

Air Transport Services Group, Inc.  
Form 10-K  
March 08, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2016  
Commission file number 000-50368

---

(Exact name of registrant as specified in its charter)

---

Delaware 26-1631624  
(State of Incorporation) (I.R.S. Employer Identification No.)  
145 Hunter Drive, Wilmington, OH 45177  
(Address of principal executive offices)  
937-382-5591  
(Registrant's telephone number, including area code)

---

Securities registered pursuant to Section 12(b) of the Act:  
Common Stock, Par Value \$.01 per share  
(Title of class)  
Name of each exchange on which registered: NASDAQ Stock Market LLC  
Securities registered pursuant to Section 12(g) of the Act: None

---

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. 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 Regulations 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, as of the last business day of the registrant's most recently completed second fiscal quarter: \$660,069,868. As of March 7, 2017, 59,485,903 shares of the registrant's common stock, par value \$0.01, were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Annual Meeting of Stockholders scheduled to be held May 5, 2017 are incorporated by reference into Parts II and III.

---

#### FORWARD LOOKING STATEMENTS

Statements contained in this annual report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in Item 7, that are not historical facts are considered forward-looking statements (as that term is defined in the Private Securities Litigation Reform Act of 1995). Words such as “projects,” “believes,” “anticipates,” “will,” “estimates,” “plans,” “expects,” “intends” and similar words and expressions are intended to identify forward-looking statements. These forward-looking statements are based on expectations, estimates and projections as of the date of this filing, and involve risks and uncertainties that are inherently difficult to predict. Actual results may differ materially from those expressed in the forward-looking statements for any number of reasons, including those described in “Risk Factors” starting on page 11 and in “Results of Operations” starting on page 25.

---

AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
 2016 FORM 10-K ANNUAL REPORT  
 TABLE OF CONTENTS

	Page
PART I	
Item 1. <u>Business</u>	<u>1</u>
Item 1A. <u>Risk Factors</u>	<u>11</u>
Item 1B. <u>Unresolved Staff Comments</u>	<u>19</u>
Item 2. <u>Properties</u>	<u>19</u>
Item 3. <u>Legal Proceedings</u>	<u>20</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>20</u>
PART II	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>21</u>
Item 6. <u>Selected Consolidated Financial Data</u>	<u>23</u>
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>24</u>
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>41</u>
Item 8. <u>Financial Statements and Supplementary Data</u>	<u>43</u>
Item 9. <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>78</u>
Item 9A. <u>Controls and Procedures</u>	<u>78</u>
Item 9B. <u>Other Information</u>	<u>80</u>
PART III	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	<u>80</u>
Item 11. <u>Executive Compensation</u>	<u>81</u>
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>81</u>
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>81</u>
Item 14. <u>Principal Accounting Fees and Services</u>	<u>81</u>
PART IV	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	<u>81</u>
<u>SIGNATURES</u>	<u>87</u>

## PART I

### ITEM 1. BUSINESS

#### General Development of Business

Air Transport Services Group, Inc. is a holding company that provides aircraft leasing, airline operations, aircraft maintenance and other support services to the air transportation and package delivery industries through its subsidiaries. We offer a range of complementary services to delivery companies, freight forwarders, airlines and government customers. We offer standalone services as well as bundled, customized solutions, scalable to our customers' needs. (When the context requires, we may use the terms "Company" and "ATSG" in this report to refer to the business of ATSG and its subsidiaries on a consolidated basis.) Our services are summarized below.

**Aircraft leasing:** We lease cargo aircraft through ATSG's leasing subsidiary, Cargo Aircraft Management, Inc. ("CAM"). CAM services global demand for medium range and medium capacity airlift by offering Boeing 767, 757 and 737 aircraft leases. CAM is able to provide competitive lease rates by converting passenger aircraft into cargo freighters. CAM monitors the medium passenger aircraft sale markets and acquires passenger aircraft based on projected into-service costs and rate of return targets, then manages the modification of passenger aircraft into freighters. As a result, the converted freighters can be deployed into regional markets more economically than larger capacity aircraft, newly built freighters or other competing alternatives. CAM's aircraft leases are typically under multi-year agreements.

**ACMI services:** ATSG wholly owns two airlines, ABX Air, Inc. ("ABX") and Air Transport International, Inc. ("ATI"), each independently certificated by the U.S. Department of Transportation. The Company's airlines separately offer a combination of aircraft, crews, maintenance and insurance services. These services are commonly referred to as ACMI services or CMI services depending on the selection of services contracted. ABX operates Boeing 767 freighter aircraft, while ATI operates Boeing 767 and Boeing 757 freighter and 757 "combi" aircraft. Combi aircraft are capable of carrying passengers and cargo containers on the main flight deck. The airlines can conduct cargo operations worldwide.

**Support services:** Customers who lease our aircraft typically need related services, such as scheduled aircraft maintenance, aircraft line maintenance, crew training and other transportation related solutions which our subsidiaries can provide. The support services we provide to delivery companies, freight forwarders and other airlines provide us with a competitive advantage for diversification and incremental revenues. Our businesses and subsidiaries providing support services are summarized below:

• **ABX** provides flight crew training, flight simulator rental and aircraft line maintenance services.

• **Airborne Maintenance and Engineering Services, Inc. ("AMES")** is an aircraft maintenance, repair and overhaul business. AMES provides airframe maintenance, component repairs, engineering services and aircraft line maintenance.

• **Pemco World Air Services, Inc. ("Pemco")** provides aircraft maintenance, modifications, and engineering services.

• **AMES Material Services, Inc. ("AMS")** resells and brokers aircraft parts.

• **LGSTX Services, Inc. ("LGSTX")** provides material handling and ground equipment maintenance and ground equipment rentals for aircraft support; LGSTX also sells aviation fuel.

• **LGSTX Distribution Services, Inc. ("LDS")** operates mail and parcel sorting centers.

The business development and marketing activities of our operating subsidiaries are supported by the Company's Airborne Global Solutions, Inc. ("AGS") subsidiary. AGS markets the various services and products offered by our subsidiaries by bundling solutions that leverage the entire portfolio of our subsidiaries' capabilities and experience in global cargo operations. Our bundled services are flexible and scalable to complement the customers own resources to support operational growth. Further, AGS assists our subsidiaries in achieving their sales and marketing plans by identifying customers' business and operational requirements while providing sales leads.

The Company is incorporated in Delaware and its headquarters is in Wilmington, Ohio. ATSG's common shares are publicly traded on the NASDAQ Stock Market under the symbol ATSG. ATSG was formed in 2007 for the purpose of creating a holding company structure from the reorganization of ABX, which was incorporated in 1980. Between 1980 and August 2003, ABX was an affiliate of Airborne, Inc. ("Airborne"), a former publicly traded, integrated delivery service provider. On August 15, 2003, ABX was separated from Airborne and became an independent

publicly traded

1

---

company, in conjunction with the acquisition of Airborne by an indirect wholly-owned subsidiary of DHL Worldwide Express, B.V. In 2004, we established LDS to provide mail sorting services to the United States Postal Service, ("USPS"). The Company acquired CAM, ATI and Capital Cargo International Airlines, Inc. ("CCIA") on December 31, 2007. ATI began operations in 1979 and was an affiliate of BAX Global, Inc. ("BAX/Schenker") prior to 2006. In 2009, a significant portion of the aircraft maintenance operations of ABX, including a hangar facility in Wilmington, were spun-out into AMES, a wholly-owned subsidiary of the Company. Similarly, in 2010, the material handling and aviation ground support operations of ABX were spun-out into a wholly-owned subsidiary of the Company, now known as LGSTX. During 2013, we merged CCIA into ATI, with ATI as the surviving entity.

In January 2014, the Company acquired a 25 percent equity interest in West Atlantic AB of Gothenburg, Sweden. West Atlantic AB, through its two airlines, Atlantic Airlines Ltd. and West Atlantic Sweden AB, operates a fleet of approximately 45 aircraft. West Atlantic AB operates its aircraft on behalf of European regional mail carriers and express logistics providers. The airlines operate a combined fleet of British Aerospace ATPs, Bombardier CRJ-200-PFs, and Boeing 767 and 737 aircraft.

In 2015, the Company and DHL Network Operations (USA), Inc. and its affiliates ("DHL") amended and extended the operating agreements under which we lease and operate aircraft for DHL. The Company has had long term contracts with DHL since August 2003. In 2010, we entered into commercial agreements with DHL under which DHL leased thirteen Boeing 767 freighter aircraft from CAM and ABX operates those aircraft under a separate crew, maintenance and insurance ("CMI") agreement. The initial term of the CMI agreement was five years, while the terms of the aircraft leases were seven years. Effective April 1, 2015, the Company and DHL amended and restated the CMI agreement ("restated CMI agreement") extending the Boeing 767 aircraft lease terms through March 2019, reducing monthly aircraft lease rates for the thirteen Boeing 767-200 freighter aircraft approximately 5%, and leasing two additional Boeing 767 aircraft which were previously supporting DHL under short-term operating arrangements.

In September 2015, the Company entered into a joint venture agreement to establish an express cargo airline serving multiple destinations within the Peoples Republic of China (including Hong Kong, Macau and Taiwan) and surrounding countries. The airline will be based in mainland China with registered capital of 400 million RMB (US\$63 million). It will be established pending the receipt of required governmental approvals and plans to commence flight operations in 2017. We expect to contribute approximately \$15 million to the joint venture in the next twelve months. We plan to offer the new airline aircraft leases to build its fleet.

In September 2015, we began to operate a trial air network for Amazon Fulfillment Services, Inc. ("AFS"), a subsidiary of Amazon.com, Inc. ("Amazon"). We provided cargo handling and logistical support as the network grew to five dedicated Boeing 767 freighter aircraft during 2015. On March 8, 2016, the Company and AFS entered into an Air Transportation Services Agreement (the "ATSA"). The ATSA became effective April 1, 2016. Pursuant to the ATSA, CAM will lease 20 Boeing 767 freighter aircraft to AFS, including 12 Boeing 767-200 freighter aircraft for a term of five years and eight Boeing 767-300 freighter aircraft for a term of seven years. Under the ATSA, our airline subsidiaries operate those aircraft for an initial term of five years while our LGSTX subsidiary provides hub and gateway services for AFS at certain airports. As of December, 31, 2016, CAM leased 12 Boeing 767-200 freighter aircraft and two Boeing 767-300 freighter aircraft to AFS that were operated by our airlines. The remaining six aircraft are scheduled to enter service for AFS during 2017. CAM owns all 20 aircraft that will be leased and operated under the ATSA.

In conjunction with the execution of the ATSA, the Company and Amazon entered into an Investment Agreement and a Stockholders Agreement. The Investment Agreement calls for the Company to issue warrants in three tranches, which will grant Amazon the right to acquire up to 19.9% of the Company's outstanding common shares measured as further described below. The exercise price of the warrants will be \$9.73 per share, which represents the closing price of ATSG's common shares on February 9, 2016. The first tranche of warrants, issued upon execution of the Investment Agreement, grants Amazon a right to purchase approximately 12.81 million ATSG common shares, with the right to purchase 7.69 million common shares vesting upon issuance and the right to purchase the remaining 5.12 million common shares vesting as ATSG delivers additional aircraft leased under the ATSA, or as the Company achieves specified revenue targets in connection with the ATSA. Through the second tranche of warrants, Amazon has a right to purchase approximately 1.59 million ATSG common shares, issuable on the second anniversary of the date of the Investment Agreement and will vest immediately upon issuance. The third tranche of warrants will be issued upon the

date that is four years and six months after the date of the Investment Agreement, and will also vest immediately upon issuance. The third tranche of warrants will grant Amazon the right to purchase such additional number of ATSG common shares as is necessary to bring Amazon's ownership to 19.9% of the Company's pre-transaction outstanding

common shares measured on a GAAP-diluted basis, adjusted for share issuances and repurchases by the Company following the date of the Investment Agreement, after giving effect to the issuance of the warrants. Each of the three tranches of warrants will be exercisable in accordance with its terms through the fifth anniversary of the date of the Investment Agreement. We anticipate making the common shares underlying the warrants available through a combination of share repurchases and the issuance of additional shares. The Company's stockholders approved an amendment to the Certificate of Incorporation of the Company in May of 2016 to increase the number of authorized common shares and to approve the exercise in full of the warrants as required under the rules of the Nasdaq Global Select Market.

In December 2016, the Company acquired Pemco. Pemco provides aircraft maintenance, modification, and engineering services. Pemco is based at the Tampa International Airport where it operates a two-hangar aircraft facility of 311,500 square feet and employs approximately 370 people. Pemco is a leading provider of passenger-to-freighter conversions for Boeing 737-300 and 737-400 aircraft, having redelivered over 50 Boeing 737 converted aircraft to Chinese operators over ten years. We intend to operate Pemco as a division of AMES and market Pemco's aircraft conversion capabilities and aircraft hangar operations with our other air transportation support services.

#### Financial Information

The Company has two reportable segments, "ACMI Services" and "CAM." Due to the similarities among the Company's airline operations, they are aggregated into the ACMI Services segment. Our other business operations, including aircraft maintenance, engineering and modification services; aircraft part sales; equipment leasing and maintenance; and mail and package handling do not constitute reportable segments due to their size. Customer revenues for 2016 are summarized below. Additional financial information about our segments and geographical revenues is presented in Note N to the accompanying consolidated financial statements.

	CAM	ACMI Services	Support services
External revenues (in thousands)	\$117,642	\$492,859	\$158,369
Subsidiaries and businesses	CAM	ABX, ATI	ABX, AMES, AMS, GFS, LDS, LGSTX

DHL is our largest customer. Business with DHL totaled 34% of the Company's consolidated revenues in 2016. As of December 31, 2016, the Company, through CAM, leased 16 Boeing 767 aircraft to DHL; 14 of which were being operated by the Company's airlines for DHL. Additionally, the airlines operated five CAM-owned Boeing aircraft under other operating arrangements with DHL. The U.S. Military comprised 12% of the Company's consolidated revenues in 2016, stemming primarily from revenue generated by operating four Boeing 757 combi aircraft. Amazon comprised 29% of the Company's consolidated revenues in 2016. As of December 31, 2016, the Company, through CAM, leased 12 Boeing 767-200 aircraft and two Boeing 767-300 aircraft to Amazon; all of which were being operated by the Company's airlines for Amazon. Additionally, ATI operated one CAM-owned Boeing 767-300 for Amazon.

#### Description of Business

##### CAM

CAM leases aircraft to ATSG's airlines and to external customers, including DHL and Amazon, usually under multi-year contracts with a schedule of fixed monthly payments. Under a typical lease arrangement, the customer maintains the aircraft in serviceable condition at its own cost. At the end of the lease term, the customer is typically required to return the aircraft in approximately the same maintenance condition that existed at the inception of the lease, as measured by airframe and engine time since the last scheduled maintenance event. CAM examines the credit worthiness of potential customers, their short and long-term growth prospects, their financial condition and backing, the experience of their management, and the impact of governmental regulation when determining the lease rate that is offered to the customer. In addition, CAM monitors the customer's business and financial status throughout the term of the lease.

As of December 31, 2016, CAM's fleet consisted of 60 serviceable Boeing 767 and 757 cargo aircraft. A complete list of the Company's aircraft is included in Item 2, Properties. Through CAM, we have expanded in recent years the Company's combined fleet of Boeing 767 and 757 aircraft. CAM has managed the modification of passenger aircraft into cargo aircraft as well as purchased previously modified cargo aircraft. Since the beginning of 2014, CAM has deployed eight Boeing 767-300 and one Boeing 757 aircraft into its fleet.

#### ACMI Services

Through the Company's two airline subsidiaries, we provide airline operations to DHL, Amazon, delivery companies, other airlines, freight forwarders and the U.S. Military. A typical operating agreement requires our airline to supply, at a specific rate per block hour and/or per month, a combination of aircraft, crew, maintenance and insurance ("ACMI") for specified cargo operations. The customer is responsible for substantially all other aircraft operating expenses, including fuel, landing fees, parking fees and ground and cargo handling expenses. The airlines also operate charter agreements, including with the U.S. Military, which require the airline to provide full service, including fuel and other operating expenses, in addition to aircraft, crew, maintenance and insurance, for a fixed, all-inclusive price.

Our airlines operate medium payload and medium wide-body aircraft freighters usually on intra-continental flights and medium range inter-continental flights. The airlines typically operate our aircraft in the customers' regional networks that connect to and from global cargo networks. We do not operate larger capacity, long haul inter-continental freighters such as the Boeing 747, 777 or Airbus A380 aircraft. The freighter types we operate have lower investment and ongoing maintenance costs and can operate cost efficiently with smaller loads on shorter routes than the larger capacity freighters.

Our airlines provide airlift to the Air Mobility Command ("AMC") through contracts awarded by the U.S. Transportation Command ("USTC"), both of which are organized under the U.S. Military. ATI contracts with the AMC for the operation of its unique fleet of four Boeing 757 "combi" aircraft, which are capable of simultaneously carrying passengers and cargo containers on the main flight deck. ATI has been operating combi aircraft for the U.S. Military since 1993. The USTC awards flights to U.S. certificated airlines through annual contracts and awarded ATI three international routes for combi aircraft, with the current annual contract extending through September of 2017. These routes are not based on or related to conflicts in the Middle East.

Our airlines participate in the Department of Defense ("DOD") Civil Reserve Air Fleet ("CRAF") program which entitles our airlines to bid for military cargo charter operations. Our airlines may operate temporary "expansion" routes for the U.S. Military using the Boeing 757 combi and Boeing 767 freighter aircraft. Our participation in the CRAF program allows the DOD to requisition specified aircraft for military use during a national defense emergency. Approximately 8% of the Company's consolidated revenues for 2016 were derived from providing airline operations for customers other than DHL, Amazon and the U.S. Military. These ACMI and charter operations are typically provided to delivery companies, freight forwarders or other airlines.

Demand for air cargo services correlates closely with general economic conditions and the level of commercial activity in a geographic area. Stronger general economic conditions and growth in a region typically increase the need for product transportation. Historically, the cargo industry has experienced higher volumes during the fourth calendar quarter of each year due to increased shipments during the holiday season. Generally, time-critical delivery needs, such as just-in-time inventory management, increase the demand for air cargo delivery, while higher costs of aviation fuel generally reduces the demand for air delivery services. When aviation fuel prices increase, shippers will consider using ground transportation if the delivery time allows.

We have limited exposure to fluctuations in the price of aviation fuel under contracts with our customers. DHL, like most of our ACMI customers, procures the aircraft fuel and fueling services necessary for their flights. Our charter agreements with the U.S. Military are based on a preset pegged fuel price and include a subsequent true-up to the actual fuel prices.

#### Aircraft Maintenance and Modification Services

We provide aircraft maintenance and modification services to other air carriers through our ABX, AMES and Pemco subsidiaries. These subsidiaries have technical expertise related to aircraft modifications through a long history in aviation. They own many Supplemental Type Certificates ("STCs"). An STC is granted by the FAA and represents an ownership right, similar to an intellectual property right, which authorizes the alteration of an airframe, engine or



component. We market their capabilities by identifying aviation-related maintenance and modification opportunities and matching them to our capabilities.

AMES operates a Federal Aviation Administration (“FAA”) certificated 145 repair station in Wilmington, Ohio, including hangars, a component shop and engineering capabilities. AMES is AS9100 quality certified for the aerospace industry. AMES’ marketable capabilities include the installation of avionics systems and flat panel displays for Boeing 757 and 767 aircraft. In 2014, the Company completed the construction of a new hangar facility bringing the total hangar square footage to 310,000. The hangar provides the capability of servicing airframes as large as the Boeing 747-400 and the Boeing 777 aircraft. AMES has the capability to perform line maintenance and airframe maintenance on McDonnell Douglas MD-80, Boeing 767, 757, 737, 777, 727 and Airbus A320 aircraft. AMES also has the capability to refurbish airframe components, including approximately 60% of the components utilized by Boeing 767 aircraft.

Pemco operates a Federal Aviation Administration (“FAA”) certificated 145 repair station from a two hangar facility in Tampa, Florida. Pemco has the capability to perform airframe maintenance on Boeing 767, 757, 737, McDonnell Douglas MD-80, Airbus A320 and various regional jet model aircraft. Pemco also has the capability to perform aircraft modification and engineering services, including passenger-to-freighter and passenger-to-combi conversions for Boeing 737-200, Boeing 737-300 and Boeing 737-400 series aircraft.

#### Aircraft Parts Sales and Brokerage

AMS is an Aviation Suppliers Association, ASA 100 Accredited reseller and broker of aircraft parts. AMS carries an inventory of Boeing 767, 757, 737 and DC-9 spare parts and also maintains inventory on consignment from original equipment manufacturers, resellers, lessors and other airlines. AMS customers include the commercial air cargo industry, passenger airlines, aircraft manufacturers and contract maintenance companies serving the commercial aviation industry, as well as other resellers.

#### Equipment and Facility Maintenance

LGSTX provides contract maintenance services for material handling equipment and aviation ground support equipment throughout the U.S. LGSTX has a large inventory of ground support equipment, such as power units, airstarts, deicers and pushback vehicles that it rents to airports, airlines and other customers. LGSTX is also licensed to resell aircraft fuel.

#### Mail and Package Sorting

We have provided mail sorting services under contracts with the USPS since September 2004. Our subsidiary, LDS, manages USPS mail sort centers in Indianapolis, Dallas and Memphis. Under each of these three contracts, we are compensated at a firm price for fixed costs and an additional amount based on the volume of mail handled at each sort center. LDS also provides labor for load transfer services to the USPS at two facilities. The contracts for the five facilities we service have been extended from their original expiration dates in 2014, through the end of March 2017 with renewal options, at the discretion of the USPS, for periods into 2018. LDS also provides international mail forwarding services through the John F. Kennedy International Airport and the O'Hare International Airport. LGSTX also provides similar services to AFS at certain locations in the U.S. served by our airlines under the ATSA. AFS can terminate these services at one or any location after giving a brief notice period.

#### Flight Support

ABX is FAA-certificated to offer flight crew training to customers and rent usage of its flight simulators for outside training programs. ABX has three flight simulators in operation. ABX’s Boeing 767 and DC-9 flight simulators are level C certified. The level C flight simulators allow ABX to qualify flight crewmembers under FAA requirements without performing check flights in an aircraft.

The Company's subsidiary, Global Flight Source, Inc., (“GFS”) provides aircraft dispatch and flight monitoring to ABX and ATI. GFS can provide these services to U.S certificated supplemental air carriers and foreign air carriers.

### Competitive Conditions

Our airline subsidiaries compete with other cargo airlines to place aircraft under ACMI arrangements and charter contracts. Other cargo airlines include Amerijet International, Inc., Atlas Air Worldwide Holdings, Inc., Kalitta Air LLC, and National Air Cargo Group, Inc. The primary competitive factors in the air cargo industry are operating costs, fuel efficiency, geographic coverage, aircraft range, aircraft reliability and capacity. The cost of airline operations is significantly impacted by the cost of flight crewmembers, which can vary among airlines depending on their collective bargaining agreements. Cargo airlines also compete for cargo volumes with passenger airlines that have substantial belly cargo capacity. The air cargo industry is capital intensive and highly competitive, especially during periods of excess capacity of aircraft compared to cargo volumes.

The scheduled delivery industry is dominated by integrated door-to-door delivery companies including DHL, TNT Holdings B.V., the USPS, FedEx Corporation, United Parcel Service, Inc. and AFS. Although the volume of our business is impacted by competition among these integrated carriers, we do not usually compete directly with them. Competition for aircraft lease placements is generally affected by aircraft type, aircraft availability and lease rates. We target our leases to cargo airlines and delivery companies seeking medium widebody airlift. The Airbus A300-600 and A330 aircraft can provide capabilities similar to the Boeing 767 for medium widebody airlift. Competitors in the aircraft leasing markets include GE Capital Aviation Services and Guggenheim Aviation Partners, among others. The aircraft maintenance industry is labor intensive and typically competes based on cost, capabilities and reputation for quality. U.S. airlines may contract for aircraft maintenance with maintenance and repair organizations ("MROs") in other countries or geographies with a lower labor wage base, making the industry highly cost competitive. Other aircraft MROs include AAR Corp and Hong Kong Aircraft Engineering Co.

### Airline Operations

#### Flight Operations and Control

Each of the Company's airline operations are conducted pursuant to authority granted to them by the FAA and the Department of Transportation ("DOT"). Airline flight operations, including aircraft dispatching, flight tracking, crew training and crew scheduling are planned and controlled by personnel within each airline. The Company staffs aircraft dispatching and flight tracking 24 hours per day, 7 days per week. The FAA prescribes the requirements, methods and means by which air carrier flight operations are conducted, including but not limited to the qualifications and training of flight crew members, the release of aircraft for flight, the tracking of flights, the time crew members can be on duty, aircraft operating procedures, proper navigation of aircraft, compliance with air traffic control instructions and other operational functions.

#### Aircraft Maintenance

Our airlines' operations are regulated by the FAA for aircraft safety and maintenance. Each airline performs routine inspections and airframe maintenance in accordance with applicable FAA-approved aircraft maintenance programs. In addition, the airlines build into their maintenance programs FAA-mandated Airworthiness Directive and manufacturer Service Bulletin compliance on all of their aircraft. The airlines' maintenance and engineering personnel coordinate routine and non-routine maintenance requirements. Each airline's maintenance program includes tracking the maintenance status of each aircraft, consulting with manufacturers and suppliers about procedures to correct irregularities and training maintenance personnel on the requirements of its FAA-approved maintenance program. The airlines contract with MROs, including AMES, to perform heavy maintenance on airframes and engines. Each airline owns and maintains an inventory of spare aircraft engines, auxiliary power units, aircraft parts and consumable items. The quantity of spare items maintained is based on the fleet size, engine type operated and the reliability history of the item types.

#### Security

The Transportation Security Administration ("TSA") requires our air carriers to comply with security protocols as set out in each carrier's standard all-cargo aircraft operator security plan containing extensive security practices and procedures that must be followed. The security plan provides for the conducting of background checks on those with access to cargo and/or aircraft, the securing of the aircraft while on the ground, the acceptance and screening of cargo

to be moved by air, the handling of suspicious cargo and the securing of cargo ground facilities, among other requirements. Comprehensive internal audit and evaluation programs are actively mandated and maintained. Customers are required to inform the airlines in writing of the nature and composition of any freight which is classified as "Hazardous Materials" and "Dangerous Goods" by the DOT. Notwithstanding these procedures, our airline subsidiaries could unknowingly transport contraband or undeclared hazardous materials for customers, which could result in fines and penalties and possible damage to the aircraft.

#### Insurance

Our airline subsidiaries are required by the DOT to carry a minimum amount of aircraft liability insurance. Their aircraft leases, loan agreements and ACMI agreements also require them to carry such insurance. The Company currently maintains public liability and property damage insurance, and our airline subsidiaries currently maintain aircraft hull and liability insurance and war risk insurance for their respective aircraft fleets in amounts consistent with industry standards. CAM's customers are also required to maintain similar insurance coverage.

#### Employees

As of December 31, 2016, the Company had approximately 3,230 full-time and part-time employees. The Company employed approximately 450 flight crewmembers, 1,405 aircraft maintenance technicians and flight support personnel, 670 warehousing, sorting and logistics personnel, 440 employees for airport maintenance and logistics, 50 employees for sales and marketing and 215 employees for administrative functions. In addition to full time and part time employees, the Company typically has approximately 350 temporary employees mainly serving the USPS operations and aircraft line maintenance operations. On December 31, 2015, the Company had approximately 2,170 full-time and part-time employees.

#### Labor Agreements

The Company's flight crewmembers are unionized employees. The table below summarizes the representation of the Company's flight crewmembers at December 31, 2016.

Airline	Labor Agreement Unit	Contract Amendable Date	Percentage of the Company's Employees
ABX	International Brotherhood of Teamsters	12/31/2014	8.8%
ATI	Air Line Pilots Association	5/28/2014	5.1%

In addition, the Company has approximately 30 flight attendants that are represented by a recognized labor unit and are beginning to negotiate a collective bargaining agreement. Under the Railway Labor Act ("RLA"), as amended, the crewmember labor agreements do not expire, so the existing contract remains in effect throughout any negotiation process. If required, mediation under the RLA is conducted by the National Mediation Board, which has the sole discretion as to how long mediation can last and when it will end. In addition to direct negotiations and mediation, the RLA includes a provision for potential arbitration of unresolved issues and a 30-day "cooling-off" period before either party can resort to self-help, including, but not limited to, a work stoppage.

#### Training

The flight crewmembers are required to be licensed in accordance with Federal Aviation Regulations ("FARs"), with specific ratings for the aircraft type to be flown, and to be medically certified as physically fit to operate aircraft. Licenses and medical certifications are subject to recurrent requirements as set forth in the FARs, to include recurrent training and minimum amounts of recent flying experience.

The FAA mandates initial and recurrent training for most flight, maintenance and engineering personnel. Mechanics and quality control inspectors must also be licensed and qualified to perform maintenance on Company operated and maintained aircraft. Our airline subsidiaries pay for all of the recurrent training required for their flight crewmembers and provide training for their ground service and maintenance personnel. Their training programs have received all required FAA approvals. Similarly, our flight dispatchers and flight followers receive FAA approved training on the airlines' requirements and specific aircraft.

#### Intellectual Property

The Company owns many STCs issued by the FAA. The Company uses these STCs mainly in support of its own fleets; however, AMES and Pemco have marketed certain STCs to other airlines.

#### Information Systems

We are increasingly dependent on technology to maintain regulatory compliance, improve information communications and reduce costs in order to compete effectively. The Company has invested significant management and financial resources in the development of information systems to facilitate flight and maintenance operations. We utilize systems to maintain records about the maintenance status and history of each major aircraft component, as required by FAA regulations. Using the systems, we track maintenance schedules and also control inventories and maintenance tasks, including the work directives of personnel performing those tasks. In addition, the Company's flight operations systems coordinate flight schedules and crew schedules. We have developed and procured systems to track crewmember flight and duty times, and crewmember training status.

#### Regulation

Our subsidiaries' airline operations are primarily regulated by the DOT, the FAA and the TSA. Those operations must comply with numerous economic, safety, security and environmental laws, ordinances and regulations. In addition, they must also comply with various other federal, state, local and foreign laws and regulations.

#### Environment

Under current federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or clean-up of hazardous or toxic substances on, under, or in such property. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances. In addition, the presence of contamination from hazardous or toxic substances, or the failure to properly clean up contaminated property, may adversely affect the ability of the owner of the property to use the property as collateral for a loan or to sell such property. Environmental laws also may impose restrictions on the manner in which a property may be used or transferred or in which a business located thereon may be operated and may impose remediation or compliance costs.

The U.S. Environmental Protection Agency ("EPA") is authorized to regulate aircraft emissions and has historically implemented emissions control standards adopted by the International Civil Aviation Organization ("ICAO"). In 2015, however, the EPA issued a proposed finding on GHG emissions from aircraft and its relationship to air pollution. The final finding is a regulatory prerequisite to the EPA's adoption of a new certification standard for aircraft emissions. Our subsidiaries' aircraft currently meet all known requirements for engine emission levels as applicable by engine design date. Under the Clean Air Act, individual states or the EPA may adopt regulations requiring reductions in emissions for one or more localities based on the measured air quality at such localities. These regulations may seek to limit or restrict emissions by restricting the use of emission-producing ground service equipment or aircraft auxiliary power units. Further, the U.S. Congress has, in the past, considered legislation that would regulate greenhouse gas emissions, and some form of federal climate change legislation is possible in the future.

In addition, the European Commission has approved the extension of the European Union Emissions Trading Scheme ("ETS") for greenhouse gas emissions to the airline industry. Currently, under the European Union's ETS, all ABX and ATI flights that are wholly within the European Union are covered by the ETS requirements, and each year our airlines are required to submit emission allowances in an amount equal to the carbon dioxide emissions from such flights. If the airline's flight activity during the year produced carbon emissions exceeding the number of carbon emissions allowances that it had been awarded, the airline must acquire allowances from other airlines in the open market. ABX and ATI operate intra-EU flights from time to time and management believes that such flights are operated in compliance with ETS requirements.

To allow time for negotiations on a global market-based measure applying to aviation emissions, the EU's ETS requirements were suspended for flights in 2012 to and from non-European countries. For the period 2013-2016, the legislation has also been amended so that only emissions from flights within the European Economic Area fall under the EU ETS.

Recently, ICAO adopted a new regulatory requirement mandating operators in countries that are party to the regulation (most developed countries have signed onto the program) to offset their excess emissions above the 2020 baseline levels by purchasing qualifying carbon offset credits from greenhouse gas reduction and limitation projects in other industries. The first two phases of the regulatory arrangement, from 2021 to 2026, will be voluntary and countries may join or opt out of the scheme at any time. From 2027 to 2035, it will be mandatory, except for those countries, flights and operators specifically exempt from the rule. The engines used to power the aircraft currently operated by the Company's airlines comply with the newly proposed standard and would not require modification to be able to continue to operate after the rule, if adopted as proposed, takes effect. Adoption of the ICAO international standard will prevent individual countries or unions from imposing unilateral measures on international aviation, such as the European Union's Emissions Trading Scheme (EU ETS).

Exemptions for operators with low emissions have also been introduced. The EU made this change following agreement by the ICAO Assembly in October 2013 to develop a global market-based mechanism addressing international aviation emissions by 2016 and to apply it by 2020. The amended law provides for the European Commission to report to the European Parliament and Council on the outcome of the 2016 ICAO Assembly and propose measures as appropriate to take international developments into account with effect from 2017.

Recently, ICAO proposed for adoption greenhouse gas emissions rules applicable to aviation. If the rules are adopted by the ICAO governing body, they would set emissions standards beginning in 2020. The mechanism to reduce emissions is based on a reduction in the amount of fuel burned during the cruise portion of flight. The engines used to power the aircraft currently operated by the Company's airlines comply with the newly proposed standard and would not require modification to be able to continue to operate after the rule, if adopted as proposed, takes effect. Although these rules, if adopted, will not apply to any of our airline subsidiaries' existing aircraft, additional rules could be adopted in the future that would either apply these more stringent noise and emissions standards to aircraft already in operation or require that some portion of the fleet be converted over time to comply with these new standards.

The federal government generally regulates aircraft engine noise at its source. However, local airport operators may, under certain circumstances, regulate airport operations based on aircraft noise considerations. The Airport Noise and Capacity Act of 1990 provides that, in the case of Stage 3 aircraft (all of our operating aircraft satisfy Stage 3 noise compliance requirements), an airport operator must obtain the carriers' consent to, or the government's approval of, the rule prior to its adoption. We believe the operation of our airline subsidiaries' aircraft either complies with or is exempt from compliance with currently applicable local airport rules. However, some airport authorities have adopted local noise regulations, and, to the extent more stringent aircraft operating regulations are adopted on a widespread basis, our airline subsidiaries may be required to spend substantial funds, make schedule changes or take other actions to comply with such local rules.

#### Department of Transportation

The DOT maintains authority over certain aspects of domestic air transportation, such as requiring a minimum level of insurance and the requirement that a person be "fit" to hold a certificate to engage in air transportation. In addition, the DOT continues to regulate many aspects of international aviation, including the award of international routes. The DOT has issued ABX a Domestic All-Cargo Air Service Certificate for air cargo transportation between all points within the U.S., the District of Columbia, Puerto Rico, and the U.S. Virgin Islands. The DOT has issued ATI certificate authority to engage in scheduled interstate air transportation, which is currently limited to all-cargo operations. ATI's DOT certificate authority also authorizes it to engage in interstate and foreign charter air transportation of persons, property and mail. Additionally, the DOT has issued ABX and ATI Certificates of Public Convenience and Necessity authorizing each of them to engage in scheduled foreign air transportation of cargo and mail between the U.S. and all current and future U.S. open-skies partner countries, which currently consists of 120 foreign countries. ABX also holds exemption authorities issued by the DOT to conduct scheduled all-cargo operations between the U.S. and certain foreign countries with which the U.S. does not have an open-skies air transportation agreement.

By maintaining these certificates, the Company, through its airline subsidiaries, can conduct all-cargo charter operations worldwide subject to the receipt of any necessary foreign government approvals. Prior to issuing such certificates, and periodically thereafter, the DOT examines a company's managerial competence, financial resources and plans, compliance, disposition and citizenship in order to determine whether the carrier is fit, willing and able to

engage in the transportation services it has proposed to and does undertake.

9

---

The DOT has the authority to impose civil penalties, or to modify, suspend or revoke our certificates and exemption authorities for cause, including failure to comply with federal laws or DOT regulations. A corporation holding the above-referenced certificates and exemption authorities must qualify as a citizen of the United States, which, pursuant to federal law, requires that (1) it be organized under the laws of the U.S. or a state, territory or possession thereof, (2) that its president and at least two-thirds of its Board of Directors and other managing officers be U.S. citizens, (3) that less than 25% of its voting interest be owned or controlled by non-U.S. citizens, and (4) that it not otherwise be subject to foreign control. We believe our airline subsidiaries possess all necessary DOT-issued certificates and authorities to conduct our current operations and each continue to qualify as a citizen of the United States.

#### Federal Aviation Administration

The FAA regulates aircraft safety and flight operations generally, including equipment, ground facilities, maintenance, flight dispatch, training, communications, the carriage of hazardous materials and other matters affecting air safety. The FAA issues operating certificates and detailed "operations specifications" to carriers that possess the technical competence to conduct air carrier operations. In addition, the FAA issues certificates of airworthiness to each aircraft that meets the requirements for aircraft design and maintenance. ABX and ATI believe they hold all airworthiness and other FAA certificates and authorities required for the conduct of their business and the operation of their aircraft, although the FAA has the power to suspend, modify or revoke such certificates for cause, or to impose civil penalties for any failure to comply with federal laws and FAA regulations.

The FAA has the authority to issue regulations, airworthiness directives and other mandatory orders relating to, among other things, the inspection, maintenance and modification of aircraft and the replacement of aircraft structures, components and parts, based on industry safety findings, the age of the aircraft and other factors. For example, the FAA has required ABX to perform inspections of its Boeing 767 aircraft to determine if certain of the aircraft structures and components meet all aircraft certification requirements. If the FAA were to determine that the aircraft structures or components are not adequate, it could order operators to take certain actions, including but not limited to, grounding aircraft, reducing cargo loads, strengthening any structure or component shown to be inadequate, or making other modifications to the aircraft. New mandatory directives could also be issued requiring the Company's airline subsidiaries to inspect and replace aircraft components based on their age or condition. As a routine matter, the FAA issues airworthiness directives applicable to the aircraft operated by our airline subsidiaries, and our airlines comply, sometimes at considerable cost, as part of their aircraft maintenance program.

In addition to the FAA practice of issuing regulations and airworthiness directives as conditions warrant, the FAA has adopted new regulations to address issues involving aging, but still economically viable, aircraft on a more systematic basis. FAA regulations mandate that aircraft manufacturers establish aircraft limits of validity and service action requirements based on aircraft flight cycles and flight hours before which widespread fatigue damage might occur. Service action requirements include inspections and modifications to preclude development of widespread fatigue damage in specific aircraft structural areas. The Boeing Company has provided its recommendations of the limits of validity to the FAA, and the FAA has now approved the limits for the Boeing 757 and 767 model aircraft. Consequently, after the limit of validity is reached for a particular model aircraft, air carriers will be unable to continue to operate the aircraft without the FAA first granting an extension of time to the operator. There can be no assurance that the FAA would extend the deadline, if one were to be requested. For the oldest aircraft in our fleets, we estimate the limit of validity would not be reached for at least 20 years.

The FAA requires each of the airline subsidiaries to implement a drug and alcohol testing program with respect to all employees and, unless already subject to testing, contractor employees that engage in safety sensitive functions. Each of the airlines complies with these regulations.

#### Transportation Security Administration

The TSA, an administration within the Department of Homeland Security, is responsible for the screening of passengers, baggage and cargo and the security of aircraft and airports. Our airline subsidiaries comply with all applicable aircraft and cargo security requirements. The TSA has adopted cargo security-related rules that have imposed additional burdens on our airlines and our customers. Among other things, the TSA requires each airline to perform criminal history background checks on all employees. In addition, we may be required to reimburse the TSA for the cost of security services it may provide to the Company's airline subsidiaries in the future.



#### International Regulations

When operating in other countries, our airlines are subject to aviation agreements between the U.S. and the respective countries or, in the absence of such an agreement, by principles of reciprocity. International aviation agreements are periodically subject to renegotiation, and changes in U.S. or foreign governments could result in the alteration or termination of the agreements affecting our international operations. Commercial arrangements such as ACMI agreements between our airlines and our customers in other countries, may require the approval of foreign governmental authorities. Foreign authorities may limit or restrict the use of our aircraft in certain countries. Also, foreign government authorities often require licensing and business registration before beginning operations.

#### Other Regulations

Various regulatory authorities have jurisdiction over significant aspects of our business, and it is possible that new laws or regulations or changes in existing laws or regulations or the interpretations thereof could have a material adverse effect on our operations. In addition to the above, other laws and regulations to which we are subject, and the agencies responsible for compliance with such laws and regulations, include the following:

The labor relations of our airline subsidiaries are generally regulated under the Railway Labor Act, which vests in the National Mediation Board certain regulatory powers with respect to disputes between airlines and labor unions arising under collective bargaining agreements;

The Federal Communications Commission regulates our airline subsidiaries' use of radio facilities pursuant to the Federal Communications Act of 1934, as amended;

U.S. Customs and Border Protection inspects cargo imported from our subsidiaries' international operations;

Our airlines must comply with U.S. Citizenship and Immigration Services regulations regarding the citizenship of our employees;

The Company and its subsidiaries must comply with wage, work conditions and other regulations of the Department of Labor regarding our employees.

The Office of Foreign Assets Control (OFAC) of the U.S. Department of the Treasury administers and enforces economic and trade sanctions based on U.S. foreign policy, which may limit our business activities in and for certain areas.

#### Executive Officers of the Registrant

Information about executive officers of the Company is provided in Item 10. Directors, Executive Officers and Corporate Governance, of this report, and is incorporated in this item by reference.

#### Available Information

Our filings with the Securities and Exchange Commission ("SEC"), including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports, are available free of charge from our website at [www.atsginc.com](http://www.atsginc.com) as soon as reasonably practicable after filing with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding Air Transport Services Group, Inc. at [www.sec.gov](http://www.sec.gov).

#### ITEM 1A. RISK FACTORS

The risks described below could adversely affect our financial condition or results of operations. The risks below are not the only risks that the Company faces. Additional risks that are currently unknown to us or that we currently consider immaterial or unlikely could also adversely affect the Company.

The economic conditions in the U.S. and throughout the globe may negatively impact the demand for the Company's aircraft and services.

Air cargo transportation volumes are strongly correlated to general economic conditions, including the price of aviation fuel. An economic downturn could reduce the demand for delivery services offered by DHL, Amazon and other delivery businesses, in particular expedited shipping services utilizing aircraft. Further, during an economic slowdown, customers generally prefer to use ground-based or marine delivery services instead of more expensive air delivery services. Accordingly, an economic downturn could reduce the demand for airlift and cargo aircraft leases. Additionally, if the price of aviation fuel rises significantly, the demand for cargo aircraft and air delivery services may decline. During periods of downward economic trends and rising fuel costs, freight forwarders and integrated delivery businesses are more likely to defer market expansion plans. As a result, we may experience delays in the deployment of available aircraft with customers under lease, ACMI or charter arrangements.

Our costs incurred in providing airline services could be more than the contractual revenues generated.

Each airline develops business proposals for ACMI, charter, DHL, AFS and other operating contracts by projecting operating costs, crew productivity and maintenance expenses. Projections contain key assumptions, including maintenance costs, flight hours, aircraft reliability, crewmember productivity and crewmember compensation and benefits. We may overestimate revenues, the level of crewmember productivity, and/or underestimate the actual costs of providing services when preparing business proposals. If actual costs are higher than projected or aircraft reliability is less than expected, future operating results may be negatively impacted.

The Company's airlines rely on flight crews that are unionized. If collective bargaining agreements increase our costs and we cannot recover such increases, it may be necessary for us to terminate customer contracts or curtail planned growth. If disagreements arise, airline operations could be interrupted and business could be adversely affected until agreements are reached with the crewmembers.

The rate of aircraft deployments may impact the Company's operating results and financial condition.

The Company's future operating results and financial condition will depend in part on our subsidiaries' ability to successfully deploy aircraft in customers' operations while generating a positive return on investment. Our success will depend, in part, on our customers' ability to secure additional cargo volumes, in both U.S. and international markets. Deploying aircraft in international markets can pose additional risks, costs and regulatory requirements which could result in periods of delayed deployments.

The actual demand for Boeing 767 and 757 aircraft may be less than we anticipate. The actual lease rates for aircraft available for lease may be less than we projected, or new leases may start later than we expect. Further, other airlines and lessors may be willing to offer aircraft to the market under terms more favorable to lessees.

We may fail to meet the scheduled delivery date for aircraft required by the ATSA.

If CAM cannot meet the agreed delivery schedule for an aircraft lease, AFS may, at its discretion, cancel the aircraft lease and all related lease payments.

Our airline operating agreements include on-time reliability requirements which can impact the Company's operating results and financial condition.

Certain of our airline operating agreements contain monthly incentive payments for reaching specific on-time reliability thresholds. Additionally, such airline operating agreements contain monetary penalties for aircraft reliability below certain thresholds. As a result, our operating revenues may vary from period to period depending on the achievement of monthly incentives or the imposition of penalties. Further, an airline could be found in default of an agreement if it does not maintain minimum thresholds over an extended period of time. If our airlines are placed in default due to failure to maintain reliability thresholds, the customer may elect to terminate all or part of the services we provide under certain customer agreements after a cure period.

If ABX fails to maintain aircraft reliability above a minimum threshold under the restated CMI agreement for two consecutive calendar months or three months in a rolling twelve month period, we would be in default of the restated CMI agreement with DHL. In that event, DHL may elect to terminate the restated CMI agreement, unless we maintain the minimum reliability threshold during a 60-day cure period. If DHL terminates the CMI agreement due to an ABX event of default, we would be subject to a monetary penalty payable to DHL.



If our airlines fail to maintain aircraft reliability above a minimum threshold under the ATSA for either a specified number of consecutive calendar months or a specified number of calendar months (whether or not consecutive) in a specified trailing period, we could be held in default. In that event, AFS may elect to terminate the ATSA and pursue those rights and remedies available to it at law or in equity.

The anticipated strategic and financial benefits of our relationship with Amazon may not be realized. We entered into the agreements with Amazon with the expectation that the transactions would result in various benefits including, among others, growth in revenues, improved cash flows and operating efficiencies. Achieving the anticipated benefits from the agreements is subject to a number of challenges and uncertainties, such as the timing of aircraft deliveries and unforeseen costs. If we are unable to achieve our objectives or if we experience delays in our fleet expansion, the expected benefits may be only partially realized or not at all, or may take longer to realize than expected, which could adversely impact our financial condition and results of operations.

The Company's future earnings and earnings per share, as reported under generally accepted accounting principles, will be impacted by the stock warrants issuable to Amazon.

We expect that the warrants issuable to Amazon will increase the number of diluted shares reported. Further, the warrants are subject to fair value measurements during the periods that they are outstanding. Accordingly, future fluctuations in the fair value of the warrants may adversely impact the Company's reported earnings measures.

Under the provisions of airline operating and aircraft lease agreements with customers, customers may be able to terminate the operating agreements or aircraft lease agreements, subject to early termination provisions.

Customers can typically terminate one or more of the aircraft from their related airline operating agreement for convenience at any time during the term, subject to a 60 day notice period and paying the Company a fee.

Additionally, the lease agreements may contain provisions for terminating an aircraft lease for convenience, including a notice period and paying a lump sum amount to the Company.

Amazon may terminate the ATSA in its entirety after providing 180 days of advance notice after the first six months of the term and paying to the Company a significant termination fee which reduces after the second anniversary of the ATSA.

DHL may terminate the restated CMI agreement in its entirety after providing 180 days of advance notice after the first six months of the term and paying a significant termination fee which amortizes down during the term.

The U.S. Military may not renew our contracts or may reduce the number of routes that we operate.

Our contracts with the U.S. Military are typically for one year and are not required to be renewed. The U.S. Military may terminate the contracts for convenience or in the event we were to fail to satisfy reliability requirements or for other reasons. The number and frequency of routes is sensitive to changes in military priorities and U.S. defense budgets.

Our business could be negatively impacted by adverse audit findings by the U.S. Government.

Our U.S. Military contracts are subject to audit by government agencies, including with respect to performance, costs, internal controls and compliance with applicable laws and regulations. If an audit uncovers improprieties, we may be subject to civil or criminal penalties, including termination of such contracts, forfeiture of profits, fines and suspension from doing business with the U.S. Military.

Our participation in the CRAF Program could adversely restrict our commercial business in times of national emergency.

Both of our air carriers participate in the U.S. Civil Reserve Air Fleet ("CRAF") Program, which permits the U.S. Department of Defense to utilize participants' aircraft during national emergencies when the need for military airlift exceeds the capability of military aircraft.

Proposed rules from the DOT, FAA and TSA could increase the Company's operating costs and reduce customer utilization of airfreight.

New FAA rules for Flightcrew Member Duty and Rest Requirements (FMDRR) for passenger airline operations became effective in January 2014. The new rules apply to our operation of combi aircraft for the U.S. military and impact the required amount and timing of rest periods for pilots between work assignments and modified duty and rest



requirements based on the time of day, number of scheduled segments, flight types, time zones and other factors. Failure to remain in compliance with these rules may subject us to fines or other enforcement action.

If applied to cargo carriers, the new rules would require a pilot to have the opportunity to rest for nine hours before reporting to flight duty and place other restrictions on the number of duty hours in particular time periods. In May 2012, the FAA indicated that it would reconsider its initial decision to exclude cargo pilots from these new requirements. On reconsideration, the FAA's original finding was confirmed by the agency. The FAA's determination was appealed to the U.S. Court of Appeals. The Court denied the appeal. Also, efforts have been made to mandate the FMDRR be applied to cargo carriers by amendment to the federal transportation statute. While not currently required for the Company's cargo operations, if such rest requirements and restrictions were imposed on our cargo operations, these rules could have a significant impact on the costs incurred by our airlines. The airlines would attempt to pass such additional costs through to their customers in the form of price increases. Customers, as a result, may seek to reduce their utilization of aircraft in favor of less expensive transportation alternatives.

The concentration of aircraft types and engines in the Company's airlines could adversely affect our operating and financial results.

The combined aircraft fleet is concentrated in two aircraft types. If any of these aircraft types encounter technical difficulties that resulted in significant FAA airworthiness directives or grounding, our ability to lease the aircraft would be adversely impacted, as would our airlines' operations. The market growth in demand for the Boeing 767 and 757 aircraft types and configurations may be less than we anticipate. Customers may develop preferences for the Airbus A300-600 and A330 aircraft or other mid-size aircraft types, instead of the Boeing 767 and 757 aircraft. The cost of aircraft repairs and unexpected delays in the time required to complete aircraft maintenance could negatively affect our operating results.

Our aircraft provide ACMI services throughout the world, sometimes operating in remote regions. Our aircraft may experience maintenance events in locations that do not have the necessary repair capabilities or are difficult to reach. As a result, we may incur additional expenses and lose billable revenues that we would have otherwise earned. Under certain customer agreements, we are required to provide a spare aircraft while scheduled maintenance is completed. If delays occur in the completion of aircraft maintenance, we may incur additional expense to provide airlift capacity and forgo revenues.

Lessees of our aircraft may fail to make contractual payments or fail to maintain the aircraft as required.

Our financial results depend on our lease customers' ability to make rent payments and maintain the related aircraft. Our customers' ability to make payments could be adversely impacted by changes to their financial liquidity, competitiveness, economic conditions and other factors. A default of an aircraft lease by a customer could negatively impact our operating results and cash flows and result in the repossession of aircraft.

While we often require leasing customers to pay monthly maintenance deposits, customers are normally responsible for maintaining our aircraft during the lease term. Failure of a customer to perform required maintenance and maintain the appropriate records during the lease term could result in higher maintenance costs, a decrease in the value of the aircraft, a lengthy delay in or even our inability to place the aircraft in a subsequent lease, any of which could have an adverse effect on our results of operations and financial condition.

Our operating results could be adversely impacted by negotiations regarding collective bargaining agreements with flight crewmember representatives.

The flight crewmembers for each of the Company's airlines are unionized. ABX's crewmembers are represented by the International Brotherhood of Teamsters ("IBT") while ATI's crewmembers are represented by the Air Line Pilots Association ("ALPA"). The collective bargaining agreement ("CBA") between ABX and IBT and between ATI and ALPA are both currently amendable and the respective parties are each in the process of renegotiating the terms of their CBA. The airline and the union are each required to maintain the status quo during the renegotiation of the CBA; neither the airline nor the union may engage in a lock-out, strike or other self-help until such time as they are released from further negotiations by the mediator for the National Mediation Board ("NMB"), and after the conclusion of a mandatory 30-day "cooling off" period. It is rare for mediators to declare an impasse and release the parties. Instead, the NMB prefers to require the parties to remain in negotiations until such time as they come to an agreement. Despite this process, it's possible for disruptions in customer service to occur from time to time, resulting in increased costs for



the airline and monetary penalties under certain customer agreements if monthly reliability thresholds are not achieved. Further, if we do not maintain minimum reliability thresholds over an extended period of time, we could be found in default of a customer agreement.

In October, 2016, the IBT, representing ABX's crewmember employees, filed a request with the NMB to investigate whether ABX and ATI constitute a single transportation system for the purposes of collective bargaining. If the NMB finds that ABX and ATI are a single transportation system, then the NMB will require that the ABX and ATI crewmembers be represented by the same union. A single transportation system determination by the NMB could give rise to complex contractual issues, including integrating the airlines' seniority lists, and materially impact the dynamics with respect to future CBA negotiations. Contract negotiations with the union could result in reduced flexibility for scheduling crewmembers and higher operating costs for the airlines, making the Company's airlines less competitive than other airlines. We believe it unlikely that the NMB will find that ABX and ATI constitute a single transportation system, but the case-by-case analysis used by the NMB makes such predictions uncertain.

We rely on third parties to modify aircraft and provide aircraft and engine maintenance.

We rely on certain third party aircraft modification service providers and aircraft and engine maintenance service providers that have expertise or resources that we do not have. Third party service providers may seek to impose price increases that could negatively affect our competitiveness in the airline markets. An unexpected termination or delay involving service providers could have a material adverse effect on our operations and financial results. A delay in an aircraft modification could adversely impact our revenues and our ability to place the aircraft in the market. We must manage third party service providers to meet schedules and turn-times and to control costs in order to remain competitive to our customers.

Delta TechOps, a division of Delta Airlines, Inc., is the primary engine maintenance provider for the Company's General Electric CF6 engines that power our fleet of Boeing 767-200 aircraft. If Delta TechOps does not complete the refurbishment of our engines within the contractual turn-times or if we must replace Delta TechOps as the maintenance provider for some or all of the Company's CF6 engines, our operations and financial results may be adversely impacted.

The Company's operating results could be negatively impacted by disruptions of its information technology and communication systems.

Our businesses depend heavily on information technology and computerized systems to communicate and operate effectively. The Company's systems and technologies, or those of third parties on which we rely, could fail or become unreliable due to equipment failures, software viruses, cyberattacks, natural disasters, power failures, telecommunication outages, or other causes. Certain disruptions could prevent our airlines from flying as scheduled, possibly for an extended period of time, which could have a negative impact on our operating results and reliability. We continually monitor the risks of disruption, take preventative measures, develop backup plans and maintain redundancy capabilities. The measures we use may not prevent the causes of disruptions we could experience or help us recover failed systems quickly.

The costs of maintaining preventive maintenance measures may continue to rise. Further, the costs of recovering or replacing a failed system could be very expensive.

The costs of our aircraft maintenance facilities could negatively impact our financial results.

We lease and operate a 310,000 square foot aircraft maintenance facility and a 100,000 square foot component repair shop in Wilmington, Ohio. Additionally, we lease and operate a 311,500 square foot, two-hangar aircraft maintenance complex in Tampa, Florida. Accordingly, a large portion of our MRO's operating costs are fixed. As a result, we need to retain existing aircraft maintenance business levels to maintain a profitable operation. The actual level of revenues may not be sufficient to cover our operating costs. Additionally, revenues from aircraft maintenance can vary among periods due to the timing of scheduled maintenance events and the completion level of work during a period.

The Company could violate debt covenants.

The Senior Credit Agreement contains covenants including, among other requirements, limitations on certain additional indebtedness and guarantees of indebtedness. The Senior Credit Agreement is collateralized by certain of the Company's Boeing 767 and 757 aircraft that are not collateralized under aircraft loans. Under the terms of the Senior Credit Agreement, the Company is required to maintain aircraft collateral coverage equal to 150% of the outstanding balance of the term loan and the maximum capacity of the revolving credit facility or 175% of the

outstanding

15

---

balance of the term loan and the total funded revolving credit facility, whichever is less. The Senior Credit Agreement stipulates events of default, including unspecified events that may have material adverse effects on the Company. The Senior Credit Agreement and aircraft loans cross default. If an event of default occurs, the Company may be forced to repay, renegotiate or replace the Senior Credit Agreement and loans. In such an event, the Company's cost of borrowings could increase, and our ability to modify and deploy aircraft could be limited as a result.

The Company's share buy-back plan may reduce liquidity.

Beginning in 2014, the Company's Board of Directors approved a share repurchase plan to buy ATSG's common shares. As described in Item 5 to this report, as of December 31, 2016, we could purchase \$26 million more shares under the existing repurchase plan. Future purchases, if any, would be funded from the Company's cash balances and could reduce the Company's financial liquidity and indirectly add to the Company's indebtedness.

The Company's existing sources of liquidity may not be sufficient if opportunities to expand the aircraft fleet or make strategic investment in other companies arise.

As of December 31, 2016, the Company's liquidity included \$16.4 million of cash balances and \$61.5 million available under the revolving credit facility through the Senior Credit Agreement and, subject to the creditors consent, \$100 million through an accordion feature of the Senior Credit Agreement. As discussed under the caption "Liquidity" in the "Management's Discussion and Analysis" of this Report, we expect to obtain additional borrowings through our current group of lenders to fund planned expenditures for expansion of our fleet. If such additional borrowing is not available, we may seek other sources of funding or slow the pace of our fleet expansion during 2017. Raising additional sources of credit could result in an increase in our borrowing costs and additional covenant requirements.

Operating results may be affected by fluctuations in interest rates.

The Company enters into interest rate derivative instruments from time to time in conjunction with its debt levels. The Company's Senior Credit Agreement requires the Company to maintain derivative instruments for fluctuating interest rates for at least 50% of the outstanding balance of the new unsubordinated term loan. We typically do not designate the derivative instruments as hedges for accounting purposes. Future fluctuations in LIBOR interest rates will result in the recording of gains and losses on interest rate derivatives that the Company holds.

Under the Senior Credit Agreement, interest rates are adjusted quarterly based on the prevailing LIBOR or prime rates and a ratio of the Company's outstanding debt level to earnings before interest, taxes, depreciation and amortization expenses ("EBITDA"). At the Company's current debt-to-EBITDA ratio, the unsubordinated term loan and the revolving credit facility both bear a variable interest rate of 2.77%. Additional debt or lower EBITDA may result in higher interest rates on the variable rate portion of the Company's debt.

The Company sponsors defined benefit pension plans and post-retirement healthcare plans for certain eligible employees. The Company's related pension expense, the plans' funded status and funding requirements are sensitive to changes in interest rates. The plans' funded status and annual pension expense are recalculated at the beginning of each calendar year using the fair value of plan assets and market-based interest rates at that point in time, as well as assumptions for asset returns and other actuarial assumptions. Future fluctuations in interest rates including the impact on asset returns, could result in the recording of additional expense for pension and other post-retirement healthcare plans.

The costs of insurance coverage or changes to our reserves for self-insured claims could affect our operating results and cash flows.

The Company is self-insured for certain claims related to workers' compensation, aircraft, automobile, general liability and employee healthcare. We record a liability for reported claims and an estimate for incurred claims that have not yet been reported. Accruals for these claims are estimated utilizing historical paid claims data and recent claims trends. Changes in claim severity and frequency could impact our results of operations and cash flows.

The ability to use net operating loss carryforwards to offset future taxable income for U.S. federal income tax purposes may be further limited.

Limitations imposed on the ability to use net operating losses ("NOLs") to offset future taxable income could cause U.S. federal income taxes to be paid earlier than otherwise would be paid if such limitations were not in effect and

could cause such NOLs to expire unused, in each case reducing or eliminating the benefit of such NOLs. Similar rules and limitations may apply for state income tax purposes.

Changes in the ownership of the Company on the part of significant shareholders could limit our ability to use NOLs to offset future taxable income. In general, under Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-change NOLs to offset future taxable income. In general, an ownership change occurs if the aggregate stock ownership of significant stockholders increases by more than 50 percentage points over such stockholders' lowest percentage ownership during the testing period (generally three years).

We may need to reduce the carrying value of the Company's assets.

The Company owns a significant amount of aircraft, aircraft parts and related equipment. Additionally, the balance sheet reflects assets for income tax carryforwards and other deferred tax assets. The removal of aircraft from service or continual losses from aircraft operations could require us to evaluate the recoverability of the carrying value of those aircraft, related parts and equipment and record an impairment charge through earnings to reduce the carrying value.

We have recorded goodwill and other intangible assets related to acquisitions. If we are unable to achieve the projected levels of operating results, it may be necessary to record an impairment charge to reduce the carrying value of goodwill and related intangible assets. Similarly, if we were to lose a key customer or one of our airlines were to lose its authority to operate, it could be necessary to record an impairment charge.

If the Company incurs operating losses or our estimates of expected future earnings indicate a decline, it may be necessary to reassess the need for a valuation allowance for some or all of the Company's net deferred tax assets.

We may be impacted by government requirements associated with transacting business in foreign jurisdictions.

The U.S. and other governments have imposed trade and economic sanctions in certain geopolitical areas. The U.S. Departments of Justice, Commerce and Treasury, as well as other government agencies have a broad range of civil and criminal penalties they may seek to impose for violations of the Foreign Corrupt Practices Act ("FCPA"), sanctions administered by the Office of Foreign Assets Control ("OFAC") and other regulations. In addition, the DOT, FAA and TSA may at times limit the ability of our airline subsidiaries to conduct flight operations in certain areas of the world. Under such laws and regulations, we may be obliged to limit our business activities, we may incur costs for compliance programs and we may be subject to enforcement actions or penalties for noncompliance. In recent years, the U.S. government has increased their oversight and enforcement activities with respect to these laws and the relevant agencies may continue to increase these activities.

Penalties, fines and sanctions levied by governmental agencies or the costs of complying with government regulations could negatively affect our results of operations.

The operations of the Company's subsidiaries are subject to complex aviation, transportation, security, environmental, labor, employment and other laws and regulations. These laws and regulations generally require our subsidiaries to maintain and comply with a wide variety of certificates, permits, licenses and other approvals. Their inability to maintain required certificates, permits or licenses, or to comply with applicable laws, ordinances or regulations could result in substantial fines or, in the case of DOT and FAA requirements, possible suspension or revocation of their authority to conduct operations.

The costs of maintaining our aircraft in compliance with government regulations could negatively affect our results of operations and require further investment in our aircraft fleet.

All aircraft in the Company's fleet were manufactured prior to 1995. Manufacturer Service Bulletins and FAA regulations and FAA airworthiness directives issued under its "Aging Aircraft" program cause operators of such aged aircraft to be subject to additional inspections and modifications to address problems of corrosion and structural fatigue at specified times. The FAA may issue airworthiness directives that could require significant costly inspections and major modifications to such aircraft. The FAA may issue airworthiness directives that could limit the usability of certain aircraft types. In 2012, the FAA issued an airworthiness directive that requires the replacement of the aft pressure bulkhead on Boeing 767-200 aircraft based on a certain number of landing cycles. As a result, we expect that 24 of the Company's Boeing 767-200 aircraft will be affected. The cost of compliance is estimated to be \$1.0 million per aircraft over the next ten years.



In addition, FAA regulations require that aircraft manufacturers establish limits on aircraft flight cycles to address issues involving aging, but still economically viable, aircraft, as described in Item 1 of this report, under "Federal Aviation Administration." These regulations may increase our maintenance costs and eventually limit the use of our aircraft.

The FAA and ICAO are in the process of developing programs to modernize air traffic control and management systems. The FAA's program, Next Generation Air Transportation Systems, is an integrated system that requires updating aircraft navigation and communication equipment. The FAA has mandated the replacement of current ground based radar systems with more accurate satellite based systems on our aircraft by 2020. The ICAO began phasing in similar requirements for aircraft operating in Europe during 2015. These programs may increase our costs and limit the use of our aircraft. Aircraft not equipped with advanced communication systems may be restricted to certain airspace.

Failure to maintain the operating certificates and authorities of our airlines would adversely affect our business.

The airline subsidiaries have the necessary authority to conduct flight operations pursuant to the economic authority issued by the DOT and the safety based authority issued by the FAA. The continued effectiveness of such authority is subject to their compliance with applicable statutes and DOT, FAA and TSA rules and regulations, including any new rules and regulations that may be adopted in the future. The loss of such authority by an airline subsidiary could cause a default of covenants within the Senior Credit Agreement and would materially and adversely affect its airline operations, effectively eliminating the airline's ability to continue to provide air transportation services.

The Company may be affected by global climate change or by legal, regulatory or market responses to such potential climate change.

The Company is subject to the regulations of the U.S. Environmental Protection Agency and state and local governments regarding air quality and other matters. In part, because of the highly industrialized nature of many of the locations where the Company operates, there can be no assurance that we have discovered all environmental contamination or other matters for which the Company may be responsible.

Concern over climate change, including the impact of global warming, has led to significant federal, state and international legislative and regulatory efforts to limit greenhouse gas emissions. The European Commission has mandated the extension of the European Union Emissions Trading Scheme ("ETS") for greenhouse gas emissions to the airline industry. Under the European Union ETS, all ABX and ATI flights that are wholly within the European Union are now covered by the ETS requirements, and each year we are required to submit emission allowances in an amount equal to the carbon dioxide emissions from such flights. Exceedance of the airlines' emission allowances would require the airlines to purchase additional emission allowances on the open market.

Recently, ICAO adopted a new regulatory requirement mandating operators in countries that are party to the regulation (most developed countries have signed onto the program) to offset their excess emissions above the 2020 baseline levels by purchasing qualifying carbon offset credits from greenhouse gas reduction and limitation projects in other industries. The first two phases of the regulatory arrangement, from 2021 to 2026, will be voluntary and countries may join or opt out of the scheme at any time. From 2027 to 2035, it will be mandatory, except for those countries, flights and operators specifically exempt from the rule. The engines used to power the aircraft currently operated by the Company's airlines comply with the newly proposed standard and would not require modification to be able to continue to operate after the rule, if adopted as proposed, takes effect. Adoption of the ICAO international standard should prevent individual countries or unions from imposing unilateral measures on international aviation, such as the European Union's Emissions Trading Scheme (EU ETS).

The U.S. Congress and certain states have also considered legislation regulating greenhouse gas emissions. In addition, even in the absence of such legislation, the U.S. Environmental Protection Agency could regulate greenhouse gas emissions, especially aircraft engine emissions. The cost to comply with potential new laws and regulations could be substantial for the Company. These costs could include an increase in the cost of fuel and capital costs associated with updating aircraft. Until the timing, scope and extent of any future regulation becomes known, we cannot predict its effect on the Company's cost structure or operating results. Further, even without such legislation or regulation, increased awareness and adverse publicity in the global marketplace about greenhouse gas emitted by companies in the airline and transportation industries could harm our reputation and reduce demand for our services.



## ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

## ITEM 2. PROPERTIES

The Company leases portions of the air park in Wilmington, Ohio, under lease agreements with a regional port authority, the terms of which expire in May of 2019 and June 2036 with options to extend. The leases include corporate offices, 310,000 square feet of maintenance hangars and a 100,000 square foot component repair shop at the air park. ABX also has the non-exclusive right to use the airport, which includes one active runway, taxiways and ramp space. Additionally, the Company leases and operates a 311,500 square foot, two hangar aircraft maintenance complex in Tampa, Florida.

As of December 31, 2016, the Company and its subsidiaries' in-service aircraft fleet consisted of 60 owned aircraft. The aircraft were all formerly passenger aircraft that have been modified for cargo operations. The aircraft are generally described as being mid-size or having medium wide-body cargo capabilities. The cargo aircraft carry gross payloads ranging from approximately 58,000 to 129,000 pounds. These aircraft are well suited for intra-continental flights and medium range inter-continental flights. Because an airline's flight operations can be hindered by inclement weather, sophisticated landing systems and other equipment are utilized to minimize the effect that weather may have on flight operations. For example, ABX's Boeing 767-200 and 767-300 aircraft are operated for Category III landings. This allows their crews to land under weather conditions with forward runway visibility of only 600 feet at airports with Category III Instrument Landing Systems.

The table below shows the combined fleet of aircraft in service condition.

Aircraft Type	In-service Aircraft as of December 31, 2016		Year of Manufacture	Gross Payload (Lbs.)	Still Air Range (Nautical Miles)
	Total	Owned			
767-200 SF (1)	36	36	1982 - 1987	85,000 - 100,000	1,700 - 5,300
767-300 SF (1)	16	16	1988 - 1997	121,000 - 129,000	3,200 - 7,100
757-200 PCF (1)	4	4	1984 - 1991	68,000	2,100 - 4,800
757-200 Combi (2)	4	4	1989 - 1992	58,000	2,600 - 4,300
Total in-service	60	60			

(1) These aircraft are configured for standard cargo containers loaded through large standard main deck cargo doors.

(2) These aircraft are configured as "combi" aircraft capable of carrying passenger and cargo containers on the main flight deck.

In addition, as of December 31, 2016, CAM had one Boeing 767-200 and seven Boeing 767-300 passenger aircraft that are not reflected in the table above. The Boeing 767-200 aircraft discontinued passenger service in 2015 when a customer's operation ended. The seven Boeing 767-300 aircraft were undergoing or preparing to undergo modification to a standard freighter configuration and are expected to be completed in 2017.

We believe that our existing facilities and aircraft fleet are appropriate for our current operations. As described in Note G to the accompanying financial statements, we plan to invest in additional aircraft to meet our growth plans. We may make additional investments in aircraft and facilities if we identify favorable opportunities in the markets that we serve.

**ITEM 3. LEGAL PROCEEDINGS**

We are currently a party to legal proceedings, including FAA enforcement actions, in various federal and state jurisdictions arising out of the operation of the Company's business. The amount of alleged liability, if any, from these proceedings cannot be determined with certainty; however, we believe that the Company's ultimate liability, if any, arising from the pending legal proceedings, as well as from asserted legal claims and known potential legal claims which are probable of assertion, taking into account established accruals for estimated liabilities, should not be material to our financial condition or results of operations.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

## Common Stock

ATSG's common stock is publicly traded on the NASDAQ Global Select Market under the symbol ATSG. The following table shows the range of high and low prices per share of ATSG common stock for the periods indicated:

2016 Quarter Ended:	Low	High
December 31, 2016	\$12.94	\$17.29
September 30, 2016	\$12.73	\$14.91
June 30, 2016	\$12.36	\$15.43
March 31, 2016	\$9.05	\$15.53

2015 Quarter Ended:	Low	High
December 31, 2015	\$8.42	\$10.39
September 30, 2015	\$7.60	\$10.96
June 30, 2015	\$9.04	\$10.96
March 31, 2015	\$7.80	\$9.72

On March 7, 2017, there were 1,511 stockholders of record of ATSG's common stock. The closing price of the ATSG's common stock was \$17.13 on March 7, 2017.

## Dividends

We are restricted from paying dividends on ATSG's common stock in excess of \$50.0 million during any calendar year under the provisions of the Senior Credit Agreement. No cash dividends have been paid or declared.

## Stock Repurchases

On August 5, 2014, the Board of Directors authorized the Company to repurchase up to \$50.0 million of outstanding common stock. In May 2016, the Board amended the Company's common stock repurchase program increasing the amount that management may repurchase from \$50.0 million to \$100.0 million of outstanding common stock. The Board's authorization does not require the Company to repurchase a specific number of shares and the Board may terminate the repurchase program at any time. Repurchases may be made from time to time in the open market or in privately negotiated transactions. All of the repurchases done by the Company during the fourth quarter of 2016 were in the open market. There is no expiration date for the repurchase program. The following table summarizes the Company's repurchases of its common stock during the fourth quarter ended December 31, 2016:

Period	Total Number of Shares Purchased	Average Price paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Program
October 1, 2016 through October 31, 2016	30,000	\$ 14.15	30,000	\$27,076,017
November 1, 2016 through November 30, 2016	30,000	\$ 16.33	30,000	\$26,586,207
December 1, 2016 through December 31, 2016	30,000	\$ 16.71	30,000	\$26,084,868
Total for the quarter	90,000	\$ 15.73	90,000	\$26,084,868

Securities authorized for issuance under equity compensation plans

For the response to this Item, see Item 12.

Performance Graph

The graph below compares the cumulative total stockholder return on a \$100 investment in ATSG's common stock with the cumulative total return of a \$100 investment in the NASDAQ Composite Index and the cumulative total return of a \$100 investment in the NASDAQ Transportation Index for the period beginning on December 31, 2011 and ending on December 31, 2016.

	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Air Transport Services Group, Inc.	100.00	84.96	171.40	181.36	213.56	338.14
NASDAQ Composite Index	100.00	116.41	165.47	188.69	200.32	216.54
NASDAQ Transportation Index	100.00	106.01	143.98	202.99	173.16	207.87

## ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with the consolidated financial statements and the notes thereto and the information contained in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations." The selected consolidated financial data and the consolidated operations data below are derived from the Company's audited consolidated financial statements.

	As of and for the Years Ended December 31				
	2016	2015	2014	2013	2012
	(In thousands, except per share data)				
<b>OPERATING RESULTS:</b>					
Continuing revenues	\$768,870	\$619,264	\$589,592	\$580,023	\$607,438
Operating expenses (1) (3)	705,122	546,474	525,067	566,838	528,750
Net interest expense and other non operating charges	11,187	11,147	13,845	14,175	14,247
Financial instrument (gain) loss (2)	18,107	(920 )	(1,096 )	(631 )	(1,879 )
Earnings (loss) from continuing operations before income taxes	34,454	62,563	51,776	(359 )	66,320
Income tax expense	(13,394 )	(23,408 )	(19,702 )	(19,266 )	(24,672 )
Earnings (loss) from continuing operations	21,060	39,155	32,074	(19,625 )	41,648
Earnings (loss) from discontinued operations, net of taxes (3)	2,428	2,067	(2,214 )	(3 )	(774 )
Net earnings (loss) (1) (2)	\$23,488	\$41,222	\$29,860	\$(19,628 )	\$40,874
<b>EARNINGS (LOSS) PER SHARE FROM CONTINUING OPERATIONS:</b>					
Basic	\$0.34	\$0.61	\$0.50	\$(0.31 )	\$0.66
Diluted	\$0.33	\$0.60	\$0.49	\$(0.31 )	\$0.65
<b>WEIGHTED AVERAGE SHARES:</b>					
Basic	61,330	64,242	64,253	63,992	63,461
Diluted	62,994	65,127	65,211	63,992	64,420
<b>SELECTED CONSOLIDATED FINANCIAL DATA:</b>					
Cash and cash equivalents	\$16,358	\$17,697	\$30,560	\$31,699	\$15,442
Property and equipment, net	1,000,992	875,401	847,268	838,172	818,924
Goodwill and intangible assets (1)	45,586	38,729	39,010	39,291	92,126
Total assets	1,259,330	1,041,721	1,011,203	1,018,613	1,015,808
Post-retirement liabilities (3)	79,528	110,166	94,368	32,865	187,533
Long term debt and current maturities, other than leases	458,721	318,200	344,094	384,515	364,481
Deferred income tax liability	122,532	96,858	83,223	95,912	27,268
Stockholders' equity	331,902	364,157	347,489	368,968	299,256

(1) In 2013, the Company recorded an impairment charge of \$52.6 million on goodwill.

During 2016, the re-measurement of financial instrument fair values, primarily for warrants granted to a customer (2) resulted in a loss of \$18.1 million before income taxes. (See note B to the accompanying consolidated financial statements.)

(3) During 2014, ABX offered vested, former employee participants of the qualified pension plan and vested employee participants of the crewmembers qualified pension plan a one-time option to settle their pension benefit with the Company through a single payment or a nonparticipating annuity contract. As a result, ABX settled \$98.7 million of pension obligation in December of 2014 from the pension plans assets. The settlement resulted in pre-tax charges of \$6.7 million to continued operations and \$5.0 million to discontinued operations for 2014. As a result of fluctuating interest rates and investment returns, the funded status of the Company's defined benefit pension and retiree medical plans vary from year to year. (See notes H and K to the accompanying consolidated financial statements.) Effective December 31, 2016, ABX modified its unfunded, non-pilot retiree medical plan to terminate

benefits to all participants. As a result, ABX settled \$0.6 million of retiree medical obligations and recorded a pre-tax gain of \$2.0 million to continued operations.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis has been prepared with reference to the historical financial condition and results of operations of Air Transport Services Group, Inc., and its subsidiaries and should be read in conjunction with the "Risk Factors" in Item 1A of this report, our historical financial statements, and the related notes contained in this report.

### INTRODUCTION

The Company leases aircraft, provides air cargo lift and performs aircraft maintenance and other support services primarily to the air cargo transportation and package delivery industries. Through the Company's subsidiaries, we offer a range of complementary services to delivery companies, freight forwarders, e-commerce operators, airlines and government customers. The Company's principal subsidiaries include two independently certificated airlines, ABX Air, Inc. ("ABX") and Air Transport International, Inc. ("ATI"), and an aircraft leasing company, Cargo Aircraft Management, Inc. ("CAM"). CAM provides competitive aircraft lease rates by converting passenger aircraft into cargo freighters and offering them to customers under long-term leases.

The Company has two reportable segments: CAM, which leases Boeing 767 and Boeing 757 aircraft and aircraft engines, and ACMI Services, which primarily includes the cargo transportation operations of the Company's two airlines. The Company's other business operations, which primarily provide support services to the transportation industry, include aircraft maintenance, aircraft parts sales, ground and material handling equipment maintenance and mail handling services. These operations do not constitute reportable segments due to their size.

At December 31, 2016, the Company owned 59 cargo aircraft that were in revenue service. The combined fleets consisted of 35 Boeing 767-200 aircraft, 16 Boeing 767-300 aircraft, four Boeing 757-200 aircraft and four Boeing 757 "combi" aircraft. CAM also owned one Boeing 767-200 aircraft that was being prepped for a lease beginning in 2017 and seven Boeing 767-300 aircraft either already undergoing or awaiting induction in the freighter conversion process.

The Company has had long term contracts with DHL Network Operations (USA), Inc. and its affiliates ("DHL"), since August 2003. DHL is the Company's largest customer and accounted for 34%, 46% and 55% of the Company's consolidated revenues during the years ended December 31, 2016, 2015 and 2014, respectively. In 2010, the Company and DHL executed commercial agreements under which DHL leased thirteen Boeing 767 freighter aircraft from CAM and ABX operates those aircraft under a separate crew, maintenance and insurance ("CMI") agreement. The initial term of the CMI agreement was five years while the terms of the aircraft leases were seven years. In 2015, the Company and DHL amended and restated the CMI agreement ("restated CMI agreement"). As a result, effective April 1, 2015, the existing monthly aircraft lease rates for the thirteen Boeing 767-200 freighter aircraft declined approximately 5%, DHL agreed to lease an additional two Boeing 767 aircraft which were previously supporting DHL under short-term operating arrangements, and the Boeing 767 aircraft lease terms with DHL were extended through March 2019. Under the restated CMI agreement, ABX continues to operate and maintain the aircraft through March 2019. Similar to the previous agreement, pricing for services provided under the restated CMI agreement is based on pre-defined fees scaled for the number of aircraft hours flown, aircraft scheduled and flight crews provided to DHL for its network. Under the pricing structure of the restated CMI agreement, ABX is responsible for complying with FAA airworthiness directives, the cost of Boeing 767 airframe maintenance and certain engine maintenance events for the DHL-leased aircraft that it operates. Generally, provisions of the restated CMI agreement negatively impact the Company's ACMI services operating results, but were partially offset by extending the agreements and by adding two additional aircraft leases during 2015. As of December 31, 2016, the Company, through CAM, leased 16 Boeing 767 aircraft to DHL, 14 of which were being operated by the Company's airlines for DHL. Additionally, the airlines operated five CAM-owned Boeing aircraft under other operating arrangements with DHL.

During September 2015, the Company began to operate a trial air network for Amazon Fulfillment Services, Inc. ("AFS"), a subsidiary of Amazon.com, Inc. ("Amazon"). The network grew to five Boeing 767 freighter aircraft through the first quarter of 2016 and included services for cargo handling and logistical support. On March 8, 2016, the Company entered into an Air Transportation Services Agreement (the "ATSA") with AFS pursuant to which CAM will lease 20 Boeing 767 freighter aircraft to AFS, including 12 Boeing 767-200 freighter aircraft for a term of five years

and eight Boeing 767-300 freighter aircraft for a term of seven years.

As of December 31, 2016, the Company, through CAM, leased 12 Boeing 767-200 freighter aircraft and two Boeing 767-300 freighter aircraft to AFS. The ATSA, which has a term of five years, also provides for the operation of those aircraft by the Company's airline subsidiaries, and the performance of hub and gateway services by the Company's subsidiary, LGSTX Services, Inc. ("LGSTX"). CAM owns all of the Boeing 767 aircraft that will be leased and operated under the ATSA. The remaining six Boeing 767-300 aircraft are being converted to freighter aircraft and are scheduled to enter service during 2017. The ATSA became effective on April 1, 2016. Revenues performed for AFS comprised approximately 29% and 5% of the Company's consolidated revenues from continuing operations during the years ended December 31, 2016, and 2015, respectively.

In conjunction with the execution of the ATSA, the Company and Amazon entered into an Investment Agreement and a Stockholders Agreement on March 8, 2016. The Investment Agreement calls for the Company to issue warrants in three tranches which grant Amazon the right to acquire up to 19.9% of the Company's pre-transaction outstanding common shares measured on a GAAP-diluted basis, adjusted for share issuances and repurchases by the Company following the date of the Investment Agreement and after giving effect to the warrants granted. The exercise price of the warrants is \$9.73 per share, which represents the closing price of ATSG's common shares on February 9, 2016. Warrants vest as AFS leases aircraft from us, up to 20 aircraft. Each of the three tranches of warrants will be exercisable in accordance with its terms through March 8, 2021.

The Company's accounting for the warrants has been determined in accordance with the financial reporting guidance for equity-based payments to non-employees and for financial instruments. The fair value of the warrants issuable to Amazon is recorded as a lease incentive asset and is amortized against revenues over the duration of the aircraft leases. The warrants are accounted for as financial instruments, and accordingly, the fair value of the outstanding warrants are measured and classified in liabilities at the end of each reporting period. As of December 31, 2016, the Company's liabilities reflected 11.06 million warrants having a fair value of \$8.09 per share. During 2016, the re-measurements of the warrants to fair value resulted in a non-operating loss of \$19.1 million before the effect of income taxes. As of December 31, 2016, 3.8 million additional warrants are expected to vest as AFS leases additional aircraft from the Company.

The U.S. Military comprised 12%, 16% and 16% of the Company's consolidated revenues during the years ended December 31, 2016, 2015 and 2014, respectively. The Company's airlines contract their services to the Air Mobility Command ("AMC"), through the U.S. Transportation Command ("USTC"), both of which are organized under the U.S. Military. Our fourth and final Boeing 757 combi aircraft entered service in the first quarter of 2014, after completing the necessary regulatory certification, and serves as a maintenance spare.

## RESULTS OF OPERATIONS

### Fleet Summary

Our CAM-owned operating aircraft fleet has increased by seven aircraft since the end of 2014. As of December 31, 2016, the combined operating fleet of owned freighter aircraft consisted of 36 Boeing 767-200 aircraft, 16 Boeing 767-300 aircraft, four Boeing 757-200 aircraft and four Boeing 757 "combi" aircraft. The Boeing 757 combi aircraft are capable of simultaneously carrying passengers and cargo containers on the main flight deck. At December 31, 2016, the Company owned seven Boeing 767-300 aircraft that were either already undergoing or awaiting induction into the freighter conversion process.

Aircraft fleet activity during 2016 is summarized below:

- CAM completed the modification of two Boeing 767-300 freighter aircraft purchased in the previous year and began to lease both aircraft under a multi-year lease to external customers. One of these aircraft is being operated by ABX for the customer.
- CAM purchased eleven Boeing 767-300 passenger aircraft during 2016 for the purpose of converting the aircraft into standard freighter configuration. Two aircraft completed the freighter modification and entered into long-term leases with AFS in 2016, and are both being operated by ATI under multi-year leases. CAM sold one of the eleven aircraft to an external customer during 2016. One aircraft completed the freighter modification and entered into service with ATI during the fourth quarter. This aircraft was subsequently entered into a long-term lease with AFS in January 2017, and is being operated by ATI under a multi-year agreement. The remaining



seven Boeing 767-300 passenger aircraft were undergoing or preparing to undergo modification to a standard freighter configuration as of December 31, 2016 and are expected to be completed in 2017.

- In conjunction with the ATSA, ABX and ATI returned a total of ten Boeing 767-200 freighter aircraft to CAM and external lessees returned two Boeing 767-200 freighter aircraft. All twelve were subsequently leased to AFS under multi-year leases. ABX and ATI were separately contracted to operate the aircraft for AFS.

- Five other Boeing 767-200 were returned from external lessees. Four were subsequently leased to ABX or ATI while one is now being prepped for other leasing.

- ABX returned one Boeing 767-200 freighter and one Boeing 767-300 freighter to CAM which were subsequently leased to different external lessees. ABX is operating the Boeing 767-300 freighter for the customer.

- ATI ceased operating one DHL-owned Boeing 757-200 freighter aircraft during the third quarter.

The Company's cargo aircraft fleet is summarized below as of December 31, 2016, 2015 and 2014:

	2016			2015			2014		
	ACMI Services	CAM	Total	ACMI Services	CAM	Total	ACMI Services	CAM	Total
In-service aircraft									
Aircraft owned									
Boeing 767-200	6	29	35	13	23	36	14	22	36
Boeing 767-300	4	12	16	4	7	11	6	2	8
Boeing 757-200	4	—	4	4	—	4	4	—	4
Boeing 757-200 Combi	4	—	4	4	—	4	4	—	4
Total	18	41	59	25	30	55	28	24	52
Operating lease									
Boeing 767-200	—	—	—	—	—	—	2	—	2
Boeing 767-300	—	—	—	—	—	—	1	—	1
Boeing 757-200	—	—	—	1	—	1	—	—	—
Total	—	—	—	1	—	1	3	—	3
Other aircraft									
Owned Boeing 767-300 under modification	—	7	7	—	2	2	—	—	—
Owned Boeing 767 available or staging for lease	—	1	1	—	—	—	—	1	1

As of December 31, 2016, ABX and ATI were leasing 18 in-service aircraft internally from CAM for use in ACMI Services. As of December 31, 2016, eight of CAM's 29 Boeing 767-200 aircraft shown in the aircraft fleet table above and six of the twelve Boeing 767-300 aircraft were leased to DHL and operated by ABX. Additionally, twelve of CAM's 29 Boeing 767-200 aircraft and two of CAM's twelve Boeing 767-300 aircraft were leased to AFS and operated by ABX or ATI. CAM leased the other nine Boeing 767-200 aircraft and four Boeing 767-300 aircraft to external customers, including two Boeing 767-200 aircraft to DHL that are being operated by a DHL-owned airline. The carrying values of the total in-service fleet as of December 31, 2016, 2015 and 2014 were \$793.9 million, \$742.6 million and \$734.5 million, respectively. The table above does not reflect one Boeing 767-200 passenger aircraft owned by CAM.

#### Summary

External customer revenues from continuing operations increased by \$149.6 million to \$768.9 million during 2016 compared to 2015. Excluding directly reimbursed revenues, customer revenues increased \$105.0 million, or 18% during 2016 compared with 2015. Increased external customer revenues from CAM's leasing operations, expanded ACMI services for AFS, increased aircraft maintenance services and additional logistics services, also for AFS, were partially offset by lower ACMI service revenues for DHL during 2016, compared to 2015.

The consolidated net earnings from continuing operations were \$21.1 million for 2016 compared to \$39.2 million for 2015. The pre-tax earnings from continuing operations were \$34.5 million for 2016 compared to \$62.6 million, for 2015. Earnings were affected by specific events and certain adjustments that do not directly reflect our underlying operations among the years presented. On a pre-tax basis, earnings included net losses of \$18.1 million for the year ended December 31, 2016, for the re-measurement of financial instruments, primarily warrant obligations granted to Amazon during 2016, to fair value. The larger re-measurement loss for 2016 compared to 2015 primarily reflects the increase in the value of the traded ATSG share price after the warrants were granted in 2016. Pre-tax earnings for 2016 were also reduced by \$4.5 million for the amortization of lease incentives given to AFS in the form of warrants during 2016. Additionally, pre-tax earnings from continuing operations for 2016 were unfavorably impacted by a \$9.9 million increase in actuarial losses for the non-service component of retiree benefit plan costs compared to 2015. Separately, pre-tax earnings for the year ended December 31, 2016, included an actuarial gain of \$2.0 million for the settlement of a retiree medical plan during 2016. Pre-tax earnings for the year ended December 31, 2016, also included a \$1.2 million charge for the Company's share of capitalized debt issuance costs that were charged off when West Atlantic AB, a non-consolidated affiliate, restructured its debt. After removing the effects of these items, Adjusted pre-tax earnings from continuing operations, a non-GAAP measure (a definition and reconciliation of adjusted pre-tax earnings from continuing operations follows) were \$65.1 million for 2016 compared to \$60.6 million for 2015.

Adjusted pre-tax earnings from continuing operations for 2016 improved compared to 2015, driven by additional aircraft lease revenues, increased aircraft maintenance revenues and additional logistics support services for AFS. This growth in revenue was partially offset by the cost necessary to support expanded operations, including training costs for new flight crews, additional premium pay for ABX flight crews, higher aircraft depreciation expense and more employee expenses, particularly in our support services businesses. Operating results for 2016 were negatively impacted when ABX flight crew members went on strike for two days, which disrupted our customers' operations and reduced our revenues.

During 2014, we offered vested, former employee participants of the qualified pension plan and vested employee participants of the crewmembers qualified pension plan a one-time option to settle their pension benefit with the Company through a single payment or a nonparticipating annuity contract. As a result, pre-tax earnings from continuing operations reflects an actuarial charge of \$6.7 million in 2014. Effective December 31, 2016, ABX modified its unfunded, non-pilot retiree medical plan to settle benefits to all participants. As a result, pre-tax earnings from continuing operations reflects an actuarial gain of \$2.0 million for 2016.

Edgar Filing: Air Transport Services Group, Inc. - Form 10-K

A summary of our revenues and pre-tax earnings and adjusted pre-tax earnings from continuing operations is shown below (in thousands):

	Years Ending December 31		
	2016	2015	2014
Revenues from Continuing Operations:			
CAM			
Aircraft leasing and related services	\$ 199,598	\$ 177,789	\$ 166,303
Lease amortization against revenue	(4,506 )	—	—
Total CAM	195,092	177,789	166,303
ACMI Services			
Airline services	410,598	395,486	399,376
Reimbursable	82,261	37,623	40,543
Total ACMI Services	492,859	433,109	439,919
Other Activities	262,539	161,995	142,294
Total Revenues	950,490	772,893	748,516
Eliminate internal revenues	(181,620 )	(153,629 )	(158,924 )
Customer Revenues	\$ 768,870	\$ 619,264	\$ 589,592

Pre-Tax Earnings from Continuing Operations:

CAM, inclusive of interest expense	\$ 68,608	\$ 57,457	\$ 53,159
ACMI Services			
Airline services	(33,719 )	(2,654 )	(5,381 )
Retiree benefit curtailments and settlements	1,594	—	(6,700 )
Total ACMI Services	(32,125 )	(2,654 )	(12,081 )
Other Activities	16,623	8,561	11,363
Net unallocated interest expense	(545 )	(1,721 )	(1,761 )
Net financial instrument re-measurement (loss) gain	(18,107 )	920	1,096
Pre-Tax Earnings from Continuing Operations	34,454	62,563	51,776
Add other non-service components of retiree benefit costs, net	8,812	(1,040 )	(8,152 )
Add retiree benefit curtailments and settlements	(1,997 )	—	6,700
Add debt issuance costs from non-consolidating affiliate	1,229	—	—
Add lease incentive amortization	4,506	—	—
Add net loss (gain) on financial instruments	18,107	(920 )	(1,096 )
Adjusted Pre-Tax Earnings from Continuing Operations	\$ 65,111	\$ 60,603	\$ 49,228

Adjusted pre-tax earnings from continuing operations, a non-GAAP measure, is pre-tax earnings excluding non-service components of retiree benefit costs, gains and losses for the fair value re-measurement of financial instruments, lease incentive amortizations, the pension settlement costs and the charge off of debt issuance costs from a non-consolidated affiliate during the first quarter of 2016. We exclude these items from adjusted pre-tax earnings because they are distinctly different in their predictability or not closely related to our on-going operating activities. Management uses adjusted pre-tax earnings to compare the performance of core operating results between periods. Presenting this measure provides investors with a comparative metric of fundamental operations while highlighting changes to certain items among periods. Adjusted pre-tax earnings should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP.

ACMI Reimbursable revenues shown above include revenues related to fuel, landing fees, navigation fees, aircraft rent and certain other operating costs that are directly reimbursed to the airlines by their customers. Prior to April 1, 2015, the cost of airframe maintenance for CAM-owned, Boeing 767-200 aircraft operated for DHL and provided by the airlines were directly reimbursed. For all periods presented above, airline services revenues include the compensation for maintenance provided by the airlines on aircraft operated for DHL.



2016 and 2015

#### CAM

CAM offers aircraft leasing and related services to external customers and also leases aircraft internally to the Company's airlines. Aircraft leases normally cover a term of five to eight years. In a typical leasing agreement, customers pay rent and maintenance deposits on a monthly basis.

CAM's revenues grew \$17.3 million during 2016 compared to 2015, primarily as a result of additional aircraft leases. As of December 31, 2016 and 2015, CAM had 41 and 30 aircraft under lease to external customers, respectively.

Revenues from external customers totaled \$117.6 million and \$93.4 million for 2016 and 2015, respectively. CAM's revenues from the Company's airlines totaled \$77.5 million during 2016, compared to \$84.4 million for 2015. Since mid-2015, we have added six Boeing 767-300 freighter aircraft to CAM's lease portfolio through December 31, 2016. CAM's pre-tax earnings, inclusive of an interest expense allocation, were \$68.6 million and \$57.5 million during 2016 and 2015, respectively. Increased earnings reflect additional external lease revenues and lower interest expense, offset by higher depreciation expense for additional Boeing 767-300 aircraft and increased expenses to place and support the larger fleet of Boeing aircraft.

During 2016, CAM purchased eleven 767-300 passenger aircraft for freighter conversion. As of December 31, 2016, seven of these Boeing 767-300 passenger aircraft were being modified from passenger to freighter configuration. One aircraft had been sold, while another three had completed freighter modification.

CAM's agreement to lease 20 Boeing 767 freighter aircraft to AFS includes 12 Boeing 767-200 freighter aircraft for a term of five years and eight Boeing 767-300 freighter aircraft for a term of seven years. Leases for six of these aircraft began in April 2016, eight more were executed as of December 31, 2016. To fulfill the 20 aircraft requirement for AFS, CAM plans to lease six more Boeing 767-300 freighter aircraft, each for a seven year term, to AFS by mid-2017.

CAM's operating results will depend on its ability to provide freighter aircraft to AFS on an agreed schedule and within planned costs, as well as the value of warrant amortization. CAM's operating results will be negatively impacted by the amortization of the value of warrants issued to Amazon as a lease incentive.

#### ACMI Services

The ACMI Services segment provides airline operations to its customers, typically under contracts providing for a combination of aircraft, crews, maintenance and insurance ("ACMI"). Our customers are usually responsible for supplying the necessary aviation fuel and cargo handling services and reimbursing our airline for other operating expenses such as landing fees, ramp expenses, certain aircraft maintenance expenses and fuel procured directly by the airline. Aircraft charter agreements, including those for the U.S. Military, usually require the airline to provide full service, including fuel and other operating expenses for a fixed, all-inclusive price. As of December 31, 2016, ACMI Services included 46 in-service aircraft, including 18 leased internally from CAM, 14 CAM-owned freighter aircraft which are under lease to DHL and operated by ABX under the restated CMI agreement, and 14 CAM-owned freighter aircraft which are under lease to AFS and operated by ATI and ABX under the ATSA.

Revenues from ACMI Services increased \$59.8 million during 2016 compared with 2015 to \$492.9 million. Airline services revenues from external customers, which do not include revenues for the reimbursement of fuel and certain operating expenses, increased \$15.1 million. Improved revenues were driven by additional aircraft operations for AFS and reflect an 18% increase in billable block hours. As of December 31, 2016, ACMI Services were operating six more CAM-owned aircraft compared to December 31, 2015. Beginning in April 2016, in conjunction with the long-term leases executed between AFS and CAM, the related aircraft rent revenues for five aircraft operated for AFS during 2015 are reflected under CAM instead of ACMI Services. Compared to 2015, billable block hours for DHL declined during 2016, reflecting three fewer aircraft in service for DHL.

Operating results for ACMI Services were impacted in 2016 by additional costs for flight crews to keep pace with AFS's expanding air network. Flight crew compensation increased by \$13.0 million to pay additional crews while being trained for expanded aircraft operations and when ABX's flight crews stopped volunteering for additional flight time, ABX paid a premium to assign trips to crewmembers and awarded additional compensatory days off. Operating results for ACMI Services were also negatively impacted by \$7.0 million in lost revenue due to a work stoppage by ABX crewmembers represented by the Airline Professionals Association of the International Brotherhood of Teamsters in



November 2016. Although the flight crews were ordered back to work within two days through a temporary restraining order issued by a U.S. district court, the full revenue schedule of flying operations did not resume for nearly three weeks.

Primarily due to these flight crew related factors, ACMI Services incurred pre-tax losses of \$32.1 million during 2016, compared to pre-tax losses of \$2.7 million for 2015. Larger pre-tax losses in 2016 compared to 2015 were also affected by more scheduled airframe maintenance events during 2016, and increased pension expenses. Scheduled airframe maintenance expense increased \$6.5 million during 2016 compared to 2015. Airframe maintenance expense varies depending upon the number of C-checks and the scope of the checks required for those airframes scheduled for maintenance. Pension expense for ACMI Services, including the non-service components of retiree benefit costs, increased \$9.6 million as actuarially determined for 2016, compared to 2015. Operating results for ACMI Services were also impacted by increased depreciation expense for two additional Boeing 767-300 aircraft in operation and reductions in CMI operations for DHL compared to 2015.

We expect ACMI Services to add six CAM-owned Boeing 767-300 aircraft into service for AFS during the first seven months of 2017, as the aircraft freighter modifications are completed. Additionally, we expect the level of new crew training costs and ABX Flight crew premium pay to decline in the second quarter of 2017. Achieving profitability in ACMI Services will depend on a number of factors, including revenue levels for airline services, crewmember training costs, crewmember productivity, the level of pilot premium pay, employee benefits, aircraft maintenance schedules and the number of aircraft we operate.

#### Other Activities

We provide related support services to our ACMI Services customers and other airlines by leveraging our knowledge and capabilities developed for our own operations over the years. The Company's aircraft maintenance, engineering and repair business, Airborne Maintenance and Engineering Services, Inc. ("AMES"), sells aircraft parts and provides aircraft maintenance and modification services. We also provide mail sorting, parcel handling and logistical support to the U.S. Postal Service ("USPS") at five USPS facilities and similar services to certain AFS hub and gateway locations in the U.S. We provide other ground services for our own airlines and external customers, including the sale of aviation fuel, the lease of ground equipment such as ground power units and cargo loaders, as well as facility and equipment maintenance services.

External customer revenues from all other activities were \$158.4 million and \$93.9 million for 2016 and 2015, respectively. Revenues from our mail sorting, parcel handling and logistical support services increased \$56.7 million during 2016 compared to 2015, reflecting higher contractual costs and increased volumes at the USPS and AFS locations. Additionally, airframe maintenance revenues from external customers increased by \$7.0 million. Revenues from aircraft maintenance can vary among periods due to the timing of scheduled maintenance events and the completion level of work during a period.

The pre-tax earnings from other activities increased by \$8.1 million to \$16.6 million in 2016, reflecting increased airframe maintenance services, mail and parcel handling services and aviation fuel sales during 2016. We expect earnings from parcel handling, logistical services, aviation fuel and other ground service to decline in 2017 as AFS transfers its hub operation from the airport in Wilmington, Ohio, which we operate, to the Cincinnati/Northern Kentucky International Airport. We expect operations of Pemco World Air Services, Inc., an aircraft maintenance and modification business we acquired at the end of 2016, to contribute to our operating earnings during 2017.

#### Expenses from Continuing Operations

Salaries, wages and benefits expense increased \$49.9 million during 2016 compared to 2015 driven by higher headcount for flight operations, maintenance services, package handling services and additional pilot premium pay while new crewmembers were being trained for our customers' expanding networks. Our employee headcount increased 32% during 2016 compared to 2015. We have added employees to support the AFS network, additional aircraft maintenance contracts and increased volume for the USPS. The non-service components of retiree benefit costs increased \$9.9 million during 2016 due to lower investment returns during the previous year.

Depreciation and amortization expense increased \$10.1 million during 2016 compared to 2015. The increase in depreciation expense reflects incremental depreciation for six Boeing 767-300 aircraft and additional aircraft engines added to the operating fleet since mid-2015, as well as capitalized heavy maintenance and navigation technology



upgrades. We expect depreciation expense to increase during future periods in conjunction with our fleet expansion and capital spending plans.

Maintenance, materials and repairs expense increased by \$9.7 million during 2016 compared to 2015. The increase stemmed primarily from additional airframe checks and related component repairs, driven by increased block hours flown. Aircraft maintenance expenses can vary among periods due to the number of scheduled airframe maintenance checks and the scope of the checks that are performed.

Fuel expense increased by \$34.5 million during 2016 compared to 2015. Fuel expense includes the cost of fuel to operate U.S. Military charters, reimbursable fuel billed to DHL, AFS and other ACMI customers, as well as fuel used to position aircraft for service and for maintenance purposes. The average price per gallon of aviation fuel decreased about 24% for 2016 compared to 2015. The decrease in the average price per gallon of fuel was offset by a higher level of customer-reimbursed fuel which increased \$45.1 million for 2016 compared to 2015.

Travel expense increased by \$2.0 million during 2016 compared to 2015. The increase reflects the higher level of employee headcount in airline operations during 2016 compared to 2015.

Contracted ground and aviation services expense includes navigational services, aircraft and cargo handling services and other airport services. Contracted ground and aviation services increased \$38.5 million due to additional volumes of mail and parcels processed for the USPS and AFS.

Rent expense was flat in 2016 compared to 2015. Rent expense decreased during the first half of 2016 primarily due to the purchase of one Boeing 767-300 aircraft and the return of two Boeing 767-200 aircraft which were previously leased from external providers during the first quarter of 2015. This was offset by increased rent in the second half of 2016 associated with an aircraft simulator rented to train new flight crews.

Landing and ramp expense, which includes the cost of deicing chemicals, increased by \$3.7 million during 2016 compared to 2015, driven by additional flight operations. Landing and ramp fees can vary based on the flight schedules and the airports that are used in a period.

Insurance expense increased by \$0.8 million during 2016 compared to 2015. Aircraft fleet insurance has increased due to additional aircraft operations during 2016 compared to 2015.

Other operating expenses increased by \$9.5 million during 2016 compared to 2015. Other operating expenses include professional fees, employee training, utilities, the cost of parts sold to customers and gains on the disposition of equipment. Other operating expenses during the first quarter of 2016 included a \$1.2 million charge for the Company's share of capitalized debt issuance costs that were written off when West Atlantic AB, a non-consolidated affiliate, restructured its debt. Other operating expenses also increased due to additional sales of aircraft parts during 2016 compared to 2015.

Interest expense increased by \$0.1 million during 2016 compared to 2015. Interest expense increased due to a higher average debt level and interest rates on the Company's outstanding loans, offset by more capitalized interest related to our fleet expansion during 2016. Capitalized interest increased \$1.1 million during 2016 to \$1.3 million.

The Company recorded pre-tax net losses on financial instruments of \$18.1 million during the year ended December 31, 2016, compared to gains of \$0.9 million during 2015. The 2016 losses are primarily a result of remeasuring, as of December 31, 2016, the fair value of the stock warrants granted to Amazon in March of 2016. An increase in the fair value of the warrant obligation since the initial measurement on May 12, 2016, corresponded to an increase in the traded price of the Company's shares and resulted in the non-cash, pre-tax loss of \$19.1 million for 2016. The non-cash gains and losses resulting from quarterly re-measurements of the warrants may vary widely among quarters. Income tax expense for earnings from continuing operations decreased \$10.0 million for 2016 compared to 2015 and includes a deferred income tax deduction for the warrant loss and the amortization of the customer lease incentive.

The income tax deductibility of the warrant loss and the amortization of the customer lease incentive is less than the GAAP expenses for these items because for tax purposes, the warrants are valued at a different time and under a different valuation method than required by GAAP. The effective tax rate, before including the warrant loss and incentive amortization was 35.3% for 2016 compared to 37.4% for the year ended December 31, 2015. The lower effective tax rate for 2016 compared to 2015 reflects the recognition of a discrete tax benefit related to the conversion of employee stock awards during the first and fourth quarters of 2016.



The Company's effective tax rate for 2017 will be impacted by a number of factors, including the re-measurement of the stock warrants at the end of each reporting period. As a result of the warrant re-measurements and related income tax treatment, the overall effective tax can vary significantly from period to period. We estimate that the Company's effective tax rate for 2017, before applying the deductibility of the stock warrant re-measurement and related incentive amortization and the benefit of the stock compensation, will be approximately 38.5%. We project this increase in the effective tax rate due to the apportionment of more pre-tax earnings during 2017 to states with higher income tax rates and a lower tax benefit related to the conversion of employee stock awards.

As of December 31, 2016, the Company had operating loss carryforwards for U.S. federal income tax purposes of approximately \$40.2 million, which will begin to expire in 2031 if not utilized before then. We expect to utilize the loss carryforwards to offset federal income tax liabilities in the future. As a result, we do not expect to pay federal income taxes until 2019 or later. The Company may, however, be required to pay alternative minimum taxes and certain state and local income taxes before then. The Company's taxable income earned from international flights are primarily sourced to the United States under international aviation agreements and treaties. When we operate in countries without such agreements, the Company could incur additional foreign income taxes.

#### Discontinued Operations

The financial results of discontinued operations primarily reflect pension, workers' compensation cost adjustments and other benefits for former employees previously associated with ABX's former hub operations, package sorting and aircraft fueling services provided to DHL through 2009. Pre-tax earnings related to the former sorting operations were \$3.8 million for 2016 compared to \$3.2 million for 2015. Pre-tax earnings during 2016 and 2015 were a result of reductions in self insurance reserves for former employee claims and pension credits.

#### 2015 compared to 2014

##### Summary

External customer revenues from continuing operations increased by \$29.7 million to \$619.3 million during 2015 compared to 2014. Excluding directly reimbursed revenues, customer revenues increased 6%, or by \$32.6 million during 2015 compared with 2014. Increased external customer revenues from CAM's leasing operations, aircraft maintenance services and parcel handling operations were offset by lower revenues from ACMI Services during 2015, which reflect six fewer Boeing 767 aircraft under ACMI operations compared to 2014.

The consolidated net earnings from continuing operations were \$39.2 million for 2015 compared to \$32.1 million for 2014. The pre-tax earnings from continuing operations were \$62.6 million for 2015 compared to \$51.8 million for 2014, the latter of which included a one-time charge of \$6.7 million for pension obligation settlements. Adjusted pre-tax earnings from continuing operations, a non-GAAP measure, were \$60.6 million for 2015 compared to \$49.2 million for 2014. Adjusted pre-tax earnings from continuing operations for 2015 improved compared to 2014 due to additional aircraft lease revenues and better ACMI Services aircraft utilization, offset by higher aircraft depreciation and more employee expenses, particularly in our support services businesses.

During 2014, we offered vested, former employee participants of the qualified pension plan and vested employee participants of the crewmembers qualified pension plan a one-time option to settle their pension benefit with the Company through a single payment or a nonparticipating annuity contract. As a result, ABX settled \$98.7 million of pension obligations in December of 2014 funded by pension plan assets. The settlement resulted in a pre-tax charge of \$6.7 million to continuing operations.

##### Fleet Summary 2015 & 2014

As of December 31, 2015, ACMI Services leased 25 of its in-service aircraft internally from CAM. As of December 31, 2015, 11 of CAM's 23 Boeing 767-200 aircraft shown in the aircraft fleet table above and four of the seven Boeing 767-300 aircraft, were leased to DHL and operated by ABX. CAM leased the other twelve Boeing 767-200 aircraft and three Boeing 767-300 aircraft to external customers, including two Boeing 767-200 aircraft to DHL for operation by a DHL affiliate. Aircraft fleet activity during 2015 is summarized below:

- During the first quarter, two DHL-owned Boeing 767-200 aircraft, previously leased to ABX for operation in DHL's network, were returned to DHL.



- CAM placed one recently modified Boeing 767-300 freighter aircraft with an external customer in February 2015 under a multi-year lease.
  - In February 2015, CAM purchased a Boeing 767-300 freighter aircraft that ABX was leasing from an external lessor and began to lease it to ABX.
  - ABX returned three Boeing 767-200 freighters to CAM, two of which were leased to external lessees in April and the third of which was leased to another external lessee in October.
  - During the second quarter, DHL began to lease directly from CAM three Boeing 767-300 aircraft that ABX had been providing under shorter term arrangements. ABX continued to operate the aircraft.
  - During the second quarter, ATI began to operate a Boeing 757 freighter that DHL leases from a third party.
  - During the fourth quarter, DHL transitioned two CAM Boeing 767-200 aircraft leases to another airline in the Middle East.
  - External lessees returned two other Boeing 767-200 freighter aircraft to CAM, which leased one to another external customer and the other aircraft to ABX during the fourth quarter of 2015.
  - CAM purchased one Boeing 767-300 passenger aircraft in June and completed its modification to standard freighter configuration in November. CAM began to lease that aircraft, which is operated by ABX, to DHL under a multi-year lease.
  - CAM purchased one Boeing 767-300 passenger aircraft in July and another one in November, which were both being modified to standard freighter configuration as of December 31, 2015. One was subsequently leased to an external customer in February 2016 and the other was leased to an external customer in July 2016.
- As of December 31, 2014, ACMI Services leased 28 aircraft internally from CAM. As of December 31, 2014, 13 of CAM's 22 Boeing 767-200 aircraft were leased to DHL and operated by ABX. CAM leased the other nine Boeing 767-200 and two Boeing 767-300 aircraft to external airlines. Aircraft fleet activity during 2014 is summarized below:
- CAM completed the modification of one Boeing 767-300 freighter aircraft and it was available for lease until it was placed with an external customer in February 2015 under a multi-year lease.
  - CAM completed the modification of one Boeing 757 combi aircraft and leased the aircraft internally to ATI, which deployed the aircraft for the U.S. Military.
  - ABX returned two Boeing 767-200 freighter aircraft and ATI returned one Boeing 767-200 freighter aircraft and two Boeing 767-300 freighter aircraft to CAM. CAM leased two Boeing 767-200 aircraft and two Boeing 767-300 aircraft to external customers and leased a Boeing 767-200 to ABX for peak season flying.
  - Near the end of September 2014, CAM purchased two Boeing 767-300 freighter aircraft that ABX was leasing from an external lessor and began to lease them to ABX.
  - During the fourth quarter of 2014, ABX began leasing one Boeing 767-300 freighter aircraft from an external lessor. (CAM purchased this aircraft in February 2015 and subsequently leased it to ABX.)
  - Two DHL-owned Boeing 767-200 aircraft, previously leased by ABX for operation in DHL's network, were returned to DHL.
  - CAM's only Boeing 767-200 passenger aircraft was under lease to an external airline at December 31, 2014.

#### CAM

As of December 31, 2015, CAM had 55 freighter aircraft under lease, 25 of them were leased internally to the Company's airlines. CAM's revenues grew \$11.5 million during 2015 compared to 2014, primarily as a result of additional aircraft leases. As of December 31, 2015 and 2014, CAM had 30 and 24 aircraft under lease to external customers, respectively. Revenues from external customers totaled \$93.4 million and \$77.7 million for 2015 and 2014, respectively. CAM's revenues from the Company's airlines totaled \$84.4 million during 2015, compared to \$88.6 million for 2014. Since mid-2014, we have added four Boeing 767 freighter aircraft to CAM's lease portfolio through December 31, 2015.

CAM's pre-tax earnings, inclusive of an interest expense allocation, were \$57.5 million and \$53.2 million during 2015 and 2014, respectively. Increased earnings reflect additional external lease revenues and lower interest expense, offset by higher depreciation expense for additional Boeing 767-300 and Boeing 757 aircraft and increased expenses to place and support the larger fleet of Boeing aircraft.

During 2015, CAM purchased four 767-300 aircraft, one in each quarter. Two of the aircraft were in service by the end of 2015, and two were being modified from passenger to freighter configuration. These two were later completed and leased in February 2016 and in July 2016.

#### ACMI Services

As of December 31, 2015, ACMI Services included 41 in-service aircraft, including 25 leased internally from CAM, one DHL-supplied aircraft operated by ATI and 15 CAM-owned freighter aircraft which are under lease to DHL and operated by ABX under the restated CMI agreement.

Revenues from ACMI Services declined \$6.8 million during 2015 compared with 2014 to \$433.1 million. Airline services revenues from external customers, which do not include revenues for the reimbursement of fuel and certain operating expenses, declined \$3.9 million. Lower revenues reflect fewer aircraft being operated for our customers and contract rate changes under the restated CMI agreement with DHL compared to 2014. Billable block hours declined 2% for 2015 compared to 2014. Excluding billable block hours for DHL, block hours grew 22% for 2015 compared to 2014. Block hours flown for the U.S. Military were up 3% compared to 2014.

ACMI Services incurred pre-tax losses of \$2.7 million during 2015, compared to pre-tax losses of \$12.1 million for 2014. Excluding pension settlement charges of \$6.7 million recorded during 2014, ACMI Services incurred pre-tax losses of \$2.7 million and \$5.4 million in 2015 and 2014, respectively. Smaller pre-tax losses in 2015 compared to 2014 were primarily a result of improved fleet utilization and more routes for our customers, other than DHL. Since mid 2014, ACMI Services returned under-utilized aircraft to CAM, which subsequently leased those aircraft to external customers.

#### Other Activities

External customer revenues from all other activities were \$93.9 million and \$72.0 million for 2015 and 2014, respectively. Revenues from our mail and package handling services increased \$13.3 million during 2015 compared to 2014, reflecting higher contractual costs and increased mail volumes at the USPS facilities we operate, as well as parcel handling services for the AFS trial U.S. network during the fourth quarter of 2015. Additionally, aircraft maintenance revenues from external customers increased by \$7.3 million. Revenues from aircraft maintenance can vary among periods due to the timing of scheduled maintenance events and the completion level of work during a period.

The pre-tax earnings from other activities decreased by \$2.8 million to \$8.6 million in 2015. Improved earnings from increased revenues during 2015, were offset by lower gains from the reduction of employee benefit obligations compared to 2014, and additional unallocated corporate expenses to support growth initiatives.

#### Expenses from Continuing Operations

Salaries, wages and benefits expense increased \$8.6 million during 2015 compared to 2014 driven by higher headcount for maintenance and other support services. Pension expense for continuing operations, excluding the 2014 pension settlement expense of \$6.7 million, increased \$4.3 million due to a lower interest rate on pension plan obligations at the beginning of 2015 and other retiree benefit expenses increased \$2.8 million during 2015 compared to 2014. While the number of airline employees increased 4% during 2015 compared to 2014, total headcount increased 20% during 2015 compared to 2014 as we added employees for facility maintenance, package sorting and aircraft maintenance operations, driven by additional revenue opportunities and expanded hangar capabilities.

Fuel expense decreased by \$0.9 million during 2015 compared to 2014. The average price per gallon of aviation fuel decreased about 19% for 2015 compared to 2014. Fuel expense includes the cost of fuel to operate U.S. Military charters, reimbursable fuel billed to DHL and other ACMI customers, as well as fuel used to position aircraft for service and for maintenance purposes. The decrease in the average price per gallon of fuel was offset by a higher level of customer reimbursed fuel which increased \$3.7 million in 2015 compared to 2014.

Maintenance, materials and repairs expense increased by \$4.5 million during 2015 compared to 2014. The increase stemmed primarily from additional airframe checks and related component repairs, partially offset by lower engine maintenance expense driven by fewer block hours flown.

Depreciation and amortization expense increased \$17.2 million during 2015 compared to 2014. The increase in depreciation expense reflects incremental depreciation expense for four Boeing 767-300 aircraft added to the in-service fleet since mid-2014 and additional aircraft engines, capitalized heavy maintenance and navigation technology upgrades.

Travel expense increased by \$0.3 million during 2015 compared to 2014. The increase reflects the higher level of employee headcount in airline operations during 2015 compared to 2014.

Contracted ground and aviation services expense includes navigational services, aircraft and cargo handling services and other airport services. Contracted ground and aviation services increased \$5.7 million due to additional volumes of mail and packages processed for customers compared to 2014.

Rent expense decreased by \$15.0 million during 2015 compared to 2014. Rent expense decreased primarily due to the purchase of two Boeing 767-300 aircraft in September 2014 and the return of four Boeing 767-200 aircraft which were previously leased from an external provider during 2014.

Landing and ramp expense, which includes the cost of deicing chemicals, decreased by \$0.6 million during 2015 compared to 2014. Landing and ramp fees can vary based on the flight schedules and the airports that are used in a period.

Insurance expense decreased by \$1.7 million during 2015 compared to 2014. Aircraft fleet insurance has decreased due to fewer aircraft in ACMI operations during 2015 compared to 2014.

Other operating expenses increased by \$3.2 million during 2015 compared to 2014. Other operating expenses include professional fees, employee training, utilities, the cost of parts sold to customers and gains on the disposition of equipment. Other operating expenses increased due to higher professional expenses to support growth initiatives, higher taxes at certain locations, offset by larger gains from the disposition of equipment during 2015 compared to 2014.

Interest expense decreased by \$2.7 million during 2015 compared to 2014. Interest expense decreased due to a lower average debt level and interest rates on the Company's outstanding loans during 2015 compared to 2014.

The Company recorded pre-tax net gains on derivatives of \$0.9 million during the year ended December 31, 2015 compared to \$1.1 million during 2014, reflecting the impact of fluctuating market interest rates.

Income tax expense from continuing operations increased \$3.7 million for 2015 compared to 2014, due to higher pre-tax earnings. The Company's effective income tax rate from continuing operations was 37.4% for the year ended December 31, 2015 as compared to 38.1% for the year ended December 31, 2014. The decrease in the effective tax rate primarily reflects a lower ratio of non-deductible expenses to pre-tax income in 2015 compared to 2014.

#### Discontinued Operations

Pre-tax earnings related to the former sorting operations were \$3.2 million for 2015 compared to pre-tax losses of \$3.5 million for 2014. During 2014, pension expense for discontinued operations included approximately \$5.0 million due primarily to the effects of the pension settlement charge for former sorting operation employees. Pre-tax earnings during 2015 were primarily a result of pension credits due to the well funded status of the pension plans at the beginning of 2015.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

### Cash Flows

Net cash generated from operating activities totaled \$193.1 million, \$173.7 million and \$148.8 million in 2016, 2015 and 2014, respectively. Improved cash flows generated from operating activities during 2016 compared to 2015, were driven by additional aircraft leases, which are typically paid faster than revenues related to ACMI services, and improved fleet utilization. Cash flows generated from operating activities increased in 2015 compared to 2014 primarily due to additional aircraft leases, which are typically paid faster than revenues related to ACMI services, additional collections from DHL and the timing of vendor payments at the end of the year. Cash outlays for pension contributions were \$6.3 million, \$6.2 million and \$6.1 million in 2016, 2015 and 2014, respectively.



Capital spending levels were primarily the result of aircraft modification costs and the acquisition of aircraft for freighter modification. Cash payments for capital expenditures were \$264.5 million, \$158.7 million and \$112.2 million in 2016, 2015 and 2014, respectively. Capital expenditures in 2016 included \$185.3 million for the acquisition of eleven Boeing 767-300 aircraft, freighter modification costs and next generation navigation modifications; \$30.4 million for required heavy maintenance; and \$48.8 million for other equipment, including purchases of aircraft engines and rotables. Capital expenditures in 2015 included \$78.3 million for the acquisition of four Boeing 767-300 aircraft, freighter modification costs and next generation navigation modifications; \$45.3 million for required heavy maintenance; and \$35.1 million for other equipment. Our capital expenditures in 2014 included \$61.9 million for the acquisition of two Boeing 767-300 aircraft and next generation navigation modifications; \$26.0 million for required heavy maintenance; \$7.3 million for construction of a new aircraft hangar; and \$17.0 million for other equipment. During 2014, we made an investment in West Atlantic AB for \$15 million.

Cash proceeds of \$12.4 million, \$6.8 million and \$3.6 million were received in 2016, 2015 and 2014, respectively, for the sale of aircraft engines, airframes and parts.

Net cash provided by financing activities in 2016 was \$75.1 million while net cash used for financing activities was \$34.7 million and \$26.3 million in 2015 and 2014, respectively. During 2016, we drew \$185.0 million from the revolving credit facility under the Senior Credit Agreement to fund capital spending and we made debt principal payments of \$44.1 million. Our borrowing activities were necessary to acquire and modify aircraft for deployment into air cargo markets. During 2016, we spent \$63.6 million to buy 4,825,545 shares of the Company's common stock pursuant to a share repurchase plan authorized in 2014 and amended in May 2016 by the Board of Directors to repurchase up to \$100 million of the Company's common stock.

#### Commitments

The table below summarizes the Company's contractual obligations and commercial commitments (in thousands) as of December 31, 2016.

Contractual Obligations	Total	Payments Due By Period			
		Less Than 1 Year	2-3 Years	4-5 Years	After 5 Years
Long term debt, including interest payments	\$509,402	\$42,014	\$56,166	\$411,222	\$—
Facility leases	36,602	8,321	10,887	3,629	13,765
Aircraft and modification obligations	237,722	197,325	40,397	—	—
Other leases	525	233	242	50	—
Total contractual cash obligations	\$784,251	\$247,893	\$107,692	\$414,901	\$13,765

The long term debt bears interest at 2.77% to 7.06% per annum. For additional information about the Company's debt obligations, see Note F of the accompanying financial statements.

The Company provides defined benefit pension plans to certain employee groups. The table above does not include cash contributions for pension funding, due to the absence of scheduled maturities. The timing of pension and post-retirement healthcare payments cannot be reasonably determined, except for \$5.0 million expected to be funded in 2017. For additional information about the Company's pension obligations, see Note H of the accompanying financial statements.

In conjunction with the execution of the ATSA, the Company and Amazon entered into an Investment Agreement and a Stockholders Agreement on March 8, 2016. The Investment Agreement calls for the Company to issue warrants in three tranches. As of December 31, 2016, 3.8 million more warrants are expected to vest as AFS leases additional aircraft. For additional information about the Company's warrant obligations, see Note B of the accompanying financial statements.

We estimate that capital expenditures for 2017 will total \$355 million of which \$285 million will be related to aircraft purchases and freighter modifications. Actual capital spending for any future period will be impacted by aircraft acquisitions, maintenance and modification processes. We expect to finance the capital expenditures from current cash balances, future operating cash flow and the Senior Credit Agreement, the latter of which we anticipate amending for the purpose of obtaining additional borrowing. The Company outsources a significant portion of the aircraft freighter



modification process to a non-affiliated third party. The modification primarily consists of the installation of a standard cargo door and loading system. For additional information about the Company's aircraft modification obligations, see Note G of the accompanying financial statements.

In September 2015, we entered into a joint venture agreement to establish an express cargo airline serving multiple destinations within the Peoples Republic of China (including Hong Kong, Macau and Taiwan) and surrounding countries. The airline will be based in mainland China with registered capital of 400 million RMB (US\$63 million). It will be established pending the receipt of required governmental approvals and plans to commence flight operations in 2017. We expect to contribute \$15 million to the joint venture during the next twelve months. We plan to offer the new airline aircraft leases to build its fleet.

#### Liquidity

The Company has a Senior Credit Agreement with a consortium of banks that includes an unsubordinated term loan of \$85.6 million, net of debt issuance costs, and a revolving credit facility from which the Company has drawn \$355.0 million, net of repayments, as of December 31, 2016. On May 31, 2016, the Company executed an amendment to the Senior Credit Agreement (the "Sixth Credit Amendment"). The Sixth Credit Amendment extended the maturity of the term loan and revolving credit facility to May 30, 2021, increased the capacity of the Revolving credit facility by \$100.0 million to \$425.0 million, increased the accordion feature such that the Company can now draw up to an additional \$100.0 million subject to the lenders' consent. Under the terms of the Senior Credit Agreement, the Company is required to maintain collateral coverage equal to 150% of the outstanding balances of the term loan and the maximum capacity of revolving credit facility or 175% of the outstanding balance of the term loan and the total funded revolving credit facility, whichever is less. The minimum collateral coverage which must be maintained is 50% of the outstanding balance of the term loan plus the revolving credit facility commitment which was \$425.0 million. The revolving credit facility has permitted additional indebtedness of \$150.0 million. Each year, through May 6, 2019, the Company may request a one year extension of the final maturity date, subject to the lenders' consent. Under the Senior Credit Agreement, the Company is subject to covenants and warranties that are usual and customary including, among other things, limitations on certain additional indebtedness, guarantees of indebtedness, as well as a total debt to EBITDA ratio and a fixed charge coverage ratio. The Senior Credit Agreement stipulates events of default including unspecified events that may have a material adverse effect on the Company. If an event of default occurs, the Company may be forced to repay, renegotiate or replace the Senior Credit Agreement.

Additional debt or lower EBITDA may result in higher interest rates. Under the Senior Credit Agreement, interest rates are adjusted quarterly based on the prevailing LIBOR or prime rates and a ratio of the Company's outstanding debt level to EBITDA (earnings before interest, taxes, depreciation and amortization expenses). At the Company's current debt-to-EBITDA ratio, the unsubordinated term loan and the revolving credit facility both bear a variable interest rate of 2.77%.

At December 31, 2016, the Company had \$16.4 million of cash balances. The Company had \$61.5 million available under the revolving credit facility, net of outstanding letters of credit, which totaled \$8.5 million. We believe that the Company's current cash balances and forecasted cash flows provided from its operating agreements, combined with its Senior Credit Agreement, will be sufficient to fund operations, scheduled debt payments and required pension funding for at least the next 12 months. To fund planned expenditures for expansion of our fleet, we expect to obtain additional borrowings through our current group of lenders. If such additional borrow is not available, we may seek other sources of funding or slow the pace of our fleet expansion during 2017.

#### Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities ("SPEs"), which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As of December 31, 2016 and 2015, we were not involved in any material unconsolidated SPE transactions.

Certain of our operating leases and agreements contain indemnification obligations to the lessor or one or more other parties that are considered usual and customary (e.g. use, tax and environmental indemnifications), the terms of which range in duration and are often limited. Such indemnification obligations may continue after the expiration of the respective lease or agreement. No amounts have been recognized in our financial statements for the underlying fair value of guarantees and indemnifications.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

“Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as certain disclosures included elsewhere in this report, are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to select appropriate accounting policies and make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingencies. In certain cases, there are alternative policies or estimation techniques which could be selected. On an ongoing basis, we evaluate our selection of policies and the estimation techniques we use, including those related to revenue recognition, post-retirement liabilities, bad debts, self-insurance reserves, valuation of spare parts inventory, useful lives, salvage values and impairment of property and equipment, income taxes, contingencies and litigation. We base our estimates on historical experience, current conditions and on various other assumptions that are believed to be reasonable under the circumstances. Those factors form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources, as well as for identifying and assessing our accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions. We believe the following significant and critical accounting policies involve the more significant judgments and estimates used in preparing the consolidated financial statements.

##### Revenue Recognition

Revenues generated from airline service agreements are typically recognized based on hours flown or the amount of aircraft and crew resources provided during a reporting period. Certain agreements include provisions for incentive payments based upon on-time reliability. These incentives are typically measured on a monthly basis and recorded to revenue in the corresponding month earned. Revenues for operating expenses that are reimbursed through customer agreements, including consumption of aircraft fuel, are generally recognized as the costs are incurred. Revenues from charter service agreements are recognized on scheduled and non-scheduled flights when the specific flight has been completed. Aircraft lease revenues are recognized as operating lease revenues on a straight-line basis over the term of the applicable lease agreements. Revenues from the sale of aircraft parts and engines are recognized when the parts are delivered. Revenues earned and expenses incurred in providing aircraft-related maintenance, repair or technical services are recognized in the period in which the services are completed and delivered to the customer. Revenues derived from sorting parcels are recognized in the reporting period in which the services are performed. Revenue is not recognized until collectibility is reasonably assured.

##### Goodwill and Intangible Assets

We assess in the fourth quarter of each year whether the Company’s goodwill acquired in acquisitions is impaired in accordance with the Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) Topic 350-20 Intangibles—Goodwill and Other. Additional assessments may be performed on an interim basis whenever events or changes in circumstances indicate an impairment may have occurred. Indefinite-lived intangible assets are not amortized but are assessed for impairment annually, or more frequently if impairment indicators occur.

Finite-lived intangible assets are amortized over their estimated useful economic lives and are periodically reviewed for impairment.

The application of the goodwill impairment test requires significant judgment, including the determination of the fair value of each reporting unit that has goodwill. We estimate the fair value using a market approach and an income approach utilizing discounted cash flows applied to a market-derived rate of return. The market approach utilizes market multiples from comparable publicly traded companies. The market multiples include revenues and EBITDA (earnings before interest, taxes, depreciation and amortization). We derive cash flow assumptions from many factors including recent market trends, expected revenues, cost structure, aircraft maintenance schedules and long term strategic plans for the deployment of aircraft. Key assumptions under the discounted cash flow models include

projections for

38

---

the number of aircraft in service, capital expenditures, long term growth rates, operating cash flows and market-derived discount rates.

The first step of the goodwill impairment test requires a comparison of the fair value of the reporting unit to its respective carrying value. If the carrying value of a reporting unit is less than its fair value, no indication of impairment exists and a second step is not performed. If the carrying amount of a reporting unit is higher than its fair value, there is an indication that an impairment may exist and a second step is performed. In the second step, fair values are assigned to all of the assets and liabilities of a reporting unit, including any unrecognized intangible assets, and the implied fair value of goodwill is calculated. If the implied fair value of goodwill is less than the recorded goodwill, an impairment loss is recorded for the difference and charged to operations.

We have used the assistance of an independent business valuation firm in estimating an expected market rate of return, and in the development of a market approach for CAM using multiples of EBITDA and revenues from comparable publicly traded companies. Based on our analysis, as of December 31, 2016, CAM's fair value exceeded its carrying value by more than 25%. The Company's key assumptions used for goodwill testing include uncertainties, including the level of demand for cargo aircraft by shippers, the U.S. Military and freight forwarders and CAM's ability to lease aircraft and the lease rates that will be realized. The demand for customer airlift is projected based on input from customers, management's interface with customer planning personnel and aircraft utilization trends. Certain events or changes in circumstances could negatively impact our key assumptions. Customer preferences for cargo aircraft may be impacted by changes in aviation fuel prices. Key customers, including DHL and the U.S. Military, may decide that they do not need as many aircraft as projected, or they may find alternatives.

#### Long-lived assets

Aircraft and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Factors which may cause an impairment include termination of aircraft from a customer's network, extended operating cash flow losses from the assets and management's decisions regarding the future use of assets. To conduct impairment testing, we group assets and liabilities at the lowest level for which identifiable cash is largely independent of cash flows of other assets and liabilities. For assets that are to be held and used, impairment is recognized when the estimated undiscounted cash flows associated with an asset group is less than the carrying value. If impairment exists, an adjustment is made to write the assets down to fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined considering quoted market values, discounted cash flows or internal and external appraisals, as applicable.

#### Depreciation

Depreciation of property and equipment is provided on a straight-line basis over the lesser of an asset's useful life or lease term. We periodically evaluate the estimated service lives and residual values used to depreciate our property and equipment. The acceleration of depreciation expense or the recording of significant impairment losses could result from changes in the estimated useful lives of our assets. We may change the estimated useful lives due to a number of reasons, such as the existence of excess capacity in our air networks, or changes in regulations grounding or limiting the use of aircraft.

#### Self-Insurance

We self-insure certain claims related to workers' compensation, aircraft, automobile, general liability and employee healthcare. We record a liability for reported claims and an estimate for incurred claims that have not yet been reported. Accruals for these claims are estimated utilizing historical paid claims data and recent claims trends. Changes in claim severity and frequency could result in actual claims being materially different than the costs provided for in our results of operations. We maintain excess claim coverage with common insurance carriers to mitigate our exposure to large claim losses.

#### Contingencies

We are involved in legal matters that have a degree of uncertainty associated with them. We continually assess the likely outcomes of these matters and the adequacy of amounts, if any, provided for these matters. There can be no assurance that the ultimate outcome of these matters will not differ materially from our assessment of them. There also can be no assurance that we know all matters that may be brought against us at any point in time.



### Income Taxes

We account for income taxes under the provisions of FASB ASC Topic 740-10 Income Taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Fluctuations in the actual outcome of expected future tax consequences could materially impact the Company's financial position or its results of operations.

The Company has significant deferred tax assets including net operating loss carryforwards ("NOL CFs") for federal income tax purposes which begin to expire in 2031. Based upon projections of taxable income, we determined that it was more likely than not that the NOL CF's will be realized prior to their expiration. Accordingly, we do not have an allowance against these deferred tax assets at this time.

We recognize the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position.

### Stock Warrants

The Company's accounting for warrants issued to a lessee is determined in accordance with the financial reporting guidance for equity-based payments to non-employees and for financial instruments. The warrants issued to lessee are recorded as a lease incentive asset using their fair value at the time that the lessee has met its performance obligation. The lease incentive is amortized against revenues over the duration of related aircraft leases. The unexercised warrants are classified in liabilities and remeasured to fair value at the end of each reporting period, resulting in a non-operating gain or loss.

### Post-retirement Obligations

The Company sponsors qualified defined benefit pension plans for ABX's flight crewmembers and other eligible employees. The Company also sponsors non-qualified, unfunded excess plans that provide benefits to executive management and crewmembers that are in addition to amounts permitted to be paid through our qualified plans under provisions of the tax laws. Employees are no longer accruing benefits under any of the defined benefit pension plans. The Company also sponsors unfunded post-retirement healthcare plans for ABX's flight crewmembers.

The accounting and valuation for these post-retirement obligations are determined by prescribed accounting and actuarial methods that consider a number of assumptions and estimates. The selection of appropriate assumptions and estimates is significant due to the long time period over which benefits will be accrued and paid. The long term nature of these benefit payouts increases the sensitivity of certain estimates on our post-retirement costs. In actuarially valuing our pension obligations and determining related expense amounts, key assumptions include discount rates, expected long term investment returns, retirement ages and mortality. Actual results and future changes in these assumptions could result in future costs that are materially different than those recorded in our annual results of operations.

Our actuarial valuation includes an assumed long term rate of return on pension plan assets of 6.25%. Our assumed rate of return is based on a targeted long term investment allocation of 30% equity securities, 65% fixed income securities and 5% real estate. The actual asset allocation at December 31, 2016 was 30% equities, 64% fixed income, 5% real estate and 1% cash. The pension trust includes \$59.3 million of investments (8% of the plans' assets) whose fair values have been estimated in the absence of readily determinable fair values. Such investments include private equity, hedge fund investments and real estate funds. Management's estimates are based on information provided by the fund managers or general partners of those funds.

In evaluating our assumptions regarding expected long term investment returns on plan assets, we consider a number of factors, including our historical plan returns in connection with our asset allocation policies, assistance from investment consultants hired to provide oversight over our actively managed investment portfolio, and long term inflation assumptions. The selection of the expected return rate materially affects our pension costs. Our expected long term rate of return was 6.25% after analyzing expected returns on investment vehicles and considering our long term asset allocation expectations. Fluctuations in long-term interest rates can have an impact on the actual rate of return. If we were to lower our long term rate of return assumption by a hypothetical 100 basis points, expense in 2016 would be increased by approximately \$7.0 million. We use a market value of assets as of the measurement date for determining pension expense.



In selecting the interest rate to discount estimated future benefit payments that have been earned to date to their net present value (defined as the projected benefit obligation), we match the plan's benefit payment streams to high-quality bonds of similar maturities. The selection of the discount rate not only affects the reported funded status information as of December 31 (as shown in Note H to the accompanying consolidated financial statements), but also affects the succeeding year's pension and post-retirement healthcare expense. The discount rates selected for December 31, 2016, based on the method described above, were 4.50% for crewmembers and 4.60% for non-crewmembers. If we were to lower our discount rates by a hypothetical 50 basis points, pension expense in 2016 would be increased by approximately \$6.5 million.

Our mortality assumptions at December 31, 2016, reflect the most recent projections released by the Actuaries Retirement Plans Experience Committee, a committee within the Society of Actuaries, a professional association in North America. The assumed future increase in salaries and wages is not a significant estimate in determining pension costs because each defined benefit pension plan was frozen during 2009 with respect to additional benefit accruals. The following table illustrates the sensitivity of the aforementioned assumptions on our pension expense, pension obligation and accumulated other comprehensive income (in thousands):

Change in assumption	Effect of change		
	2016 Pension expense	December 31, 2016 Accumulated Pension obligation and other comprehensive income (pre-tax)	
100 basis point decrease in rate of return	\$6,995	\$ —	\$ —
50 basis point decrease in discount rate	6,464	(49,724)	49,724
Aggregate effect of all the above changes	13,459	(49,724)	49,724

#### Discontinued Operations

In accordance with the guidance of FASB ASC Topic 205-20 Presentation of Financial Statements, a business component whose operations are discontinued is reported as discontinued operations if the cash flows of the component have been eliminated from the ongoing operations of the Company and represents a strategic shift that had a major impact on the Company. The results of discontinued operations are aggregated and presented separately in the consolidated statement of operations. FASB ASC Topic 205-20 requires the reclassification of amounts presented for prior years to reflect their classification as discontinued operations.

#### New Accounting Pronouncements

For information regarding recently issued accounting pronouncements and the expected impact on our annual statements, see Note A "SUMMARY OF FINANCIAL STATEMENT PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES" in the accompanying notes to Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk for changes in interest rates and changes in the price of jet fuel. The risk associated with jet fuel, however, is largely mitigated by reimbursement through the agreements with our customers. The Company's Senior Credit Agreement requires the Company to maintain derivative instruments for fluctuating interest rates, for at least fifty percent of the outstanding balance of the unsubordinated term loan. Accordingly, in June 2013, the Company entered into an interest rate swap instrument. Additionally, the Company entered into another interest rate swap in February 2016. As a result, future fluctuations in LIBOR interest rates will result in the recording of unrealized gains and losses on interest rate derivatives held by the Company. The notional values were \$43.1 million as of December 31, 2016. See Note J in the accompanying consolidated financial statements for a discussion of our accounting treatment for these hedging transactions.

As of December 31, 2016, the Company has \$18.1 million of fixed interest rate debt and \$440.6 million of variable interest rate debt outstanding. Variable interest rate debt exposes us to differences in future cash flows resulting from



changes in market interest rates. Variable interest rate risk can be quantified by estimating the change in annual cash flows resulting from a hypothetical 20% increase in interest rates. A hypothetical 20% increase or decrease in interest rates would have resulted in a change in interest expense of approximately \$2.0 million for the year ended December 31, 2016.

The debt issued at fixed interest rates is exposed to fluctuations in fair value resulting from changes in market interest rates. Fixed interest rate risk can be quantified by estimating the increase in fair value of our long term debt through a hypothetical 20% increase in interest rates. As of December 31, 2016, a 20% increase in interest rates would have decreased the fair value of our fixed interest rate debt by approximately \$0.1 million.

The Company is exposed to concentration of credit risk primarily through cash deposits, cash equivalents, marketable securities and derivatives. As part of our risk management process, we monitor and evaluate the credit standing of the financial institutions with which we do business. The financial institutions with which we do business are generally highly rated. The Company is exposed to counterparty risk, which is the loss we could incur if a counterparty to a derivative contract defaulted.

The Company sponsors defined benefit pension plans and post-retirement healthcare plans for certain eligible employees. The Company's related pension expense, plans' funded status, and funding requirements are sensitive to changes in interest rates. The funded status of the plans and the annual pension expense is recalculated at the beginning of each calendar year using the fair value of plan assets, market-based interest rates at that point in time, as well as assumptions for asset returns and other actuarial assumptions. Higher interest rates could result in a lower fair value of plan assets and increased pension expense in the following years. At December 31, 2016, ABX's defined benefit pension plans had total investment assets of \$715.9 million under investment management. See Note H in the accompanying consolidated financial statements for further discussion of these assets.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	<u>44</u>
<u>Consolidated Balance Sheets</u>	<u>45</u>
<u>Consolidated Statements of Operations</u>	<u>46</u>
<u>Consolidated Statements of Comprehensive Income</u>	<u>47</u>
<u>Consolidated Statements of Cash Flows</u>	<u>48</u>
<u>Consolidated Statements of Stockholders' Equity</u>	<u>49</u>
<u>Notes to Consolidated Financial Statements</u>	<u>50</u>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Air Transport Services Group, Inc.

Wilmington, Ohio

We have audited the accompanying consolidated balance sheets of Air Transport Services Group, Inc. and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Table of Contents at Item 15a (2). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and 2015, and results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note B to the consolidated financial statements, the Company's three principal customers account for a substantial portion of the Company's revenue. The Company's financial security is dependent on its ongoing relationship with its three principal customers existing as of December 31, 2016.

We have also audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 8, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Cincinnati, Ohio

March 8, 2017

AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	December 31, 2016	December 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 16,358	\$ 17,697
Accounts receivable, net of allowance of \$1,264 in 2016 and \$415 in 2015	77,247	57,986
Inventory	19,925	12,963
Prepaid supplies and other	19,123	12,660
<b>TOTAL CURRENT ASSETS</b>	<b>132,653</b>	<b>101,306</b>
Property and equipment, net	1,000,992	875,401
Other assets	80,099	26,285
Goodwill and acquired intangibles	45,586	38,729
<b>TOTAL ASSETS</b>	<b>\$ 1,259,330</b>	<b>\$ 1,041,721</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 60,704	\$ 44,417
Accrued salaries, wages and benefits	37,044	27,454
Accrued expenses	10,324	8,107
Current portion of debt obligations	29,306	33,740
Unearned revenue	18,407	12,963
<b>TOTAL CURRENT LIABILITIES</b>	<b>155,785</b>	<b>126,681</b>
Long term debt	429,415	283,918
Post-retirement obligations	77,713	108,194
Other liabilities	52,542	61,913
Stock Warrants	89,441	—
Deferred income taxes	122,532	96,858
<b>TOTAL LIABILITIES</b>	<b>927,428</b>	<b>677,564</b>
Commitments and contingencies (Note G)		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, 20,000,000 shares authorized, including 75,000 Series A Junior	—	—
Participating Preferred Stock		
Common stock, par value \$0.01 per share; 85,000,000 shares authorized; 59,461,291 and 64,077,140 shares issued and outstanding in 2016 and 2015, respectively	595	641
Additional paid-in capital	443,416	518,259
Accumulated deficit	(32,243)	(55,731)
Accumulated other comprehensive loss	(79,866)	(99,012)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>331,902</b>	<b>364,157</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,259,330</b>	<b>\$ 1,041,721</b>

See notes to consolidated financial statements.

AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31		
	2016	2015	2014
REVENUES	\$768,870	\$619,264	\$589,592
OPERATING EXPENSES			
Salaries, wages and benefits	231,667	181,785	173,226
Depreciation and amortization	135,496	125,443	108,254
Maintenance, materials and repairs	105,735	96,044	91,528
Fuel	87,134	52,615	53,521
Travel	20,048	18,007	17,662
Contracted ground and aviation services	57,491	18,983	13,245
Rent	11,625	11,677	26,650
Landing and ramp	13,455	9,727	10,305
Insurance	4,456	3,645	5,304
Other operating expenses	38,015	28,548	25,372
	705,122	546,474	525,067
OPERATING INCOME	63,748	72,790	64,525
OTHER INCOME (EXPENSE)			
Interest income	131	85	92
Net gain (loss) on financial instruments	(18,107 )	920	1,096
Interest expense	(11,318 )	(11,232 )	(13,937 )
	(29,294 )	(10,227 )	(12,749 )
EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	34,454	62,563	51,776
INCOME TAX EXPENSE	(13,394 )	(23,408 )	(19,702 )
EARNINGS FROM CONTINUING OPERATIONS	21,060	39,155	32,074
EARNINGS (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAXES	2,428	2,067	(2,214 )
NET EARNINGS	\$23,488	\$41,222	\$29,860
BASIC EARNINGS (LOSS) PER SHARE			
Continuing operations	\$0.34	\$0.61	\$0.50
Discontinued operations	0.04	0.03	(0.04 )
TOTAL BASIC EARNINGS PER SHARE	\$0.38	\$0.64	\$0.46
DILUTED EARNINGS (LOSS) PER SHARE			
Continuing operations	\$0.33	\$0.60	\$0.49
Discontinued operations	0.04	0.03	(0.03 )
TOTAL DILUTED EARNINGS PER SHARE	\$0.37	\$0.63	\$0.46
WEIGHTED AVERAGE SHARES			
Basic	61,330	64,242	64,253
Diluted	62,994	65,127	65,211

See notes to consolidated financial statements.

AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Years Ended December 31		
	2016	2015	2014
NET EARNINGS	\$23,488	\$41,222	\$29,860
OTHER COMPREHENSIVE INCOME (LOSS):			
Defined Benefit Pension	20,214	(16,111 )	(50,119 )
Defined Benefit Post-Retirement	(986 )	315	(1,875 )
Gains and Losses on Derivatives	—	(4 )	(5 )
Foreign Currency Translation	(82 )	(336 )	(1,059 )
TOTAL COMPREHENSIVE INCOME (LOSS), net of tax	\$42,634	\$25,086	\$(23,198)

See notes to consolidated financial statements.

AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Years Ended December 31		
	2016	2015	2014
<b>OPERATING ACTIVITIES:</b>			
Net earnings from continuing operations	\$21,060	\$39,155	\$32,074
Net earnings (loss) from discontinued operations	2,428	2,067	(2,214 )
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	140,002	125,443	108,254
Pension and post-retirement	11,532	6,920	8,492
Deferred income taxes	13,807	23,691	17,757
Amortization of stock-based compensation	3,165	2,454	2,924
Amortization of DHL promissory note	—	(1,550 )	(6,200 )
Net (gain) loss on financial instruments	18,107	(920 )	(1,096 )
Changes in assets and liabilities:			
Accounts receivable	(9,597 )	(14,410 )	9,582
Inventory and prepaid supplies	(5,269 )	(3,896 )	(4,164 )
Accounts payable	5,603	4,424	(803 )
Unearned revenue	(3,216 )	(1,116 )	1,148
Accrued expenses, salaries, wages, benefits and other liabilities	5,678	8,375	344
Pension and post-retirement assets	(11,819 )	(16,098 )	(14,662 )
Other	1,611	470	(1,711 )
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>193,092</b>	<b>175,009</b>	<b>149,725</b>
<b>INVESTING ACTIVITIES:</b>			
Capital expenditures	(264,477)	(158,714)	(112,184)
Proceeds from property and equipment	12,380	6,841	3,602
Acquisitions and investments in businesses	(17,395 )	—	(15,000 )
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>	<b>(269,492)</b>	<b>(151,873)</b>	<b>(123,582)</b>
<b>FINANCING ACTIVITIES:</b>			
Principal payments on long term obligations	(44,069 )	(69,344 )	(79,221 )
Proceeds from borrowings	185,000	45,000	45,000
Purchase of common stock	(63,570 )	(10,345 )	—
Withholding taxes paid for conversion of employee stock awards	(2,300 )	(1,310 )	(940 )
Funding for hangar construction	—	—	7,879
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>75,061</b>	<b>(35,999 )</b>	<b>(27,282 )</b>
<b>NET (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(1,339 )</b>	<b>(12,863 )</b>	<b>(1,139 )</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>17,697</b>	<b>30,560</b>	<b>31,699</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$16,358</b>	<b>\$17,697</b>	<b>\$30,560</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Interest paid, net of amount capitalized	\$10,738	\$10,748	\$13,576
Federal alternative minimum and state income taxes paid	\$923	\$870	\$604
<b>SUPPLEMENTAL NON-CASH INFORMATION:</b>			
Debt extinguished	\$—	\$1,550	\$6,200
Accrued capital expenditures	\$9,118	\$7,033	\$7,648

See notes to consolidated financial statements.



AIR TRANSPORT SERVICES GROUP, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands, except share data)

	Common Stock		Additional	Accumulated	Accumulated	Other	Total
	Number	Amount	Paid-in Capital	Deficit	Comprehensive Income (Loss)	Comprehensive Income (Loss)	
BALANCE AT JANUARY 1, 2014	64,618,305	\$ 646	\$524,953	\$(126,813 )	\$ (29,818 )		\$368,968
Stock-based compensation plans							
Grant of restricted stock	196,000	2	(2 )				—
Issuance of common shares, net of withholdings	49,545	1	(939 )				(938 )
Forfeited restricted stock	(8,900 )	—	—				—
Tax benefit from common stock compensation			(267 )				(267 )
Amortization of stock awards and restricted stock			2,924				2,924
Total comprehensive income (loss)				29,860	(53,058 )		(23,198 )
BALANCE AT DECEMBER 31, 2014	64,854,950	\$ 649	\$526,669	\$(96,953 )	\$ (82,876 )		\$347,489
Stock-based compensation plans							
Grant of restricted stock	170,800	2	(2 )				—
Issuance of common shares, net of withholdings	137,457	1	(1,311 )				(1,310 )
Forfeited restricted stock	(6,900 )	—	—				—
Purchase of common stock	(1,079,167 )	(11 )	(10,334 )				(10,345 )
Tax benefit from common stock compensation			783				783
Amortization of stock awards and restricted stock			2,454				2,454
Total comprehensive income (loss)				41,222	(16,136 )		25,086
BALANCE AT DECEMBER 31, 2015	64,077,140	\$ 641	\$518,259	\$(55,731 )	\$ (99,012 )		\$364,157
Stock-based compensation plans							
Grant of restricted stock	171,500	2	(2 )				—
Issuance of common shares, net of withholdings	42,796	—	(2,300 )				(2,300 )
Forfeited restricted stock	(4,600 )	—	—				—
Purchase of common stock	(4,825,545 )	(48 )	(63,522 )				(63,570 )
Tax benefit from common stock compensation			1,087				1,087
Warrants granted to customer			(13,271 )				(13,271 )
Amortization of stock awards and restricted stock			3,165				3,165
Total comprehensive income				23,488	19,146		42,634
BALANCE AT DECEMBER 31, 2016	59,461,291	\$ 595	\$443,416	\$(32,243 )	\$ (79,866 )		\$331,902

See notes to consolidated financial statements.



AIR TRANSPORT SERVICES GROUP, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A—SUMMARY OF FINANCIAL STATEMENT PREPARATION AND SIGNIFICANT ACCOUNTING  
POLICIES

Nature of Operations

Air Transport Services Group, Inc. is a holding company whose principal subsidiaries include an aircraft leasing company and two U.S. certificated airlines. The Company provides airline operations, aircraft leases, aircraft maintenance and other support services primarily to the cargo transportation and package delivery industries. Through the Company's subsidiaries, it offers a range of complementary services to delivery companies, freight forwarders, airlines and government customers.

The Company's leasing subsidiary, Cargo Aircraft Management, Inc. ("CAM"), leases aircraft to each of the Company's airlines as well as to non-affiliated airlines and other lessees. The airlines, ABX Air, Inc. ("ABX") and Air Transport International, Inc. ("ATI"), each have the authority, through their separate U.S. Department of Transportation ("DOT") and Federal Aviation Administration ("FAA") certificates, to transport cargo worldwide. ATI provides passenger transportation, primarily to the U.S. Military, using "combi" aircraft, which are certified to carry passengers as well as cargo on the main deck.

The Company serves a base of concentrated customers who typically have a diverse line of international cargo traffic. The Company provides aircraft and airline operations to its customers, typically under contracts providing for a combination of aircraft, crews, maintenance and insurance ("ACMI") services. In addition to its airline operations and aircraft leasing services, the Company sells aircraft parts, provides aircraft maintenance and modification services, equipment maintenance services, and operates mail and package sorting facilities.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Air Transport Services Group, Inc. and its wholly-owned subsidiaries. Investments in an affiliate in which the Company has significant influence but does not exercise control are accounted for using the equity method of accounting. Using the equity method, the Company's share of a nonconsolidated affiliate's income or loss is recognized in the consolidated statement of earnings and cumulative post-acquisition changes in the investment are adjusted against the carrying amount of the investment. Inter-company balances and transactions are eliminated. The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements. Estimates and assumptions are used to record allowances for uncollectible amounts, self-insurance reserves, spare parts inventory, depreciation and impairments of property, equipment, goodwill and intangibles, stock warrants, post-retirement obligations, income taxes, contingencies and litigation. Changes in estimates and assumptions may have a material impact on the consolidated financial statements.

Cash and Cash Equivalents

The Company classifies short-term, highly liquid investments with maturities of three months or less at the time of purchase as cash and cash equivalents. These investments, consisting of money market funds, are recorded at cost, which approximates fair value. Substantially all deposits of the Company's cash are held in accounts that exceed federally insured limits. The Company deposits cash in common financial institutions which management believes are financially sound.

Accounts Receivable and Allowance for Uncollectible Accounts

The Company's accounts receivable is primarily due from its significant customers (see Note B), other airlines, the U.S. Postal Services ("USPS"), delivery companies and freight forwarders. The Company performs a quarterly



evaluation of the accounts receivable and the allowance for uncollectible accounts by reviewing specific customers' recent payment history, growth prospects, financial condition and other factors that may impact a customer's ability to pay. The Company establishes an allowance for uncollectible accounts for probable losses due to a customer's potential inability or unwillingness to make contractual payments. Account balances are written off against the allowance when the Company ceases collection efforts.

#### Inventory

The Company's inventory is comprised primarily of expendable aircraft parts and supplies used for aircraft maintenance. Inventory is generally charged to expense when issued for use on a Company aircraft. The Company values its inventory of aircraft parts and supplies at weighted-average cost and maintains a related obsolescence reserve. The Company records an obsolescence reserve on a base stock of inventory for each fleet type. The amortization of base stock for the obsolescence reserve corresponds to the expected life of each fleet type. Additionally, the Company monitors the usage rates of inventory parts and segregates parts that are technologically outdated or no longer used in its fleet types. Slow moving and segregated items are actively marketed and written down to their estimated net realizable values based on market conditions.

Management analyzes the inventory reserve for reasonableness at the end of each quarter. That analysis includes consideration of the expected fleet life, amounts expected to be on hand at the end of a fleet life, and recent events and conditions that may impact the usability or value of inventory. Events or conditions that may impact the expected life, usability or net realizable value of inventory include additional aircraft maintenance directives from the FAA, changes in DOT regulations, new environmental laws and technological advances.

#### Goodwill and Intangible Assets

The Company assesses, during the fourth quarter of each year, the carrying value of goodwill. The first step of the assessment is the estimation of fair value of each reporting unit, which is compared to the carrying value. If step one indicates that impairment potentially exists, a second step is performed to measure the amount of impairment, if any. Goodwill impairment exists when the implied fair value of goodwill is less than its carrying value. The Company also conducts impairment assessments of goodwill, indefinite-lived intangible assets and finite-lived intangible assets whenever events or changes in circumstance indicate an impairment may have occurred. Finite-lived intangible assets are amortized over their estimated useful economic lives.

#### Property and Equipment

Property and equipment held for use is stated at cost, net of any impairment recorded. The cost and accumulated depreciation of disposed property and equipment are removed from the accounts with any related gain or loss reflected in earnings from operations.

Depreciation of property and equipment is provided on a straight-line basis over the lesser of the asset's useful life or lease term. Depreciable lives are summarized as follows:

Boeing 767 and 757 aircraft and flight equipment	10 to 18 years
--	----------------

Ground equipment	3 to 10 years
------------------	---------------

Leasehold improvements, facilities and office equipment	3 to 25 years
---	---------------

The Company periodically evaluates the useful lives, salvage values and fair values of property and equipment.

Acceleration of depreciation expense or the recording of significant impairment losses could result from changes in the estimated useful lives of assets due to a number of reasons, such as excess aircraft capacity or changes in regulations governing the use of aircraft.

Aircraft and other long-lived assets are tested for impairment when circumstances indicate the carrying value of the assets may not be recoverable. To conduct impairment testing, the Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. For assets that are to be held and used, impairment is recognized when the estimated undiscounted cash flows associated with the asset group is less than the carrying value. If impairment exists, an adjustment is made to write the assets down to fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are

determined considering quoted market values, discounted cash flows or internal and external appraisals, as applicable. For assets held for sale, impairment is recognized when the fair value less the cost to sell the asset is less than the carrying value.

The Company's accounting policy for major airframe and engine maintenance varies by subsidiary and aircraft type. The costs for ABX's Boeing 767-200 airframe maintenance, which is the majority of the Company's aircraft fleet, are expensed as they are incurred. The costs of major airframe maintenance for the Company's other aircraft are capitalized and amortized over the useful life of the overhaul. Many of the Company's General Electric CF6 engines that power the Boeing 767-200 aircraft are maintained under "power by the hour" and "power by the cycle" agreements with an engine maintenance provider. Under these agreements, the engines are maintained by the service provider for a fixed fee per flight hour and cycle; accordingly, the cost of engine maintenance is generally expensed as flights occur. Maintenance for the airlines' other aircraft engines, including Boeing 767-300 and Boeing 757 aircraft, are typically contracted to service providers on a time and material basis and the costs of those engine overhauls are capitalized and amortized over the useful life of the overhaul.

In the event the Company leases aircraft from external lessors, the Company may be required to make periodic payments to the lessor under certain aircraft leases for future maintenance events such as engine overhauls and major airframe maintenance. Such payments are recorded as deposits until drawn for qualifying maintenance costs. The maintenance costs are expensed or capitalized in accordance with the airline's accounting policy for major airframe and engine maintenance. The Company evaluates at the balance sheet date, whether it is probable that an amount on deposit will be returned by the lessor to reimburse the costs of the maintenance activities. When an amount on deposit is less than probable of being returned, it is recognized as additional maintenance expense.

#### Capitalized Interest

Interest costs incurred while aircraft are being modified are capitalized as an additional cost of the aircraft until the date the asset is placed in service. Capitalized interest was \$1.3 million, \$0.2 million and \$0.1 million for the years ended December 31, 2016, 2015 and 2014, respectively.

#### Discontinued Operations

A business component whose operations are discontinued is reported as discontinued operations if the cash flows of the component have been eliminated from the ongoing operations of the Company and represents a strategic shift that had a major impact on the Company. The results of discontinued operations are aggregated and presented separately in the consolidated statements of operations.

#### Self-Insurance

The Company is self-insured for certain workers' compensation, employee healthcare, automobile, aircraft, and general liability claims. The Company maintains excess claim coverage with common insurance carriers to mitigate its exposure to large claim losses. The Company records a liability for reported claims and an estimate for incurred claims that have not yet been reported. Accruals for these claims are estimated utilizing historical paid claims data and recent claims trends. Other liabilities included \$18.7 million and \$23.3 million at December 31, 2016 and December 31, 2015, respectively, for self-insured reserves. Changes in claim severity and frequency could result in actual claims being materially different than the costs accrued.

#### Pension and Post-Retirement Benefits

The funded status of the Company's defined benefits pension or post-retirement health care plan is the difference between the fair value of plan assets and the accumulated benefit obligations to plan participants. The over funded or underfunded status of a plan is reflected in the consolidated balance sheet as an asset for over funded plans, or as a liability for underfunded plans.

The funded status is ordinarily remeasured annually at year end using the fair value of plans assets, market based discount rates and actuarial assumptions. Changes in the funded status of the plans as a result of remeasuring plan assets and benefit obligations, are recorded to accumulated comprehensive loss and amortized into operating expense using a corridor approach. The Company's corridor approach amortizes variances in plan assets and benefit obligations

that are a result of the previous measurement assumptions into earnings when the net deferred variances exceed 10% of the greater of the market value of plan assets or the benefit obligation at the beginning of the year. The amount in excess of the corridor is amortized over the average remaining service period to retirement date of active plan participants. Costs adjustments for plan amendments are also deferred and amortized over the expected working life or the life expectancy of plan participants.

#### Security and Maintenance Deposits

The Company's customer leases typically obligate the lessee to maintain the Company's aircraft in compliance with regulatory standards for flight and aircraft maintenance. The Company may require an aircraft lessee to pay a security deposit or provide a letter of credit until the expiration of the lease. Additionally, the Company's leases may require a lessee to make monthly payments toward future expenditures for scheduled heavy maintenance events. The Company records security and maintenance deposits in other liabilities. If a lease requires monthly maintenance payments, the Company is typically required to reimburse the lessee for costs they incur for scheduled heavy maintenance events after completion of the work and receipt of qualifying documentation. Reimbursements to the lessee are recorded against the previously paid maintenance deposits.

#### Income Taxes

Income taxes have been computed using the asset and liability method, under which deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. Deferred taxes are measured using provisions of currently enacted tax laws. A valuation allowance against net deferred tax assets is recorded when it is more likely than not that such assets will not be fully realized. Tax credits are accounted for as a reduction of income taxes in the year in which the credit originates. All deferred income taxes are classified as noncurrent in the statement of financial position.

The Company recognizes the benefit of a tax position taken on a tax return, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. An uncertain income tax position is not recognized if it has a less than a 50% likelihood of being sustained. The Company recognizes interest and penalties accrued related to uncertain tax positions in operating expense.

#### Purchase of Common Stock

The Company's Board of Directors has authorized management to repurchase outstanding common stock of the Company from time to time on the open market or in privately negotiated transactions. The authorization does not require the Company to repurchase a specific number of shares and the Company may terminate the repurchase program at any time. Upon the retirement of common stock repurchased, the excess purchase price over the par value for retired shares of common stock is recorded to additional paid-in-capital.

#### Stock Warrants

The Company's accounting for warrants issued to a lessee is determined in accordance with the financial reporting guidance for equity-based payments to non-employees and for financial instruments. The warrants issued to lessee are recorded as a lease incentive asset using their fair value at the time that the lessee has met its performance obligation. The lease incentive is amortized against revenues over the duration of related aircraft leases. The unexercised warrants are classified in liabilities and remeasured to fair value at the end of each reporting period, resulting in a non-operating gain or loss.

#### Comprehensive Income

Comprehensive income includes net earnings and other comprehensive income or loss. Other comprehensive income or loss results from certain changes in the Company's liabilities for pension and other post retirement benefits, gains and losses associated with interest rate hedging instruments and fluctuations in currency exchange rates related to the foreign affiliate.

### Fair Value Information

Assets or liabilities that are required to be measured at fair value are reported using the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC Topic 820-10 Fair Value Measurements and Disclosures establishes three levels of input that may be used to measure fair value:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include items where the determination of fair value requires significant management judgment or estimation.

### Revenue Recognition

Aircraft lease revenues are recognized as operating lease revenues on a straight-line basis over the term of the applicable lease agreements. Revenues generated from airline service agreements are typically recognized based on hours flown or the amount of aircraft and crew resources provided during a reporting period. Certain agreements include provisions for incentive payments based upon on-time reliability. These incentives are typically measured on a monthly basis and recorded to revenue in the corresponding month earned. Revenues for operating expenses that are reimbursed through airline service agreements, including consumption of aircraft fuel, are generally recognized as the costs are incurred. Revenues from charter service agreements are recognized on scheduled and non-scheduled flights when the specific flight has been completed. Revenues from the sale of aircraft parts and engines are recognized when the parts are delivered. Revenues earned and expenses incurred in providing aircraft-related maintenance, repair or technical services are recognized in the period in which the services are completed and delivered to the customer. Revenues derived from sorting parcels are recognized in the reporting period in which the services are performed. Revenue is not recognized until collectibility is reasonably assured.

### New Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, "Improvements to Employee Share-Based Payment Accounting," ("ASU 2016-09") which addresses several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-9 is effective for annual reporting periods beginning after December 15, 2016 and earlier adoption is permitted. The new standard requires that an entity recognize all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement as discrete items in the reporting period in which they occur. Under the previous standard, excess tax benefits are recognized in additional paid-in capital and tax deficiencies are recognized either as an offset to accumulated excess tax benefits, or in the income statement.

The Company elected to early adopt this standard in the quarter ended March 31, 2016. The impact of the early adoption resulted in the Company recording a tax benefit of \$0.7 million within income tax expense for the three months ended March 31, 2016 related to the excess tax benefit on stock incentive awards that settled during the quarter ended March 31, 2016. The tax benefit for the year ended December 31, 2016 was \$1.2 million. Prior to adoption of ASU 2016-09, this amount would have been recorded as an increase of additional paid-in capital. The tax benefit for the year ended December 31, 2015 would have been \$0.8 million.

The Company accounts for forfeitures as they occur. Under ASU 2016-09, excess tax benefits related to employee share-based payments are not reclassified from operating activities to financing activities in the statement of cash flows. The Company applied the effect of ASU 2016-09 to the presentation of excess tax benefits in the statement of cash flows, prospectively. Under ASU 2016-09, cash paid when withholding shares for tax withholding purposes are classified as a financing activity in the statement of cash flows. The Company has applied the effect of this change on



prior period statements of cash flows retrospectively. The Company excluded the excess tax benefits from the assumed proceeds available to repurchase shares in the computation of our diluted earnings per share for the year ended December 31, 2016. This increased the diluted weighted average common shares outstanding by 141,364 shares.

In May 2014, FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers, Identifying Performance Obligations and Licensing" clarify the accounting under ASU 2014-09 for licenses of intellectual property and for identifying distinct performance obligations in a contract.

ASU 2014-09 is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017 with earlier adoption permitted for reporting periods beginning after December 15, 2016. ASU 2014-09 may be applied using either a full retrospective approach, under which all years included in the financial statements will be presented under the revised guidance, or a modified retrospective approach, under which financial statements will be prepared under the revised guidance for the year of adoption, but not for prior years. Under the latter method, entities would recognize a cumulative catch-up adjustment to the opening balance of retained earnings at the effective date for contracts that still require performance by the entity, and disclose all line items in the year of adoption as if they were prepared under the old revenue guidance.

The Company is currently evaluating the methods of adoption allowed by the new standard and the effect the standard is expected to have on the Company's consolidated financial position, results of operations or cash flows and related disclosures. The evaluation includes each of the five steps identified in the ASU 2014-09 revenue recognition model, which are as follows: 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied. The Company's lease contracts within the scope of ASC 840, Leases, are specifically excluded from ASU 2014-09. As the Company completes its evaluation of this new standard, new information may arise that could change the Company's current understanding of the impact to revenue and expense recognized. Additionally, industry activities and other guidance provided by regulators, standards setters, and the accounting profession may affect the Company's assessment and implementation plans. In April 2015, the FASB issued ASU, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03"). ASU 2015-03 requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by ASU 2015-03. The amendments in ASU 2015-03 are effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2015. As a result of the adoption of ASU 2015-03, the amounts of debt issuance costs were reclassified on the Company's balance sheets from other assets to long term debt and were not significant.

In July 2015, FASB issued ASU "Inventory (Topic 330): Simplifying the Measurement of Inventory" ("ASU 2015-11"). ASU 2015-11 more closely aligns the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards ("IFRS"). The amendment in ASU 2015-11 is for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The amendment should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company does not expect the impact of adopting ASU 2015-11 to be material to the Company's financial statements and related disclosures.

In January 2016, the FASB issued an Exposure Draft of a proposed ASU, "Compensation - Retirement Benefits (Topic 715) Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The proposed ASU would require an employer to report the service cost component of retiree benefits in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost would be presented in the income statement separately from the

service cost component and outside a subtotal of income from operations, if one is presented. If adopted, the proposed standard

55

---

would impact the Operating Income subtotal as reported in the Company's Consolidated Statement of Operations by excluding interest expense and investment returns components of retiree benefit expenses.

In February 2016, the FASB issued ASU "Leases (Topic 842)" ("ASU 2016-02"), which will require the recognition of right to-use-assets and lease liabilities for leases previously classified as operating leases by lessees. The standard will take effect for annual reporting periods beginning after December 15, 2018, including interim reporting periods. Early application will be permitted for all entities. In addition, the FASB has decided to require a lessee to apply a modified retrospective transition approach for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements (the date of initial application). The modified retrospective approach would not require any transition accounting for leases that expired before the date of initial application. The FASB decided to not permit a full retrospective transition approach. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"). ASU 2016-15 clarifies how cash receipts and cash payments in certain transactions are presented and classified in the statement of cash flows. The effective date of this update is for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The update requires retrospective application to all periods presented but may be applied prospectively if retrospective application is impracticable. The Company is currently evaluating the impact of the adoption of the standard on the its financial statements and disclosures.

In November 2016, the FASB issued ASU "Statement of Cash Flows (Topic 230): Restricted Cash" ("ASU 2016-18"). ASU 2016-18 requires that the statement of cash flows explain the changes in the combined total of restricted and unrestricted cash balance. Amounts generally described as restricted cash or restricted cash equivalents will be combined with unrestricted cash and cash equivalents when reconciling the beginning and end of period balances on the statement of cash flows. Further, the ASU requires a reconciliation of balances from the statement of cash flows to the balance sheet in situations in which the balance sheet includes more than one line item of cash, cash equivalents, and restricted cash. Companies will also be disclosing the nature of the restrictions. ASU 2016-18 is effective for financial statements issued for fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

In January 2017, the FASB issued ASU "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). ASU 2017-04 will simplify the subsequent measurement of goodwill by eliminating the second step from the goodwill impairment test. ASU 2017-04 would require applying a one-step quantitative test and recording the amount of goodwill impairment as the excess of the reporting unit's carrying value over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. ASU 2017-04 does not amend the optional qualitative assessment of goodwill impairment. The amendments in ASU 2017-04 are effective for annual or any interim goodwill impairment tests for fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

#### NOTE B—SIGNIFICANT CUSTOMERS

##### DHL

The Company's largest customer is DHL Network Operations (USA), Inc. and its affiliates ("DHL"). The Company has had long term contracts with DHL since August 2003. Revenues from continuing operations performed for DHL were approximately 34%, 46% and 55% of the Company's consolidated revenues from continuing operations for the years ended December 31, 2016, 2015 and 2014, respectively. The Company's balance sheets include accounts receivable with DHL of \$7.3 million and \$9.8 million as of December 31, 2016 and December 31, 2015, respectively. The Company leases Boeing 767 aircraft to DHL under both long-term and short-term lease agreements. Under a separate crew, maintenance and insurance ("CMI") agreement, the Company operates Boeing 767 aircraft that DHL leases from the Company. Pricing for services provided through the CMI agreement is based on pre-defined fees, scaled for the number of aircraft operated and the number of flight crews provided to DHL for its U.S. network. The Company provides DHL with scheduled maintenance services for aircraft that DHL leases. The Company also provides Boeing 767 and Boeing 757 air cargo transportation services for DHL through additional ACMI agreements

in which

56

---

the Company provides the aircraft, crews, maintenance and insurance under a single contract. Revenues generated from the ACMI agreements are typically based on hours flown. The Company also provides ground equipment, such as power units, air starts and related maintenance services to DHL under separate agreements.

#### Amazon

During September 2015, the Company began to operate a trial air network for Amazon Fulfillment Services, Inc. ("AFS"), a subsidiary of Amazon.com, Inc. ("Amazon"). The network grew to five freighter aircraft through first quarter of 2016 and included services for cargo handling and logistical support. On March 8, 2016, the Company entered into an Air Transportation Services Agreement (the "ATSA") with AFS pursuant to which CAM will lease 20 Boeing 767 freighter aircraft to AFS, including 12 Boeing 767-200 freighter aircraft for a term of five years and eight Boeing 767-300 freighter aircraft for a term of seven years. The ATSA, which has a term of five years, also provides for the operation of those aircraft by the Company's airline subsidiaries, and the performance of hub and gateway services by the Company's subsidiary LGSTX Services Inc. ("LGSTX"). CAM owns all of the Boeing 767 aircraft that are or will be leased and operated under the ATSA. The ATSA became effective on April 1, 2016. As of December 31, 2016, the Company has leased 14 aircraft to AFS and is obligated to lease six more Boeing 767-300 aircraft to AFS during 2017 to meet its 20 aircraft commitment.

Revenues from continuing operations performed for AFS comprised approximately 29% and 5% of the Company's consolidated revenues from continuing operations for the years ending December 31, 2016 and 2015, respectively. The Company's balance sheets include accounts receivable with AFS of \$24.6 million and \$10.5 million as of December 31, 2016 and December 31, 2015, respectively.

In conjunction with the execution of the ATSA, the Company and Amazon entered into an Investment Agreement and a Stockholders Agreement on March 8, 2016. The Investment Agreement calls for the Company to issue warrants in three tranches which will grant Amazon the right to acquire up to 19.9% of the Company's outstanding common shares as described below. The first tranche of warrants, issued upon execution of the Investment Agreement, grants Amazon the right to purchase approximately 12.81 million ATSG common shares, with the right to purchase 7.69 million common shares which vested upon issuance on March 8, 2016 and the right to purchase the remaining 5.12 million common shares, vesting as the Company delivers additional aircraft leased under the ATSA, or as the Company achieves specified revenue targets in connection with the ATSA. The second tranche of warrants grants Amazon a right to purchase approximately 1.59 million ATSG common shares, and will be issued on March 8, 2018. The third tranche of warrants will be issued on September 8, 2020. The third tranche of warrants will grant Amazon the right to purchase such additional number of ATSG common shares as is necessary to bring Amazon's ownership to 19.9% of the Company's pre-transaction outstanding common shares measured on a GAAP-diluted basis, adjusted for share issuances and repurchases by the Company following the date of the Investment Agreement and after giving effect to the warrants granted. The exercise price of the warrants will be \$9.73 per share, which represents the closing price of ATSG's common shares on February 9, 2016. Each of the three tranches of warrants will be exercisable in accordance with its terms through March 8, 2021. The Company anticipates making available the common shares required for the underlying warrants through a combination of share repurchases and the issuance of additional shares.

The Company's accounting for the warrants has been determined in accordance with the financial reporting guidance for equity-based payments to non-employees and for financial instruments. The warrants issued to Amazon as of March 8, 2016, were recorded to stockholders equity, having a fair value of \$4.89 per share. At that time, the fair value of the 7.69 million vested warrants issued to Amazon was recorded as a lease incentive asset and is being amortized against revenues over the duration of the aircraft leases. On May 12, 2016, the Company's stockholders approved an amendment to the Certificate of Incorporation of the Company at the annual meeting of stockholders to increase the number of authorized common shares and to approve the warrants in full as required under the rules of the Nasdaq Global Select Market. The stockholders' approval enabled features of the warrants that required the vested warrants of the first tranche and the warrants of the second and third tranches to be classified as financial instruments as of May 12, 2016. Accordingly, the fair value of those warrants was measured and classified in liabilities on that date. Since May 12, 2016, 1.3 million additional warrants vested in conjunction with the execution of two aircraft leases. As of December 31, 2016, the Company's liabilities reflected 11.06 million warrants having a fair value of \$8.09 per share. During 2016, the re-measurements of the warrants to fair value resulted in a non-operating loss of \$19.1 million before the effect of income taxes. As of December 31, 2016, an additional 3.8 million warrants are

expected to vest as AFS leases additional aircraft from the Company.

57

---

The Company's earnings in future periods will be impacted by the number of warrants granted, the re-measurements of warrant fair value, amortizations of the lease incentive asset and the related income tax effects. For income tax calculations, the value and timing of related tax deductions will differ from the guidance described above for financial reporting.

#### U.S. Military

A substantial portion of the Company's revenues are also derived from the U.S. Military. The U.S. Military awards flights to U.S. certificated airlines through annual contracts and through temporary "expansion" routes. Revenues from services performed for the U.S. Military were approximately 12%, 16% and 16% of the Company's total revenues from continuing operations for the years ended December 31, 2016, 2015 and 2014, respectively. The Company's balance sheets included accounts receivable with the U.S. Military of \$7.0 million and \$9.7 million as of December 31, 2016 and December 31, 2015, respectively.

#### NOTE C—GOODWILL, INTANGIBLES AND EQUITY INVESTMENTS

As of December 31, 2016, 2015 and 2014, the goodwill amount for CAM was retested for impairment. To perform the first step of the goodwill impairment test, the Company determined the fair value of CAM using industry market multiples and discounted cash flows utilizing a market-derived rate of return (level 3 fair value inputs). The goodwill included in the CAM segment was not impaired.

On December 30, 2016, the Company purchased 100% of the outstanding stock of Pemco World Air Inc., ("Pemco") for cash consideration in a debt-free acquisition. Pemco offers aircraft maintenance, repair, and overhaul services as well as aircraft modification services to airlines. The Company intends to operate Pemco as a division of its existing aircraft maintenance businesses and it is expected to help grow the Company's revenues. The purchase price has been allocated to tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. The excess purchase price over the estimated fair value of net assets acquired was recorded as goodwill and reflects the strategic value of marketing Pemco's aircraft conversion capabilities and current aircraft hangar operations with the Company's air transportation solutions. Identified intangible assets include Supplemental Type Certificates ("STCs") granting approval by FAA for Pemco to market and complete certain aircraft modifications. The Company is in process of refining its estimates of certain assets including goodwill and intangible assets, therefore the allocation of purchase price is preliminary at this time.

The carrying amounts of goodwill are as follows (in thousands):

	CAM	All Other	Total
Carrying value as of December 31, 2014	\$34,395	\$—	\$34,395
Carrying value as of December 31, 2015	\$34,395	\$—	\$34,395
Acquisition of Pemco	—	2,738	2,738
Carrying value as of December 31, 2016	\$34,395	\$2,738	\$37,133

The Company's acquired intangible assets are as follows (in thousands):

	Airline Certificates	Amortizing Intangibles	Total
Carrying value as of December 31, 2014	\$ 3,000	\$ 1,615	\$4,615
Amortization	—	(281 )	(281 )
Carrying value as of December 31, 2015	\$ 3,000	\$ 1,334	\$4,334
Acquisition of Pemco	—	4,400	4,400
Amortization	—	(281 )	(281 )
Carrying value as of December 31, 2016	\$ 3,000	\$ 5,453	\$8,453

The airline certificates have an indefinite life and therefore are not amortized. The Company recorded intangible amortization expense of \$0.3 million, \$0.3 million and \$0.3 million for the years ending December 31, 2016, 2015 and 2014, respectively. The Company amortizes finite-lived intangibles assets, including customer relationship and STC intangibles, over 4 to 7 years. Estimated amortization expense for the next five years is \$1.2 million, \$1.2 million, \$1.2 million, \$1.1 million and \$0.3 million.

In January 2014, the Company acquired a 25 percent equity interest in West Atlantic AB of Gothenburg, Sweden ("West"). West, through its two airlines, Atlantic Airlines Ltd. and West Air Sweden AB, operates a fleet of aircraft on behalf of European regional mail carriers and express logistics providers. The airlines operate a combined fleet of British Aerospace ATPs, Bombardier CRJ-200-PFs, and Boeing 767 and 737 aircraft. West leases three Boeing 767 aircraft from the Company. The Company's carrying value of West was \$9.9 million and \$13.1 million at December 31, 2016 and 2015, respectively, including \$5.5 million of excess purchase price over the Company's fair value of West's net assets in January of 2014. The carrying value is reflected in "Other Assets" in the Company's consolidated balance sheets as of December 31, 2016 and 2015.

Stock warrants issued to a lessee (see Note B) as an incentive are recorded as a lease incentive asset using their fair value at the time that the lessee has met its performance obligation and amortized against revenues over the duration of related aircraft leases. The Company's lease incentive granted to the lessee was as follows (in thousands):

	Lease Incentive
Carrying value as of December 31, 2015	\$—
Warrants granted	59,236
Amortization	(4,506 )
Carrying value as of December 31, 2016	\$54,730

The lease incentive began to amortize in April 2016, with the commencement of certain aircraft leases. Based on vested warrants as of December 31, 2016, the Company expects to record amortization, as a reduction to the lease revenue, of \$9.1 million, \$9.9 million, \$9.9 million, \$9.9 million and \$6.9 million for each of the next five years ending December 31, 2021.

#### NOTE D—FAIR VALUE MEASUREMENTS

The Company's money market funds and interest rate swaps are reported on the Company's consolidated balance sheets at fair values based on market values from identical or comparable transactions. The fair value of the Company's money market funds and interest rate swaps are based on observable inputs (Level 2) from comparable market transactions. The use of significant unobservable inputs (Level 3) was not necessary in determining the fair value of the Company's financial assets and liabilities as of December 31, 2016 and 2015.

The fair value of the stock warrant obligation was determined using a Black-Scholes pricing model which considers the Company's common stock price and various assumptions, such as the volatility of the Company's common stock, the expected dividend yield, and the risk-free interest rate. At December 31, 2016 each warrant was valued at \$8.09 using a risk-free interest rate of 1.7% and a stock volatility of 37.5%, based on the time period corresponding with the expiration period of the warrants (see Note B).

The following table reflects assets and liabilities that are measured at fair value on a recurring basis (in thousands):

As of December 31, 2016	Fair Value Measurement Using Total		
	Level 1	Level 2	Level 3
<b>Assets</b>			
Cash equivalents—money market	\$482	\$	—\$482
Interest rate swap	—547	—	547
<b>Total Assets</b>	<b>\$—\$1,029</b>	<b>\$</b>	<b>—\$1,029</b>
<b>Liabilities</b>			
Interest rate swap	\$—(77 )	\$	—\$(77 )
Stock warrant obligation	—(89,441 )	—	(89,441 )
<b>Total Liabilities</b>	<b>\$—\$(89,518)</b>	<b>\$</b>	<b>—\$(89,518)</b>
As of December 31, 2015	Fair Value Measurement Using Total		
	Level 1	Level 2	Level 3
<b>Assets</b>			
Cash equivalents—money market	\$8,711	\$	—\$8,711
<b>Total Assets</b>	<b>\$—\$8,711</b>	<b>\$</b>	<b>—\$8,711</b>
<b>Liabilities</b>			
Interest rate swap	\$—(499 )	\$	—\$(499 )
<b>Total Liabilities</b>	<b>\$—\$(499 )</b>	<b>\$</b>	<b>—\$(499 )</b>

As a result of lower market interest rates compared to the stated interest rates of the Company's fixed and variable rate debt obligations, the fair value of the Company's debt obligations, based on Level 2 observable inputs, was approximately \$0.2 million more than the carrying value, which was \$458.7 million at December 31, 2016. As of December 31, 2015, the fair value of the Company's debt obligations was approximately \$1.3 million more than the carrying value, which was \$317.7 million. The non-financial assets, including goodwill, intangible assets and property and equipment are measured at fair value on a non-recurring basis.

#### NOTE E—PROPERTY AND EQUIPMENT

The Company's property and equipment consists primarily of cargo aircraft, aircraft engines and other flight equipment. Property and equipment, to be held and used, is summarized as follows (in thousands):

	December 31, 2016	December 31, 2015
Flight equipment	\$1,541,872	\$1,372,099
Ground equipment	49,229	36,593
Leasehold improvements, facilities and office equipment	27,364	25,327
Aircraft modifications and projects in progress	113,518	52,717
	1,731,983	1,486,736
Accumulated depreciation	(730,991 )	(611,335 )
<b>Property and equipment, net</b>	<b>\$1,000,992</b>	<b>\$875,401</b>

CAM owned aircraft with a carrying value of \$524.3 million and \$369.2 million that were under leases to external customers as of December 31, 2016 and 2015, respectively. Minimum future lease payments for aircraft and equipment leased to external customers as of December 31, 2016 is scheduled to be \$80.2 million, \$77.6 million, \$45.2 million, \$28.5 million and \$17.1 million for each of the next five years ending December 31, 2021.

## NOTE F—DEBT OBLIGATIONS

Long term obligations consisted of the following (in thousands):

	December 31, 2016	December 31, 2015
Unsubordinated term loan	\$85,636	\$ 100,708
Revolving credit facility	355,000	180,000
Aircraft loans	18,085	36,950
Total long term obligations	458,721	317,658
Less: current portion	(29,306 )	(33,740 )
Total long term obligations, net	\$429,415	\$ 283,918

The Company executed a syndicated credit agreement ("Senior Credit Agreement") in May 2011 which includes an unsubordinated term loan and a revolving credit facility. On May 31, 2016, the Company executed an amendment to the Senior Credit Agreement (the "Sixth Credit Amendment"). The Sixth Credit Amendment extended the maturity of the term loan and revolving credit facility to May 30, 2021, increased the capacity of the Revolving credit facility by \$100.0 million to \$425.0 million and increased the accordion feature such that the Company can now draw up to an additional \$100.0 million subject to the lenders' consent. Under the terms of the Senior Credit Agreement, the Company is required to maintain collateral coverage equal to 150% of the outstanding balances of the term loan and the maximum capacity of revolving credit facility or 175% of the outstanding balance of the term loan and the total funded revolving credit facility, whichever is less. The minimum collateral coverage which must be maintained is 50% of the outstanding balance of the term loan plus the revolving credit facility commitment which was \$425.0 million. The revolving credit facility has permitted additional indebtedness of \$150.0 million. Each year, through May 6, 2019, the Company may request a one year extension of the final maturity date, subject to the lenders' consent. The balances of the unsubordinated term loan are net of debt issuance costs of \$0.6 million and \$0.5 million for the years ended December 31, 2016 and 2015, respectively. Under the terms of the Senior Credit Agreement, interest rates are adjusted quarterly based on the Company's earnings before interest, taxes, depreciation and amortization expenses ("EBITDA"), its outstanding debt level and prevailing LIBOR or prime rates. At the Company's current debt-to-EBITDA ratio, the LIBOR based financing for the unsubordinated term loan and revolving credit facility bear a variable interest rate of 2.77% and 2.77%, respectively. The Senior Credit Agreement provides for the issuance of letters of credit on the Company's behalf. As of December 31, 2016, the unused revolving credit facility totaled \$61.5 million, net of draws of \$355.0 million and outstanding letters of credit of \$8.5 million.

The aircraft loans are collateralized by four aircraft, and amortize monthly with a balloon payment of approximately 20% with maturities between 2017 and early 2018. Interest rates range from 6.74% to 7.06% per annum payable monthly.

The scheduled annual principal payments on long term debt, as of December 31, 2016, for the next five years are as follows (in thousands):

	Principal Payments
2017	\$29,306
2018	18,501
2019	14,861
2020	14,861
2021	381,192
2022 and beyond	—
	\$458,721

The Senior Credit Agreement is collateralized by certain of the Company's Boeing 767 and 757 aircraft that are not collateralized under aircraft loans. The Senior Credit Agreement contains covenants including, among other things, limitations on certain additional indebtedness, guarantees of indebtedness, as well as a total debt to EBITDA ratio and a fixed charge coverage ratio. The Senior Credit Agreement stipulates events of default, including unspecified events that may have material adverse effects on the Company. If an event of default occurs, the Company may be forced to repay, renegotiate or replace the Senior Credit Agreement. The Senior Credit Agreement limits the amount of dividends the Company can pay and the amount of common stock it can repurchase to \$75.0 million during any calendar year, provided the Company's total debt to EBITDA ratio is under 2.75 times, after giving effect to the dividend or repurchase.

## NOTE G—COMMITMENTS AND CONTINGENCIES

### Lease Commitments

The Company leases portions of the air park in Wilmington, Ohio, under lease agreements with a regional port authority, the terms of which expire in May of 2019 and June of 2036 with options to extend the leases. The leased facilities include corporate offices, 310,000 square feet of maintenance hangars and a 100,000 square foot component repair shop at the air park. ABX also has the non-exclusive right to use the airport, which includes one active runway, taxi ways and ramp space. The Company also leases and operates a 311,500 square foot, two hangar aircraft maintenance complex in Tampa, Florida. Additionally, the Company leases certain equipment and airport facilities, office space, maintenance facilities at locations outside of the airport in Wilmington. The future minimum lease payments of the Company as of December 31, 2016 are scheduled below (in thousands):

	Facility Leases	Other Leases
2017	\$8,321	\$ 233
2018	7,237	167
2019	3,650	75
2020	1,895	50
2021	1,734	—
2022 and beyond	13,765	—
Total minimum lease payments	\$36,602	\$ 525

### Purchase Commitments

The Company has agreements with Israel Aerospace Industries Ltd. ("IAI") for the conversion of Boeing 767 passenger aircraft into a standard configured freighter aircraft. The conversions primarily consist of the installation of a standard cargo door and loading system. At December 31, 2016, the Company was committed to acquire and modify additional Boeing 767-300 passenger aircraft into standard freighter aircraft. In addition to five aircraft that were in the modification process at December 31, 2016, the Company is committed to induct 12 more aircraft into the freighter modification process through 2018. As of December 31, 2016, the Company's commitments to complete the conversions of aircraft it owns or has the contracts to purchase totaled \$237.7 million. Additionally, the Company could incur a cancellation fee for part kits for any aircraft that is not inducted into conversion at IAI.

### Guarantees and Indemnifications

Certain leases and agreements of the Company contain guarantees and indemnification obligations to the lessor, or one or more other parties that are considered reasonable and customary (e.g. use, tax and environmental indemnifications), the terms of which range in duration and are often limited. Such indemnification obligations may continue after expiration of the respective lease or agreement.

### Other

In September 2015, the Company entered into a joint venture agreement to establish an express cargo airline serving multiple destinations within the People's Republic of China (including Hong Kong, Macau and Taiwan) and surrounding countries. The airline will be based in mainland China with registered capital of 400 million RMB (US\$63 million).



It will be established pending the receipt of required governmental approvals and plans to commence flight operations in 2017. The Company may offer the new airline aircraft leases to build its fleet. The Company expects to contribute \$15 million to the joint venture over the next twelve months.

In addition to the foregoing matters, the Company is also currently a party to legal proceedings, including FAA enforcement actions, in various federal and state jurisdictions arising out of the operation of the Company's business. The amount of alleged liability, if any, from these proceedings cannot be determined with certainty; however, the Company believes that its ultimate liability, if any, arising from the pending legal proceedings, as well as from asserted legal claims and known potential legal claims which are probable of assertion, taking into account established accruals for estimated liabilities, should not be material to our financial condition or results of operations.

#### Employees Under Collective Bargaining Agreements

As of December 31, 2016, the flight crewmember employees of ABX and ATI and flight attendant employees of ATI were represented by the labor unions listed below:

Airline Labor Agreement Unit	Percentage of the Company's Employees
ABX International Brotherhood of Teamsters	8.8%
ATI Air Line Pilots Association	5.1%

In addition, the Company has approximately 30 flight attendants that are represented by a recognized labor unit and are beginning to negotiate a collective bargaining agreement.

#### NOTE H—PENSION AND OTHER POST-RETIREMENT BENEFIT PLANS

##### Defined Benefit and Post-retirement Healthcare Plans

ABX sponsors a qualified defined benefit pension plan for ABX crewmembers and a qualified defined benefit pension plan for a major portion of its other ABX employees that meet minimum eligibility requirements. ABX also sponsors non-qualified defined benefit pension plans for certain employees. These non-qualified plans are unfunded.

Employees are no longer accruing benefits under any of the defined benefit pension plans. ABX also sponsors a post-retirement healthcare plan for its ABX employees, which is unfunded. Benefits for covered individuals terminate upon reaching age 65 under the post-retirement healthcare plans.

The accounting and valuation for these post-retirement obligations are determined by prescribed accounting and actuarial methods that consider a number of assumptions and estimates. The selection of appropriate assumptions and estimates is significant due to the long time period over which benefits will be accrued and paid. The long term nature of these benefit payouts increases the sensitivity of certain estimates of our post-retirement costs. The assumptions considered most sensitive in actuarially valuing ABX's pension obligations and determining related expense amounts are discount rates and expected long term investment returns on plan assets. Additionally, other assumptions concerning retirement ages, mortality and employee turnover also affect the valuations. Actual results and future changes in these assumptions could result in future costs significantly higher than those recorded in our results of operations.

ABX measures plan assets and benefit obligations as of December 31 of each year. Information regarding ABX's sponsored defined benefit pension plans and post-retirement healthcare plans follow below. The accumulated benefit obligation reflects pension benefit obligations based on the actual earnings and service to-date of current employees. Effective December 31, 2016, ABX modified its unfunded, non-pilot retiree medical plan to terminate benefits to all participants. Retired participants were directed to public healthcare exchanges for more flexible and lower cost alternatives. As a result, ABX settled \$0.6 million of retiree medical obligations.

## Funded Status (in thousands):

	Pension Plans		Post-retirement Healthcare Plans	
	2016	2015	2016	2015
Accumulated benefit obligation	\$791,182	\$777,320	\$4,231	\$4,999
Change in benefit obligation				
Obligation as of January 1	\$777,320	\$807,992	\$4,999	\$6,163
Service cost	—	—	123	177
Interest cost	35,872	34,584	170	192
Plan transfers	1,226	2,558	—	—
Benefits paid	(33,593 )	(32,696 )	(667 )	(788 )
Curtailments and settlement	—	—	(560 )	—
Actuarial (gain) loss	10,357	(35,118 )	166	(745 )
Obligation as of December 31	\$791,182	\$777,320	\$4,231	\$4,999
Change in plan assets				
Fair value as of January 1	\$672,153	\$719,787	\$—	\$—
Actual gain on plan assets	69,836	(23,677 )	—	—
Plan transfers	1,226	2,558	—	—
Employer contributions	6,263	6,181	667	788
Benefits paid	(33,593 )	(32,696 )	(667 )	(788 )
Fair value as of December 31	\$715,885	\$672,153	\$—	\$—
Funded status				
Underfunded plans				
Current liabilities	\$(1,357 )	\$(1,346 )	\$(458 )	\$(626 )
Non-current liabilities	\$(73,940 )	\$(103,821 )	\$(3,773 )	\$(4,373 )

## Components of Net Periodic Benefit Cost

ABX's net periodic benefit costs for its defined benefit pension plans and post-retirement healthcare plans for the years ended December 31, 2016, 2015 and 2014, are as follows (in thousands):

	Pension Plans			Post-Retirement Healthcare Plan		
	2016	2015	2014	2016	2015	2014
Service cost	\$—	\$—	\$—	\$123	\$177	239
Interest cost	35,872	34,584	39,517	170	192	286
Expected return on plan assets	(41,056)	(44,082 )	(46,111)	—	—	—
Curtailments and settlements	—	—	11,660	(1,997 )	—	—
Amortization of prior service cost	—	—	—	(103 )	(542 )	(3,487 )
Amortization of net (gain) loss	13,472	7,170	(2 )	160	292	321
Net periodic benefit cost (income)	\$8,288	\$(2,328)	\$5,064	\$(1,647)	\$119	\$(2,641)

During 2014, ABX offered vested, former employee participants of the qualified pension plan and vested employee participants of the crewmembers qualified pension plan a one-time option to settle their pension benefit with the Company through a single payment or a nonparticipating annuity contract. As a result, ABX settled \$98.7 million of pension obligations in December of 2014 from the pension plans assets. The settlement resulted in pre tax charges of \$6.7 million to continued operations and \$5.0 million to discontinued operations for 2014 due to the reclassification of \$11.7 million of pre-tax losses from accumulated other comprehensive loss.

## Unrecognized Net Periodic Benefit Expense

The pre-tax amounts in accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit expense at December 31 are as follows (in thousands):

	Pension Plans		Post-Retirement Healthcare Plans	
	2016	2015	2016	2015
Unrecognized prior service cost	\$—	\$—	\$(51 )	\$(153)
Unrecognized net actuarial loss	112,506	144,402	1,893	449
Accumulated other comprehensive loss	\$112,506	\$144,402	\$1,842	\$296

The following table sets forth the amounts of unrecognized net actuarial loss and (gain) recorded in accumulated other comprehensive loss that is expected to be recognized as components of net periodic benefit expense during 2017 (in thousands):

	Pension Plans	Post- Retirement Healthcare Plans
Amortization of actuarial loss	\$7,746	\$ 283
Prior Service Cost Assumptions	—	(51 )

Assumptions used in determining the funded status of ABX's pension plans at December 31 were as follows:

	Pension Plans		
	2016	2015	2014
Discount rate - crewmembers	4.50%	4.70%	4.35%
Discount rate - non-crewmembers	4.60%	4.75%	4.40%
Expected return on plan assets	6.25%	6.25%	6.25%

Net periodic benefit cost was based on the discount rate assumptions at the end of the previous year.

The discount rate used to determine post-retirement healthcare obligations was 3.55% for pilots at December 31, 2016. The discount rate used to determine post-retirement healthcare obligations was 3.65% for pilots and 3.35% for non-pilots at December 31, 2015. The discount rate used to determine post-retirement healthcare obligations was 3.35% for pilots and 3.30% for non-pilots at December 31, 2014. Post-retirement healthcare plan obligations have not been funded. The Company's retiree healthcare contributions have been fixed for each participant, accordingly, healthcare cost trend rates do not effect the post-retirement healthcare obligations.

## Plan Assets

The weighted-average asset allocations by asset category are as shown below:

Asset category	Composition of Plan Assets as of December 31			
	2016		2015	
Cash	1	%	1	%
Equity securities	30	%	28	%
Fixed income securities	64	%	67	%
Real estate	5	%	4	%
	100	%	100	%

ABX uses an investment management firm to advise it in developing and executing an investment policy. The portfolio is managed with consideration for diversification, quality and marketability. The investment policy permits the following ranges of asset allocation: equities – 15% to 35%; fixed income securities – 60% to 80%; real estate – 0% to 5%; cash – 0% to 5%. Except for U.S. Treasuries, no more than 10% of the fixed income portfolio and no more than 5% of the equity portfolio can be invested in securities of any single issuer.

The overall expected long term rate of return was developed using various market assumptions in conjunction with the plans' targeted asset allocation. The assumptions were based on historical market returns.

## Cash Flows

In 2016 and 2015, the Company made contributions to its defined benefit plans of \$6.3 million and \$6.2 million, respectively. The Company estimates that its contributions in 2017 will be approximately \$4.5 million for its defined benefit pension plans and \$0.5 million for its post-retirement healthcare plans.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid out of the respective plans as follows (in thousands):

	Pension Benefits	Post-retirement Healthcare Benefits
2017	\$36,417	\$ 458
2018	42,206	476
2019	41,937	509
2020	44,190	523
2021	46,201	536
Years 2022 to 2026	253,444	2,128

## Fair Value Measurements

The pension plan assets are valued at fair value. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

**Common Trust Funds**—Common trust funds are composed of shares or units in non-publicly traded funds whereby the underlying assets in these funds (cash, cash equivalents, fixed income securities and equity securities) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. Holdings of common trust funds are classified as Level 2 investments.

**Corporate Stock**—This investment category consists of common and preferred stock issued by domestic and international corporations that are regularly traded on exchanges and price quotes for these shares are readily available. These investments are classified as Level 1 investments.

Mutual Funds—Investments in this category include shares in registered mutual funds, unit trust and commingled funds. These funds consist of domestic equity, international equity and fixed income strategies. Investments in this category that are publicly traded on an exchange and have a share price published at the close of each business day are classified as Level 1 investments and holdings in the other mutual funds are classified as Level 2 investments.

Fixed Income Investments—Securities in this category consist of U.S. Government or Agency securities, state and local government securities, corporate fixed income securities or pooled fixed income securities. Securities in this category that are valued utilizing published prices at the close of each business day are classified as Level 1 investments. Those investments valued by bid data prices provided by independent pricing sources are classified as Level 2 investments. The pension plan assets measured at fair value on a recurring basis were as follows (in thousands):

As of December 31, 2016	Fair Value		Total
	Measurement		
	Using		
	Level 1	Level 2	
Plan assets			
Common trust funds	\$—	\$3,469	\$3,469
Corporate stock	20,818	—	20,818
Mutual funds	59,370	114,940	174,310
Fixed income investments	777	457,237	458,014
Benefit Plan Assets	\$80,965	\$575,646	\$656,611
Investments measured at net asset value ("NAV")			59,273
Total benefit plan assets			\$715,884

As of December 31, 2015	Fair Value		Total
	Measurement		
	Using		
	Level 1	Level 2	
Plan assets			
Common trust funds	\$—	\$4,354	\$4,354
Corporate stock	14,832	—	14,832
Mutual funds	46,991	99,056	146,047
Fixed income investments	4,954	443,600	448,554
Benefit Plan Assets	\$66,777	\$547,010	\$613,787
Investments measured at net asset value ("NAV")			58,366
Total benefit plan assets			\$672,153

Investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. These investments include hedge funds, private equity and real estate funds. Management's estimates are based on information provided by the fund managers or general partners of those funds.

Real Estate—The real estate investment in a commingled trust account consists of publicly traded real estate investment trusts and collateralized mortgage backed securities as well as private market direct property investments. The valuations for the holdings in these investments are not based on readily observable inputs. These assets have been valued using NAV as a practical expedient.

Hedge Funds and Private Equity—These investments are not readily tradeable and have valuations that are not based on readily observable data inputs. The fair value of these assets is estimated based on information provided by the fund managers or the general partners. These assets have been valued using NAV as a practical expedient.

The following table presents investments measured at fair value based on NAV per share as a practical expedient:

	Fair Value	Redemption Frequency	Redemption Notice Period	Unfunded Commitments
As of December 31, 2016				
Hedge Funds & Private Equity	\$25,831	(1) (2)	90 days	\$ —
Real Estate	33,442	(3)	90 days	—
Total investments measured at NAV	\$59,273			\$ —
As of December 31, 2015				
Hedge Funds & Private Equity	\$28,649	(1) (2)	90 days	\$ —
Real Estate	29,717	(3)	90 days	—
Total investments measured at NAV	\$58,366			\$ —

(1) Quarterly - hedge funds

(2) None - private equity

(3) Monthly

#### Defined Contribution Plans

The Company sponsors defined contribution capital accumulation plans (401k) that are funded by both voluntary employee salary deferrals and by employer contributions. Expenses for defined contribution retirement plans were \$7.1 million, \$5.7 million and \$5.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

#### NOTE I—INCOME TAXES

At December 31, 2016, the Company had cumulative net operating loss carryforwards (“NOL CFs”) for federal income tax purposes of approximately \$40.2 million, which begin to expire in 2031 if not utilized before then. The deferred tax asset balance includes \$1.8 million net of a \$0.2 million valuation allowance related to state NOL CFs, which have remaining lives ranging from one to twenty years. These NOL CFs are attributable to excess tax deductions related primarily to the accelerated tax depreciation of fixed assets. At December 31, 2016 and 2015, the Company determined that, based upon projections of taxable income, it was more likely than not that the NOL CF’s will be realized prior to their expiration, accordingly, no allowance against these deferred tax assets was recorded.

The significant components of the deferred income tax assets and liabilities as of December 31, 2016 and 2015 are as follows (in thousands):

	December 31	
	2016	2015
Deferred tax assets:		
Net operating loss carryforward and federal credits	\$20,596	\$30,981
Warrants	4,746	—
Post-retirement employee benefits	27,060	36,589
Employee benefits other than post-retirement	13,785	13,773
Inventory reserve	2,727	2,924
Deferred revenue	7,728	8,650
Other	4,411	2,344
Deferred tax assets	81,053	95,261
Deferred tax liabilities:		
Accelerated depreciation	(186,015 )	(175,572 )
Partnership items	(8,777 )	(9,489 )
State taxes	(8,564 )	(6,830 )
Valuation allowance against deferred tax assets	(229 )	(229 )
Deferred tax liabilities	(203,585 )	(192,120 )
Net deferred tax (liability)	\$(122,532)	\$(96,859)

The following summarizes the Company's income tax provisions (benefits) (in thousands):

	Years Ended December 31		
	2016	2015	2014
Current taxes:			
Federal	\$820	\$524	\$338
Foreign	—	—	—
State	151	371	345
Deferred taxes:			
Federal	11,338	21,073	17,411
Foreign	—	—	—
State	1,085	1,440	1,608
Total deferred tax expense	12,423	22,513	19,019
Total income tax expense from continuing operations	\$13,394	\$23,408	\$19,702
Income tax expense (benefit) from discontinued operations	\$1,384	\$1,178	\$(1,262 )

The reconciliation of income tax from continuing operations computed at the U.S. statutory federal income tax rates to effective income tax rates is as follows:

	Years Ended December 31		
	2016	2015	2014
Statutory federal tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal tax benefit	2.3 %	1.9 %	2.5 %
Tax effect of non-deductible warrant expense	4.0 %	— %	— %
Tax effect of stock compensation	(3.4 )%	— %	— %
Tax effect of other non-deductible expenses	1.6 %	0.9 %	0.8 %
Other	(0.6 )%	(0.4 )%	(0.2 )%
Effective income tax rate	38.9 %	37.4 %	38.1 %

The reconciliation of income tax from discontinued operations computed at the U.S. statutory federal income tax rates to effective income tax rates is as follows:

	Years Ended December 31		
	2016	2015	2014
Statutory federal tax rate	35.0 %	35.0 %	(35.0 )%
State income taxes, net of federal tax benefit	1.3 %	1.3 %	(1.3 )%
Effective income tax rate	36.3 %	36.3 %	(36.3 )%

The Company files income tax returns in the U.S. federal jurisdiction and various international, state and local jurisdictions. The returns may be subject to audit by the Internal Revenue Service (“IRS”) and other jurisdictional authorities. International returns consist primarily of disclosure returns where the Company is covered by the sourcing rules of U.S. international treaties. The Company recognizes the impact of an uncertain income tax position in the financial statements if that position is more likely than not of being sustained on audit, based on the technical merits of the position. At December 31, 2016, 2015 and 2014, the Company's unrecognized tax benefits were \$0.0 million, \$0.0 million and \$0.0 million respectively. Accrued interest and penalties on tax positions are recorded as a component of interest expense. Interest and penalties expense was immaterial for 2016, 2015 and 2014.

The Company began to file, effective in 2008, federal tax returns under a common parent of the consolidated group that includes ABX and all the wholly-owned subsidiaries, except for Pemco which was acquired on December 30, 2016. The returns for 2015, 2014 and 2013 related to the consolidated group remain open to examination. The consolidated federal tax returns prior to 2013 remain open to federal examination only to the extent of net operating loss carryforwards carried over from or utilized in those years. Pemco filed returns on its own behalf prior to its acquisition by the Company. State and local returns filed for 2005 through 2015 are generally also open to examination by their respective jurisdictions, either in full or limited to net operating losses.

## NOTE J—DERIVATIVE INSTRUMENTS

The Company's Senior Credit Agreement requires the Company to maintain derivative instruments for protection from fluctuating interest rates, for at least fifty percent of the outstanding balance of the term loan. Accordingly, the Company entered into an interest rate swaps. The Company entered into a new interest rate swap in February 2016 having an initial value of \$48.8 million and a forward start date of May 9, 2016. Under this swap, the Company pays a fixed rate of 1.09% and receives a floating rate that resets monthly based on LIBOR. Under the swap expiring in 2017, the Company pays a fixed rate of 1.1825% and receives a floating rate that resets monthly based on LIBOR.

The outstanding interest rate swaps are not designated as hedges for accounting purposes. The effects of future fluctuations in LIBOR interest rates on derivatives held by the Company will result in the recording of unrealized gains and losses into the statement of operations. The Company recorded net gains on derivatives of \$1.0 million, \$0.9 million and \$1.1 million for the years ending December 31, 2016, 2015 and 2014, respectively. The liability for outstanding derivatives is recorded in other liabilities and in accrued expenses. The table below provides information about the Company's interest rate swaps (in thousands):

Expiration Date	Stated Interest Rate	December 31, 2016		December 31, 2015	
		Notional Amount	Market Value (Liability)	Notional Amount	Market Value (Liability)
May 9, 2016	2.020%	—	—	50,625	(247 )
June 30, 2017	1.183%	43,125	(77 )	50,625	(252 )
May 5, 2021	1.090%	43,125	547	—	—

## NOTE K—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss) includes the following items by components for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	Defined Benefit Pension	Defined Benefit Post-Retirement	Gains and Losses on Derivative	Foreign Currency Translation	Total
Balance as of January 1, 2014	(31,072)	1,245	9	—	(29,818)
Other comprehensive income (loss) before reclassifications:					
Actuarial gain (loss) for retiree liabilities	(90,400)	220	—	—	(90,180)
Foreign currency translation adjustment	—	—	—	(1,629)	(1,629)
Amounts reclassified from accumulated other comprehensive income:					
Pension settlement	11,660	—	—	—	11,660
Actuarial costs (reclassified to salaries, wages and benefits)	(2)	321	—	—	319
Negative prior service cost (reclassified to salaries, wages and benefits)	—	(3,487)	—	—	(3,487)
Hedging gain (reclassified to interest expense)	—	—	(42)	—	(42)
Income Tax (Expense) or Benefit	28,623	1,071	37	570	30,301
Other comprehensive income (loss), net of tax	(50,119)	(1,875)	(5)	(1,059)	(53,058)
Balance as of December 31, 2014	(81,191)	(630)	4	(1,059)	(82,876)
Other comprehensive income (loss) before reclassifications:					
Actuarial gain (loss) for retiree liabilities	(32,640)	745	—	—	(31,895)
Foreign currency translation adjustment	—	—	—	(517)	(517)
Amounts reclassified from accumulated other comprehensive income:					
Actuarial costs (reclassified to salaries, wages and benefits)	7,170	292	—	—	7,462
Negative prior service cost (reclassified to salaries, wages and benefits)	—	(542)	—	—	(542)
Hedging gain (reclassified to interest expense)	—	—	(50)	—	(50)
Income Tax (Expense) or Benefit	9,359	(180)	46	181	9,406
Other comprehensive income (loss), net of tax	(16,111)	315	(4)	(336)	(16,136)
Balance as of December 31, 2015	(97,302)	(315)	—	(1,395)	(99,012)
Other comprehensive income (loss) before reclassifications:					
Actuarial gain (loss) for retiree liabilities	18,424	394	—	—	18,818
Foreign currency translation adjustment	—	—	—	(126)	(126)
Amounts reclassified from accumulated other comprehensive income:					
Plan curtailment and settlement	—	(1,997)	—	—	(1,997)
Actuarial costs (reclassified to salaries, wages and benefits)	13,472	160	—	—	13,632
Negative prior service cost (reclassified to salaries, wages and benefits)	—	(103)	—	—	(103)
Income Tax (Expense) or Benefit	(11,682)	560	—	44	(11,078)
Other comprehensive income (loss), net of tax	20,214	(986)	—	(82)	19,146
Balance as of December 31, 2016	(77,088)	(1,301)	—	(1,477)	(79,866)

## NOTE L—STOCK-BASED COMPENSATION

The Company's Board of Directors has granted stock incentive awards to certain employees and board members pursuant to a long term incentive plan which was approved by the Company's stockholders in May 2005 and in May 2015. Employees have been awarded non-vested stock units with performance conditions, non-vested stock units with market conditions and non-vested restricted stock. The restrictions on the non-vested restricted stock awards lapse at the end of a specified service period, which is typically approximately three years from the date of grant. Restrictions could lapse sooner upon a business combination, death, disability or after an employee qualifies for retirement. The non-vested stock units will be converted into a number of shares of Company stock depending on performance and market conditions at the end of a specified service period, lasting approximately three years. The performance condition awards will be converted into a number of shares of Company stock based on the Company's average return on invested capital during the service period. Similarly, the market condition awards will be converted into a number of shares depending on the appreciation of the Company's stock compared to the NASDAQ Transportation Index. Board members were granted time-based awards with vesting periods of approximately six or twelve months. The Company expects to settle all of the stock unit awards by issuing new shares of stock. The table below summarizes award activity.

	Year Ended December 31					
	2016		2015		2014	
	Number of Awards	Weighted average grant-date fair value	Number of Awards	Weighted average grant-date fair value	Number of Awards	Weighted average grant-date fair value
Outstanding at beginning of period	1,157,659	\$ 7.52	1,406,550	\$ 6.21	1,477,762	\$ 5.83
Granted	314,060	15.47	390,200	9.61	467,567	7.52
Converted	(329,200 )	7.32	(498,491 )	5.97	(404,179 )	6.49
Expired	(92,750 )	7.44	(126,800 )	5.52	(116,800 )	5.70
Forfeited	(9,200 )	10.23	(13,800 )	7.36	(17,800 )	6.26
Outstanding at end of period	1,040,569	\$ 9.97	1,157,659	\$ 7.52	1,406,550	\$ 6.21
Vested	472,294	\$ 6.60	511,109	\$ 6.03	555,927	\$ 5.73

The average grant-date fair value of each performance condition award, non-vested restricted stock award and time-based award granted by the Company was \$14.39, \$9.22 and \$7.44 for 2016, 2015 and 2014, respectively, the fair value of the Company's stock on the date of grant. The average grant-date fair value of each market condition award granted was \$19.65, \$10.99 and \$7.83 for 2016, 2015 and 2014, respectively. The market condition awards were valued using a Monte Carlo simulation technique based on volatility over three years for the awards granted in 2016, 2015 and 2014 using daily stock prices and using the following variables:

	2016	2015	2014
Risk-free interest rate	1.1%	0.9%	0.8%
Volatility	36.9%	41.5%	48.9%

For the years ended December 31, 2016, 2015 and 2014, the Company recorded expense of \$3.2 million, \$2.5 million and \$2.9 million, respectively, for stock incentive awards. At December 31, 2016, there was \$3.3 million of unrecognized expense related to the stock incentive awards that is expected to be recognized over a weighted-average period of 1.4 years. As of December 31, 2016, none of the awards were convertible, 338,919 units of the Board members time-based awards had vested and none of the outstanding shares of the restricted stock had vested. These awards could result in a maximum number of 1,256,394 additional outstanding shares of the Company's common stock depending on service, performance and market results through December 31, 2018.

## NOTE M—COMMON STOCK AND EARNINGS PER SHARE

## Earnings per Share

The calculation of basic and diluted earnings per common share are as follows (in thousands, except per share amounts):

	December 31		
	2016	2015	2014
Earnings from continuing operations	\$21,060	\$39,155	\$32,074
Weighted-average shares outstanding for basic earnings per share	61,330	64,242	64,253
Common equivalent shares:			
Effect of stock-based compensation awards	1,664	885	958
Weighted-average shares outstanding assuming dilution	62,994	65,127	65,211
Basic earnings per share from continuing operations	\$0.34	\$0.61	\$0.50
Diluted earnings per share from continuing operations	\$0.33	\$0.60	\$0.49

Basic weighted average shares outstanding for purposes of basic earnings per share are less than the shares outstanding due to 327,700 shares, 348,600 shares and 435,600 shares of restricted stock for 2016, 2015 and 2014, respectively, which are accounted for as part of diluted weighted average shares outstanding in diluted earnings per share. The determination of diluted earnings per share requires the exclusion of the fair value re-measurement of the stock warrants recorded as a liability (see Note B), if such warrants have a anti-dilutive effect on earnings per share. The dilutive effect of the weighted-average shares outstanding was calculated using the treasury method. Under this method, the number of diluted shares is determined by dividing the assumed proceeds of the warrants by the average stock price during the period and comparing that amount with the number of warrants outstanding. The number of equivalent shares that were not included in weighted average shares outstanding assuming dilution, because their effect would have been anti-dilutive, was 1.9 million, eleven thousand and none at December 31, 2016, 2015 and 2014, respectively. The underlying warrants as of December 31, 2016, could result in 11.1 million additional shares of the Company's common stock if the warrants are settled by tendering cash.

## Purchase of Common Stock

The Company's Board of Directors has authorized management to repurchase outstanding common stock of the Company from time to time on the open market or in privately negotiated transactions. The authorization does not require the Company to repurchase a specific number of shares and the Company may terminate the repurchase program at any time. Upon the retirement of common stock repurchased, the excess purchase price over the par value for retired shares of common stock is recorded to additional paid-in-capital.

On July 5, 2016 the Company purchased 3,825,554 shares of the Company's common stock from its largest shareholder, Red Mountain Partners, L.P., a fund that is affiliated with Red Mountain Capital Partners, LLC ("Red Mountain"), a related party, for an aggregate purchase price of \$50.0 million. The purchase price was previously negotiated based on the closing price of the shares on June 20, 2016. The purchase price of \$13.07 per share represents a large block discount of 2.5% and 6.2%, respectively, from the volume-weighted average prices of \$13.41 for the 10 trading days and \$13.93 for the 60 trading days prior to June 20, 2016.

## NOTE N—SEGMENT INFORMATION

The Company operates in two reportable segments. The CAM segment consists of the Company's aircraft leasing operations and its segment earnings includes an allocation of interest expense. The ACMI Services segment consists of the Company's airline operations, including CMI agreements as well as ACMI and charter service agreements that the Company has with other customers. Due to the similarities among the Company's airline operations, the airline operations are aggregated into a single reportable segment, ACMI Services. The Company's other activities, which include mail and parcel handling services, as well as hub managements services for the USPS and AFS, the sale of aircraft parts, aircraft maintenance services, aircraft modifications, facility and ground equipment services, the sales of aviation fuel and other services, are not large enough to constitute reportable segments and are combined in "All



other” with inter-segment profit eliminations. Inter-segment revenues are valued at arms-length market rates. Cash and cash equivalents are reflected in Assets - All other below.

The Company's segment information from continuing operations is presented below (in thousands):

	Year Ended December 31		
	2016	2015	2014
Total revenues:			
CAM	\$ 195,092	\$ 177,789	\$ 166,303
ACMI Services	492,859	433,109	439,919
All other	262,539	161,995	142,294
Eliminate inter-segment revenues	(181,620 )	(153,629 )	(158,924 )
Total	\$ 768,870	\$ 619,264	\$ 589,592
Customer revenues:			
CAM	\$ 117,642	\$ 93,395	\$ 77,668
ACMI Services	492,859	431,989	439,919
All other	158,369	93,880	72,005
Total	\$ 768,870	\$ 619,264	\$ 589,592
Depreciation and amortization expense:			
CAM	\$ 92,396	\$ 87,765	\$ 78,866
ACMI Services	41,487	37,526	29,929
All other	1,613	152	(541 )
Total	\$ 135,496	\$ 125,443	\$ 108,254
Segment earnings (loss):			
CAM	\$ 68,608	\$ 57,457	\$ 53,159
ACMI Services	(32,125 )	(2,654 )	(12,081 )
All other	16,623	8,561	11,363
Net unallocated interest expense	(545 )	(1,721 )	(1,761 )
Net gain (loss) on financial instruments	(18,107 )	920	1,096
Pre-tax earnings from continuing operations	\$ 34,454	\$ 62,563	\$ 51,776

The Company's assets are presented below by segment (in thousands):

	December	December	December
	31,	31,	31,
	2016	2015	2014
Assets:			
CAM	\$ 971,986	\$ 804,776	\$ 798,508
ACMI Services	164,489	154,852	133,861
All other	122,855	82,093	78,834
Total	\$ 1,259,330	\$ 1,041,721	\$ 1,011,203

Interest expense allocated to CAM was \$10.6 million, \$9.4 million and \$11.8 million for the years ending December 31, 2016, 2015 and 2014, respectively.

During 2016, the Company had capital expenditures of \$30.8 million and \$227.9 million for the ACMI Services and CAM segments, respectively.

## Entity-Wide Disclosures

The Company had revenues of approximately \$168.2 million, \$206.5 million and \$205.0 million for 2016, 2015 and 2014, respectively, derived from aircraft leases in foreign countries or routes with flights departing from or arriving in foreign countries. All revenues from the CMI agreement with DHL and the ATSA agreement with AFS are attributed to U.S. operations. As of December 31, 2016 and 2015, the Company had 12 and 17 aircraft, respectively, deployed outside of the United States.

CAM's revenues include \$17.4 million, \$12.6 million and \$11.5 million for 2016, 2015 and 2014, respectively, for engine and other maintenance related payments from customers. The Company's external customers revenues from other activities for the years ended December 31, 2016, 2015 and 2014 are presented below (in thousands):

	December 31,		
	2016	2015	2014
Mail and package handling services	\$103,191	\$47,307	\$34,025
Aircraft maintenance, modifications and part sales	40,754	33,687	26,393
Facility and ground equipment services	12,709	11,490	11,119
Other	1,715	1,396	468
Total customer revenues	\$158,369	\$93,880	\$72,005

Mail and package handling services include mail sorting, parcel handling and logistical support to the USPS at five facilities and similar services at certain AFS hub and gateway locations in the U.S. None of these operations are large enough to constitute a reportable segment.

## NOTE O—DISCONTINUED OPERATIONS

The Company's results of discontinued operations consist primarily of pension benefits, adjustments to workers compensation liabilities and other benefits for former employees previously associated with ABX's former freight sorting and aircraft fueling services provided to DHL through 2009. ABX sponsors defined benefit plans for retirees that include the former employees of the hub operations. Additionally, ABX is self-insured for medical coverage and workers' compensation. The Company may incur expenses and cash outlays in the future related to pension obligations, reserves for medical expenses and wage loss for former employees. Carrying amounts of significant assets and liabilities of the discontinued operations are below (in thousands):

	December 31	
	2016	2015
Liabilities		
Employee compensation and benefits	\$19,885	\$23,400
Post-retirement	5,663	10,929
Total Liabilities	\$25,548	\$34,329

The revenues and pre-tax earnings of the discontinued operations are below (in thousands):

	December 31		
	2016	2015	2014
Pre-tax earnings (loss)	\$3,813	\$3,245	\$(3,477)

## NOTE P—QUARTERLY RESULTS (Unaudited)

The following is a summary of quarterly results of operations (in thousands, except per share amounts):

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2016 (1)				
Revenues from continuing operations	\$177,385	\$176,549	\$193,261	\$221,675
Operating income from continuing operations	15,351	15,801	14,456	18,140
Net earnings (loss) from continuing operations	8,171	11,528	2,116	(755 )
Net earnings from discontinued operations	47	47	47	2,287
Weighted average shares:				
Basic	63,636	63,267	59,379	59,083
Diluted	65,057	66,763	60,283	59,083
Earnings per share from continuing operations				
Basic	\$0.13	\$0.18	\$0.04	\$(0.01 )
Diluted	\$0.13	\$0.12	\$0.04	\$(0.01 )
2015				
Revenues from continuing operations	\$147,025	\$148,353	\$142,305	\$181,581
Operating income from continuing operations	17,529	19,794	12,917	22,550
Net earnings from continuing operations	8,895	10,570	6,347	13,343
Net earnings from discontinued operations	214	214	214	1,425
Weighted average shares:				
Basic	64,454	64,541	64,239	63,742
Diluted	65,337	65,471	65,171	64,536
Earnings per share from continuing operations				
Basic	\$0.14	\$0.16	\$0.10	\$0.21
Diluted	\$0.14	\$0.16	\$0.10	\$0.21

During 2016, the Company recorded a \$0.4 million loss, a \$5.8 million gain, a \$8.8 million loss and a \$15.6 million loss on the remeasurement of financial instruments related to the warrants issued to Amazon for the quarters ended March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016, respectively.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2016, the Company carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon the evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within time periods specified in the Securities and Exchange Commission rules and forms and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Controls

There were no changes in internal control over financial reporting during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Annual Report on Internal Controls over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system is 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.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013).

Based on management's assessment of those criteria, management believes that, as of December 31, 2016, the Company's internal control over financial reporting was effective.

March 8, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Air Transport Services Group, Inc.

Wilmington, Ohio

We have audited the internal control over financial reporting of Air Transport Services Group, Inc. and subsidiaries (the "Company") as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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 the inherent limitation of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standard of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2016 of the Company and our report dated March 8, 2017 expressed an unqualified opinion on those financial statements and financial statement schedule and included an explanatory paragraph regarding the Company's three principal customers.

/s/ DELOITTE & TOUCHE LLP

Cincinnati, Ohio

March 8, 2017

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The response to this Item is incorporated herein by reference to the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders under the captions “Election of Directors,” “Section 16(a) Beneficial Ownership Reporting Compliance,” and “Corporate Governance and Board Matters.”

Executive Officers

The following table sets forth information about the Company’s executive officers. The executive officers serve at the pleasure of the Company’s Board of Directors.

Name	Age	Information
		President and Chief Executive Officer, Air Transport Services Group, Inc., since December 2007 and Chief Executive Officer, ABX Air, Inc., since August 2003.
Joseph C. Hete	62	Mr. Hete was President of ABX Air, Inc. from January 2000 to February 2008. Mr. Hete was Chief Operating Officer of ABX Air, Inc. from January 2000 to August 2003. From 1997 until January 2000, Mr. Hete held the position of Senior Vice President and Chief Operating Officer of ABX Air, Inc. Mr. Hete served as Senior Vice President, Administration of ABX Air, Inc. from 1991 to 1997 and Vice President, Administration of ABX Air, Inc. from 1986 to 1991. Mr. Hete joined ABX Air, Inc. in 1980. Chief Financial Officer, Air Transport Services Group, Inc., since February 2008 and Chief Financial Officer, ABX Air, Inc. since December 2004.
Quint O. Turner	54	Mr. Turner was Vice President of Administration of ABX Air, Inc. from February 2002 to December 2004. Mr. Turner was Corporate Director of Financial Planning and Accounting of ABX Air, Inc. from 1997 to 2002. Prior to 1997, Mr. Turner held positions of Manager of Planning and Director of Financial Planning of ABX Air, Inc. Mr. Turner joined ABX Air, Inc. in 1988.
Richard F. Corrado	57	Chief Commercial Officer, Air Transport Services Group, Inc., and President of Cargo Aircraft Management, Inc. since April 2010. President of Airborne Global Solutions, Inc. since July 2010. Before joining ATSG, Mr. Corrado was President of Transform Consulting Group from July 2006 through March 2010 and Chief Operating Officer of AFMS Logistics Management from February 2008 through March 2010. He was Executive Vice President of Air Services and Business Development for DHL Express from September 2003 through June of 2006; and Senior Vice President of Marketing for Airborne Express from August 2000 through August 2003. Chief Legal Officer & Secretary, Air Transport Services Group, Inc., since May 2016; Senior Vice President, Corporate General Counsel and Secretary, Air Transport Services Group, Inc., since February 2008; and Vice President, General Counsel and Secretary, ABX Air, Inc. since January 2004.
W. Joseph Payne	53	Mr. Payne was Corporate Secretary/Counsel of ABX Air, Inc. from January 1999 to January 2004, and Assistant Corporate Secretary from July 1996 to January 1999. Mr. Payne joined ABX Air, Inc. in April 1995.

The executive officers of the Company are appointed annually at the Board of Directors meeting held in conjunction with the annual meeting of stockholders. There are no family relationships between any directors or executive officers of the Company.

#### ITEM 11. EXECUTIVE COMPENSATION

The response to this Item is incorporated herein by reference to the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders under the captions “Executive Compensation” and “Director Compensation.”

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The responses to this Item are incorporated herein by reference to the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders under the captions “Equity Compensation Plan Information,” “Voting at the Meeting,” “Stock Ownership of Management” and “Common Stock Ownership of Certain Beneficial Owners.”

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The response to this Item is incorporated herein by reference to the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders under the captions “Related Person Transactions” and “Independence.”

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The response to this Item is incorporated herein by reference to the definitive Proxy Statement for the 2017 Annual Meeting of Stockholders under the caption “Fees of the Independent Registered Public Accounting Firm.”

### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) List of Documents filed as part of this report:

(1) Consolidated Financial Statements

The following are filed in Part II, item 8 of this Form 10-K Annual Report:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Comprehensive Income

Consolidated Statements of Cash Flows

Consolidated Statements of Stockholders’ Equity

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules

Schedule II—Valuation and Qualifying Account

Description	Balance at beginning of period	Additions charged to cost and expenses	Deductions	Balance at end of period
-------------	--------------------------------	--	------------	--------------------------

Accounts receivable reserve:

Year ended:

December 31, 2016	\$415,336	\$1,006,307	\$ 157,432	\$ 1,264,211
December 31, 2015	811,875	138,310	534,849	415,336
December 31, 2014	716,913	137,555	42,593	811,875

All other schedules are omitted because they are not applicable or are not required, or because the required information is included in the consolidated financial statements or notes thereto.

(3) Exhibits

The following exhibits are filed with or incorporated by reference into this report.

Exhibit No. Description of Exhibit

Articles of Incorporation

3.1 Amended and Restated Certificate of Incorporation of Air Transport Services Group, Inc. reflecting corrections and amendments through August 16, 2013, filed herewith. [This document represents the Amended and Restated Certificate of Incorporation of Air Transport Services Group, Inc. in compiled form, incorporating all corrections and amendments. This compiled document has not been filed with the Delaware Secretary of State.]

3.2 Amended and Restated Bylaws of Air Transport Services Group, Inc., reflecting amendments through May 10, 2013. (16)

Material Contracts

10.1 Director compensation fee summary. (8)

10.2 Aircraft Loan and Security Agreement and related promissory note, dated August 24, 2006, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (2)

10.3 Aircraft Loan and Security Agreement and related promissory note, dated October 10, 2006, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (3)

10.4 Aircraft Loan and Security Agreement and related promissory note, dated February 16, 2007, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (4)

10.5 Aircraft Loan and Security Agreement and related promissory note, dated April 25, 2007, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (5)

10.6 Aircraft Loan and Security Agreement and related promissory note, dated October 26, 2007, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (7)

10.7 Aircraft Loan and Security Agreement and related promissory note, dated December 19, 2007, by and among ABX Air, Inc. and Chase Equipment Leasing, Inc. (7)

10.8 Guaranty by Air Transport Services Group, Inc. in favor of DHL Express (USA), Inc., dated May 8, 2009 (6), as amended by Amendment to the Guaranty dated as of January 14, 2015 (20)

10.9 Form of Time-Based Restricted Stock Award Agreement under Air Transport Services Group, Inc. 2005 Amended and Restated Long-Term Incentive Plan. (9)

10.10

Form of Performance-Based Stock Unit Award Agreement under Air Transport Services Group, Inc. 2005 Amended and Restated Long-Term Incentive Plan. (9)

82

---

- 10.11 Form of Restricted Stock Unit Award Agreement under Air Transport Services Group, Inc. 2005 Amended and Restated Long-Term Incentive Plan. (18)
- 10.12 Conversion Agreement dated August 3, 2010, between Cargo Aircraft Management, Inc., M&B Conversions Limited and Israel Aerospace Industries Ltd. (10)
- 10.13 Credit Agreement, dated as of May 9, 2011, among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., the Lenders from time to time party thereto, SunTrust Bank, as Administrative Agent, Regions Bank and JPMorgan Chase Bank, N.A., as Syndication Agents, and Bank of America, N.A., as Documentation Agent. (11)
- 10.14 Guarantee and Collateral Agreement, dated as of May 9, 2011, made by Cargo Aircraft Management, Inc. and certain of its Affiliates in favor of SunTrust Bank, as Administrative Agent. (11)
- 10.15 Amendment to Confidentiality and Standstill Agreement, dated as of June 11, 2012, between Air Transport Services Group, Inc. and Red Mountain Capital Partners LLC. (12)
- 10.16 Form of amended and restated change-in-control agreement in effect between Air Transport Services Group, Inc. and its executive officers. (14)
- 10.17 Amendment to the Credit Agreement, dated July 20, 2012, among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., the Lenders from time to time party thereto, SunTrust Bank, as Administrative Agent, Regions Bank and JPMorgan Chase Bank, N.A., as Syndication Agents, and Bank of America, N.A., as Documentation Agent. (13)
- 10.18 Amended and Restated Lease Agreement, dated December 27, 2012, between Clinton County Port Authority and Air Transport Services Group, Inc. (15)
- 10.19 Loan Agreement, Chapter 166, Ohio Revised Code, dated December 1, 2012, between the Director of Development Services Agency of Ohio and Clinton County Port Authority. (15)
- 10.20 Guaranty Agreement, dated December 1, 2012, among Air Transport Services Group, Inc., Airborne Maintenance and Engineering Services, Inc., Air Transport International, LLC, Clinton County Port Authority, the Directory of Development Services Agency of Ohio, and the Huntington National Bank. (15)
- 10.21 Lease Agreement for the Jump Hangar Facility, dated December 1, 2012, between Clinton County Port Authority and Air Transport International, LLC. (15)
- 10.22 Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement, dated December 1, 2012, among Air Transport International, LLC and the Director of Development Services Agency of Ohio. (15)
- 10.23 Bond Purchase Agreement, dated December 13, 2012, among the State of Ohio, acting by and through its Treasurer of State, the Development Services Agency of Ohio, acting by and through a duly authorized representative, Clinton County Port Authority, Air Transport International, LLC and Stifel, Niolaus & Company, Inc. (15)
- 10.24 Air Transport Services Group, Inc. Nonqualified Deferred Compensation Plan, dated October 31, 2013. (17)
- 10.25

Second Amendment to the Credit Agreement, dated October 22, 2013, among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., the Lenders from time to time party thereto, SunTrust Bank, as Administrative Agent, Regions Bank and JPMorgan Chase Bank, N.A., as Syndication Agents, and Bank of America, N.A., as Documentation Agents. (17)

10.26 Third Amendment to Credit Agreement and First Amendment to Guarantee and Collateral Agreement, dated May 6, 2014, by and among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., each of the Guarantors party thereto, each of the financial institutions party thereto as "Lenders", and SunTrust Bank as Administrative Agent. (19)

- 10.27 Amended and Restated Air Transportation Services Agreement between DHL Network Operations (USA), Inc., ABX Air, Inc. and Cargo Aircraft Management, Inc., dated January 14, 2015. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC. (20)
- 10.28 Fifth Amendment to Credit Agreement, dated May 8, 2015, by and among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., each of the Guarantors party thereto, each of the financial institutions party thereto as "Lenders" and SunTrust Bank, in its capacity as Administrative Agent. (21)
- 10.29 Air Transportation Services Agreement, dated as of March 8, 2016, by and between Airborne Global Solutions, Inc. and Amazon Fulfillment Services Inc. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC. (22)
- 10.30 Investment Agreement, dated as of March 8, 2016, by and between Air Transport Services Group, Inc., and Amazon.com, Inc. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC. (22)
- 10.31 Warrant to Purchase Common Stock, issued March 8, 2016, by and between Air Transport Services Group, Inc. and Amazon.com. Those portions of the Warrant marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC. (22)
- 10.32 Stockholders Agreement, dated as of March 8, 2016, by and between Air Transport Services Group, Inc., and Amazon.com, Inc. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC. (22)
- 10.33 Amended and Restated Credit Agreement, dated as of May 31, 2016, among Cargo Aircraft Management, Inc., as Borrower, Air Transport Services Group, Inc., the Lenders from time to time party hereto, SunTrust Bank, as Administrative Agent, Regions Bank and JPMorgan Chase Bank, N.A., as Syndication Agents and Bank of America, N.A., as Documentation Agent. (23)
- 10.34 Guarantee and Collateral Agreement made by Cargo Aircraft Management, Inc. and certain of its Affiliates in favor of SunTrust Bank, as Administrative Agent, dated as of May 31, 2016. (23)
- 10.35 Air Transport Services Group, Inc. Executive Incentive Compensation Plan, last modified August 5, 2016. (23)
- 10.36 Form of Time-Based Restricted Stock Award Agreement under Air Transport Services Group, Inc. 2015 Amended and Restated Long-Term Incentive Plan. (24)
- 10.37 Form of Performance-Based Stock Unit Award Agreement under Air Transport Services Group, Inc. 2015 Amended and Restated Long-Term Incentive Plan. (24)
- 10.38 Form of Restricted Stock Unit Award Agreement under Air Transport Services Group, Inc. 2015 Amended and Restated Long-Term Incentive Plan. (24)
- 10.39 Stock Purchase Agreement, dated June 21, 2016, between Air Transport Services Group, Inc. and Red Mountain Partners, L.P. (25)

Code of Ethics

14.1 Code of Ethics—CEO and CFO. (1)

List of Significant Subsidiaries

21.1 List of Significant Subsidiaries of Air Transport Services Group, Inc., filed within.

Consent of experts and counsel

23.1 Consent of independent registered public accounting firm, filed herewith.

Certifications

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

101.INS XBRL Instance Document

101.SCHXBRL Taxonomy Extension Schema Document

101.CALXBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LABXBRL Taxonomy Extension Labels Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

---

(1) The Company's Code of Ethics can be accessed from the Company's Internet website at [www.atsginc.com](http://www.atsginc.com).

(2) Incorporated by reference to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2006.

(3) Incorporated by reference to the Company's Annual Report on Form 10-K/A filed on August 14, 2007 with the Securities and Exchange Commission.

(4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q/A, filed with the Securities and Exchange Commission on August 14, 2007.

(5) Incorporated by reference to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 14, 2007.

(6) Incorporated by reference to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 10, 2009.

(7) Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 17, 2008 with the Securities and Exchange Commission.

(8)

Incorporated by reference to the Company's Proxy Statement for the 2016 Annual Meeting of Stockholders, Corporate Governance and Board Matters, filed April 1, 2016 with the Securities and Exchange Commission.

(9) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2010.

(10) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2010. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC.

(11) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 3, 2011.

(12) Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 18, 2012.

- (13) Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on July 24, 2012.
- (14) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 2, 2012.
- (15) Incorporated by reference to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 4, 2013. Those portions of the Agreement marked with an [\*] have been omitted pursuant to a request for confidential treatment and have been filed separately with the SEC.
- (16) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2013.
- (17) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2013.
- (18) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2014.
- (19) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 5, 2014.
- (20) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 8, 2015, as amended by the Company's Quarterly Report on Form 10-Q/A filed with the Securities and Exchange Commission on August 7, 2015.
- (21) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 7, 2015.
- (22) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2016.
- (23) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2016.
- (24) Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on March 15, 2016.
- (25) Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 27, 2016.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Air Transport Services Group, Inc.

Signature	Title	Date
/S/ JOSEPH C. HETE Joseph C. Hete	President and Chief Executive Officer (Principal Executive Officer)	March 8, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/S/ RANDY D. RADEMACHER Randy D. Rademacher	Director and Chairman of the Board	March 8, 2017

/S/ RICHARD M. BAUDOIN Richard M. Baudouin	Director	March 8, 2017
---	----------	------------------

/S/ JOSEPH C. HETE Joseph C. Hete	Director, President and Chief Executive Officer (Principal Executive Officer)	March 8, 2017
--------------------------------------	---	------------------

/S/ J. CHRISTOPHER TEETS J. Christopher Teets	Director	March 8, 2017
--	----------	------------------

/S/ JEFFREY J. VORHOLT Jeffrey J. Vorholt	Director	March 8, 2017
--	----------	------------------

/S/ QUINT O. TURNER Quint O. Turner	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 8, 2017
--	--	------------------