We are obligated to repay principal on the export credit facility over a 12-year term.

**Collateral.** The export credit facilities require legal title to the aircraft be transferred to and held by a special purpose company controlled by the respective lenders. We have entered into lease agreements on these aircraft which transfer the risk and rewards of ownership of the aircraft to AerCap. The obligations outstanding under the export credit facilities are secured by, among other things, a pledge of the shares of the company which holds legal title to the aircraft financed under the facility. Each subsidiary's obligations under the financings are guaranteed by AerCap Holdings N.V.

**Certain Covenants.** The export credit facilities contain affirmative covenants customary for secured financings. The facilities also contain net worth financial covenants. In addition, loans under the 2003 export credit facilities contain change of control provisions that grant the lenders the right to prepayment of their loans in the event of a change of control, unless the lenders consent to the change of control, which was obtained in connection with the 2005 Acquisition. A change of control occurs under our April 2003 export credit facility if our shares cease to be listed on the New York Stock Exchange unless, at the time our shares cease to be listed on the New York Stock Exchange, at least 66.66% of our ordinary shares are owned and controlled by one or more shareholders rated at least BBB- by Standard & Poor's Ratings Services and Baa3 or more by Moody's Investors Service, Inc.

**ECA-guaranteed financings—Airbus A330 and A320 family aircraft**

**General.** In December 2008, we entered into a \$1.4 billion export credit facility for the financing of up to 15 Airbus A330 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA. From time to time since 2008, the export credit facility has been further amended to cover certain additional Airbus A330 and A320 family aircraft and an ECA capital markets transaction in relation to three A330 aircraft. The maximum size of the facility was increased to \$1.6 billion. The terms of the lending commitment in the export credit facility are such that the

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

export credit agencies only approve funding for aircraft that are due for delivery on a six-months rolling basis and have no obligation to fund deliveries beyond that period. No additional new aircraft are expected to be financed in this 2008 facility.

As of December 31, 2012, seven A330 aircraft and 10 A320 family under this 2008 facility have been delivered from the manufacturer. We had \$722.5 million of loans outstanding under this facility as of December 31, 2012.

In March 2009, we entered into a \$846.0 million export credit facility for the financing of up to 20 Airbus A320 aircraft. Funding under the facility is provided by commercial banks, but the repayment is guaranteed by the ECA. As of December 31, 2012, five A320 family aircraft under this facility have been delivered from the manufacturer and financed in this facility. We had \$147.9 million of loans outstanding under this facility as of December 31, 2012. Following the redemption of shares issued by AerVenture such that AerCap AerVenture Holding B.V became the 100% owner of the issued share capital in AerVenture, this facility will no longer be utilized. No additional new aircraft are expected to be financed in this 2009 facility. We had \$148.0 million of loans outstanding under the 2009 ECA A320 facilities as of December 31, 2012.

In June 2010 and September 2010, we completed the refinancing of three A330-300 aircraft that were previously financed under our 2008 facility to an ECA capital markets transaction. We had \$185.2 million of loans outstanding under the ECA capital markets facilities as of December 31, 2012.

During 2012, we entered into three additional separate ECA facility agreements in order to finance three A330-300 aircraft which delivered during the year pursuant to a purchase and lease-back transaction with one airline. These facilities carry similar commercial terms to the 2008 facility agreement. We had \$240.0 million of loans outstanding under this facility as of December 31, 2012.

**Interest Rate.** Set forth below are the interest rates for the first and subsequent export credit facilities. The interest rates for the remaining loans will be agreed on a rolling basis.

		Amount outstanding December 31, 2012	Interest rate
(US dollars in thousands)			
2008 A330 & A320 Facility	Floating rate tranches	\$ 63,910	Three-month LIBOR plus 1.47%
	Fixed rate tranches	658,596	3.20%
2009 A320 Facility	Floating rate tranches	58,531	Three-month LIBOR plus 1.11%
	Fixed rate tranches	89,466	4.23%
ECA A330 Capital Market Facilities	Fixed rate tranches	185,176	3.60%
2012 Facilities	Fixed rate tranches	240,017	2.29%
<b>Total</b>		<b>\$ 1,295,696</b>	

**Maturity Date.** We are obligated to repay principal on the export credit facility over a 12-year term.

**Collateral.** The export credit facilities require legal title to the aircraft be transferred to and held by a special purpose company controlled by the respective lenders. We will enter into lease agreements on these aircraft which transfer the risk and rewards of ownership of the aircraft to AerCap. The obligations outstanding under the export credit facilities are secured by, among other things, a pledge

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**14. Debt (Continued)**

of the shares of the company which holds legal title to the aircraft financed under the facility. Each subsidiary's obligations under the financings are guaranteed by AerCap Holdings N.V.

**Certain Covenants.** The export credit facilities contain affirmative covenants customary for secured financings. The facilities also contain net worth financial covenants. In addition, loans under these export credit facilities contain change of control provisions that grant the lenders the right to prepayment of their loans in the event of a change of control, unless the lenders consent to the change of control. A change of control occurs under our December 2008 export credit facility if:

- (i) AerCap Holdings N.V.'s shares cease to be listed on the New York Stock Exchange unless, at the time our shares cease to be listed on the New York Stock Exchange, at least 66.66% of our issued shares and voting rights are owned and controlled by one or more shareholders rated at least BBB- by Standard & Poor's Ratings Services and Baa3 or more by Moody's Investors Service, Inc; or
- (ii) AerCap Holdings N.V. ceases to own and control 100% of the shares in AerCap A330 Holdings B.V., AerCap B.V. or AerCap Ireland Limited.

An additional covenant related to the 2008 facility is as follows:

- (i) AerCap A330 Holdings B.V. ceases to own and control at least 51% of the shares in AerCap A330 Holdings Limited.

Additional covenants related to the 2009 AerVenture facility are as follows:

- (i) AerCap Holdings N.V. ceases to own and control 100% of the shares in AerCap AerVenture Holding B.V; or
- (ii) AerCap AerVenture Holding B.V. ceases to own and control at least 50% of the shares in AerVenture; or
- (iii) AerVenture ceases to own and control (directly or indirectly) 100% of the export lessees.

As of December 31, 2012, we had financed 46 aircraft under ECA-guaranteed financings. The net book value of aircraft pledged to the ECA lenders was \$2.2 billion at December 31, 2012.

**ALS II debt**

**General.** On June 26, 2008, we completed a securitization in which ALS II issued securitized class A-1 notes and class A-2 notes, rated A+ by Standard & Poor's ("S&P") and A1 by Moody's. The class A-1 notes each had an outstanding principal balance of zero, and were issued to commitment holders. The commitment holders committed to advance funds, subject to certain conditions, including that ALS II shall have acquired at least 15 aircraft, up to an aggregate amount of \$1.0 billion in connection with the purchase of 30 A320 family aircraft by ALS II. Funded class A-1 notes may be exchanged for class A-2 notes subject to certain conditions. The class A-1 notes are ranked pari passu with the class A-2 notes.

The advances made by the commitment holders were used to purchase 30 aircraft from AerVenture Leasing 1 Limited, a subsidiary of AerVenture, all 30 of which have been delivered. The 30<sup>th</sup> aircraft was delivered in May 2010. The 30 aircraft are among the aircraft delivered by Airbus to

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****14. Debt (Continued)**

AerVenture between 2007 and 2011. During 2011, a portion of A-1 notes were exchanged for A-2 notes.

ALS II also issued class E-1 notes (the most junior class of notes) to AerVenture Leasing 1 Limited on June 26, 2008, the proceeds of which were applied to pay expenses of ALS II during the period between June 26, 2008 and the first delivery of aircraft. Additional class E-1 notes were issued to AerVenture Leasing 1 Limited in connection with the sale of aircraft to ALS II, and will be issued to AerVenture Leasing 1 Limited, AerVenture and AerCap Holdings N.V. in certain other circumstances. ALS II's financial results are consolidated in our financial statements.

**Liquidity.** Crédit Agricole provided a liquidity facility in the amount of \$55 million, which may be drawn upon to pay expenses of ALS II and its subsidiaries, commitment fees owed to the commitment holders, senior hedge payments and interest on the class A-1 notes and class A-2 notes.

**Interest Rate.** Set forth below is the interest rate for the subclasses of notes not held by us. LIBOR is the London interbank offered rate for one-month U.S. dollar deposits or, under certain circumstances, an interpolated LIBOR rate.

	<b>Amount outstanding</b>	<b>Interest rate</b>
	<b>December 31, 2012</b>	
	<b>(US dollars in thousands)</b>	
Class A-1 Notes	\$ 550,912	One-month LIBOR plus 1.85%
Class A-2 Notes	21,357	One-month LIBOR plus 1.85%
<b>Total</b>	<b>\$ 572,269</b>	

**Maturity Date.** The final maturity date of the notes will be June 15, 2038.

**Collateral.** The notes are secured by security interests in and pledges or assignments of equity ownership and beneficial interests in the subsidiaries of ALS II, as well as by ALS II's subsidiaries' interests in leases of the aircraft they own, by cash held by or for them and by their rights under agreements with the service providers. Rentals and reserves paid under leases of the ALS II aircraft will be placed in a collection account and paid out according to a priority of payments.

As of December 31, 2012 30 aircraft were financed in ALS II. The net book value of 30 aircraft pledged as collateral for the securitization debt was \$1.0 billion as of December 31, 2012.

**AerFunding revolving credit facility**

**General.** AerFunding 1 Limited ("AerFunding") is a special purpose company incorporated with limited liability in Bermuda. The share capital of AerFunding is owned 95% by a charitable trust and 5% by AerCap Ireland. AerFunding is a consolidated subsidiary formed for the purpose of acquiring new and used aircraft assets. On April 26, 2006, AerFunding 1 Limited entered into a non recourse senior secured revolving credit facility in the aggregate amount of up to \$1.0 billion with UBS Real Estate Securities Inc., UBS Securities LLC, Deutsche Bank Trust Company Americas and certain other financial institutions.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

On June 10, 2010, the facility was amended and the revolving loans under the AerFunding revolving credit facility, which are divided into two classes, were amended. The maximum advance limit on class A loans was amended to \$705.5 million from \$830.0 million and the maximum advance limit on class B loans was amended to \$144.5 million from \$170.0 million.

On June 9, 2011, the facility was amended to allow for an additional two year revolving period to June 2013, and a three year term-out period to June 2016. The maximum facility size was amended to \$775.0 million and the commitment and borrowings amended to a single class of loans. In addition to UBS Securities LLC, lenders to the transaction are Credit Suisse AG, Citibank N.A., Nomura Global Financial Products Inc. and Scotiabank Europe plc. In April, 2012, the facility size was increased to \$800.0 million with an additional commitment provided by Everbank.

As of December 31, 2012, we had \$538.0 million of loans outstanding under the AerFunding revolving credit facility, relating to 21 aircraft. The net book value of aircraft pledged to lenders under the credit facility was \$0.7 billion as of December 31, 2012.

Borrowings under the AerFunding revolving credit facility can be used to finance between 73.0% and 78.0% of the lower of the purchase price and the appraised value of the eligible aircraft. Eligible aircraft include A320 family aircraft, Boeing 737-700, -800 and 900ER aircraft, Boeing 777, Boeing 787 aircraft and A330 aircraft. In addition, value enhancing expenditures and required liquidity reserves are also funded by the lenders.

All borrowings under the AerFunding revolving credit facility are subject to the satisfaction of customary conditions and restrictions on the purchase of aircraft that would result in our portfolio becoming too highly concentrated, with regard to both aircraft type and geographical location. The borrowing period during which new advances may be made under the facility will expire on June 9, 2013.

**Interest Rate.** Borrowings under the AerFunding revolving credit facility bear interest based on the Eurodollar rate plus the applicable margin. The following table sets forth the applicable margin for the borrowings under the AerFunding revolving credit facility during the periods specified:

	<u>Applicable Margin</u>
Borrowing period(1)	2.90%
Period from June 10, 2013 to June 9, 2014	3.90%
Period from June 10, 2014 to June 9, 2015	4.40%
Period from June 10, 2015 to June 9, 2016	4.90%

(1) The borrowing period is until June 9, 2013, after which the loan converts to a term loan.

Additionally, we are subject to (a) a 0.50% fee on any portion of the unused loan commitment if the average facility utilization is greater than 50% during a period or (b) a 0.75% fee on any unused portion of the unused loan commitment if the average facility utilization is greater than 50% during a period.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**14. Debt (Continued)**

**Payment Terms.** Interest on the loans is due on a monthly basis. Principal on the loans amortizes on a monthly basis to the extent funds are available. All outstanding principal not paid during the term is due on the maturity date.

**Prepayment.** Advances under the AerFunding revolving credit facility may be prepaid without penalty upon notice, subject to certain conditions. Mandatory partial prepayments of borrowings under the AerFunding revolving credit facility are required:

- upon the sale of certain assets by a borrower, including any aircraft or aircraft engines financed or refinanced with proceeds from the AerFunding revolving credit facility;
- upon the occurrence of an event of loss with respect to an aircraft or aircraft engine financed with proceeds from the AerFunding revolving credit facility from the proceeds of insurance claims; and
- upon the securitization of any interests or leases with respect to aircraft or aircraft engines financed with proceeds from the AerFunding revolving credit facility.

**Maturity Date.** The maturity date of the AerFunding revolving credit facility is June 9, 2016.

**Cash Reserve.** AerFunding is required to maintain up to 6.0% of the borrowing value of the aircraft in reserve for the benefit of the lenders. Amounts held in reserve for the benefit of the lenders are available to the extent that there are insufficient funds to pay required expenses, hedge payments or principal of or interest on the loans on any payment date. The amounts on reserve are funded by the lenders.

**Collateral.** Borrowings under the AerFunding revolving credit facility are secured by, among other things, security interests in and pledges or assignments of equity ownership and beneficial interests in all of the subsidiaries of AerFunding, as well as by AerFunding's interests in the leases of its assets.

**Certain Covenants.** The AerFunding revolving credit facility contains covenants that, among other things, restrict, subject to certain exceptions, the ability of AerFunding and its subsidiaries to:

- sell assets;
- incur additional indebtedness;
- create liens on assets, including assets financed with proceeds from the AerFunding revolving credit facility;
- make investments, loans, guarantees or advances;
- declare any dividends or other asset distributions other than to distribute funds paid to us out of the flow of funds under the AerFunding revolving credit facility;
- make certain acquisitions;
- engage in mergers or consolidations;
- change the business conducted by the borrowers and their respective subsidiaries;



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

- make specified capital expenditures, other than those related to the purchase, maintenance or conversion of assets financed with proceeds from the AerFunding revolving credit facility;
- own, operate or lease assets financed with proceeds from the AerFunding revolving credit facility; and
- enter into a securitization transaction involving assets financed with proceeds from the AerFunding revolving credit facility unless certain conditions are met.

**Genesis securitization debt**

**General.** On December 19, 2006, Genesis Funding Limited, or GFL, completed a securitization and issued a single class of AAA-rated G-1 floating rate notes. The proceeds of the transaction were used by GFL to finance the acquisition of a portfolio of 41 aircraft. Following a number of sales, there are 38 aircraft in the GFL portfolio as of December 31, 2012. The primary source of payments on the notes is the lease payments on the aircraft owned by the subsidiaries of GFL. The notes have the benefit of a financial guaranty insurance policy issued by Financial Guaranty Insurance Company, or FGIC, which has issued a financial guaranty insurance policy to support the payment of interest when due on the notes and the payment of the outstanding principal balance of the notes on the final maturity date of the notes and, under certain other circumstances, prior thereto.

The notes initially were rated Aaa and AAA by Moody's and S&P, respectively. This rating was based on FGIC's corporate rating. FGIC has suffered significant downgrades of its ratings since the issuance of the notes and is currently unrated by Moody's and S&P. As a result, Moody's and S&P have published stand-alone ratings of the G-1 notes of A3 and A-, respectively.

**Liquidity.** Credit Agricole provides a liquidity facility in the amount of \$60.0 million, which may be drawn upon to pay expenses of GFL and its subsidiaries, senior hedge payments and interest on the notes.

**Interest Rate.** Set forth below is the interest rate for the Class G-1 note:

	<u>Amount outstanding</u> <u>December 31, 2012</u> (US dollars in thousands)	<u>Interest rate</u>
Class G-1 Notes	\$ 549,288	One-month LIBOR plus 0.24%

**Maturity Date.** The final maturity date of the notes is December 22, 2032.

**Payment Terms.** Interest on the notes is due and payable on a monthly basis. Scheduled monthly principal payments on the notes commenced in December 2009 and continued until December 2011. Since December 19, 2011, all revenues collected during each monthly period are applied to repay the outstanding principal balance of the notes, after the payment of certain expenses and other liabilities, including the fees of the servicer, the liquidity facility provider and the policy provider, interest on the notes and interest rate swap payments, all in accordance with the priority of payments set forth in the indenture.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**14. Debt (Continued)**

GFL may voluntarily redeem the new notes for a redemption price of the notes equal to the outstanding principal balance of the notes. In addition, GFL must pay any accrued but unpaid interest on the notes and any premium due to FGIC upon redemption of the notes. GFL may redeem the notes in whole or in part, provided that if a default notice has been given under the trust indenture or the maturity of any notes has been accelerated then GFL may only redeem the notes in whole.

**Aircraft Management Services.** As of June 30, 2011, AerCap, through its Irish subsidiary, AerCap Ireland Limited, replaced GECAS as servicer to the Genesis aircraft portfolio, for a consideration paid to GECAS of \$24.5 million. This includes most services related to leasing the fleet of aircraft, including marketing aircraft for lease and re-lease, collecting rents and other payments from lessees, monitoring maintenance, insurance and other obligations under leases and enforcing rights against lessees.

**Collateral.** The notes are secured by first priority, perfected security interests in and pledges or assignments of equity ownership and beneficial interests in the subsidiaries of GFL, their interests in the leases of the aircraft they own, cash held by or for them and by their rights under agreements with GECAS, the initial liquidity facility provider, hedge counterparties and the policy provider. The notes are also secured by a lien or similar interest in any of the aircraft in the portfolio that are registered in the United States or Ireland.

As of December 31, 2012 38 aircraft were financed in the GFL securitization. The net book value of 38 aircraft pledged as collateral for the securitization debt was \$0.8 billion as of December 31, 2012.

**TUI portfolio acquisition facility**

**General.** In June 2008, AerCap Partners I Holding Limited, or AerCap Partners I, a 50% joint venture established between us and Deucalion Aviation Funds, entered into a sale and leaseback transaction pursuant to which it agreed to purchase 11 Boeing 737-800, six Boeing 757-200 and two Boeing 767-300 aircraft from the TUI Travel Group, or TUI, and lease the aircraft back to TUI.

To finance the purchase of the 19 aircraft, a subsidiary of AerCap Partners I, AerCap Partners I Limited, entered into a senior facility in an amount of up to \$448.6 million with Crédit Agricole, KfW IPEX-Bank GmbH, Deutsche Bank AG London Branch and HSH Nordbank AG which was arranged by Crédit Agricole and KfW IPEX-Bank GmbH. The senior facility was divided into two tranches, the first being used to finance the purchase of the 11 Boeing 737-800 aircraft and the second to finance the purchase of the other eight aircraft. During 2012, the second tranche was repaid. AerCap Partners I pay the lenders for the amounts drawn on the senior facility in monthly installments. The principal amount outstanding under the loan in relation to the first tranche must be repaid in full on April 1, 2015 and the principal amount outstanding under the loan in relation to the second tranche was refinanced prior to the maturity date on April 1, 2012.

Following drawdown of the amounts in relation to the 19 aircraft, the remaining commitment under the facility was cancelled subsequent to June 30, 2008.

As of December 31, 2012, the joint venture owned 11 Boeing 737-800 aircraft. Two Boeing 767-300ER aircraft that had been originally part of AerCap Partners I have been refinanced through AerCap Partners 767 Ltd, and six Boeing 757-200 aircraft have been sold. The aggregate principal amount of the loans outstanding under the senior facility as of December 31, 2012 was

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

\$188.4 million, and the net book value of the 11 aircraft pledged to lenders under the credit facility was \$0.3 billion as of December 31, 2012.

**Interest Rate.** Borrowings under the first tranche of the senior facility bear interest at a floating interest rate of one month US dollar LIBOR plus a margin of 1.575% until April 1, 2013 and a margin of 1.75% thereafter. Interest under the senior facility is payable monthly in arrears on each repayment date.

	Amount outstanding December 31, 2012 (US dollars in thousands)	Interest rate
Senior Facility	\$ 188,393	One-month LIBOR plus 1.58%

**Prepayment.** Borrowings under the facilities may be prepaid (subject to minimum payment amounts and notice provisions) without penalty, except for break funding costs if payment is made on a day other than a repayment date. However, a prepayment fee of 1% of the amount prepaid is payable to the lenders if such prepayment exceeds \$15.0 million in aggregate in each of the first and second years following the signing date.

**Put Option.** If AerCap Partners I Limited is the owner of the aircraft on April 1, 2015 and amounts under the facility remain outstanding with respect to those aircraft on that maturity date of the senior facility (put option), Crédit Agricole can require AerCap Holdings N.V. (i) to purchase that aircraft, (ii) to purchase that aircraft and the shares of the relevant lessor of that aircraft or (iii) to purchase the beneficial interest that AerCap Partners I Limited has in that aircraft. Crédit Agricole can, subject to certain provisions including cure rights of Deucalion Aviation Funds, also exercise the put option on an AerCap Holdings N.V. insolvency event.

**Maturity Date.** The maturity date of the remaining tranche of the senior facility is April 1, 2015.

**Collateral.** Borrowings under the senior facility are secured by, among other things, charges over the shares in AerCap Partners I, AerCap Partners I Holding Limited and Lantana Aircraft Leasing Limited, charges over various bank accounts, mortgages over the financed aircraft and security assignments of, inter alia, the lease agreements and letters of credit provided to AerCap Partners I by Royal Bank of Scotland plc.

**Certain Covenants.** The senior facility contains customary covenants for secured financings through special purpose companies. AerCap Partners I also covenants in the senior facility (a) to provide loan-to-value ratio appraisals to the agent on agreed dates and (b) that the ratio of tranche 1 aircraft to all financed aircraft must be at least 43%.

**SkyFunding I and SkyFunding II facilities**

**General.** On October 24, 2011, SkyFunding Limited ("SkyFunding I"), a wholly owned subsidiary of AerCap Ireland Limited, entered into a \$402.0 million credit facility, which was co-arranged by Crédit Agricole Corporate and Investment Bank, Norddeutsche Landesbank Girozentrale, Commonwealth Bank of Australia, Landesbank Hessen-Thüringen Girozentrale and DVB Bank SE. Crédit Agricole Corporate and Investment Bank acted as co-ordinating bank and senior agent.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**14. Debt (Continued)**

On September 28, 2012, SkyFunding II Limited, a wholly owned indirect subsidiary of AerCap Ireland Limited, entered into a \$128.0 million credit facility, which was co-arranged by Norddeutsche Landesbank Girozentrale, Commonwealth Bank of Australia and DVB Bank SE. DVB Bank SE acted as coordinating bank and Crédit Agricole Corporate and Investment Bank acted as senior agent.

The SkyFunding II facility contains a feature pursuant to which additional commitments may be added following the initial closing date, up to a maximum of 12 aircraft. Subsequent to the initial closing of the SkyFunding II facility, Landesbank Hessen-Thüringen Girozentrale and Natixis have joined the SkyFunding II facility under this feature, increasing the total facility size to \$192.0 million.

These ten-year credit facilities provide long term committed financing for 18 Boeing 737-800 aircraft subject to leases with American Airlines Inc, with the ability to increase the facility size by a further six additional aircraft in the SkyFunding II transaction.

The loans under the SkyFunding facilities are divided into senior loans and subordinated loans. Each senior lender will participate in senior loans with respect to the aircraft allocated to such senior lender in an amount equal to its senior commitment. AerCap Ireland Limited, as subordinated lender, would participate in each subordinated loan in an amount to be agreed between the respective SkyFunding borrower and AerCap Ireland Limited from time to time.

As of December 31, 2012, all of the 12 aircraft have been delivered and financed under the SkyFunding I facility; the aggregate principal amount of the senior loans outstanding under the facility was \$380.3 million.

As of December 31, 2012, four of the six committed aircraft have been delivered and financed under the SkyFunding II facility, the aggregate principal amount of the senior loans outstanding under the facility was \$127.2 million and the undrawn senior commitment available for drawdown under the facility was \$64.0 million.

Each senior loan for an undelivered aircraft is available for drawdown up to three months after the end of the scheduled delivery month for such undelivered aircraft.

All borrowings under the SkyFunding facilities are subject to the satisfaction of customary conditions precedent.

**Interest Rate.** The SkyFunding I senior loans bear interest at a floating interest rate of one month LIBOR plus a margin of 2.85%, payable quarterly in arrears on each repayment date. The SkyFunding II senior loans bear interest at a floating interest rate of one month LIBOR plus a margin of 3.15%, payable quarterly in arrears on each repayment date. Both SkyFunding Limited and SkyFunding II Limited have fixed the debt on a number of aircraft, and have also entered into certain interest rate caps.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

Set forth below are the amounts of fixed and floating rate debt outstanding as of December 31, 2012:

		<u>Amount outstanding</u> <u>December 31, 2012</u> (US dollars in thousands)	<u>Interest rate</u>
SkyFunding I	Floating rate aircraft	\$ 190,790	Three-month LIBOR plus 2.85%
	Fixed rate aircraft	189,498	4.43%
SkyFunding II	Floating rate aircraft	63,789	Three-month LIBOR plus 3.15%
	Fixed rate aircraft	63,398	4.42%
<b>Total</b>		<b>\$ 507,475</b>	

**Prepayment.** All borrowings under the SkyFunding facilities may be voluntarily prepaid, subject to minimum payment amounts and notice provisions, and subject to a prepayment fee of 2.00% of the amount prepaid if the voluntary prepayment is made before the first anniversary of the drawdown, a prepayment fee of 1.50% of the amount prepaid if the voluntary prepayment is made on or after the first and before the second anniversary of the drawdown and a prepayment fee of 1.00% of the amount prepaid if the voluntary prepayment is made on or after the second and before the third anniversary of the drawdown. There are no prepayment penalties for any voluntary prepayments made on or after the third anniversary of the drawdown.

Mandatory prepayments of borrowings under the SkyFunding facilities are required under a number of circumstances, including: (a) upon the occurrence of a total loss with respect to a financed aircraft (in which case mandatory prepayment shall apply to such affected aircraft), (b) if, as a result of a change in law, any of the security documents ceases to be valid or enforceable, (c) in respect of any loan, any of the insurances relating to the applicable aircraft are not obtained or maintained in accordance with the requirements of the respective facility or such aircraft is operated in a place excluded from the insurance coverage (unless such aircraft is covered by contingent insurance policies taken out by the AerCap group) and (d) in respect of any loan, the borrower enters into a replacement lease in respect of the related aircraft which does not comply with the requirements of the respective facility.

**Maturity Date.** We are obligated to repay principal over a ten year term from the initial drawdown date of each loan.

**Collateral.** Borrowings under the SkyFunding facilities are secured by, among other things, mortgages on the aircraft, assignments of the respective borrower's beneficial interest in the owner trust relating to each aircraft and the respective borrower's and the relevant owner trustee's interests in the lease documentation relating to each aircraft.

**Certain Covenants.** The facility contains customary covenants for secured financings, including general and operating covenants.

As of December 31, 2012, we had financed 16 aircraft under the SkyFunding facilities. The net book value of aircraft pledged to lenders under the facility was \$0.6 billion as of December 31, 2012.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**14. Debt (Continued)**

**Senior unsecured notes due 2017**

**General.** In May 2012, AerCap Aviation Solutions B.V. ("AerCap Aviation"), a 100%-owned finance subsidiary of AerCap Holdings N.V. ("AerCap"), issued \$300.0 million of 6.375% senior unsecured notes due 2017 (the "AerCap Aviation Notes"). The AerCap Aviation Notes were fully and unconditionally guaranteed by us. The AerCap Aviation Notes were issued at a price of 100%, plus accrued and unpaid interest, if any from and including May 22, 2012. AerCap Aviation on-lent the net proceeds from the offering to us to enable us to acquire, invest in, finance or refinance aircraft assets and for other general corporate purposes.

**Maturity Date.** The final maturity date of the senior unsecured notes will be May 30, 2017.

**Collateral.** None.

**Optional Redemption.** We may redeem the notes at any time at a price equal to 100% of the aggregate principal amount of the notes plus the applicable "make whole" premium equal to the sum of the present value of all remaining scheduled payments of principal and interest on such note, discounted to the date of redemption using a discount rate equal to the Treasury Rate plus 50 basis points over the principal amount of the notes to be redeemed.

**Certain Covenants.** The AerCap Aviation Notes do not have any financial condition covenants that require AerCap Aviation to maintain compliance with any financial ratios or measurements on a periodic basis. The AerCap Aviation Notes do contain non-financial covenants that, among other things, limit our ability to incur additional indebtedness, enter into certain mergers or consolidations, incur certain liens and engage in certain transactions with our affiliates. In addition, the indenture governing the AerCap Aviation Notes (the "AerCap Aviation Indenture") restricts our ability to pay dividends or make other Restricted Payments (as defined in the AerCap Aviation Indenture), subject to certain exceptions, unless certain conditions are met, including the following:

- (1) no default under the AerCap Aviation Indenture shall have occurred and be continuing;
- (2) we meet a financial ratio; and
- (3) the amount of distributions may not exceed a certain amount based on, among other things, our consolidated net income.

Such restrictions are not expected to affect our ability to meet our cash obligations for the next 12 months. The AerCap Aviation Indenture does not restrict the ability of AerCap Aviation to pay dividends or provide loans to us.

There are certain restrictions on the ability of AerCap and AerCap Aviation to obtain funds from its subsidiaries by dividend and loan. For example, the provisions of AerCap's aircraft securitization vehicles, ALS II and Genesis Funding Limited, prohibit distributions on the subordinated notes issued pursuant to those facilities to AerCap until such time as the senior classes of notes issued pursuant to those facilities are repaid in full.

Additionally, AerCap's revolving warehouse credit facility with a syndicate of banks led by affiliates of UBS Real Estate Securities Inc., or the "warehouse facility," permits limited distributions to AerCap by the relevant subsidiary borrower during the first two years provided specified principal payments are

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**14. Debt (Continued)**

made. Furthermore, most of AerCap's commercial bank loans and export credit facility financings restrict the payment of dividends in the event that the borrower is in default under the applicable loan, which can include the failure to meet financial ratios or tests. As a result, AerCap Aviation and AerCap's ability to receive dividends and loans from its subsidiaries may be impacted by any event of default which restricts the ability of AerCap's subsidiaries to distribute cash to AerCap as dividends and in the form of other distributions, including in the form of interest and principal payments and the return of subordinated investments.

**Subordinated debt joint venture partners**

**General.** In 2008 and 2010, AerCap and our joint venture partners each subscribed a total of \$64.3 million of subordinated loan notes bearing fixed rates of between 15% and 20%. The subordinated debt held by AerCap is eliminated in consolidation of the joint ventures. The subordinated loan notes are fully subordinated in all respects including in priority of payment to, amongst other debts of the joint ventures, the senior facility. As is the case in respect of the senior facility, the obligation of the joint ventures to make payments in respect of the subordinated loan notes is limited in recourse to certain amounts actually received by the joint ventures.

**Interest Rate.** Interest accrues on the subordinated loan notes at a rate of 15% or 20% per annum. Subject to certain exceptions on AerCap subordinated loan notes, interest is payable quarterly in arrears on the tenth business day after March 31, June 30, September 30 and December 31. Where (i) the amount which, pursuant to the terms of the senior facility, is available to the joint ventures to make payments in respect of, amongst other things, the subordinated loan notes is insufficient to meet the interest payments or (ii) the terms of the senior facility prohibit the payment in full of interest on the relevant payment date, then the joint venture partners must pay the maximum amount of interest that can properly be paid to the note holders on the relevant interest payment date and the unpaid interest carries interest at a rate of 19.5% per annum until paid.

**Voluntary Redemption.** Subject to certain conditions, including (while the senior facility security remains outstanding) the consent of the collateral trustee, the joint venture partners may at any time redeem all or any of the outstanding subordinated loan notes.

**Collateral.** The collateral granted in respect of the senior facility also secures the debt constituted by the subordinated loan notes. However, the rights of the holders of subordinated loan notes in respect of this security are subordinated to the rights of the senior facility lenders, amongst others.

As of December 31, 2012, the total of subordinated debt in joint ventures amounted to \$64.3 million.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****14. Debt (Continued)****Other debt**

We have entered into various other commercial bank financings to fund the purchase of aircraft and for general corporate purposes in respect of which the aggregate principal outstanding as of December 31, 2012 was \$1.4 billion. These financings include:

	<b>Amount outstanding December 31, 2011</b>	<b>Amount outstanding December 31, 2012</b>
	<b>(US dollars in thousands)</b>	<b>(US dollars in thousands)</b>
Pre-delivery payment facilities	\$ 47,436	\$ 27,616
Secured aircraft portfolio transactions	232,614	201,156
Secured aircraft financings	1,000,302	909,046
Facilities for general corporate purposes	170,000	—
ALS Coupon Liability(1)	—	96,070
Subordinated debt facilities	—	72,000
Japanese operating lease	75,011	68,967
Other financings	42,835	33,527
<b>Total</b>	<b>\$ 1,568,198</b>	<b>\$ 1,408,382</b>

- (1) We obtained the ALS Coupon Liability, with an effective interest of 5.5% per year. The liability will amortize over time and payments will be made on a monthly basis. For further details refer to the ALS Transaction as described in Note 1.

The financings mature at various dates through 2023. The interest rates are based on fixed or floating US dollar LIBOR rates, with spreads on the floating rate transactions ranging up between 0.24% and 5.00% or fixed rate between 2.82% and 10.00%. The majority of the financings are secured by, among other things, a pledge of the shares of the subsidiaries owning the related aircraft, a guarantee from us and, in certain cases, a mortgage on the applicable aircraft. All of our financings contain affirmative covenants customary for secured financings. At December 31, 2012, we had financed 50 aircraft and seven engines under other debt. The net book value of the aircraft pledged to other commercial bank financings was \$1.7 billion at December 31, 2012.

**15. Accrual for onerous contracts**

Accrual for onerous contracts related to lease-in, lease-out transactions ("LILO"). As of December 31, 2012, we leased-in three aircraft from one lessor under operating head leases that mature in January 2013. For all three aircraft, the lease termination dates of the subleases are matched to the lease termination dates under the head leases. The contracted sublease receipts were insufficient to cover our monthly obligations under the head leases. These transactions were recorded at their net present value.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**15. Accrual for onerous contracts (Continued)**

As of December 31, 2012 all head lease payments were made. As referenced in Note 3, we are required, in some instances, to maintain deposits in restricted accounts or to letters of credit which are security to the respective headlessors for our obligations under the LILLO transactions.

**16. Income taxes**

We have subsidiaries in a number of tax jurisdictions, principally, The Netherlands, Ireland, the United States of America and Sweden. Income tax expense (benefit) by tax jurisdiction is summarized below for the periods indicated.

	Year ended December 31,		
	2010	2011	2012
<b>Deferred tax expense (benefit)</b>			
The Netherlands	\$ 6,085	\$ 4,322	\$ 1,952
Ireland	18,446	6,668	3,685
United States of America	(2,252)	4,317	2,022
Sweden	6	633	(789)
	<u>22,285</u>	<u>15,940</u>	<u>6,870</u>
<b>Current tax expense (benefit)</b>			
United States of America	(764)	(1,730)	—
The Netherlands	673	1,250	1,197
	<u>(91)</u>	<u>(480)</u>	<u>1,197</u>
<b>Income tax expense</b>	<b><u>\$ 22,194</u></b>	<b><u>\$ 15,460</u></b>	<b><u>\$ 8,067</u></b>

Reconciliation of statutory income tax expense to actual income tax expense is as follows:

	Year ended December 31,		
	2010	2011	2012
Income tax expense at statutory income tax rate	\$ 65,848	\$ 57,513	\$ 38,719
Valuation allowance(1)	27,400	9,661	—
Income arising from non-taxable items (permanent differences)(2)	(20,454)	(8,089)	(58,604)
Tax on global activities(3)	(50,600)	(43,625)	27,952
	<u>(43,654)</u>	<u>(42,053)</u>	<u>(30,652)</u>
<b>Actual income tax expense</b>	<b><u>\$ 22,194</u></b>	<b><u>\$ 15,460</u></b>	<b><u>\$ 8,067</u></b>

- (1) Valuation allowance in 2010 and 2011 related to losses and credit forwards in our Dutch tax jurisdiction.
- (2) Relates to non-taxable income arising from aircraft with a higher tax basis in general. The 2012 non-taxable income also included an imputed gain for tax purposes that offsets all remaining taxable losses for the period 2006 through 2012 in The Netherlands. This offset of the taxable losses was already foreseen in the Dutch tax filing position and included in the valuation allowance

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**16. Income taxes (Continued)**

of previous years. The imputed gain results from a revaluation of the tax asset base as well as the retrospective revisions of certain intercompany obligations between the Netherlands and Isle of Man jurisdictions.

- (3) The following tables summarizes our global tax activities into each specific tax jurisdiction for each of the years presented:

Tax jurisdiction	Year ended December 31, 2010			
	Pre-tax income (loss)	Local statutory tax rate(1)	Variance to Dutch statutory tax rate of 25.5%	Tax variance as a result of global activities(2)
The Netherlands	\$ (82,943)	25.0%	0.0%	\$ —
Ireland	147,291	12.5%	(12.5)%	(18,411)
United States of America	(7,676)	37.6%	12.6%	(967)
Sweden	26	18.7%	(6.3)%	(2)
Isle of Man	124,878	0.0%	(25.0)%	(31,220)
	<b>\$ 181,576</b>			<b>\$ (50,600)</b>
Income arising from non-taxable items	76,650			
<b>Income from continuing operations before income tax</b>	<b>\$ 258,226</b>			

Tax jurisdiction	Year ended December 31, 2011			
	Pre-tax income (loss)	Local statutory tax rate(1)	Variance to Dutch statutory tax rate of 25.0%	Tax variance as a result of global activities(2)
The Netherlands	\$ (33,149)	25.0%	0.0%	\$ —
Ireland	91,973	12.5%	(12.5)%	(11,497)
United States of America	5,204	37.6%	12.6%	656
Sweden	3,384	18.7%	(6.3)%	(213)
Isle of Man	130,284	0.0%	(25.0)%	(32,571)
	<b>\$ 197,696</b>			<b>\$ (43,625)</b>
Income arising from non-taxable items	32,355			
<b>Income from continuing operations before income tax</b>	<b>\$ 230,051</b>			

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**16. Income taxes (Continued)**

	Year ended December 31, 2012			
	Pre-tax income (loss)	Local statutory tax rate(1)	Variance to Dutch statutory tax rate of 25.0%	Tax variance as a result of global activities(2)
<b>Tax jurisdiction</b>				
The Netherlands	\$ 12,596	25.0%	0.0%	\$ —
Ireland	29,486	12.5%	(12.5)%	(3,686)
United States of America	5,586	36.2%	11.2%	626
Sweden	(4,220)	18.7%	(6.3)%	266
Isle of Man	(122,983)	0.0%	(25.0)%	30,746
	<u>\$ (79,535)</u>			<u>\$ 27,952</u>
Income arising from non-taxable items(3)	234,414			
<b>Income from continuing operations before income tax</b>	<u><b>\$ 154,879</b></u>			

- (1) The local statutory income tax expense for our significant tax jurisdictions (The Netherlands, Ireland and Isle of Man) does not differ from the actual income tax expense.
- (2) The tax variance as a result of global activities is mainly caused by our operations in countries with a lower statutory tax rate than the statutory tax rate in The Netherlands.
- (3) The 2012 non- taxable income included an imputed gain for tax purposes that offsets all remaining taxable losses for the period 2006 through 2012 in The Netherlands. This offset of the taxable losses was already foreseen in the Dutch filing position and included in the valuation allowance of previous years. The imputed gain results from a revaluation of the tax asset base as well as the retrospective revisions of certain intercompany obligations between the Netherlands and Isle of Man jurisdictions.

The calculation of income for tax purposes differs significantly from book income. Deferred income tax is provided to reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and such amounts as measured under tax law in the various jurisdictions. Tax loss carry forwards and accelerated tax depreciation on flight equipment held for operating leases give rise to the most significant timing differences.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**16. Income taxes (Continued)**

The following tables describe the principal components of our deferred tax (assets) and liabilities by jurisdiction at December 31, 2011 and 2012.

	December 31, 2011			
	The Netherlands	Ireland	U.S.	Sweden
Depreciation/Impairment	\$ (15,251)	\$ 146,675	\$ (1,599)	\$ —
Debt	—	16,516	—	—
Intangibles	—	2,452	—	—
Loss-making contracts	—	—	1,828	—
Interest expense	—	—	(8,174)	—
Accrued maintenance liability	—	(3,859)	(1,731)	—
Obligations under capital leases and debt obligations	—	(6,064)	—	—
Investments	—	(2,500)	—	—
Losses and credits forward	(73,861)	(186,477)	(6,058)	(7,316)
Other	(2,222)	1,157	814	55
Valuation allowance on tax assets	54,357	—	—	—
<b>Net deferred tax asset</b>	<b>\$ (36,977)</b>	<b>\$ (32,100)</b>	<b>\$ (14,920)</b>	<b>\$ (7,261)</b>

	December 31, 2012			
	The Netherlands	Ireland	U.S.	Sweden
Depreciation/Impairment	\$ (29,635)	\$ 227,199	\$ —	\$ —
Debt	—	13,807	—	—
Intangibles	—	1,564	—	—
Interest expense	—	—	(7,401)	—
Accrued maintenance liability	—	(5,265)	—	—
Obligations under capital leases and debt obligations	—	(8,493)	—	—
Investments	—	(2,500)	—	—
Losses and credits forward	—	(254,477)	(6,894)	(8,050)
Other	(2,492)	3,945	(1,034)	—
<b>Net deferred tax asset</b>	<b>\$ (32,127)</b>	<b>\$ (24,220)</b>	<b>\$ (15,329)</b>	<b>\$ (8,050)</b>

The change in the valuation allowance for the deferred tax asset has been as follows:

	Year ended December 31,		
	2010	2011	2012
Valuation allowance at beginning of period	\$ 17,296	\$ 44,696	\$ 54,357
Increase (decrease) of allowance to income tax provision	27,400	9,661	(54,357)
<b>Valuation allowance at end of period</b>	<b>\$ 44,696</b>	<b>\$ 54,357</b>	<b>\$ —</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**16. Income taxes (Continued)**

Valuation allowance in prior years related to losses and credit forwards in our Dutch tax jurisdiction, the cumulative amount of which was cancelled at the end of 2012.

We did not have any unrecognized tax benefits at December 31, 2010, 2011 and 2012.

Our primary tax jurisdictions are the Netherlands, United States, Ireland and Sweden. Our tax returns in The Netherlands are open for examination from 2007 forward, in Ireland from 2008 forward, in Sweden from 2007 forward and in the United States from 2009 forward. None of our tax returns are currently subject to examination.

Our policy is that we recognize accrued interest on the underpayment of income taxes as a component of interest expense and penalties associated with tax liabilities as a component of income tax expense.

***The Netherlands***

The majority of our Netherlands subsidiaries are part of a single Netherlands fiscal unity and are included in a consolidated tax filing. Due to the existence of interest bearing intercompany liabilities, current tax expenses are limited with respect to the Netherlands subsidiaries. Deferred income tax is calculated using the Netherlands corporate income tax rate (25.0%). We expect to recover the full value of our Dutch tax assets and have not recognized a valuation allowance against such assets at December 31, 2012.

***Ireland***

Since 2006, the enacted Irish tax rate is 12.5%. Our principal Irish tax-resident operating subsidiary has significant losses carry forward at December 31, 2012 which give rise to deferred tax assets. The availability of these losses does not expire with time. In addition, the vast majority of all of our Irish tax-resident subsidiaries are entitled to accelerated aircraft depreciation for tax purposes and offset net taxable income and loss within our Irish tax group of companies within a given tax year. Accordingly, no Irish tax charge arose during the year. Based on projected taxable profits in our Irish subsidiaries, including our principal Irish tax-resident operating subsidiary where we hold significant Irish tax losses, we expect to recover the full value of our Irish tax assets and have not recognized a valuation allowance against such assets at December 31, 2012.

***United States of America***

Our U.S. subsidiaries are assessable to federal and state U.S. taxes. Beginning with the tax year ending December 31, 2006, we filed a consolidated federal income tax return in the U.S. which includes the accounts of AeroTurbine until the date the shares of AeroTurbine were sold (October 7, 2011). The blended federal and state tax rate applicable to our consolidated U.S. group is 36.2% for the year ended December 31, 2012. Due to the existence of tax losses, which expire over time, no current tax expense arose in the U.S. in 2012. Based on projected taxable profits in our U.S. subsidiaries, we expect to recover the rest of our U.S. tax assets.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**16. Income taxes (Continued)**

*Sweden*

The Swedish entity has significant losses carry forward at December 31, 2012, which give rise to deferred tax assets. The availability of these losses does not expire with time. Accordingly, no Swedish current tax charge arose during the year. Based on projected taxable profits in our Swedish subsidiaries we expect to recover the full value of our Swedish tax assets and have not recognized a valuation allowance at December 31, 2012.

**17. Share capital**

From the date of our acquisition of AerCap B.V. to just prior to our initial public offering, we were a Netherlands limited partnership under the name of AerCap Holdings C.V. with \$370,000 of partnership capital held by four limited partners and one general partner, all located in Luxemburg. In anticipation of our public offering, AerCap Holdings N.V. was formed with 45,000 ordinary shares held by the same Luxemburg entities. AerCap Holdings N.V. issued one additional share to acquire all of the assets and liabilities of AerCap Holdings C.V. in a common control transaction after which, AerCap Holdings C.V. was put in liquidation. On November 10, 2006, we effected a 1,738.6 for one share split resulting in total ordinary shares issued and outstanding of 78,236,957 and reduced the par value of each ordinary share from €1.00 to €0.01. Because our conversion from a Netherlands limited partnership to a Netherlands public limited liability company was accomplished in a common control transaction, we have retroactively reflected our capital structure during the period when our group was owned by AerCap Holdings C.V. (limited partnership) as if it were owned by AerCap Holdings N.V. based on 78,236,957 ordinary shares outstanding.

On November 27, 2006, we sold 6,800,000 ordinary shares at \$23 per share in an initial public offering. We received net proceeds of \$143,017 after deducting underwriting discounts and commissions and offering expenses payable by us. We used the net proceeds from the initial public offering plus existing cash to retire \$168,600 of senior and subordinated debt of AeroTurbine. In connection with the early retirement of this debt, we wrote off \$3,300 of debt issuance costs and paid prepayment penalties of \$1,686. On November 27, 2006, we completed the initial public offering of 26,100,000 (including the above mentioned 6,800,000 ordinary shares) of our ordinary shares on The New York Stock Exchange and on August 6, 2007 we completed the secondary offering of 20,000,000 additional ordinary shares on The New York Stock Exchange. On March 25, 2010, the all-share acquisition of Genesis was completed and increased our outstanding ordinary shares by 34,348,858. On November 11, 2010, we completed a transaction with Abu Dhabi-based investment holding company Waha. As part of this transaction our outstanding ordinary shares increased by 29,846,611. On August 5, 2011 and September 19, 2011, we announced that AerCap's Board of Directors approved a share repurchase program. On November 2, 2011 we completed the share repurchase program for 2011. During 2011, we acquired 9,402,663 ordinary shares for a consideration of \$100 million, with an average share price of \$10.64. On June 5, 2012 we announced that AerCap's Board of Directors approved a share repurchase program. On December 6, 2012 we completed the share repurchase program for 2012. During 2012 we acquired a total number of 26,535,939 ordinary shares for a consideration of \$320 million with an average share price of \$12.06. All repurchased shares have been cancelled by the Board of Directors in accordance with the authorizations obtained from the Company's shareholders.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**17. Share capital (Continued)**

As of December 31, 2012, our authorized share capital consists of 250,000,000 ordinary shares with a par value of €0.01. Our outstanding ordinary share capital as per December 31, 2012 included 113,363,535 ordinary shares.

The changes in accumulated other comprehensive loss by component for the year ended December 31, 2012 are:

	Net change in fair value of derivatives	Net change in fair value of pension obligations	Total
	(US dollars in thousands)		
<b>Beginning balance</b>	<b>\$ (8,513)</b>	<b>\$ —</b>	<b>\$ (8,513)</b>
Current-period other comprehensive loss	(1,360)	(4,528)	(5,888)
<b>Ending balance</b>	<b>\$ (9,873)</b>	<b>\$ (4,528)</b>	<b>\$ (14,401)</b>

**18. Share-based compensation*****Cerberus Funds Equity Grants***

Effective June 30, 2005, companies controlled by Cerberus ("Cerberus Funds") which indirectly owned 100% of our equity interests put into place an Equity Incentive Plan ("Cerberus Funds Equity Plan") under which members of our senior management, Board of Directors and an employee of Cerberus (the "participants") were granted either restricted shares or share options ("Cerberus Funds Equity Grants") in such companies. The value of the Cerberus Funds Equity Grants is derived exclusively with reference to the value of our shares.

We apply the provisions of ASC 718 in accounting for the Cerberus Funds Equity Grants. In addition to formal vesting restrictions, the terms of the Cerberus Funds Equity Grants contained provisions which allowed the Cerberus Funds to repurchase any restricted shares or shares obtained through the exercise of options upon the occurrence of certain employment termination events or cessation of service on the board of directors for share options issued to our independent directors. All holders of Cerberus Fund Equity Grants have exchanged their Cerberus Fund shares or share options for our shares or options on our shares and the restrictions from selling their vested interests have lapsed. All share options granted under the Cerberus Funds Equity Plan are exercisable for a period of ten years from the date of issuance.

The amount of expense recognized with respect to share options with a strike price is based on the fair value of the option using a Black-Scholes option pricing model. The value of each of the Cerberus Funds Equity Grants is recognized on a straight-line basis over the applicable vesting periods.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**18. Share-based compensation (Continued)**

For options valued with a Black-Scholes option pricing model, we have used the following assumptions:

Volatility	38.25% - 39.90%
Expected life	5.00 - 5.93 years
Risk-free interest rate	4.67% - 4.72%
Dividend yield rate	0.00%

Since our shares had not traded in the public market at the time of the valuations, we derived our volatility assumptions by comparison to peer group companies. The expected life represents the period of time the options are expected to be outstanding. The risk free rate is based on the U.S. Treasury yield curve in effect at the time of grant and which has a term equal to the expected life of the options. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention not to pay regular dividends in the foreseeable future. The differing assumptions used result from the differences in expected life among the different tranches of share options valued.

A summary of activity during the years ended December 31, 2010, 2011 and 2012 for all issuances under the Cerberus Funds Equity Plan is set forth below. Because the number of shares and share options under the Cerberus Funds Equity Plan are shares and share options of the Cerberus Funds, ownership interests in the table below have been stated as the equivalent number of our shares which are represented by the Cerberus Funds shares.

	<b>Number of Restricted Shares/Options</b>
Beginning outstanding January 1, 2010	2,211,360
Exercises of Cerberus Funds shares/options for direct holdings of AerCap shares	(1,465,395)
Ending outstanding December 31, 2010	745,965
Beginning outstanding January 1, 2011	745,965
Forfeitures	—
Ending outstanding December 31, 2011	745,965
Beginning outstanding January 1, 2012	745,965
Exercised	(635,197)
Ending outstanding December 31, 2012	110,768

There are no remaining share options which are still subject to future vesting criteria.

***AerCap Holdings NV Equity Grants***

On October 31, 2006, we implemented an equity incentive plan that is designed to promote our interests by enabling us to attract, retain and motivate directors, employees, consultants and advisors and align their interests with ours ("NV Equity Plan 2006"). The NV Equity Plan provides for the grant of nonqualified share options, incentive share options, share appreciation rights, restricted shares, restricted share units and other share awards ("NV Equity Grants") to participants of the plan selected

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**18. Share-based compensation (Continued)**

by the Nomination and Compensation Committee of our Board of Directors. Subject to certain adjustments, the maximum number of equity awards available to be granted under the plan is equivalent to 4,251,848 Company's shares.

The terms and conditions of NV Equity Grants, including vesting provisions for share options, are determined by the Nomination and Compensation Committee, except that, unless otherwise determined by the Nomination and Compensation Committee, or as set forth in an award agreement: (a) each NV Equity Grant is granted for ten years from the date of grant, or, in the case of certain key employees, (i.e., employees owning more than 10% of our ordinary shares), for five years from the date of grant; provided, however, no share option period may extend beyond ten years from the date of grant; (b) the option price per share for incentive share options may not be less than 100% of the fair market value of the ordinary shares except that the option price per share for a key employee may not be less than 110% of the fair market value of the ordinary shares at the time the incentive share option is granted; and (c) incentive share options may only be issued to the extent the aggregate fair market value of shares with respect to the exercise of the incentive share options for the first time by an option holder during any calendar year is \$100,000 or less, with any additional share options being treated as nonqualified share options. As of December 31, 2012, we have 1,712,500 share options outstanding under the NV Equity Plan 2006 which have been granted to certain of our current and former employees. In addition, as of December 31, 2012, we have 64,782 share options outstanding under the NV Equity Plan 2006 which have been granted to certain of our current and former Non-Executive Directors.

Following is a summary of option issuances to-date under the NV Equity Plan:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price</u>
Options outstanding at January 1, 2010	2,575,000	NA
Forfeitures	(612,500)	NA
Options issued during year	321,041	22.54
Options outstanding at December 31, 2010	2,283,541	NA
Options outstanding at January 1, 2011	2,283,541	NA
Forfeitures	(150,000)	NA
Options exercised during year	(100,000)	2.95
Options issued during year	23,662	11.29
Options outstanding at December 31, 2011	2,057,203	NA
Options outstanding at January 1, 2012	2,057,203	NA
Forfeitures	—	NA
Options exercised during year	—	NA
Options issued during year	19,833	13.72
Options outstanding at December 31, 2012	2,077,036	NA

The weighted average remaining contractual term of the 2.1 million options outstanding at December 31, 2012 is 5.1 years. The weighted average grant date fair value for options issued in 2008 is

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**18. Share-based compensation (Continued)**

\$1.52 per option. Total share-based compensation recognized for the above options was \$2,339, \$1,431 and nil for the years ending December 31, 2010, 2011 and 2012, respectively. In light of the difficult economic environment prevailing at the end of 2008, the Nomination and Compensation Committee adjusted the performance criteria for the performance tranches relating to fiscal years 2010, 2011 and 2012. This change has been accounted for as a modification to the NV Equity Plan 2006 with respect to the performance-based options for those years and the weighted average fair values above for issuances which include the tranches subject to the modification include the fair values as of the date of modification. For both the original and modified award, vesting criteria were not probable of being met at the time of the modification, therefore in accordance with ASC 718, no additional expense was recognized as a result of the modification. As of December 31, 2011, we have completely recognized the share-based compensation expenses related to NV Equity Grants. There are no remaining share options which are still subject to future vesting criteria.

The value of the options issued under the NV Equity Plan 2006 was calculated by a Black-Scholes option pricing model using the following assumptions:

Volatility	33.92% - 38.42%
Expected life	5.33 - 6.53 years
Risk-free interest rate	1.89% - 4.20%
Dividend yield rate	0.00%

Volatility assumptions were derived by comparison to peer group companies due to the lack of significant trading history in our shares. The expected life represents the period of time the options are expected to be outstanding. The risk free rate is based on the U.S. Treasury yield curve in effect at the time of grant and which has a term equal to the expected life of the options. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention not to pay regular dividends in the foreseeable future. The differing assumptions used result from the differing fair value dates among the different tranches (time-based vs. performance-based).

In addition to the share options, as of December 31, 2012 a total number of 2,145,228 AER restricted share units are outstanding under the NV Equity Plan 2006 which have been granted to certain of our employees. All restricted share units are subject to vesting conditions. 350,000 of these restricted share units will vest, subject to the vesting conditions, on March 31, 2016. 925,000 of these restricted share units will vest, subject to the vesting conditions, on May 31, 2015. 435,000 of these restricted share units will vest, subject to the vesting conditions, on March 31, 2015. 135,228 of these restricted share units will vest, subject to the vesting conditions, on February 16, 2015. 100,000 of these restricted share units will vest, subject to the vesting conditions, on May 31, 2014. The remaining 200,000 share units will vest, subject to the vesting conditions, on May 31, 2013.

In March 2012, the Board of Directors approved a new equity incentive plan ("Equity Incentive Plan 2012") that is designed to promote our interests by enabling us to attract, retain and motivate employees, consultants and advisors, or those who may become employees, consultants or advisors, and align their interests with ours. The Equity Incentive Plan 2012 provides for the grant of stock options, nonqualified stock options, restricted stock, restricted stock units, stock appreciation rights and other stock awards to participants of the plan selected by the Nomination and Compensation Committee of our Board of Directors. Subject to certain adjustments, the maximum number of equity awards

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**18. Share-based compensation (Continued)**

available to be granted under the plan is equivalent to 2,000,000 of our shares. The terms and conditions of awards, including vesting provisions for stock options, restricted shares and restricted share units, are determined by the Nomination and Compensation Committee. Unlike the Equity Incentive Plan 2006, the Equity Incentive Plan 2012 is not open for equity awards to our Directors.

In 2012, a total of 255,000 restricted share units were issued under the Equity Incentive Plan 2012 to certain employees of the Company. 165,000 of the restricted share units will vest on May 31, 2015 based on both time and performance based criteria. The performance criteria related to these restricted share units take into account the Company's average performance (such as EPS) over a number of years with a view to promote and encourage good performance over a prolonged period of time. The remaining 90,000 restricted share units were issued to certain employees of the Company not including the Executive Officers described on page 73. These restricted share units will vest on March 31, 2016 and they are time-based only. As of December 31, 2012, all restricted share units remain outstanding.

Assuming that established performance criteria are met and that no forfeitures occur, we expect to recognize share-based compensation related to NV restricted share units of approximately \$7.2 million during 2013, \$6.9 million during 2014, \$3.2 million in 2015 and \$0.5 million in 2016

**19. Pension plans**

We operate defined benefit plans and a defined contribution pension plan for our employees. These plans do not have a material impact on our Consolidated Balance Sheets, Consolidated Income Statements and prior period presentation.

*Defined benefit plans:*

We provide an insured defined benefit pension plan covering our Dutch employees ("Dutch Plan") based on years of service and career average pay. The Dutch plan is funded through a guaranteed insurance contract, and we determine the funded status of this plan with the assistance of an actuary. In the year ended December 31, 2012 we recognized a \$2.1 million, net of tax, actuarial loss in Accumulated Other Comprehensive Income. Based on ASC 715, this was calculated assuming a discount rate of 4.0%, which was 6.0% in 2011, and various assumptions regarding the future funding and pay out. At December 31, 2012 we recorded a liability in Accrued expenses and other liabilities of \$2.9 million which covers our projected benefit obligation exceeding the plan assets.

We provide a defined benefit pension plan covering some of our Irish employees ("Irish Plan") based on years of service and final pensionable pay. The Irish plan is funded through contributions by the Company and invested in trustee administered funds, which was closed to new participants, but will continue to accrue benefits for existing participants as of June 30, 2009. We determine the funded status of this plan with the assistance of an actuary. In the year ended December 31, 2012 we recognized a \$2.4 million, net of tax, actuarial loss in Accumulated Other Comprehensive Income. Based on ASC 715, this was calculated assuming a discount rate of 4.2%, which was 5.8% in 2011, and various assumptions regarding the future funding and pay out. At December 31, 2012 we recorded a liability in Accrued expenses and other liabilities of \$2.7 million which covers our projected benefit obligation exceeding the plan assets.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**19. Pension plans (Continued)**

*Defined contribution plan:*

We provide a defined contribution pension plan for the Irish employees that are not covered by the defined benefit plan. In the year ended December 31, 2012 contributed \$0.2 million (2011: \$0.2 million). No amounts were outstanding in respect of pension contributions at December 31, 2012.

**20. Segment information**

*Reportable Segments*

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

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

	<u>2010</u>	<u>2011</u>	<u>2012</u>
United States of America	8.4%	8.8%	12.1%
Russia	11.3%	10.3%	9.4%
Germany	12.0%	9.3%	9.0%

The following table sets forth the percentage of long-lived assets (flight equipment and intangible assets) attributable to individual countries representing at least 10% of total long-lived assets in 2012 based on each airline's principal place of business for the years indicated:

	<u>2012</u>
United States of America	16.6%
Russia	11.4%

During the years ended December 31, 2010, 2011 and 2012, no lease revenue and no long-lived assets were attributable to The Netherlands, our country of domicile.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)****(US dollars in thousands)****21. Selling, general and administrative expenses**

We had 356 (including 204 AeroTurbine employees), 153 and 159 persons in employment as of December 31, 2010, 2011 and 2012, respectively. Selling, general and administrative expenses include the following expenses:

	Year ended December 31,		
	2010	2011	2012
Personnel expenses(1)(3)	\$ 39,708	\$ 52,262	\$ 44,645
Travel expenses	5,130	5,862	7,098
Professional services	13,752	13,159	17,906
Office expenses	4,067	3,943	3,506
Directors expenses	4,789	5,582	4,786
Aircraft management fee(2)	6,395	26,841	641
Mark-to-market on derivative instruments and foreign currency results	(1,651)	2,811	(2,914)
Other expenses	8,437	10,286	7,741
	<b>\$ 80,627</b>	<b>\$ 120,746</b>	<b>\$ 83,409</b>

- (1) Includes share-based compensation of \$2,875, \$6,159 and \$7,128 in the years ended December 31, 2010, 2011 and 2012, respectively.
- (2) Includes a charge of \$24,500 relating to the buy-out of the Genesis portfolio servicing rights in the year ended December 31, 2011.
- (3) Includes termination and severance payments of \$5,151 in the year ended December 31, 2011.

**22. Asset impairment**

Asset impairment includes the following expenses:

	2010	2011	2012
Flight equipment (Note 5)	\$ 11,764	\$ 23,323	\$ 12,625
Discontinued operations	(3,532)	(8,902)	—
Intangible lease premium (Note 9)	2,673	1,173	—
	<b>\$ 10,905</b>	<b>\$ 15,594</b>	<b>\$ 12,625</b>

Our long-lived assets, include: flight equipment, inventory and finite-lived intangible assets. We test long-lived assets for impairment whenever events or changes in circumstances indicate that the assets' carrying amount is not recoverable from its undiscounted cash flows.

We performed an impairment analysis of our long-lived assets during the year 2012 and as of December 31, 2012. In this impairment analysis, we focused on aircraft older than 15 years, since the cash flows supporting our carrying values of those aircraft are more dependent upon current lease contracts, which leases are more sensitive. In addition, we believe that residual values of older aircraft

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**22. Asset impairment (Continued)**

are more exposed to non-recoverable declines in value in the current economic environment. If conditions again worsen significant uncertainties may cause a potential adverse impact on our business. In particular, our estimates and assumptions regarding forecasted cash flows from our long-lived assets would need to be reassessed. This includes the duration of the economic downturn along with the timing and strength of the pending recovery, both of which are important variables for purposes of our long-lived asset impairment tests. Any of our assumptions may prove to be inaccurate which could adversely impact forecasted cash flows of certain long-lived assets, especially for aircraft older than 15 years.

In the year ended December 31, 2012, we recognized an impairment charge of \$12.6 million in income from continuing operations. The impairment charge recognized related to four older A320 aircraft and one Boeing 737 classic, four of which are older than 15 years of age as of December 31, 2012.

As of December 31, 2012 we owned 212 aircraft of which nine were older than 15 years. The nine aircraft had a net book value of \$134.1 million which represented 1.9% of our total flight equipment held for operating lease. The undiscounted cash flows of the nine aircraft older than 15 years were estimated at \$151.3 million, which represents 12.9% excess above net book value. After the impairments earlier in the year as of December 31, 2012 all nine aircraft passed the recoverability test, including one aircraft that was impaired after the lease was terminated following a lessee default during the year. The nine aircraft passed the recoverability test with undiscounted cash flows exceeding the carrying value of aircraft between 1% and 89%. The following assumptions drive the undiscounted cash flows: contracted lease rents per aircraft through current lease expiry, subsequent re-lease rates based on current marketing information and residual values based on current market transactions. We review and stress test our key assumptions to reflect any observed weakness in the global economic environment. Further deterioration of the global economic environment and a further decrease of aircraft values might have a negative effect on the undiscounted cash flows of older aircraft and might trigger further impairments.

Separately, as part of a required disclosure, we have 10 aircraft whose undiscounted cash flows do not substantially exceed their carrying value as of December 31, 2012. We have defined 10% as substantial. The aggregated carrying value of the 10 aircraft on December 31, 2012 amounted to \$240.7 million, and their aggregated net book value was \$247.3 million, which represented 3.1% of our total flight equipment held for operating lease.

There can be no assurance that the Company's estimates and assumptions regarding the economic environment, or the period or strength of recovery, made for purposes of the long-lived asset impairment tests will prove to be accurate predictions of the future. A deterioration in the global economic environment and a decrease of appraised values will have a negative effect on the undiscounted cash flow, which might then trigger impairment on some of the nine aircraft which are older than 15 years or other aircraft in our portfolio.

**23. Earnings per ordinary share**

Basic and diluted earnings per share (EPS) is calculated by dividing net income by the weighted average of our ordinary shares outstanding. As disclosed in Note 18, there are 4.5 million share options

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**23. Earnings per ordinary share (Continued)**

and restricted shares outstanding under the NV Equity Plan, however the diluted earnings per ordinary share is insignificant and therefore not different from the basic earnings per ordinary share. The computations of basic and diluted earnings per ordinary share for the periods indicated below are shown in the following table:

	Year ended December 31, 2010	Year ended December 31, 2011	Year ended December 31, 2012
Net income for the computation of basic and diluted earnings per share	\$ 207,573	\$ 172,224	\$ 163,655
Weighted average ordinary shares outstanding	114,952,639	146,587,752	131,492,057
<b>Basic and diluted earnings per ordinary share</b>	<b>\$ 1.81</b>	<b>\$ 1.17</b>	<b>\$ 1.24</b>

**24. Related party transactions**

AerDragon ("AerDragon") consists of two joint venture companies Dragon Aviation Leasing Company Limited based in China and AerDragon Aviation Partners Limited based in Ireland. Both companies are owned 50% by China Aviation Supplies Holding Company, 25% by affiliates of Crédit Agricole and 25% by AerCap. In 2007, AerCap assigned a purchase right it had with Airbus under AerCap's 1999 forward order agreement relating to an A320 aircraft which was then directly acquired by AerDragon. In addition, during 2007 AerCap sold an A320 aircraft that was subject to a lease with an airline to AerDragon and guaranteed AerDragon's performance under the debt which was assumed by AerDragon from AerCap in the transaction. Both of these transactions were executed at terms, which we believe reflected market conditions at the time. AerCap provides lease management, insurance management and aircraft asset management services to AerDragon. AerCap charged AerDragon a total of \$0.6 million as a guarantee fee and for these management services during 2012. We apply equity accounting for our 25% investment in both joint venture companies. Accordingly, the income statement effect of all sale transactions with either of the joint venture companies is eliminated in our financial statements.

AerCo is an aircraft securitization vehicle from which we hold all of the most junior class of subordinated notes and some notes immediately senior to those junior notes. We do not recognize value for the AerCo notes which we still hold on our consolidated balance sheets. Through March 2003 we consolidated AerCo, but we deconsolidated the vehicle in accordance with ASC 810 at that time. Subsequent to the deconsolidation of AerCo, we have received interest from AerCo on its D note investment of \$1.7 million and \$0.4 million for the year ended December 31, 2006 and the year ended December 31, 2007, respectively. In addition, we provide a variety of management services to AerCo for which we received fees \$4.1 million, \$3.3 million and \$3.0 million the years ended December 31, 2010, 2011 and 2012, respectively.

On November 11, 2010 we issued approximately 29.8 million new shares to Waha. In exchange, we received \$105 million in cash, Waha's 50% interest in the joint venture company AerVenture, a 40% interest in AerLift and a 50% interest in AerLift Jet.

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**25. Commitments and contingencies*****Property and other rental commitments***

We have entered into property rental commitments with third parties and have lease arrangements with respect to company cars and office equipment. Minimum payments under the property rental agreements are as follows:

2013	\$ 1,248
2014	1,836
2015	1,897
2016	1,574
2017	1,544
Thereafter	385
	<b>\$ 8,484</b>

**Legal proceedings****Litigation**

In the ordinary course of our business, we are a party to various legal actions, which we believe are incidental to the operation of our business. We believe that the outcome of the proceedings to which we are currently a party will not have a material adverse effect on our financial position, results of operations and cash flows.

**VASP Litigation**

We leased 13 aircraft and three spare engines to Viação Aérea 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 High Court of the State of Sao Paulo 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 High 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. The Federal Supreme Court is not bound by the opinion of the Attorney General. However, our external legal counsel informed us that it would be normal practice to take such an opinion into consideration. There are no assurances though whether the Federal Supreme Court will rule in accordance with the Attorney General opinion or, if it did, what the outcome of the judgment of the STJ would be.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**25. Commitments and contingencies (Continued)**

On February 23, 2006, VASP commenced a procedure to calculate its alleged damages and since then both we and VASP have appointed experts to assist the court in calculating damages. Our external legal counsel has advised us that even if VASP prevails on the issue of liability, they do not believe that VASP will be able to demonstrate any damages. We continue to actively pursue all courses of action that may 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 was served with process in Brazil in October 2007 and in response filed an application challenging the jurisdiction of the English court, which we opposed. VASP also applied to the court to adjourn the hearing on its 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 \$40.0 million in damages plus accrued interest. We subsequently applied to the STJ for an order ratifying the English judgment, so that it might be enforced in Brazil. The STJ granted AerCap's application and entered an order ratifying the English judgment. VASP appealed that order; however, the order is fully effective pending a resolution of VASP's appeal of the order ratifying the English judgment.

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 have appealed this ruling to the full panel of the STJ. Our counsel expect a ruling on these appeals in the course of this year. However, in the interim, there is uncertainty regarding (a) the legal representation of VASP and (b) the proper venue in which to bring AerCap's claim based on the English judgment. While VASP was in bankruptcy, its legal representative was the bankruptcy trustee. At present, however, the trustee has no legal capacity to represent VASP and it is unclear who does have such capacity. AerCap is presently awaiting a resolution of these issues. In the event the bankruptcy is reinstated, AerCap will have the right to file a claim in the bankruptcy proceeding seeking (a) damages and/or (b) an offset against any award VASP may win on its claims against AerCap. We cannot provide any assurance as to the outcome of this claim.

In addition to its claim in the English courts, AerCap has also brought an action 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 have granted an order for service of process, VASP opposed service in Brazil, but the STJ ruled that service of process on VASP had been properly completed. However, the revocation of VASP's bankruptcy and the trustee's resulting loss of capacity to act for VASP have delayed AerCap's attempts to enforce its Irish claims.

Our management, based on the advice of external legal counsel, has determined that it is not necessary to make any provision for this litigation because we do not believe the outcome of this case will have a material effect on our consolidated financial condition, results of operations or cash flows.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**25. Commitments and contingencies (Continued)**

**Transbrasil litigation**

In the early 1990's, 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 General Electric Capital Corporation ("GECC") and certain of its affiliates ("GE affiliates" and 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, 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 a statutory penalty equal to double the face amount of the Notes (plus interest and monetary adjustments), and awarding Transbrasil 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. In June 2010, the AerCap Lessors and the GE Lessors separately filed special appeals before the STJ in Brazil. These special appeals have since been admitted for hearing. AerCap's Brazilian attorneys believe AerCap's special appeal is well-grounded and has a reasonable chance of success.

In July 2011, Transbrasil sued for provisional enforcement of the 2010 Judgment and submitted its alleged calculation of the statutory penalty, 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 have opposed provisional enforcement of the 2010 judgment, arguing, among other things, that Transbrasil's calculations are greatly exaggerated. These arguments, and the defendants' appeals on the merits of the case, will be determined on appeal.

Transbrasil has also initiated proceedings to determine the amount of damages that it allegedly suffered due to the defendants' attempts to collect on the Notes. The court has appointed an expert to determine the amount of such damages and the AerCap Lessors have 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.

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 (a) their attempts to enforce the Notes and (b) the 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.

Our management, based on the facts and the advice of external legal counsel, has determined that is not necessary to make any provision for this litigation because we do not believe the outcome of this

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(US dollars in thousands)**

**25. Commitments and contingencies (Continued)**

case will have a material effect on our consolidated financial condition, results of operations or cash flows.

**26. Fair value measurements**

In September 2006, the FASB issued ASC 820, which is effective for fiscal years beginning after November 15, 2007. We adopted the standard on January 1, 2008.

Under ASC 820, 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 the Company's 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 based primarily on management's own estimates and are calculated based upon the Company's pricing policy, 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 Company adopted ASC 820 for all financial assets and liabilities and non-financial assets required to be measured at fair value on a recurring basis, prospectively from January 1, 2008. The application of ASC 820 for financial instruments which are periodically measured at fair value did not have a material effect on the Company's results of operations or financial position.

Under ASC 820, there is a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value.

The three broad levels defined by the ASC 820 hierarchy are as follows:

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 the Company's own assumptions about market risk developed based on the best information available, subject to cost benefit analysis. Inputs may include the Company's own data.

When there are no observable comparables, inputs used to determine value are derived through extrapolation and interpolation and other Company-specific inputs such as projected financial data and the Company's own views about the assumptions that market participants would use.

The following table summarizes our financial assets and liabilities as of December 31, 2012 that we measured at fair value on a recurring basis by level within the fair value hierarchy. As required by

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**26. Fair value measurements (Continued)**

ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to their fair value measurement.

	December 31, 2012	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 520,401	\$ 520,401	\$ —	\$ —
Restricted cash	279,843	279,843	—	—
Derivative assets	9,993	—	9,993	—
Derivative liabilities	(14,677)	—	(14,677)	—
	<b>\$ 795,560</b>	<b>\$ 800,244</b>	<b>\$(4,684)</b>	<b>\$ —</b>

Our cash and cash equivalents, along with our restricted cash and cash equivalents balances, consists largely of money market securities that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as level 1 within our fair value hierarchy. Our derivative assets and liabilities included in level 2 consist of United States dollar denominated interest rate caps and foreign currency forward contracts swaps. Their fair values are determined by applying standard modeling techniques under the income approach to relevant market interest rates (cash rates, futures rates, swap rates) in effect at the period close to determine appropriate reset and discount rates. Changes in fair value are recognized immediately in income.

We also measure the fair value of certain assets and liabilities on a non-recurring basis, when GAAP requires the application of fair value, including events or changes in circumstances that indicate that the carrying amounts of assets may not be recoverable. Assets subject to these measurements include aircraft. We record aircraft at fair value when we determine the carrying value may not be recoverable, in accordance with ASC 360 and other accounting pronouncements requiring re-measurements at fair value. Fair value measurements for aircraft in impairment tests are based on level 3 inputs, which include the Company's assumptions as to future cash proceeds from leasing and selling aircraft and third party aircraft valuations. In the year ended December 31, 2012, we recognized an impairment of \$12.6 million. The impairment recognized related to four older A320 aircraft and one Boeing 737 classic.

For level 3 assets that were measured at fair value on a non-recurring basis during the year ended December 31, 2012, the following tables presents the fair value of those assets as of the measurement date, valuation techniques and related unobservable input of those assets:

	Fair Value	Valuation Techniques	Unobservable Input	Quantitative Inputs Used
Flight equipment held for operating leases	\$ 20.4 million	Market approach	Third party valuations	\$18.0 million - \$38.3 million

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**26. Fair value measurements (Continued)**

	<u>Fair Value</u>	<u>Valuation Techniques</u>	<u>Unobservable Input</u>	<u>Range</u>
Flight equipment held for operating leases	\$ 5.4 million	Income approach	Discount	8.1%
			Remaining Holding Period	3 years
			Present value of non-contractual cash flows	0%

During 2012, as a result of the ALS Transaction we also recorded the ALS Coupon Liability under debt and the ALS Note Receivable, under notes receivable, both at initial fair value in accordance with ASC 470 and ASC 805 respectively. Due to the lack of comparable market transactions we determined the ALS Coupon Liability based on the income method using the Company's own assumptions about the market risk of similar or related financial instruments, as well as the cash flow projections involved (level 3 inputs). The ALS Coupon Liability was valued at \$97.1 million based on a 5.5% discount rate, which was comparable to the traded yield of the Company's senior unsecured notes on the date of completing the ALS Transaction. The ALS Note Receivable was valued at \$67.3 million based on a 6.8% discount rate, which was derived from the overall components of the ALS Transaction (level 2). The subsequent measurement of both the ALS Coupon Liability (ASC 470) and ALS Note Receivable (ASC 320) will follow the method of amortized cost based on retrospective effective interest rate.

Our financial instruments consist principally of restricted cash, derivatives, notes receivable, trade receivables, accounts payable and cash equivalents. The fair value of restricted cash, trade receivables, accounts payable and cash and cash equivalents approximates the carrying value of these financial instruments because of their short term nature (level 1). The fair value of fixed rate notes is estimated using discounted cash flow analysis using interest rates offered on loans with similar terms to borrowers of similar credit quality (level 2). The fair values of our debt are estimated using a discounted cash flow analysis, based on our current incremental borrowing rates for similar types of borrowing arrangements (level 2).

**AerCap Holdings N.V. and Subsidiaries****Notes to the Consolidated Financial Statements (Continued)**

(US dollars in thousands)

**26. Fair value measurements (Continued)**

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

	December 31, 2011		December 31, 2012	
	Book value	Fair value	Book value	Fair value
<b>Assets</b>				
Restricted cash	\$ 237,325	\$ 237,325	\$ 279,843	\$ 279,843
Derivative assets	21,050	21,050	9,993	9,993
Notes receivable	5,200	5,200	78,163	78,163
Cash and cash equivalents	411,081	411,081	520,401	520,401
	<b>\$ 674,656</b>	<b>\$ 674,656</b>	<b>\$ 888,400</b>	<b>\$ 888,400</b>
<b>Liabilities</b>				
Debt	\$ 6,111,165	\$ 5,710,399	\$ 5,803,499	\$ 5,756,519
Derivative liabilities	27,159	27,159	14,677	14,677
	<b>\$ 6,138,324</b>	<b>\$ 5,737,558</b>	<b>\$ 5,818,176</b>	<b>\$ 5,771,196</b>

**27. Subsequent events**

No subsequent events have occurred as of March 13, 2013.



NautaDutilh N.V.

CONTINUOUS TEXT of the articles of association of **AerCap Holdings N.V.**, with corporate seat in Amsterdam, after partial amendment to the articles of association, by deed executed before W.H. Bossenbroek, civil law notary in Amsterdam, on 2 January 2013.

Trade Registry number 34251954.

This is a translation into English of the original Dutch text. An attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

## ARTICLES OF ASSOCIATION

### NAME AND SEAT

#### Article 1

1.1 The name of the Company is: **AerCap Holdings N.V.**

1.2 The Company is established in Amsterdam.

### OBJECTS

#### Article 2

The objects of the Company are:

- a. to enter into financial engagements, particularly into financial and operational lease agreements, with respect to airplanes and helicopters, airplane and helicopter engines, (spare) components of airplanes and helicopters, as well as related technical equipments and other technical equipment as the Company deems fit;
- b. to enter into service agreements which support the before mentioned engagements;
- c. to acquire, exploit and sell the before mentioned objects;
- d. to participate in, to finance, to collaborate with, to conduct the management of and provide advice and other services to legal persons and other enterprises with the same or similar objects;
- e. to acquire, use and/or assign industrial and intellectual property rights;
- f. to provide security for the debts of legal persons or of any other Company;
- g. to do anything which is, in the widest sense of the word, connected with or may be conducive to the attainment of these objects.

### SHARE CAPITAL

#### Article 3

The authorised share capital of the Company is two million five hundred thousand euros (EUR 2,500,000), divided into two hundred and fifty million (250,000,000) ordinary shares, each having a nominal value of one eurocent (EUR 0.01).

### ISSUANCE OF SHARES AND PAYMENT ON SHARES

#### Article 4

4.1 Upon a proposal of the Board of Directors containing the price and further terms

---

and conditions of issue, the general meeting of shareholders shall have the power to resolve upon the issuance of shares and, with due observance of the proposal of the Board of Directors, to determine the price and further terms and conditions of such share issuance. The general meeting of shareholders may designate the Board of Directors as the authorized corporate body for this purpose. A designation as referred to above shall only be valid for a specific period of no more than five years and may from time to time be extended with a period of not more than five years. Unless the designation provides otherwise, it may not be withdrawn. The designation shall specify the number of shares which may be issued.

- 4.2 As long as the Board of Directors is authorized to resolve upon the issuance of shares pursuant to paragraph 1 hereof, the general meeting of shareholders cannot pass resolutions to issue shares.
- 4.3 Without prejudice to what has been provided in article 2:80 paragraph 2 of the Dutch Civil Code, shares shall at no time be issued below par. Shares must be fully paid up upon issuance.
- 4.4 Payment must be made in cash to the extent that no other contribution has been agreed upon. If the Company so agrees, payment in cash can be made in a currency other than euro. In the event of payment in a foreign currency the obligation to pay is fulfilled to the extent of the amount for which the payment is freely convertible into euro, the decisive factor being the rate of exchange on the day of payment, or, as the case may be, after application of the next sentence, on the day mentioned therein. The Company may require payment at the rate of exchange on a certain day within two months prior to the ultimate day on which payment must be made, provided the shares shall immediately upon their issuance be admitted to a listing at a stock exchange outside of the Netherlands.
- 4.5 The provisions of this article 4 shall equally apply to the granting of rights to subscribe for shares, but shall not apply to the issuance of shares to a person who exercises a previously acquired right to subscribe for shares. The Board of Directors shall be authorized to issue such shares.
- 4.6 The Company is authorized to cooperate in the issuance of depository receipts for shares.
- 4.7 The Board of Directors will be authorized to perform the legal acts as referred to in article 2:94 of the Dutch Civil Code without the prior approval of the general meeting of shareholders.

## **PRE-EMPTIVE RIGHTS**

### **Article 5**

- 5.1 In the event of an issuance of shares, each shareholder shall have a pre-emptive right pro rata to the number of shares held by each such shareholder.
- 5.2 Should a shareholder who is entitled to a pre-emptive right not or not fully exercise such right, the other shareholders shall be similarly entitled to pre-emption rights in respect of those shares which have not been claimed. If the

2

---

latter collectively do not or do not fully exercise their pre-emptive rights either, then the authorized corporate body will be free to decide to whom the shares which have not been claimed shall be issued.

In respect of the issuance of shares there shall be no pre-emptive right to shares issued against a contribution other than in cash or issued to employees of the Company or of a group company.

- 5.3 The general meeting of shareholders will have the power to limit or exclude the pre-emptive rights. The pre-emptive right may also be restricted or excluded by the Board of Directors designated pursuant to article 4 paragraph 1 of these articles, if, by a resolution of the general meeting of shareholders, it was designated and authorised for a specified period, not exceeding five years, to restrict or exclude such pre-emptive right. The designation may be extended, from time to time, for a period not exceeding five years. Unless the designation provides otherwise, it may not be withdrawn.
- 5.4 As long as the Board of Directors is authorized to limit or exclude the pre-emptive rights pursuant to paragraph 3 hereof, the general meeting of shareholders cannot pass such resolutions.
- 5.5 A resolution by the general meeting of shareholders to limit or exclude the pre-emptive rights or to designate the Board of Directors as the authorized corporate body for this purpose in accordance with paragraph 3 hereof requires, in order to be validly adopted, a majority of at least two-thirds of the votes cast in a meeting of shareholders if less than half of the issued share capital is present or represented at such meeting.
- 5.6 The Company shall announce any issuance of shares with pre-emptive rights in the Staatscourant (Gazette) and in a national daily newspaper, and the period of time within which such pre-emptive right can be exercised.

Such pre-emptive right can be executed during at least two weeks after the day of notice in the Staatscourant (Gazette).

## **ACQUISITION BY THE COMPANY OF ITS SHARES**

### **Article 6**

- 6.1 The Company may acquire shares in its own share capital for valuable consideration if and in so far as:
- a. its shareholders' equity less the purchase price to be paid by the Company for such shares is not less than the aggregate amount of the paid up and called for part of the issued share capital and the reserves which must be maintained pursuant to the law or these articles of association;

- b. the aggregate par value of the shares in its share capital which the Company acquires, (already) holds or on which it holds a right of pledge (*pand*), or which are held by a subsidiary of the Company, amounts to no more than one-tenth of the aggregate par value of the issued share capital; and
- c. the general meeting of shareholders has authorized the Board of Directors

to acquire such shares, which authorization shall be valid for no more than eighteen months on each occasion, notwithstanding any further applicable statutory provisions and the provisions of these articles of association.

- 6.2 Shares thus acquired may again be disposed of by the Company. If depository receipts for shares in the share capital of the Company have been issued, such depository receipts shall for the application of the provisions of this paragraph and paragraph 1 hereof be treated as shares.
- 6.3 In the general meeting of shareholders no votes may be cast in respect of:
  - a. share(s) held by the Company or by a subsidiary of the Company;
  - b. share(s), depository receipts of which are held by the Company or by a subsidiary of the Company; and
  - c. share(s) on which the Company or a subsidiary of the Company holds a right of usufruct or a right of pledge.

However, the holders of a right of usufruct and the holders of a right of pledge on shares held by the Company or by a subsidiary of the Company are nonetheless not excluded from the right to vote such shares, if the right of usufruct or the right of pledge was granted prior to the time such share was acquired by the Company or by a subsidiary of the Company.

Shares in respect of which voting rights may not be exercised shall not be taken into account when determining to what extent the shareholders have cast their votes, to what extent they are present or represented at the general meeting of shareholders or to what extent the share capital is provided or represented.

## **REDUCTION OF SHARE CAPITAL**

### **Article 7**

- 7.1 The general meeting of shareholders may resolve to reduce the issued share capital of the Company by cancelling shares or by reducing the par value of shares by an amendment to the articles of association, provided that the amount of the issued share capital does not fall below the minimum share capital as required by law in effect at the time of the resolution.

A resolution of the general meeting of shareholders shall require a two-thirds majority vote if less than half of the issued share capital is present or represented at such meeting.

- 7.2 Cancellation of shares may apply to shares which are held by the Company itself or to shares for which the Company holds depository receipts (beneficial rights).

Partial repayment on shares shall be made on all shares.

- 7.3 Reduction of the par value of shares without repayment or partial repayment on shares shall be effected pro rata to all shares. The pro rata requirements may be waived by agreement of all shareholders concerned.

- 7.4 The notice of a general meeting of shareholders at which a resolution referred to in this article is to be adopted shall include the purpose of the reduction of the issued share capital and the manner in which such reduction shall be effectuated.

The resolution to reduce the issued share capital shall specify the shares to which the resolution applies and shall describe how such a resolution shall be implemented.

- 7.5 The Company shall file a resolution to reduce the issued share capital with the trade register and shall publish such filing in a national daily newspaper.
- 7.6 Within two months after publication of the filing referred to above in paragraph 5 hereof, any creditor may oppose the resolution to reduce the issued share capital of the Company.

- 7.7 A resolution to reduce the issued share capital shall not take effect as long as opposition may be instituted. If opposition has been instituted within the two month period, the resolution shall take effect upon the withdrawal of the opposition or upon a court order setting aside the opposition.

## **SHARES AND SHARE CERTIFICATES**

### **Article 8**

- 8.1 The shares shall be in registered form.
- 8.2 A shareholder may request the Company to issue share certificates for his registered shares.
- 8.3 Share certificates shall be available in such denominations as the Board of Directors shall determine.
- 8.4 All share certificates shall be signed by or on behalf of a director; the signature may be effected by printed facsimile. In addition all share certificates may be validly signed by one or more persons designated by the Board of Directors for that purpose.
- 8.5 All share certificates shall be identified by numbers and/or letters in such manner to be determined by the Board of Directors.
- 8.6 The Board of Directors may determine the form and contents of share certificates.
- 8.7 The expression share certificate as used in these articles of association shall include a share certificate in respect of more than one share.
- 8.8 The Company may, pursuant to a resolution of the Board of Directors, cooperate in the issuance of depository receipts in bearer form.

## **MISSING OR DAMAGED SHARE CERTIFICATES**

### **Article 9**

- 9.1 Upon written request by or on behalf of a shareholder, missing or damaged share certificates may be replaced by new share certificates or duplicates bearing the same numbers and/or letters, provided the shareholder who has made such request, or the person making such request on his behalf, provides satisfactory evidence of his title and, in so far as applicable, the loss of the share certificates to the Board of Directors, and further subject to such conditions as the Board of Directors may deem appropriate.
- 9.2 The issuance of a new share certificate or a duplicate shall render the share

certificates which it replaces invalid.

- 9.3 The issuance of new share certificates or duplicates for share certificates may in appropriate cases, at the discretion of the Board of Directors, be published in newspapers to be determined by the Board of Directors.

## **SHAREHOLDERS' REGISTER**

### **Article 10**

- 10.1 With due observance of the applicable statutory provisions in respect of registered shares, a shareholders' register shall be kept by or on behalf of the Company, which shareholders' register shall be regularly updated and, at the discretion of the Board of Directors, may, in whole or in part, be kept in more than one copy and at more than one address. At least one copy shall be kept at the office of the Company in the Netherlands.
- Part of the shareholders' register may be kept abroad in order to comply with applicable provisions set by a foreign stock exchange.
- 10.2 Each shareholder's name, his address and such further information as required by law and the information as the Board of Directors deems appropriate, whether at the request of a shareholder or not, shall be recorded in the shareholders' register.
- 10.3 The form and the contents of the shareholders' register shall be determined by the Board of Directors with due observance of the provisions of paragraphs 1 and 2 hereof.
- 10.4 Upon his request a shareholder shall be provided with written evidence of the contents of the shareholders' register with regard to the shares registered in his name free of charge, and the statement so issued may be validly signed on behalf of the Company by a director or by a person to be designated for that purpose by the Board of Directors.
- 10.5 The provisions of paragraphs 1 up to and including 4 hereof shall equally apply to persons who hold a right of usufruct or a right of pledge on one or more shares.
- 10.6 The Board of Directors shall have power and authority to permit inspection of the shareholders' register by and to provide information recorded

therein, as well as any other information regarding the direct or indirect share holding of a shareholder of which the Company has been notified by that shareholder, to the authorities entrusted with the supervision and/or implementation of the trading of securities on a foreign stock exchange on behalf of the Company and its shareholders, in order to comply with applicable foreign statutory provisions or applicable provisions set by such foreign stock exchange, if and to the extent such requirements apply to the Company and its shareholders as a result of the listing of shares in the share capital of the Company on such foreign stock exchange or the registration of such shares or the registration of an offering of such shares under applicable foreign securities laws.

## **REQUEST TO ISSUE OR CANCEL SHARE CERTIFICATES**

### **Article 11**

- 11.1 Subject to the provisions of article 8, a holder of shares may, upon his request, obtain one or more share certificates for his shares.
- 11.2 Subject to the provisions of article 8, a holder of shares may request the Company to cancel the share certificate(s) for his shares.
- 11.3 The Board of Directors may require a request, as referred to in this article 11, to be made on a special form, to be provided to the shareholder free of charge, to be signed by such shareholder. Any requests made pursuant to and in accordance with the provisions of articles 8, 9, 10 and this article 11 may be sent to the Company at such address(es) as to be determined by the Board of Directors, at all times including an address in the municipality or city where a stock exchange on which shares in the share capital of the Company are listed has its principal place of business.
- 11.4 The Company is entitled to charge amounts, at no more than cost, and to be determined by the Board of Directors, to those persons who request any services to be carried out pursuant to articles 8 to 11 inclusive.

## **TRANSFER OF SHARES**

### **Article 12**

- 12.1 Unless the law provides otherwise and except as provided by the provisions of the following paragraphs of this article, the transfer of a share shall require an instrument intended for such purpose and, unless the Company itself is a party to the transaction, the written acknowledgement of the transfer by the Company; service upon the Company of such instrument of transfer or of a copy or extract thereof signed as a true copy by a civil law notary or the transferor shall be considered to have the same effect as an acknowledgement.
- 12.2 In cases where no share certificate is issued for the relative shares, an instrument of transfer on a form to be supplied by the Company free of charge, must be submitted to the Company.
- 12.3 In cases where a share certificate is issued, the relative share certificate must be submitted to the Company, provided that an instrument of transfer printed on the back of the share certificate, has been duly completed and signed by or on behalf of the transferor and the transferee, or a separate instrument is submitted together with the share certificate.
- 12.4 If a transfer of a share for which a share certificate is issued, has been effected by service upon the Company of the relative share certificate with or without a separate instrument of transfer, the Company shall, at the discretion of the Board of Directors, either endorse the transfer on the share certificate or cancel the share certificate and issue to the transferee one or more share certificates registered in his name up to an equal nominal amount.
- 12.5 The Company's written acknowledgement of a transfer of a share for which a share certificate is issued shall, at the discretion of the Board of Directors, be effected either by endorsement of the transfer on the share certificate as proof of

the acknowledgement or by the issuance to the transferee of one or more share certificates registered in his name up to an equal nominal amount.

- 12.6 If the transfer of a share does not take place in accordance with the provisions of paragraphs 2 and 3 of this article, the transfer of a share can only take place with the permission of the Board of Directors. The Board of Directors may make its permission subject to such conditions as the Board of Directors may deem necessary or desirable. The applicant shall always be entitled to demand that said permission be granted on the condition that transfer takes place to a person designated by the Board of Directors. The permission shall be deemed to have been granted, should the Board of Directors not have decided on granting permission for the request within six weeks of being requested to do so.
- 12.7 The provisions of the preceding paragraphs of this article shall apply correspondingly to the allotment of shares in the event of a division of any share constituting joint property, the transfer of a shares as a consequence of a writ of execution and the creation of limited rights on a share.

## **RIGHT OF PLEDGE**

### **Article 13**

- 13.1 A right of pledge may be created on the shares.
- 13.2 If a right of pledge is created on shares, the shareholder shall be exclusively entitled to the voting rights attached to the shares concerned and the voting rights may not be conferred on the holder of the right of pledge.
- 13.3 The holder of the right of pledge shall not be entitled to any of the rights which the law grants a holder of depository receipts issued with the cooperation of the Company.
- 13.4 The provisions of article 12 shall equally apply to the creation or release of a right of pledge on shares.
- 13.5 The Company may accept a pledge on its own shares only if:
- a. the shares to be pledged are fully paid-up;
  - b. the nominal amount of its own shares to be pledged and those already held by it or pledged to it do not together amount to more than one-tenth of the issued share capital; and
  - c. the general meeting of shareholders has approved the pledge agreement.

## **RIGHT OF USUFRUCT**

### **Article 14**

- 14.1 A right of usufruct may be created on the shares.
- 14.2 If a right of usufruct is created on shares, the shareholder shall be exclusively entitled to the voting rights attached to the shares concerned and voting rights may not be conferred on the holder of the right of usufruct.
- 14.3 The holder of the right of usufruct shall not be entitled to any of the rights which the law grants a holder of depository receipts issued with the cooperation of the Company.
- 14.4 The provisions of article 12 shall equally apply to the creation, transfer or

release of a right of usufruct on shares.

## **BOARD OF DIRECTORS**

### **Article 15**

- 15.1 The Company has a one-tier board structure. The Company will be managed by the Board of Directors. The Board of Directors is consisting of at least three (3) and at most twelve (12) directors, including at least one (1) executive director and at least two (2) non-executive directors. The Board of Directors shall determine the total number of directors, as well as the number of executive directors and the number of non-executive directors comprised therein, taking into account the previous sentence. The Board of Directors shall grant to one executive director the title of Chief Executive Officer (“CEO”). Only natural persons may be appointed as director.
- 15.2 The general meeting of shareholders shall appoint the directors and determine in respect of each of them whether he shall be an executive director or a non-executive director, with due observance of the previous paragraph.
- A resolution to appoint a director may be passed by an absolute majority of the valid votes cast, provided that the resolution is passed further to a proposal by the Board of Directors. The executive directors shall not be allocated the task of making such a proposal. The general meeting of shareholders may appoint a director, without there being a proposal by the Board of Directors to this effect, by a resolution passed by an absolute majority of the valid votes cast representing at least one-third of the issued capital.
- 15.3 A director is appointed or reappointed for a period starting on the day of his (re)appointment and ending at the end of the annual general meeting of shareholders that will be held in the fourth year upon his (re)appointment, or such earlier time as determined at the time of his (re)appointment.
- 15.4 The general meeting of shareholders may at any time suspend or remove any director. A resolution of the general meeting of shareholders to remove or suspend a director may be passed by an absolute majority of the valid votes cast, provided that the resolution is passed further to a proposal by the Board of Directors. The general meeting of shareholders may remove or suspend a director, without there being a proposal by the Board of Directors to this effect, by a resolution passed by an absolute majority of the valid votes cast representing at least one-third of the issued capital. An executive director may also at any time be suspended by the Board of Directors.
- 15.5 The general meeting of shareholders and, in the event the director concerned was suspended by the Board of Directors, also the Board of Directors,

shall be authorized to resolve to terminate or continue the suspension of a director within three months after the suspension of such director has taken effect. Should both the general meeting of shareholders and the Board of Directors fail to adopt such resolution, the suspension shall lapse after three months.

A resolution to continue the suspension may be adopted only once and in such

event the suspension may be continued for a maximum period of three months commencing on the day the general meeting of shareholders or, as the case may be, the Board of Directors, has adopted the resolution to continue the suspension.

If within the period of continued suspension no resolution to either dismiss the director concerned is adopted by the general meeting of shareholders or to terminate the suspension is adopted by the general meeting of shareholders or, to the extent applicable, the Board of Directors, the suspension shall lapse.

- 15.6 The Board of Directors shall appoint from the number of directors one of the non-executive directors as chairman of the Board of Directors and, if the Board of Directors resolves so, one of the non-executive directors as vice-chairman of the Board of Directors.
- 15.7 The general policy with regard to the remuneration of the Board of Directors shall be determined by the general meeting of shareholders, upon a proposal of the nomination and compensation committee of the Board of Directors. The remuneration policy shall, at a minimum, address the items set out in Articles 2:383c up to and including 2:383e of the Dutch Civil Code, to the extent that these relate to the Board of Directors. The remuneration policy shall be presented in writing to the works council for information purposes at the same time as it is submitted to the general meeting of shareholders.
- 15.8 The remuneration of directors shall be set, with due regard for the remuneration policy, by the Board of Directors. With regard to arrangements concerning remuneration in the form of shares or share options, the Board of Directors shall submit a proposal to the general meeting of shareholders for its approval. This proposal must, at a minimum, state the number of shares or share options that may be granted to directors and the criteria that apply to the granting of such shares or share options or the alteration of such arrangements. An executive director shall not be allocated the task of determining the remuneration of the executive directors. An executive director shall also not participate in any decision-making in respect of the remuneration of the executive directors.

## **DUTIES AND POWERS**

### **Article 16**

- 16.1 The Board of Directors is charged with the management of the Company, subject to the restrictions contained in these articles of association. The Board of Directors shall divide its management tasks between the non-executive directors and one or more executive directors. Such division of tasks shall in any event entail that one or more executive directors shall be charged with the day to day affairs of the Company and that the non-executive directors shall be charged with supervising the executive director(s) in the performance of their duties.
- 16.2 The Board of Directors shall draw up rules governing its internal affairs. Such rules shall elaborate on the division of tasks referred to in the previous paragraph and may also detail the authorities and responsibilities entrusted to a committee.

Such rules may not violate the provisions of these articles of association. If the Board of Directors has established rules governing its internal affairs, resolutions of the Board of Directors shall be adopted in accordance with these articles of association and the provisions of such rules. The Board of Directors may determine that one or more directors can validly resolve on matters that are part of their task. Such determination is made in the abovementioned rules or otherwise in writing.

- 16.3 The chairman shall use its best efforts to see to it that the majority of the meetings of the Board of Directors shall be held in the Netherlands and a majority of the written resolutions adopted in accordance with paragraph 5 of this article, shall be deemed to be adopted in the Netherlands.
- 16.4 The contemporaneous linking together by telephone conference or audio-visual communication facilities of the directors, shall be deemed to constitute a meeting of the Board of Directors for the duration of the connection. Any director taking part, shall be deemed present in person at the meeting and shall be entitled to vote or counted in quorum accordingly. Such meeting shall be deemed to be held in the Netherlands if the majority of the participants are in the Netherlands for the full duration of the meeting.
- 16.5 Resolutions of the Board of Directors may, instead of in a meeting, be passed in writing - including any electronic message and facsimile, or in the form of a message transmitted by any accepted means of communication and received or capable of being produced in writing - provided that all directors are familiar with the resolution to be passed and none of them objects to this decision-making process and provided that the resolution is signed by a majority of the directors in office. A resolution shall be deemed to be adopted in the Netherlands if a majority of the directors executing the resolution are in the Netherlands when signing the resolution.
- 16.6 The Board of Directors shall establish a group executive committee, a group portfolio and investment committee, a group treasury and accounting

committee, an audit committee and a nomination and compensation committee. The Board of Directors may establish any other committee as the Board of Directors shall decide. The Board of Directors shall draw up rules governing a committee's internal affairs.

16.7 Without prejudice to any other applicable provision in these articles of association, the Board of Directors shall require the approval of the general meeting of shareholders for resolutions of the Board of Directors with regard to an important change in the identity or character of the Company or the enterprise, including in any event:

- a. the transfer of the enterprise or almost the entire enterprise to a third party;
- b. entry into or termination of any long-term cooperation by the Company or a subsidiary of the Company with another legal entity company or partnership, or as a fully liable partner in a limited or general partnership,

11

---

if such cooperation or termination thereof is of far-reaching significance to the Company;

- c. acquisition or disposal by the Company, or a subsidiary of the Company, of a participating interest in the capital of a company with a value of at least one third of the amount of the assets as shown on the balance sheet with explanatory notes or, if the Company prepares a consolidated balance sheet, as shown on the consolidated balance sheet with explanatory notes according to the most recently adopted annual accounts of the Company.

The absence of approval by the general meeting of shareholders of a resolution as referred to in this paragraph shall not affect the representative authority of the directors.

16.8 Where one or more directors are absent or prevented from acting, the remaining director(s) shall be charged with the entire management of the Company. Where all directors or the only director are/is absent or prevented from acting, the management shall be conducted temporarily by one or more persons to be appointed for that purpose by the general meeting of shareholders.

16.9 Where a director has a personal interest which conflicts directly or indirectly with the interests of the Company or the enterprise associated with the Company, he shall not participate in the decision-making process. If as a result of the previous sentence no resolution of the Board of Directors can be adopted, such resolution may nonetheless be adopted by the Board of Directors.

## REPRESENTATION

### Article 17

17.1 The Board of Directors, as well the CEO acting individually, is entitled to represent the Company.

17.2 The Company may grant special and general powers of attorney, whether or not such persons are employed by the Company, authorizing them to represent the Company and bind it vis-à-vis third parties.

## INDEMNIFICATION

### Article 18

18.1 Subject to the limitations included in this article, every person or legal entity who is, or has been, a director, proxy-holder, staff member or officer (specifically including the Chief Financial Officer and the Chief Legal Officer as from time to time designated by the Board of Directors), who is made, or threatened to be made, a party to any claim, action, suit or proceeding in which he/she or it becomes involved as a party or otherwise by virtue of his/her or its being, or having been, a director, proxy-holder, staff member or officer of the Company, shall be indemnified by the Company, to the fullest extent permitted under the laws of the Netherlands, concerning (A) any and all liabilities imposed on him/her or on it, including judgements, fines and penalties, (B) any and all expenses, including costs and attorneys' fees, reasonably incurred or paid by him/her or by it, and (C) any and all amounts paid in settlement by him/her or by

12

---

it, in connection with any such claim, action, suit or other proceeding.

18.2 A director, proxy-holder, staff member or officer shall, however, have no right to be indemnified against any liability in any matter if it shall have been finally determined that such liability resulted from the intent, wilful recklessness or serious culpability of such person or legal entity.

18.3 Furthermore, a director, proxy-holder, staff member or officer shall have no right to be indemnified against any liability in any matter if it shall have been finally determined that such person or legal entity did not act in good faith and in the reasonable belief that his or its action was in the best interest of the Company.

- 18.4 In the event of a settlement, a director, proxy-holder, staff member or officer shall not lose his/her or its right to be indemnified unless there has been a determination that such person or legal entity engaged in intent, wilful recklessness or serious culpability in the conduct of his or its office or did not act in good faith and in the reasonable belief that his/her or its action was in the best interest of the Company:
- (i) by the court or other body approving settlement; or
  - (ii) by a resolution duly adopted by the general meeting of shareholders; or
  - (iii) by written opinion of independent counsel to be appointed by the Board of Directors.
- 18.5 The right to indemnification herein provided (i) may be insured against by policies maintained by the Company, (ii) shall be severable, (iii) shall not affect any other rights to which any director, proxy-holder, staff member or officer may now or hereafter be entitled, (iv) shall continue as to a person or legal entity who has ceased to be a director, proxy-holder, staff member or officer, and (v) shall also inure to the benefit of the heirs, executors, administrators or successors of such person or legal entity.
- 18.6 Nothing included herein shall affect any right to indemnification to which persons or legal entities other than a director, proxy-holder, staff member or officer may be entitled by contract or otherwise.
- 18.7 Subject to such procedures as may be determined by the Board of Directors, expenses in connection with the preparation and presentation of a defence to any claim, action, suit or proceeding of the character described in this article 18 may be advanced to the director, proxy-holder, staff member or officer by the Company prior to final disposition thereof upon receipt of an undertaking by or on behalf of such director, proxy-holder, staff member or officer to repay such amount if it is ultimately determined that he or it is not entitled to indemnification under this article 18.

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 19**

- 19.1 The annual general meeting of shareholders shall be held within six months after the close of the financial year.

13

---

- 19.2 At this general meeting of shareholders the following subjects shall be considered:

- a. the written annual report prepared by the Board of Directors on the course of business of the Company and the conduct of its affairs during the past financial year;
- b. the adoption of the annual accounts;
- c. discussion regarding the Company's reserves and dividend policy and justification thereof by the Board of Directors;
- d. if applicable, the proposal to pay a dividend;
- e. the discharge of the directors in respect of their management during the previous financial year;
- f. the appointment of directors;
- g. the designation of the person referred to in article 16.8;
- h. each substantial change in the corporate governance structure of the Company; and
- i. the proposals placed on the agenda by the Board of Directors together with proposals made by shareholders in accordance with the provisions of these articles of association.

- 19.3 Extraordinary general meetings of shareholders shall be held as often as deemed necessary by the Board of Directors and shall be held if one or more shareholders and other persons entitled to attend such meetings jointly representing at least one-tenth of the issued share capital make a written request to that effect to the Board of Directors, specifying in detail the business to be considered.

- 19.4 If the Board of Directors fails to comply with a request referred to in paragraph 1 hereof in such manner that the general meeting of shareholders can be held within six weeks after the request, the persons who have made the request may be authorized by the president of the district court in Amsterdam to convene the meeting themselves.

## **PLACE AND NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 20**

- 20.1 General meetings of shareholders shall be held in Amsterdam, Haarlemmermeer (Schiphol Airport), Rotterdam or The Hague. The notice convening the

meeting shall inform the shareholders and other persons entitled to attend meetings of shareholders accordingly.

- 20.2 All notices to shareholders and persons entitled to attend meetings of shareholders shall be published in a national daily newspaper. If required by law, notices to shareholders and persons to attend meetings of shareholders shall, in deviation from the previous sentence, be made by way of an electronically published announcement on the Company's website which shall until the general meeting be directly and permanently accessible.

14

---

- 20.3 The notice convening a general meeting of shareholders shall be published by either the Board of Directors, or by the persons who according to the law or these articles of association are entitled thereto.

## **NOTICE PERIOD AND AGENDA**

### **Article 21**

- 21.1 The notice convening a general meeting of shareholders shall be published no later than on the forty-second day prior to the day of the meeting. The notice shall always contain (i) the agenda for the meeting, notwithstanding the statutory provisions regarding reduction of issued share capital and amendment of articles of association, (ii) the location and time of the general meeting of shareholders and (iii) the procedure for participating in the meeting through a proxy holder.
- 21.2 The agenda shall contain such subjects to be considered at the meeting as the person(s) convening the meeting shall decide, and furthermore such other subjects, as one or more shareholders and others entitled to attend the meetings, representing at least one-hundredth of the issued share capital or representing a value of at least fifty million euro (EUR 50,000,000.--), have so requested the Board of Directors in writing by reasoned request to include in the agenda, at least sixty days before the date on which the meeting is convened. No valid resolutions can be adopted at a general meeting of shareholders in respect of subjects which are not mentioned in the agenda.

## **CHAIRMAN OF GENERAL MEETINGS OF SHAREHOLDERS AND MINUTES**

### **Article 22**

- 22.1 General meetings of shareholders shall be presided by the chairman of the Board of Directors. In case of absence of the chairman of the Board of Directors the meeting shall be presided by any other person nominated by the Board of Directors. The chairman of the meeting shall appoint the secretary of that meeting.
- 22.2 The secretary of the meeting shall keep the minutes of the business transacted at the meeting, which minutes shall be adopted and signed by the chairman and the secretary of the meeting.
- 22.3 The chairman of the Board of Directors may request a civil law notary to include the proceedings at the meeting in a notarial report.

## **ATTENDANCE OF GENERAL MEETING OF SHAREHOLDERS**

### **Article 23**

- 23.1 All shareholders and persons entitled to attend meetings are entitled to attend general meetings of shareholders, to address the general meeting of shareholders and - to the extent they have the voting rights to the shares - to vote the shares thereat.
- 23.2 Prior to being admitted at a general meeting of shareholders, a shareholder or its proxy shall have to sign an attendance list, stating his name and the number of

15

---

votes that can be cast by him. A proxy shall also state the name(s) of the person(s) for whom he acts.

- 23.3 Paragraph 1 will be applicable to those who (i) are a shareholder as per a certain date, determined by the Board of Directors, such date hereinafter referred to as: the "record date", and (ii) who are as such registered in a register (or one or more parts thereof) designated thereto by the Board of Directors, hereinafter referred to as: the "register", in as far as (iii) at the request of the applicant, the holder of the register has given notice in writing to the Company prior to the general meeting of shareholders, that the shareholder mentioned in this paragraph has the intention to attend the general meeting of shareholders, regardless who will be shareholder at the time of the general meeting of shareholders. The notice will contain the name and the number of shares the shareholder will represent in the general meeting of shareholders. The provision above under (iii) about the notice to the Company also applies to the proxy holder of a shareholder, who has a written proxy.
- 23.4 The record date mentioned in paragraph 3 shall be the twenty-eight day prior to the day of the general meeting of shareholders. The Board of Directors shall determine the date mentioned in paragraph 3 on which the intention to attend the general meeting of shareholders has to be given at the latest. The notice of the general meeting of shareholders will contain those times, the place of meeting and the proceedings for registration and notification.

- 23.5 Those who have a written proxy shall give their proxy to the holder of the register prior to the notification described in paragraph 4. The holder of the register will send the proxies together with the notification to the Company as described in paragraph 3 sub (iii). The Board of Directors may resolve that the proxies of holders of voting rights will be attached to the attendance list.
- 23.6 Shareholders and other persons entitled to attend meetings of shareholders may be represented by proxies duly authorized in writing, and such proxies shall be admitted upon production of such written instrument.
- 23.7 The general meeting of shareholders may adopt rules regarding, inter alia, the length of time for which shareholders may speak. In so far as such rules are not applicable, the chairman may determine the time for which shareholders may speak if he considers this desirable with a view to the orderly proceeding of the meeting.
- 23.8 All matters regarding the admittance to the general meeting of shareholders, the exercise of voting rights and the result of votings, as well as any other matters regarding the proceedings at the general meeting of shareholders shall be decided upon by the chairman of that meeting, with due observance of the provisions of article 2:13 of the Dutch Civil Code.

## **VOTES AND ADOPTION OF RESOLUTIONS**

### **Article 24**

- 24.1 At the general meeting of shareholders each share entitles its holder to one (1)

16

---

vote.

- 24.2 Unless otherwise stated in these articles of association, resolutions shall be validly adopted if adopted by absolute majority of votes cast. Blank and invalid votes shall not be counted. The chairman of the meeting shall decide on the method of voting and on the possibility of voting by acclamation.

## **ANNUAL ACCOUNTS AND REPORT OF THE BOARD OF DIRECTORS**

### **Article 25**

- 25.1 The financial year of the Company shall coincide with the calendar year.
- 25.2 Each year, within four months after expiry of the financial year, the Board of Directors shall draw up the annual accounts, consisting of a balance sheet and a profit and loss account in respect of the preceding financial year, together with the explanatory notes thereto. The Board of Directors shall furthermore prepare a report on the course of business of the Company in the preceding year.
- 25.3 The Board of Directors shall draw up the annual accounts in accordance with applicable generally accepted accounting principles and all other applicable provisions of the law.

The annual accounts shall be signed by all directors. Should the signature of one or more of them be missing, then mention shall be made thereof, stating the reason.

- 25.4 The Board of Directors shall cause the annual accounts to be examined by one or more registered accountant(s) or other experts designated for the purpose in accordance with article 2:393 of the Dutch Civil Code by the general meeting of shareholders. The auditor or the other expert designated shall report on his examination to the Board of Directors and shall issue a certificate containing the results thereof.
- 25.5 Copies of the annual accounts accompanied by the certificate of the expert referred to in the preceding paragraph, the annual report of the Board of Directors, and the information to be added to each of such documents pursuant to the law, shall be made freely available at the office of the Company for the shareholders and the other persons entitled to attend meetings of shareholders, and - in the event that shares have been listed on the Amsterdam Stock Exchange - at a bank in Amsterdam, to be mentioned in the notice calling the general meeting of shareholders, as from the date of the notice convening the general meeting of shareholders at which meeting they shall be discussed, until the close thereof.
- 25.6 The general meeting of shareholders decides on the adoption of the annual accounts.

## **DISTRIBUTIONS**

### **Article 26**

- 26.1 From the profits, as apparent from the annual accounts adopted by the general meeting of shareholders such amounts shall be reserved as the Board of Directors shall determine.

17

---

- 26.2 The profits that remain after the application of paragraph 1 hereof shall be distributed to the shareholders pro rata to the number of shares held by each such shareholder.
- 26.3 Dividends payable in cash shall be paid in United States Dollars, unless the Board of Directors determines that payment shall be made in another currency.
- 26.4 The Company can only declare distributions insofar as its shareholders' equity exceeds the amount of the paid up and called portion of the issued share capital, plus the statutory reserves.
- 26.5 Subject to the provisions of article 2:105 paragraph 4 of the Dutch Civil Code and with due observance of the provisions of paragraph 4 of this Article, the Board of Directors may resolve to declare any interim dividends and/or other interim distributions. Such dividends and/or distributions shall be made to shareholders pro rata to the number of shares held by each shareholder.

#### **Article 27**

- 27.1 Distributions pursuant to article 26 shall be payable as from a date to be determined by the Board of Directors.
- 27.2 Distributions under article 26 shall be made payable at an address or addresses in the Netherlands, to be determined by the Board of Directors, and in any case at least at one address in each other country where the shares of the Company are listed on a stock exchange.
- 27.3 The Board of Directors may determine the method of payment in respect of cash distributions on shares.
- 27.4 The person entitled to a distribution under article 26 on shares shall be the person in whose name the share is registered, or in the event of others entitled thereto, if their right is sufficiently established, at the date to be fixed for that purpose by the Board of Directors.
- 27.5 Notice of distributions and of the dates and places referred to in the preceding paragraphs of this article shall at least be published in a national daily newspaper and abroad in at least one daily newspaper appearing in each of those countries where the shares, on the application of the Company, have been admitted for official quotation, and further in such manner as the Board of Directors may deem desirable.
- 27.6 Distributions in cash under article 26 that have not been collected within five years and two days after have become due and payable shall revert to the Company.
- 27.7 The Board of Directors may cause the Company to declare distributions to shareholders under article 26 in full or partially in the form of shares in the share capital of the Company.

In the case of a distribution in the form of shares in the share capital of the Company, any shares in the Company not claimed within a period to be determined by the Board of Directors shall be sold for the account of the persons entitled to the distribution who failed to claim the shares. The net proceeds of

such sale shall thereafter be held at the disposal of the above persons in proportion to their entitlement; the right to the proceeds shall lapse, however, if the proceeds are not claimed within thirty years after the date on which the distribution in shares was made payable.

- 27.8 In the case of a distribution in the form of shares in the Company, those shares shall be registered in the shareholders' register of the Company, and, were applicable, certificates shall be issued to the holders thereof.
- 27.9 The provisions of paragraphs 4 and 7 shall apply correspondingly in respect of any other distributions that do not take place pursuant to article 26.

#### **AMENDMENT ARTICLES OF ASSOCIATION**

##### **Article 28**

- 28.1 The general meeting of shareholders may resolve to amend the articles of association of the Company, provided that such resolution has been proposed to the general meeting of shareholders by the Board of Directors.
- 28.2 The complete proposal to amend the articles of association shall be made freely available for the shareholders and the other persons entitled to attend meetings of shareholders, at the office of the Company as from the day of notice convening such meeting until the close of that meeting.

#### **DISSOLUTION AND LIQUIDATION**

##### **Article 29**

- 29.1 The Company shall be dissolved pursuant to a resolution of the general meeting of shareholders, provided that such resolution has been proposed to

the general meeting of shareholders by the Board of Directors. The provisions of article 28 shall apply correspondingly.

- 29.2 If the Company is dissolved, the liquidation shall be carried out by the Board of Directors.
- 29.3 The liquidation shall take place with due observance of the provisions of the law. During the liquidation period these articles of association shall, to the extent possible, remain in full force and effect.
- 29.4 The balance of the assets of the Company remaining after all liabilities have been paid shall be distributed to the shareholders pro rata to the number of shares held by each such shareholder.
- 29.5 After settling the liquidation, the liquidators shall render account in accordance with the provisions of the law.
- 29.6 After the Company has ceased to exist, the books and records of the Company shall remain in the custody of the person designated for that purpose by the liquidators during a seven-year period.

## **CHOICE OF LAW AND EXCLUSIVE JURISDICTION**

### **Article 30**

The rights and obligations among or between (a) the Company, (b) any of its current or former directors, proxy-holders, officers and staff members, and/or (c) any of its current or former holders of shares in the capital of the Company and derivatives

19

---

thereof, shall be governed in each case exclusively by the laws of the Netherlands, unless such rights or obligations do not pertain to or arise out of the abovementioned capacities, insofar as permitted by mandatory law. Any dispute, suit, claim, pre-trial action or other legal proceeding, including summary or injunctive proceedings, by and between those persons pertaining to or arising out of the above-mentioned capacities shall be exclusively submitted to the courts of the Netherlands. In relation to any such legal action or proceedings, all current and former directors, proxy-holders, officers and staff members of the Company (a) shall irrevocably submit to the exclusive jurisdiction of the Dutch courts, (b) shall waive any objections to such legal action or proceedings in such courts on the grounds of venue or on the grounds that such legal action or proceedings have been brought in an inappropriate forum, (c) shall irrevocably and unconditionally agree that a judgment in any such legal action or proceedings brought in the courts of the Netherlands shall be conclusive and binding upon them and may be enforced in the courts of any other jurisdiction and (d) elect domicile at the offices of the Company in Amsterdam, The Netherlands for the service of any document relating to such legal action or proceedings.

### **THE UNDERSIGNED**

P.C.S. van der Bijl, candidate civil law notary, acting as deputy of W.H. Bossenbroek, civil law notary in Amsterdam, hereby declares that the unofficial English translation of the articles of association of AerCap Holdings N.V., with corporate seat in Amsterdam, immediately after partial amendment to the articles of association on 2 January 2013, read as per the text printed above.

Signed at Amsterdam, on 24 January 2013.  
(Signed: W.H. Bossenbroek)

20

---

[QuickLinks](#) -- Click here to rapidly navigate through this document

**Exhibit 8.1**

<u>Subsidiary name</u>	<u>Jurisdiction of incorporation</u>
AerCap AerVenture Holding B.V.	The Netherlands
AerCap B.V.	The Netherlands
AerCap Group Services B.V.	The Netherlands
AerCap Dutch Aircraft Leasing I B.V.	The Netherlands
AerCap Dutch Aircraft Leasing IV B.V.	The Netherlands
AerCap A330 Holdings B.V.	The Netherlands
AerData B.V. (42%)	The Netherlands
AerCap Leasing XIII B.V.	The Netherlands
AerCap Leasing XIV B.V.	The Netherlands
AerCap Leasing XVI B.V.	The Netherlands
AerCap Leasing XXIX B.V.	The Netherlands
AerCap Dutch Aircraft Leasing VII B.V.	The Netherlands
AerCap Leasing XXX B.V.	The Netherlands
AerCap Netherlands B.V.	The Netherlands
Worldwide Aircraft Leasing B.V.	The Netherlands
AMS AerCap B.V.	The Netherlands
AerCap Funding I B.V.	The Netherlands
AerCap Funding II B.V. in liquidatie	The Netherlands
Clearstream Aircraft Leasing B.V.	The Netherlands
GFL Aircraft Leasing Netherlands B.V.	The Netherlands
AerCap Aviation Solutions B.V.	The Netherlands
Worldwide Aircraft Leasing II B.V.	The Netherlands
Harmony Funding B.V.	The Netherlands
Harmony Funding Holdings B.V.	The Netherlands
AerCap Celtavia 4 Limited	Republic of Ireland
AerCap Celtavia 5 Limited	Republic of Ireland
AerCap Administrative Services Limited	Republic of Ireland
AerCap Cash Manager Limited	Republic of Ireland
AerCap Cash Manager II Limited	Republic of Ireland
AerCap Financial Services (Ireland) Limited	Republic of Ireland
AerCap Ireland Limited	Republic of Ireland
GPA Group Limited	Republic of Ireland
GPA Aero Citra Limited (In Liquidation)	Republic of Ireland
AerFi Group Limited	Republic of Ireland
Skyscape Limited	Republic of Ireland
Sunflower Aircraft Leasing Limited	Republic of Ireland
Jasmine Aircraft Leasing Limited	Republic of Ireland
Jasper Aircraft Leasing Limited	Republic of Ireland
AerCap Engine Leasing Limited	Republic of Ireland
Rosso Aircraft Leasing Limited	Republic of Ireland
Azzurro Aircraft Leasing Limited	Republic of Ireland
AerCap Partners 2 Holding Limited and subsidiary (50%)	Republic of Ireland
AerCap Partners I Holding Limited and Subsidiaries (50%)	Republic of Ireland
AerCap Note Purchaser Limited	Republic of Ireland
Lishui Aircraft Leasing Limited	Republic of Ireland
Berlin Aircraft Leasing Limited	Republic of Ireland
Pirlo Aircraft Leasing Limited	Republic of Ireland
Jade Aircraft Leasing Limited	Republic of Ireland
AerVenture Limited (and subsidiaries)	Republic of Ireland



<u>Subsidiary name</u>	<u>Jurisdiction of incorporation</u>
Castletroy Leasing Limited	Republic of Ireland
SkyFunding Limited	Republic of Ireland
Polyphonic Aircraft Leasing Limited	Republic of Ireland
Burgundy Aircraft Leasing Limited	Republic of Ireland
Melodic Aircraft Leasing Limited	Republic of Ireland
Next Generation Aircraft Leasing Limited	Republic of Ireland
AerCap Asset Finance Limited	Republic of Ireland
AerCap A330 Holdings Limited	Republic of Ireland
AerCap Partners 3 Holding Limited and Subsidiaries (50%)	Republic of Ireland
Surestream Aircraft Leasing Limited	Republic of Ireland
Leostream Aircraft Leasing Limited	Republic of Ireland
Geministream Aircraft Leasing Limited	Republic of Ireland
Peony Aircraft Holdings Limited	Republic of Ireland
Peony Aircraft Leasing Limited	Republic of Ireland
Triple Eight Aircraft Holdings Limited	Republic of Ireland
Triple Eight Aircraft Leasing Limited	Republic of Ireland
Librastream Aircraft Leasing Limited	Republic of Ireland
Streamline Aircraft Leasing Limited	Republic of Ireland
Virgostream Aircraft Leasing Limited	Republic of Ireland
AerCap Holding & Finance Limited	Republic of Ireland
AerCap Ireland Asset Investment 1 Limited	Republic of Ireland
AerCap Ireland Asset Investment 2 Limited	Republic of Ireland
AerCap Ireland Funding 1 Limited	Republic of Ireland
AerVenture Export Leasing Limited	Republic of Ireland
Andes Aircraft Leasing Limited	Republic of Ireland
Harmonic Aircraft Leasing Limited	Republic of Ireland
Upstream Aircraft Leasing Limited	Republic of Ireland
Mainstream Aircraft Leasing Limited	Republic of Ireland
Rouge Aircraft Leasing Limited	Republic of Ireland
Symphonic Aircraft Leasing Limited	Republic of Ireland
Genesis Ireland Aviation Trading 1 Limited	Republic of Ireland
Genesis Ireland Aviation Trading 2 Limited	Republic of Ireland
Genesis Ireland Aviation Trading 3 Limited	Republic of Ireland
Genesis Ireland Aviation Trading 4 Limited	Republic of Ireland
Flotlease MSN 973 Limited	Republic of Ireland
Danang Aircraft Leasing Limited	Republic of Ireland
Danang Aircraft Leasing No 2 Limited	Republic of Ireland
Fansipan Aircraft Limited	Republic of Ireland
AerVenture Leasing 1 Limited (In Liquidation)	Republic of Ireland
AerCap Irish Aircraft Leasing 2 Limited	Republic of Ireland
AerCap Finance Limited	Republic of Ireland
Andromeda Aircraft Leasing Limited	Republic of Ireland
Flotlease MSN 3699 Limited	Republic of Ireland
Philharmonic Aircraft Leasing Limited	Republic of Ireland
Scarlet Aircraft Leasing Limited	Republic of Ireland
AerCap Leasing 3034 Limited	Republic of Ireland
AerCap Leasing 946 Limited	Republic of Ireland
SkyFunding II Holdings Limited	Republic of Ireland
SkyFunding II Limited	Republic of Ireland
AerCap Partners 767 Holdings Limited & Subsidiary (50%)	Republic of Ireland
AerCap (Bermuda) No.3 Limited	Bermuda
AerCap Holdings (Bermuda) Limited	Bermuda

<u>Subsidiary name</u>	<u>Jurisdiction of incorporation</u>
LC Bermuda No. 2 Limited	Bermuda
LC Bermuda No. 2 L.P.	Bermuda
Flotlease 973 (Bermuda) Limited	Bermuda
AerFunding 1 Limited and subsidiaries (5%)	Bermuda
AerCap International Bermuda Limited	Bermuda
Copperstream Aircraft Leasing Limited	Bermuda
Goldstream Aircraft Leasing Limited	Bermuda
Silverstream Aircraft Leasing Limited	Bermuda
Wahafлот Leasing 3699 (Bermuda) Limited	Bermuda
Whitestream Aircraft Leasing Limited	Bermuda
Ararat Aircraft Leasing Limited	Bermuda
Genesis Funding Limited	Bermuda
Genesis China Leasing 1 Limited	Bermuda
Genesis China Leasing 2 Limited	Bermuda
Genesis Funding Atlantic 1 Limited	Bermuda
Genesis Portfolio Funding I Limited	Bermuda
GLS Atlantic Alpha Limited	Bermuda
Lare Leasing Limited	Bermuda
Roselawn Leasing Limited	Bermuda
Ross Leasing Limited	Bermuda
Westpark 1 Aircraft Leasing Limited	Bermuda
Aircraft Lease Securitisation II Ltd. and subsidiaries (5% owned by AerCap Ireland Limited.)	Bermuda
AerCap Leasing 3034 (Bermuda) Ltd	Bermuda
AerCap Leasing MSN 2413 (Bermuda) Ltd	Bermuda
Acquarius Aircraft Leasing Limited	Bermuda
AerFi Sverige AB	Sweden
Genesis Funding Sweden 1 AB	Sweden
Lille Location S.A.R.L.	France
Metz Location S.A.R.L.	France
Toulouse Location S.A.R.L.	France
Biarritz Location S.A.R.L.	France
Nice Location S.A.R.L.	France
Genesis Funding France 1 S.A.R.L.	France
Genesis Funding France 2 S.A.R.L.	France
AerCap UK Limited	United Kingdom
Genesis Funding Norway 1 A/S	Norway
GLS Norway Alpha A/S	Norway
AerCap HK-320-A Limited	Cayman Islands
AerCap HK-320-B Limited	Cayman Islands
AerCap HK-320-C Limited	Cayman Islands
AerCap Aircraft Purchase Limited	Cayman Islands
AerCap Group Services ,Inc	United States of America
AerCap, Inc.	United States of America
AerCap Leasing USA I, Inc	United States of America
AerCap Leasing USA II, Inc	United States of America
Genesis Leasing USA Inc.	United States of America
AerCap International (IOM) Limited	Isle of Man
AerCap Holding (I.O.M.) Limited	Isle of Man
Acorn Aviation Limited	Isle of Man
Crescent Aviation Limited	Isle of Man
Stallion Aviation Limited	Isle of Man

<u>Subsidiary name</u>	<u>Jurisdiction of incorporation</u>
AerCap Note Purchaser (IOM) Limited	Isle of Man
AerLift Leasing Jet Limited (50%)	Isle of Man
AerLift Leasing Limited and susidiaries (40%)	Isle of Man
AerCap Jet Limited	Jersey
Wahafлот Leasing 3 Limited	Cyprus

---

QuickLinks

[Exhibit 8.1](#)

**CERTIFICATION**

I, Aengus Kelly, certify that:

1. I have reviewed this annual report on Form 20-F of AerCap Holdings N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting;
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 13, 2013

/s/ AENGUS KELLY

Signature

Aengus Kelly  
*Chief Executive Officer*

---

QuickLinks

[Exhibit 12.1](#)

[CERTIFICATION](#)

**CERTIFICATION**

I, Keith Helming, certify that:

1. I have reviewed this annual report on Form 20-F of AerCap Holdings N.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting;
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 13, 2013

/s/ KEITH HELMING

Signature

Keith Helming  
*Chief Financial Officer*

---

QuickLinks

[Exhibit 12.2](#)

[CERTIFICATION](#)

**CERTIFICATION**

**Pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

**(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of AerCap Holdings N.V. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended December 31, 2012 (the "Form-20-F") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 13, 2013

By: /s/ AENGUS KELLY

Aengus Kelly  
*Chief Executive Officer*

Date: March 13, 2013

By: /s/ KEITH HELMING

Keith Helming  
*Chief Financial Officer*

---

QuickLinks

[Exhibit 12.3](#)

[CERTIFICATION Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 \(Subsections \(a\) and \(b\) of Section 1350, Chapter 63 of Title 18, United States Code\)](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

**Exhibit 23.1**

Consent of independent registered public accounting firm:

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 (No. 333-177659), the Registration Statement on Form S-8 (No. 333-180323), the Registration Statement on Form S-8 (No. 333-154416) and the Registration Statement on Form S-8 (No. 333-165839) of our report dated March 13, 2013 relating to the financial statements and the effectiveness of internal control over financial reporting of AerCap Holdings N.V., which appears in this Form 20-F.

/s/ P.C. Dams RA

PricewaterhouseCoopers Accountants N.V.

Amsterdam, the Netherlands

March 13, 2013

---

QuickLinks

[Exhibit 23.1](#)

[Consent of independent registered public accounting firm](#)

