

JETBLUE AIRWAYS CORP  
Form 10-Q  
August 07, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended June 30, 2013  
or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 000-49728  
JETBLUE AIRWAYS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Other Jurisdiction of Incorporation)

87-0617894  
(I.R.S. Employer Identification No.)

27-01 Queens Plaza North, Long Island City, New York  
(Address of principal executive offices)  
(718) 286-7900  
(Registrant’s telephone number, including area code)

11101  
(Zip Code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No  
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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  Smaller reporting company

(Do not check if a smaller reporting company)

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

As of July 31, 2013, there were 282,326,947 shares outstanding of the registrant’s common stock, par value \$.01.



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## PART 1. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

JETBLUE AIRWAYS CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in millions, except share data)

|                                           | June 30,<br>2013<br>(unaudited) | December 31,<br>2012 |
|-------------------------------------------|---------------------------------|----------------------|
| <b>ASSETS</b>                             |                                 |                      |
| <b>CURRENT ASSETS</b>                     |                                 |                      |
| Cash and cash equivalents                 | \$333                           | \$182                |
| Investment securities                     | 534                             | 549                  |
| Receivables, less allowance               | 160                             | 106                  |
| Prepaid expenses and other                | 298                             | 263                  |
| Total current assets                      | 1,325                           | 1,100                |
| <b>PROPERTY AND EQUIPMENT</b>             |                                 |                      |
| Flight equipment                          | 5,388                           | 5,168                |
| Predelivery deposits for flight equipment | 335                             | 338                  |
|                                           | 5,723                           | 5,506                |
| Less accumulated depreciation             | 1,086                           | 995                  |
|                                           | 4,637                           | 4,511                |
| Other property and equipment              | 615                             | 585                  |
| Less accumulated depreciation             | 234                             | 221                  |
|                                           | 381                             | 364                  |
| Assets constructed for others             | 561                             | 561                  |
| Less accumulated depreciation             | 105                             | 93                   |
|                                           | 456                             | 468                  |
| Total property and equipment              | 5,474                           | 5,343                |
| <b>OTHER ASSETS</b>                       |                                 |                      |
| Investment securities                     | 76                              | 136                  |
| Restricted cash                           | 50                              | 51                   |
| Other                                     | 443                             | 440                  |
| Total other assets                        | 569                             | 627                  |
| <b>TOTAL ASSETS</b>                       | <b>\$7,368</b>                  | <b>\$7,070</b>       |

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in millions, except share data)

|                                                                                                                                                                                                                  | June 30,<br>2013<br>(unaudited) | December 31,<br>2012 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                                                                      |                                 |                      |
| <b>CURRENT LIABILITIES</b>                                                                                                                                                                                       |                                 |                      |
| Accounts payable                                                                                                                                                                                                 | \$ 176                          | \$ 153               |
| Air traffic liability                                                                                                                                                                                            | 902                             | 693                  |
| Accrued salaries, wages and benefits                                                                                                                                                                             | 146                             | 172                  |
| Other accrued liabilities                                                                                                                                                                                        | 251                             | 196                  |
| Current maturities of long-term debt and capital leases                                                                                                                                                          | 647                             | 394                  |
| Total current liabilities                                                                                                                                                                                        | 2,122                           | 1,608                |
| <b>LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS</b>                                                                                                                                                              |                                 |                      |
| CONSTRUCTION OBLIGATION                                                                                                                                                                                          | 508                             | 514                  |
| <b>DEFERRED TAXES AND OTHER LIABILITIES</b>                                                                                                                                                                      |                                 |                      |
| Deferred income taxes                                                                                                                                                                                            | 512                             | 481                  |
| Other                                                                                                                                                                                                            | 121                             | 122                  |
|                                                                                                                                                                                                                  | 633                             | 603                  |
| <b>STOCKHOLDERS' EQUITY</b>                                                                                                                                                                                      |                                 |                      |
| Preferred stock, \$0.01 par value; 25,000,000 shares authorized, none issued                                                                                                                                     | —                               | —                    |
| Common stock, \$0.01 par value; 900,000,000 shares authorized, 333,202,624 and 330,589,532 shares issued and 282,326,947 and 281,007,806 shares outstanding at June 30, 2013 and December 31, 2012, respectively |                                 | 3                    |
| Treasury stock, at cost; 50,875,677 and 49,581,726 shares at June 30, 2013 and December 31, 2012, respectively                                                                                                   | (42)                            | (35)                 |
| Additional paid-in capital                                                                                                                                                                                       | 1,504                           | 1,495                |
| Retained earnings                                                                                                                                                                                                | 483                             | 433                  |
| Accumulated other comprehensive loss                                                                                                                                                                             | (16)                            | (8)                  |
| Total stockholders' equity                                                                                                                                                                                       | 1,932                           | 1,888                |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                                                                | <b>\$7,368</b>                  | <b>\$7,070</b>       |

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited, in millions, except per share amounts)

|                                   | Three Months Ended June 30, |         | Six Months Ended June 30, |         |
|-----------------------------------|-----------------------------|---------|---------------------------|---------|
|                                   | 2013                        | 2012    | 2013                      | 2012    |
| <b>OPERATING REVENUES</b>         |                             |         |                           |         |
| Passenger                         | \$1,222                     | \$1,171 | \$2,408                   | \$2,267 |
| Other                             | 113                         | 106     | 226                       | 213     |
| Total operating revenues          | 1,335                       | 1,277   | 2,634                     | 2,480   |
| <b>OPERATING EXPENSES</b>         |                             |         |                           |         |
| Aircraft fuel and related taxes   | 465                         | 450     | 932                       | 883     |
| Salaries, wages and benefits      | 279                         | 265     | 559                       | 520     |
| Landing fees and other rents      | 80                          | 72      | 150                       | 138     |
| Depreciation and amortization     | 71                          | 63      | 139                       | 124     |
| Aircraft rent                     | 33                          | 33      | 65                        | 66      |
| Sales and marketing               | 53                          | 54      | 103                       | 101     |
| Maintenance materials and repairs | 111                         | 85      | 225                       | 173     |
| Other operating expenses          | 141                         | 125     | 300                       | 256     |
| Total operating expenses          | 1,233                       | 1,147   | 2,473                     | 2,261   |
| <b>OPERATING INCOME</b>           | 102                         | 130     | 161                       | 219     |
| <b>OTHER INCOME (EXPENSE)</b>     |                             |         |                           |         |
| Interest expense                  | (42                         | ) (44   | ) (83                     | ) (89   |
| Capitalized interest              | 4                           | 2       | 7                         | 4       |
| Interest income and other         | (4                          | ) (2    | ) (2                      | ) 1     |
| Total other expense               | (42                         | ) (44   | ) (78                     | ) (84   |
| <b>INCOME BEFORE INCOME TAXES</b> | 60                          | 86      | 83                        | 135     |
| Income tax expense                | 24                          | 34      | 33                        | 53      |
| <b>NET INCOME</b>                 | \$36                        | \$52    | \$50                      | \$82    |
| <b>EARNINGS PER COMMON SHARE:</b> |                             |         |                           |         |
| Basic                             | \$0.13                      | \$0.19  | \$0.18                    | \$0.29  |
| Diluted                           | \$0.11                      | \$0.16  | \$0.16                    | \$0.25  |

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (unaudited, in millions)

|                                                                                         | Three Months Ended June |       | Six Months Ended June 30, |       |
|-----------------------------------------------------------------------------------------|-------------------------|-------|---------------------------|-------|
|                                                                                         | 30,<br>2013             | 2012  | 2013                      | 2012  |
| NET INCOME                                                                              | \$36                    | \$52  | \$50                      | \$82  |
| Changes in fair value of derivative instruments, net of reclassifications into earnings | (13                     | ) (32 | ) (13                     | ) (12 |
| Tax effect                                                                              | 5                       | 12    | 5                         | 4     |
| Total other comprehensive loss                                                          | (8                      | ) (20 | ) (8                      | ) (8  |
| COMPREHENSIVE INCOME                                                                    | \$28                    | \$32  | \$42                      | \$74  |

See accompanying notes to condensed consolidated financial statements.

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JETBLUE AIRWAYS CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (unaudited, in millions)

|                                                                                       | Six Months Ended June 30, |         |
|---------------------------------------------------------------------------------------|---------------------------|---------|
|                                                                                       | 2013                      | 2012    |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                           |                           |         |
| Net income                                                                            | \$50                      | \$82    |
| Adjustments to reconcile net income to net cash provided by operating activities:     |                           |         |
| Deferred income taxes                                                                 | 31                        | 50      |
| Depreciation                                                                          | 123                       | 112     |
| Amortization                                                                          | 23                        | 18      |
| Stock-based compensation                                                              | 6                         | 7       |
| (Gain) loss on sale of assets, debt extinguishment, and customer contract termination | 4                         | (20)    |
| Collateral (paid) returned for derivative instruments                                 | 2                         | (9)     |
| Changes in certain operating assets and liabilities                                   | 164                       | 239     |
| Other, net                                                                            | (1)                       | ) 11    |
| Net cash provided by operating activities                                             | 402                       | 490     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                           |                           |         |
| Capital expenditures                                                                  | (267)                     | ) (314) |
| Predelivery deposits for flight equipment                                             | (10)                      | ) (32)  |
| Proceeds from the sale and disposition of assets                                      | 8                         | 46      |
| Purchase of available-for-sale securities                                             | (290)                     | ) (210) |
| Sale of available-for-sale securities                                                 | 309                       | 243     |
| Purchase of held-to-maturity investments                                              | (110)                     | ) (207) |
| Proceeds from the maturities of held-to-maturity investments                          | 162                       | 200     |
| Other, net                                                                            | (3)                       | ) 11    |
| Net cash used in investing activities                                                 | (201)                     | ) (263) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                           |                           |         |
| Proceeds from:                                                                        |                           |         |
| Issuance of common stock                                                              | 4                         | 6       |
| Issuance of long-term debt                                                            | 163                       | 108     |
| Short-term borrowings and lines of credit                                             | 190                       | —       |
| Repayment of long-term debt and capital lease obligations                             | (199)                     | ) (266) |
| Repayment of short-term borrowings and lines of credit                                | (190)                     | ) (88)  |
| Other, net                                                                            | (18)                      | ) (8)   |
| Net cash used in financing activities                                                 | (50)                      | ) (248) |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                               | 151                       | (21)    |
| Cash and cash equivalents at beginning of period                                      | 182                       | 673     |
| Cash and cash equivalents at end of period                                            | \$333                     | \$652   |

See accompanying notes to condensed consolidated financial statements.



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JETBLUE AIRWAYS CORPORATION  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)  
 June 30, 2013

## NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

## Basis of Presentation

Our condensed consolidated financial statements include the accounts of JetBlue Airways Corporation, or JetBlue, and our subsidiaries, collectively “we” or the “Company”, with all intercompany transactions and balances having been eliminated. These condensed consolidated financial statements and related notes should be read in conjunction with our 2012 audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012, or our 2012 Form 10-K.

These condensed consolidated financial statements are unaudited and have been prepared by us following the rules and regulations of the Securities and Exchange Commission (the SEC), and, in our opinion, reflect all adjustments including normal recurring items which are necessary to present fairly the results for interim periods. Our revenues are recorded net of excise and other related taxes in our condensed consolidated statements of operations.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted as permitted by such rules and regulations; however, we believe that the disclosures are adequate to make the information presented not misleading. During the six months ended June 30, 2013, we recorded \$4 million of maintenance expense and \$2 million in other operating expenses that should have been recorded in prior years. Operating results for the periods presented herein are not necessarily indicative of the results that may be expected for the entire year.

## Investment securities

Investment securities consist of available-for-sale investment securities and held-to-maturity investment securities. When sold, we use a specific identification method to determine the cost of the securities.

Held-to-maturity investment securities. The contractual maturities of the corporate bonds we held as of June 30, 2013 were no greater than 24 months. We did not record any significant gains or losses on these securities during the three or six months ended June 30, 2013 and 2012. The estimated fair value of these investments approximated their carrying value as of June 30, 2013 and December 31, 2012.

The carrying values of investment securities consisted of the following at June 30, 2013 and December 31, 2012 (in millions):

|                               | June 30,<br>2013 | December 31,<br>2012 |
|-------------------------------|------------------|----------------------|
| Available-for-sale securities |                  |                      |
| Time deposits                 | \$70             | \$65                 |
| Treasury bills                | —                | 68                   |
| Commercial paper              | 186              | 142                  |
|                               | 256              | 275                  |
| Held-to-maturity securities   |                  |                      |
| Corporate bonds               | 257              | 313                  |
| Government bonds              | 40               | 40                   |
| Time deposits                 | 57               | 57                   |
|                               | 354              | 410                  |
| Total                         | \$610            | \$685                |

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### Loyalty Program

In June 2013, we modified our loyalty program, TrueBlue, so points earned by members never expire. Our estimate for points breakage, or the points we expect will go unused, has been reduced resulting in a \$5 million reduction in revenue and corresponding increase in air traffic liability.

### New Accounting Pronouncements

In December 2011, the FASB issued ASU 2011-11, amending the Balance Sheet topic of the Codification. This update enhances the disclosure requirements regarding offsetting assets and liabilities. ASU 2011-11 requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. These amendments are effective for annual and interim reporting periods beginning on or after January 1, 2013. Adoption of this standard did not have a material impact on our condensed consolidated financial statements or notes thereto.

In February 2013, the FASB issued ASU 2013-02, amending the Comprehensive Income topic of the Codification. This update amends the requirement to present either on the face of the statement of operations or in the notes, the effects of significant net income line items reclassified out of accumulated other comprehensive income or loss, but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, the Company is required to cross-reference to other disclosures that provide additional detail about those amounts. ASU 2013-02 became effective for the our annual and interim periods beginning January 1, 2013. The required disclosures are included in Note 4.

### NOTE 2 — SHARE-BASED COMPENSATION

During the six months ended June 30, 2013, 2.0 million restricted stock units vested under the 2011 Incentive Compensation Plan and the Amended and Restated 2002 Stock Incentive Plan.

### NOTE 3 — LONG TERM DEBT, SHORT TERM BORROWINGS, AND CAPITAL LEASE OBLIGATIONS

#### Short Term Borrowings

CitiBank Line of Credit. On April 23, 2013, we entered into a Credit and Guaranty Agreement that consists of a \$350 million revolving credit and letter of credit facility with Citibank, N.A. as the administrative agent which terminates in 2016. Borrowings under the Credit Facility bear interest at a variable rate equal to LIBOR, plus a margin. The Credit Facility is secured by take-off and landing slots at John F. Kennedy International Airport, or JFK, Newark Liberty International Airport, LaGuardia Airport and Ronald Reagan Washington National Airport and certain other assets. As of June 30, 2013, we did not have an outstanding balance under any of our credit facilities.

GOAA Bonds. In April 2013, the Greater Orlando Aviation Authority issued \$42 million special purpose airport facility revenue bonds to refund bonds issued in 2005. The proceeds from the refunded bonds were loaned to us and we recorded the issuance of \$43 million, net of \$1 million premium, as long term debt on our consolidated balance sheet.

#### Other Indebtedness

During the six months ended June 30, 2013, we issued \$120 million, net of discount, in fixed rate equipment notes due through 2025, which are secured by five aircraft.

Aircraft, engines and other equipment and facilities having a net book value of \$3.59 billion at June 30, 2013 have been pledged as security under various loan agreements. As of June 30, 2013, we owned 15 unencumbered Airbus A320 aircraft, one E190 aircraft, and nine spare engines.

Our outstanding long-term debt and capital lease obligations were reduced by \$152 million as a result of scheduled principal payments made during the six months ended June 30, 2013.

At June 30, 2013, the weighted average interest rate of all of our long-term debt was 4.5% and scheduled maturities were \$251 million for the remainder of 2013, \$578 million in 2014, \$267 million in 2015, \$464 million in 2016, \$191 million in 2017 and \$1.07 billion thereafter.



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The carrying amounts and estimated fair values of our long-term debt at June 30, 2013 and December 31, 2012 were as follows (in millions):

|                                                     | June 30, 2013  |                      | December 31, 2012 |                      |
|-----------------------------------------------------|----------------|----------------------|-------------------|----------------------|
|                                                     | Carrying Value | Estimated Fair Value | Carrying Value    | Estimated Fair Value |
| <b>Public Debt</b>                                  |                |                      |                   |                      |
| Floating rate enhanced equipment notes              |                |                      |                   |                      |
| Class G-1, due through 2016                         | \$ 155         | \$ 150               | \$ 173            | \$ 164               |
| Class G-2, due 2014 and 2016                        | 373            | 354                  | 373               | 351                  |
| Class B-1, due 2014                                 | 49             | 48                   | 49                | 48                   |
| Fixed rate special facility bonds, due through 2036 | 78             | 73                   | 82                | 82                   |
| 6.75% convertible debentures due in 2039            | 162            | 237                  | 162               | 225                  |
| 5.5% convertible debentures due in 2038             | 123            | 186                  | 123               | 173                  |
| <b>Non-Public Debt</b>                              |                |                      |                   |                      |
| Floating rate equipment notes, due through 2025     | 752            | 750                  | 816               | 776                  |
| Fixed rate equipment notes, due through 2026        | 1,018          | 1,109                | 960               | 1,050                |
| <b>Total</b>                                        | <b>\$2,710</b> | <b>\$2,907</b>       | <b>\$2,738</b>    | <b>\$2,869</b>       |

The estimated fair values of our publicly held long-term debt are classified as Level 2 in the fair value hierarchy. The fair values of our enhanced equipment notes and our special facility bonds were based on quoted market prices in markets that are traded with low volumes. The fair value of our convertible debentures was based upon other observable market inputs since they are not actively traded. The fair value of our non-public debt was estimated using a discounted cash flow analysis based on our borrowing rates for instruments with similar terms and therefore classified as Level 3 in the fair value hierarchy.

We utilize a policy provider to provide credit support on the Class G-1 and Class G-2 certificates. The policy provider has unconditionally guaranteed the payment of interest on the certificates when due and the payment of principal on the certificates no later than 18 months after the final expected regular distribution date. The policy provider is MBIA Insurance Corporation (a subsidiary of MBIA, Inc.).

**NOTE 4 — ACCUMULATED OTHER COMPREHENSIVE LOSS**

Comprehensive income includes changes in fair value of our aircraft fuel derivatives and interest rate swap agreements, which qualify for hedge accounting. A rollforward of the amounts included in accumulated other comprehensive loss, net of taxes, for the three and six months ended June 30, 2013 is as follows (in millions):

|                                                       | Aircraft Fuel Derivatives (1) | Interest Rate Swaps (2) | Total    |
|-------------------------------------------------------|-------------------------------|-------------------------|----------|
| Beginning accumulated losses, at March 31, 2013       | \$(3)                         | ) \$(5)                 | ) \$(8)  |
| Reclassifications into earnings (net of \$2 of taxes) | 2                             | 1                       | 3        |
| Change in fair value (net of \$7 of taxes)            | (11)                          | ) —                     | ) (11)   |
| Ending accumulated losses, at June 30, 2013           | \$(12)                        | ) \$(4)                 | ) \$(16) |

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|                                                       | Aircraft Fuel<br>Derivatives (1) | Interest Rate<br>Swaps (2) | Total   |
|-------------------------------------------------------|----------------------------------|----------------------------|---------|
| Beginning accumulated losses, at December 31, 2012    | \$(1 )                           | \$(7 )                     | \$(8 )  |
| Reclassifications into earnings (net of \$3 of taxes) | 2                                | 3                          | 5       |
| Change in fair value (net of \$8 of taxes)            | (13 )                            | —                          | (13 )   |
| Ending accumulated losses, at June 30, 2013           | \$(12 )                          | \$(4 )                     | \$(16 ) |

(1) Reclassified to aircraft fuel expense

(2) Reclassified to interest expense

**NOTE 5 — EARNINGS PER SHARE**

The following table shows how we computed basic and diluted earnings per common share (dollars in millions; share data in thousands):

|                                                                                                                                           | Three Months Ended<br>June 30, |         | Six Months Ended June<br>30, |         |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------|------------------------------|---------|
|                                                                                                                                           | 2013                           | 2012    | 2013                         | 2012    |
| <b>Numerator</b>                                                                                                                          |                                |         |                              |         |
| Net income                                                                                                                                | \$36                           | \$52    | \$50                         | \$82    |
| Effect of dilutive securities:                                                                                                            |                                |         |                              |         |
| Interest on convertible debt, net of income taxes and profit sharing                                                                      | 3                              | 3       | 5                            | 5       |
| Net income applicable to common stockholders after assumed conversions for diluted earnings per share                                     | \$39                           | \$55    | \$55                         | \$87    |
| <b>Denominator</b>                                                                                                                        |                                |         |                              |         |
| Weighted average shares outstanding for basic earnings per share                                                                          | 280,621                        | 282,494 | 280,194                      | 281,850 |
| Effect of dilutive securities:                                                                                                            |                                |         |                              |         |
| Employee stock options                                                                                                                    | 1,798                          | 717     | 1,730                        | 880     |
| Convertible debt                                                                                                                          | 60,574                         | 60,575  | 60,574                       | 60,575  |
| Adjusted weighted average shares outstanding and assumed conversions for diluted earnings per share                                       | 342,993                        | 343,786 | 342,498                      | 343,305 |
|                                                                                                                                           | Three Months Ended<br>June 30, |         | Six Months Ended June<br>30, |         |
|                                                                                                                                           | 2013                           | 2012    | 2013                         | 2012    |
| Shares excluded from EPS calculation (in millions)                                                                                        |                                |         |                              |         |
| Shares issuable upon exercise of outstanding stock options or vesting of restricted stock units as assumed exercise would be antidilutive | 13.5                           | 20.5    | 15.5                         | 22.0    |

As of June 30, 2013, a total of approximately 1.4 million shares of our common stock, which were lent to our share borrower pursuant to the terms of our share lending agreement, as described more fully in Note 2 to our 2012 Form 10-K, were issued and outstanding for corporate law purposes. Holders of the borrowed shares have all the rights of a holder of our common stock. However, because the share borrower must return all borrowed shares to us (or identical shares or, in certain circumstances of default by the counterparty, the cash value thereof), the borrowed shares are not considered outstanding for the purpose of computing and reporting basic or diluted earnings per share. The fair value of similar common shares not subject to our share lending arrangement, based upon our closing stock price at June 30, 2013, was approximately \$9 million.

**NOTE 6 — EMPLOYEE RETIREMENT PLAN**

We sponsor a retirement savings 401(k) defined contribution plan, or the Plan, covering all of our employees. In addition to matching employee contributions of up to 5% of eligible wages, the Plan also includes a discretionary contribution of 5% of eligible non-management wages referred to as Retirement Plus. Our non-management employees are also eligible to receive profit sharing, calculated as 15% of adjusted pre-tax income reduced by the

Retirement Plus contributions. Certain of our FAA-licensed employees receive an additional contribution of 3% of eligible compensation, which we refer to as Retirement Advantage. Total 401(k) company match, Retirement Plus, profit sharing, and Retirement Advantage expensed for the three

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months ended June 30, 2013 and 2012 was \$20 million and \$23 million, respectively. Total expensed for the Plan for the six months ended June 30, 2013 and 2012 was \$41 million and \$40 million, respectively.

**NOTE 7 — COMMITMENTS AND CONTINGENCIES**

As of June 30, 2013, including the effects of amendments to our EMBRAER purchase agreement in the second quarter of 2013, our firm aircraft orders consisted of 14 Airbus A320 aircraft, 30 Airbus A321 aircraft, 40 Airbus A320 new engine option (A320neo) aircraft, 25 EMBRAER 190 aircraft and 10 spare engines scheduled for delivery through 2021. Committed expenditures for these aircraft, including the related flight equipment and estimated amounts for contractual price escalations and predelivery deposits, were approximately \$185 million for the remainder of 2013, \$525 million in 2014, \$745 million in 2015, \$765 million in 2016, \$575 million in 2017 and \$2.04 billion thereafter.

In March 2013, we extended the lease terms for our Terminal at JFK. The lease extension incorporates a long term lease for the approximately 19 acres of former Terminal 6, property and provides for the construction of a new international arrivals facility to be adjoined to our existing Terminal 5 facility, the T5i Project. The term of this lease extension extends through 2042, with an option to terminate early in 2033. JetBlue is self-funding the estimated \$175 million construction cost of this facility, which is expected to be completed in early 2015. Through June 30, 2013, total costs incurred for the T5i Project were \$42 million.

As of June 30, 2013, we had approximately \$31 million in assets that serve as collateral for letters of credit related to certain of our leases, which are included in restricted cash, and expire at the end of the related lease terms.

Additionally, we had \$19 million pledged related to our workers compensation insurance policies and other business partner agreements, which will expire according to the terms of the related policies or agreements.

**Environmental Liability**

In 2012, during performance of environmental testing required in connection with the demolition of the existing passenger terminal buildings and closure of the defunct hydrant fuel systems on the Terminal 6 site at JFK, the presence of light non-aqueous phase petroleum liquid was discovered in certain subsurface monitoring wells on the property. Our lease with the Port Authority of New York and New Jersey (PANYNJ), provides that, under certain circumstances, we may be responsible for investigating, delineating, and remediating such subsurface contamination, even if we are not necessarily the party that caused its release. We have engaged environmental consultants and legal counsel to assess the extent of the contamination and assist us in determining whether we are responsible for taking steps to remediate it. A preliminary estimate indicates costs of remediation could range from less than \$1 million up to approximately \$3 million. As of June 30, 2013, we have accrued \$2 million for current estimates of remediation costs. However, as with any environmental contamination, there is the possibility this contamination could be more extensive than estimated at this early stage. We have a pollution insurance policy that protects us against these types of environmental liabilities, which we expect will mitigate some of our exposure in this matter.

Based upon information currently known to us, we do not expect these environmental proceedings to have a material adverse effect on our consolidated financial position, results of operations, or cash flows. However, it is not possible to predict with certainty the impact on us of future environmental compliance requirements or the costs of resolving the matter, in part because the scope of the remediation that may be required is not certain and environmental laws and regulations are subject to modification and changes in interpretation.

**Legal Matters**

Occasionally, we are involved in various claims, lawsuits, regulatory examinations, investigations and other legal matters arising, for the most part, in the ordinary course of business. The outcome of litigation and other legal matters is always uncertain. The Company believes that it has valid defenses to the legal matters currently pending against it, is defending itself vigorously and has recorded accruals determined in accordance with GAAP, where appropriate. In making a determination regarding accruals, using available information, we evaluate the likelihood of an unfavorable outcome in legal or regulatory proceedings to which we are a party to and record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These judgments are subjective, based on the status of such legal or regulatory proceedings, the merits of our defenses and consultation with legal counsel. Actual outcomes of these legal and regulatory proceedings may materially differ from our current

estimates. It is possible that resolution of one or more of the legal matters currently pending or threatened could result in losses material to our consolidated results of operations, liquidity or financial condition.

To date, none of these types of litigation matters, most of which are typically covered by insurance, has had a material impact on our operations or financial condition. We have insured and continue to insure against most of these types of claims. A judgment on any claim not covered by, or in excess of, our insurance coverage could materially adversely affect our financial condition or results of operations.



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DOT tarmac delay. As described more fully in our 2012 Form 10-K, the Department of Transportation (DOT), is currently investigating our diversion of five flights to Hartford, CT's Bradley International Airport, (Bradley), in October 2011 due to winter weather and the failure of major navigational equipment at New York City (NYC), area airports. Once on the ground, these five aircraft were each held on the tarmac in excess of three hours with customers and crew on board, a time limit which is beyond the limits proscribed by the DOT's Tarmac Delay Rule. As a result, the FAA has the statutory authority in this matter to assess monetary penalties against JetBlue of approximately \$15 million. Due to the circumstances surrounding the October 2011 day in question, including the unexpected weather conditions, the condition of NYC area airports as well as of Bradley, and the overall air traffic conditions on that day, as well as the discretion granted to the DOT by the regulation, we are unable to determine whether a fine will be assessed, and if so, the amount of such fine. We have issued compensation to the impacted customers in accordance with our Customer Bill of Rights, and are fully complying with all requests made by the DOT in the course of the investigation. We do not know when a final determination by the DOT will be made.

Employment Agreement Dispute. In or around March 2010, attorneys representing a group of current and former pilots (the "Claimants") filed a Request for Mediation with the American Arbitration Association concerning a dispute over the interpretation of a provision of their individual JetBlue Airways Corporation Employment Agreement for Pilots ("Employment Agreement"). In their Fourth Amended Arbitration Demand, dated June 8, 2012, Claimants (972 pilots) alleged that JetBlue breached the base salary provision of the Employment Agreement and sought back pay and related damages for pay adjustments that occurred in each of 2002, 2007 and 2009. The Claimants also asserted that JetBlue had violated numerous New York state labor laws. In July 2012, in response to JetBlue's partial motion to dismiss, the Claimants withdrew the 2002 claims. Following an arbitration hearing on the remaining claims, in May 2013, the arbitrator issued an interim decision on the contractual provisions of the Employment Agreement. In 2007, all pilots received market rate pay adjustments. The arbitrator determined that a 26.7% base pay rate increase provided to certain pilots during 2007 triggered the base salary provision of the Employment Agreement. The 2009 claims and all New York state labor law claims were dismissed. The parties started the damages phase of the arbitration in June of 2013. Many variables remain undetermined, including the number eligible Claimants and what elements of pay, if any, could be included in any damages calculation award. In June 2013, we filed a motion that we believe will significantly limit the number of pilots with valid claims as well as the scope of damages.

To date, the Claimants have not specified the amount of damages they are seeking. Pilot salaries currently represent approximately 40% of our total consolidated salaries and wages; therefore, a damages judgment determination in the Claimants' favor could have a material adverse impact on our results of operations, liquidity and/or financial condition. While we believe that our defenses support a finding of no damages, we have accrued \$3 million associated with a portion of this dispute which is probable and estimable. Due to the many variables yet to be determined, we are currently unable to estimate a range of possible loss beyond the amount we have accrued. The outcome of any arbitration is inherently uncertain and any judgment may differ materially.

**NOTE 8 —FINANCIAL DERIVATIVE INSTRUMENTS AND RISK MANAGEMENT**

As part of our risk management techniques, we periodically purchase over the counter energy derivative instruments and enter into fixed forward price agreements, or FFPs, to manage our exposure to the effect of changes in the price of aircraft fuel. Prices for the underlying commodities have historically been highly correlated to aircraft fuel, making derivatives of them effective at providing short-term protection against sharp increases in average fuel prices. We also periodically enter into jet fuel basis swaps for the differential between heating oil and jet fuel, to further limit the variability in fuel prices at various locations.

To manage the variability of the cash flows associated with our variable rate debt, we have also entered into interest rate swaps. We do not hold or issue any derivative financial instruments for trading purposes.

Aircraft fuel derivatives: We attempt to obtain cash flow hedge accounting treatment for each aircraft fuel derivative that we enter into. This treatment is provided for under the Derivatives and Hedging topic of the Codification which allows for gains and losses on the effective portion of qualifying hedges to be deferred until the underlying planned jet fuel consumption occurs, rather than recognizing the gains and losses on these instruments into earnings during each

period they are outstanding. The effective portion of realized aircraft fuel hedging derivative gains and losses is recognized in aircraft fuel expense in the period the underlying fuel is consumed.

Ineffectiveness results, in certain circumstances, when the change in the total fair value of the derivative instrument differs from the change in the value of our expected future cash outlays for the purchase of aircraft fuel and is recognized immediately in interest income and other. Likewise, if a hedge does not qualify for hedge accounting, the periodic changes in its fair value are recognized in the period of the change in interest income and other. When aircraft fuel is consumed and the related

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derivative contract settles, any gain or loss previously recorded in other comprehensive income is recognized in aircraft fuel expense. All cash flows related to our fuel hedging derivatives are classified as operating cash flows. Our current approach to fuel hedging is to enter into hedges on a discretionary basis without a specific target of hedge percentage needs. We view our hedge portfolio as a form of insurance to help mitigate the impact of price volatility and protect us against severe spikes in oil prices, when possible.

The following table illustrates the approximate hedged percentages of our projected fuel usage by quarter as of June 30, 2013 related to our outstanding fuel hedging contracts that were designated as cash flow hedges for accounting purposes.

|                     | Jet fuel swap<br>agreements | Jet fuel cap<br>agreements | Total |   |
|---------------------|-----------------------------|----------------------------|-------|---|
| Third Quarter 2013  | 18                          | % 8                        | % 26  | % |
| Fourth Quarter 2013 | 19                          | % 8                        | % 27  | % |
| First Quarter 2014  | 7                           | % —                        | 7     | % |
| Second Quarter 2014 | 7                           | % —                        | 7     | % |
| Third Quarter 2014  | 2                           | % —                        | 2     | % |
| Fourth Quarter 2014 | 2                           | % —                        | 2     | % |

During 2013, we also entered into additional basis swap transactions to be settled later in 2013, which are not designated as cash flow hedges for accounting purposes and as a result are marked to market in earnings each period. As of June 30, 2013, the fair value recorded for these contracts was a net liability of approximately \$3 million. Additionally, we enter into FFPs which allow us to lock in the price of fuel for specified quantities and at specified locations in future periods. Of our remaining projected 2013 fuel requirements, 13% were managed with FFPs at June 30, 2013.

As of June 30, 2013, we determined certain of our derivatives no longer qualified for hedge accounting. As such, we prospectively discontinued the application of hedge accounting for the remaining portion of our outstanding Brent crude oil agreements. Any incremental increase or decrease in the value of these contracts will be recognized in interest income and other in each period during 2013 until the contracts settle.

**Interest rate swaps:** The interest rate hedges we had outstanding as of June 30, 2013 effectively swap floating rate for fixed rate, taking advantage of lower borrowing rates in existence at the time of the hedge transaction as compared to the date our original debt instruments were executed. As of June 30, 2013, we had \$344 million in notional debt outstanding related to these swaps, which cover certain interest payments through August 2016. The notional amount decreases over time to match scheduled repayments of the related debt.

All of our outstanding interest rate swap contracts qualify as cash flow hedges in accordance with the Derivatives and Hedging topic of the Codification. Since all of the critical terms of our swap agreements match the debt to which they pertain, there was no ineffectiveness relating to these interest rate swaps in 2013 or 2012, and all related unrealized losses were deferred in accumulated other comprehensive loss. We recognized approximately \$5 million in additional interest expense as the related interest payments were made in each of the six months ended June 30, 2013 and 2012. The table below reflects quantitative information related to our derivative instruments and where these amounts are recorded in our financial statements (dollar amounts in millions):

|                                                                                                     | As of<br>June 30,<br>2013 | December 31,<br>2012 |
|-----------------------------------------------------------------------------------------------------|---------------------------|----------------------|
| Fuel derivatives                                                                                    |                           |                      |
| Liability fair value recorded in other accrued liabilities (1)                                      | \$18                      | \$1                  |
| Liability fair value recorded in other long term liabilities (1)                                    | 1                         | —                    |
| Longest remaining term (months)                                                                     | 18                        | 9                    |
| Hedged volume (barrels, in thousands)                                                               | 2,828                     | 675                  |
| Estimated amount of existing losses expected to be reclassified into earnings in the next 12 months | (19                       | ) (1                 |
| Interest rate derivatives                                                                           |                           |                      |

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|                                                                                                     |    |      |   |
|-----------------------------------------------------------------------------------------------------|----|------|---|
| Liability fair value recorded in other long term liabilities (2)                                    | 7  | 12   |   |
| Estimated amount of existing losses expected to be reclassified into earnings in the next 12 months | (4 | ) (9 | ) |

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|                                                                                       | Three Months Ended June 30, |        | Six Months Ended June 30, |      |
|---------------------------------------------------------------------------------------|-----------------------------|--------|---------------------------|------|
|                                                                                       | 2013                        | 2012   | 2013                      | 2012 |
| Fuel derivatives                                                                      |                             |        |                           |      |
| Hedge effectiveness gains (losses) recognized in aircraft fuel expense                | \$(4 )                      | \$(1 ) | \$(4 )                    | \$8  |
| Losses on derivatives not qualifying for hedge accounting recognized in other expense | (2 )                        | (4 )   | (2 )                      | (3 ) |
| Hedge losses on derivatives recognized in comprehensive income                        | (18 )                       | (35 )  | (21 )                     | (6 ) |
| Percentage of actual consumption economically hedged                                  | 17                          | % 27   | % 13                      | % 34 |
| Interest rate derivatives                                                             |                             |        |                           |      |
| Hedge losses on derivatives recognized in comprehensive income                        | —                           | (1 )   | —                         | (2 ) |
| Hedge losses on derivatives recognized in interest expense                            | (2 )                        | (3 )   | (5 )                      | (5 ) |

(1)Gross asset or liability of each contract prior to consideration of offsetting positions with each counterparty.

(2)Gross liability, prior to impact of collateral posted.

Any outstanding derivative instrument exposes us to credit loss in connection with our fuel contracts in the event of nonperformance by the counterparties to the agreements, but we do not expect that any of our seven counterparties will fail to meet their obligations. The amount of such credit exposure is generally the fair value of our outstanding contracts for which we are in a receivable position. To manage credit risks, we select counterparties based on credit assessments, limit our overall exposure to any single counterparty and monitor the market position with each counterparty. Some of our agreements require cash deposits from either counterparty if market risk exposure exceeds a specified threshold amount.

We have master netting arrangements with our counterparties allowing us the right of offset to mitigate credit risk in derivative transactions. The financial derivative instrument agreements we have with our counterparties may require us to fund all, or a portion of, outstanding loss positions related to these contracts prior to their scheduled maturities. The amount of collateral posted, if any, is periodically adjusted based on the fair value of the hedge contracts. Our policy is to offset the liabilities represented by these contracts with any cash collateral paid to the counterparties. The impact of offsetting derivative instruments is depicted below (dollar amounts in millions):

|                           | Gross Amount of Recognized |             | Gross Amount of Cash Collateral Offset | Net Amount Presented in Balance Sheet |             |
|---------------------------|----------------------------|-------------|----------------------------------------|---------------------------------------|-------------|
|                           | Assets                     | Liabilities |                                        | Assets                                | Liabilities |
| As of June 30, 2013       |                            |             |                                        |                                       |             |
| Fuel derivatives          | \$—                        | \$19        | \$4                                    | \$—                                   | \$15        |
| Interest rate derivatives | —                          | 7           | 7                                      | —                                     | —           |
| As of December 31, 2012   |                            |             |                                        |                                       |             |
| Fuel derivatives          | —                          | 1           | —                                      | —                                     | 1           |
| Interest rate derivatives | —                          | 12          | 12                                     | —                                     | —           |

**NOTE 9 —FAIR VALUE OF FINANCIAL INSTRUMENTS**

Under the Fair Value Measurements and Disclosures topic of the Codification, disclosures are required about how fair value is determined for assets and liabilities and a hierarchy for which these assets and liabilities must be grouped is

established, based on significant levels of inputs as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;

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Level 2 quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or

Level 3 unobservable inputs for the asset or liability, such as discounted cash flow models or valuations.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The following is a listing of our assets and liabilities required to be measured at fair value on a recurring basis and where they are classified within the fair value hierarchy as of June 30, 2013 and December 31, 2012 (in millions).

|                                          | As of June 30, 2013     |         |         | Total |
|------------------------------------------|-------------------------|---------|---------|-------|
|                                          | Level 1                 | Level 2 | Level 3 |       |
| <b>Assets</b>                            |                         |         |         |       |
| Cash equivalents                         | \$153                   | \$—     | \$—     | \$153 |
| Available-for-sale investment securities | —                       | 256     | —       | 256   |
|                                          | \$153                   | \$256   | \$—     | \$409 |
| <b>Liabilities</b>                       |                         |         |         |       |
| Aircraft fuel derivatives                | \$—                     | \$19    | \$—     | \$19  |
| Interest rate swap                       | —                       | 7       | —       | 7     |
|                                          | \$—                     | \$26    | \$—     | \$26  |
| <br>                                     |                         |         |         |       |
|                                          | As of December 31, 2012 |         |         | Total |
|                                          | Level 1                 | Level 2 | Level 3 |       |
| <b>Assets</b>                            |                         |         |         |       |
| Cash equivalents                         | \$84                    | \$—     | \$—     | \$84  |
| Restricted cash                          | 4                       | —       | —       | 4     |
| Available-for-sale investment securities | 68                      | 207     | —       | 275   |
|                                          | \$156                   | \$207   | \$—     | \$363 |
| <b>Liabilities</b>                       |                         |         |         |       |
| Aircraft fuel derivatives                | \$—                     | \$1     | \$—     | \$1   |
| Interest rate swap                       | —                       | 12      | —       | 12    |
|                                          | \$—                     | \$13    | \$—     | \$13  |

Refer to Note 3 for fair value information related to our outstanding debt obligations as of June 30, 2013 and December 31, 2012.

**Cash equivalents:** Our cash equivalents include money market securities and commercial paper which are readily convertible into cash with maturities of 90 days or less when purchased, all of which are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy.

**Available-for-sale investment securities:** Included in our available-for-sale investment securities are certificates of deposit and commercial paper with original maturities greater than 90 days but less than one year. The fair values of these instruments are based on observable inputs in non-active markets; which are therefore classified as Level 2 in the hierarchy. The fair value of treasury bills are based on actively traded quoted market prices and are therefore classified as Level 1 in the hierarchy. We did not record any significant gains or losses on these securities during the three and six months ended June 30, 2013 and 2012.

**Aircraft fuel derivatives:** Our aircraft fuel derivatives include jet fuel swaps, crude oil collars, and jet fuel caps which are not traded on public exchanges. Their fair values are determined using a market approach based on inputs that are readily available from public markets for commodities and energy trading activities; therefore, they are classified as Level 2 inputs. The data inputs are combined into quantitative models and processes to generate forward curves and volatilities related to the specific terms of the underlying hedge contracts.

**Interest rate swaps:** The fair values of our interest rate swaps are based on inputs received from the related counterparty, which are based on observable inputs for active swap indications in quoted markets for similar terms. The fair values of these instruments are based on observable inputs in non-active markets which are therefore

classified as Level 2 in the hierarchy.

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

Overview

Second Quarter 2013 Highlights & Outlook

• We reported our thirteenth consecutive quarter of net income.

We generated \$402 million in cash from operations while strengthening our balance sheet by making scheduled debt and capital lease payments of \$152 million, ending the quarter with unrestricted cash and short term investments of \$867 million.

• We commenced service to three new cities during the second quarter of 2013.

We were awarded our ninth consecutive J.D. Power and Associates award in airline customer satisfaction among low-cost carriers.

• We announced the end of points expiration so that TrueBlue members will never lose their points.

We added one new airline partnership and expanded current partnerships offerings to include bilateral codesharing.

• As of June 30, 2013, we had 24 airline partnerships.

• We invested in five new EMBRAER 190 aircraft, four of which were debt financed.

We continue to deliver a unique JetBlue Experience to our customers with the superior service they have come to expect from us which we believe drives a price premium in many of our key markets. We believe our continued focus on financial discipline, product innovation and network enhancements, combined with our service excellence, will drive our future success and returns for our shareholders.

Strengthening of our Balance Sheet

We ended the quarter with unrestricted cash, cash equivalents and short-term investments at approximately 17% of trailing twelve months revenue. Throughout the quarter, we paid off debt on four aircraft bringing our total unencumbered aircraft to 16 as of June 30, 2013 and reduced our overall debt balance by \$6 million.

New Service

As part of our ongoing network initiatives and route optimization efforts, we continued to make schedule and frequency adjustments throughout the second quarter of 2013. During the quarter, we commenced service to three new destinations: Albuquerque, New Mexico, Philadelphia, Pennsylvania, and Medellin, Colombia. Additionally, we have announced plans to begin service to the following destinations in the remainder of 2013: Worcester, Massachusetts, Port-au-Prince, Haiti, and Lima, Peru. Our growth also includes adding new routes between existing cities.

Ancillary Revenue Initiatives

We continue to see growth in passenger driven ancillary items, such as our Even More™ offerings and TrueBlue loyalty program. Contributing to year over year revenue growth was a 15% increase in quarterly ancillary revenues, which averaged \$21 per customer.

Outlook for 2013

For the full year, we estimate our operating capacity to increase approximately 5.5% to 7.5% over 2012 with the addition of three Airbus A320 aircraft and one EMBRAER 190 aircraft to our operating fleet through the remainder of the year. We will also take delivery of our first four Airbus A321 aircraft in the latter part of the year. Assuming fuel prices of \$3.13 per gallon, net of our fuel hedging activity, our cost per available seat mile, CASM, excluding fuel and profit sharing, for 2013 is expected to increase by 2.5% to 4.5% over 2012. This expected increase is primarily a result of continued maintenance cost pressures associated with the aging of our fleet and the acceleration of performance restorations of our higher flight hour EMBRAER 190 engines to improve operational reliability and extend time on wing. We recently signed a flight-hour agreement with General Electric for our EMBRAER 190 engines in order to better forecast these maintenance costs in the future. Additionally, salaries, wages and benefits are expected to increase due to the increasing tenure of our Crewmembers combined with efforts to maintain competitiveness of our compensation packages.



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## Results of Operations

## Second Quarter 2013 vs. 2012 Highlights

• Second quarter results were below those of the same period a year ago driven primarily by continued maintenance cost pressures and a sluggish economic environment.

• Easter and Passover holidays shifted from April to March in 2013, which negatively impacted year over year unit revenue comparisons by an estimated 3% decrease compared to 2012.

• Operating capacity increased approximately 8% to 10.7 billion available seat miles in the second quarter of 2013.

• Operating expenses per available seat mile decreased slightly to 11.48 cents. Excluding fuel and profit sharing, our cost per available seat mile increased 3% year over year.

## Operating Revenues

| (Revenues in millions)                 | Three Months Ended June 30, |          | Year-over-Year Change |            |
|----------------------------------------|-----------------------------|----------|-----------------------|------------|
|                                        | 2013                        | 2012     |                       | %          |
| Passenger Revenue                      | \$1,222                     | \$1,171  | \$51                  | 4.3        |
| Other Revenue                          | 113                         | 106      | 7                     | 6.5        |
| Operating Revenues                     | \$1,335                     | \$1,277  | \$58                  | 4.5        |
| Average Fare                           | \$157.51                    | \$159.58 | (2.07                 | ) (1.3     |
| Yield per passenger mile (cents)       | 13.40                       | 13.78    | (0.38                 | ) (2.8     |
| Passenger revenue per ASM (cents)      | 11.37                       | 11.76    | (0.39                 | ) (3.3     |
| Operating revenue per ASM (cents)      | 12.42                       | 12.82    | (0.40                 | ) (3.1     |
| Average stage length (miles)           | 1,088                       | 1,081    | 7                     | 0.7        |
| Revenue passengers (thousands)         | 7,753                       | 7,338    | 415                   | 5.7        |
| Revenue passenger miles (millions)     | 9,115                       | 8,497    | 618                   | 7.3        |
| Available Seat Miles (ASMs) (millions) | 10,741                      | 9,961    | 780                   | 7.8        |
| Load Factor                            | 84.9                        | % 85.3   | %                     | (0.4) pts. |

We reported net income of \$36 million for the three months ended June 30, 2013 compared to \$52 million for the three months ended June 30, 2012. For the three months ended June 30, 2013 we had operating income of \$102 million, a decrease of \$28 million over the same period in 2012, and an operating margin of 7.6%, down 2.6 points from 2012. Diluted earnings per share was \$0.11 for the second quarter quarter of 2013 compared to \$0.16 for 2012. Our on-time performance, defined by the Department of Transportation, (DOT), as arrival within 14 minutes of schedule, was 73.9% in the second quarter quarter of 2013 compared to 82.4% for the same period in 2012; our completion factor was 99.4% and 99.5% in 2013 and 2012, respectively. Our on time performance remains challenged by our concentration of operations in the northeast United States, which contains some of the most congested and delay prone airports in the U.S.

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## Operating Expenses

In detail, operating costs per available seat mile were as follows (percent changes are based on unrounded numbers):

| (dollars in millions)             | Three Months Ended June 30, |         | Year-over-Year Change |        | per ASM |       |          |
|-----------------------------------|-----------------------------|---------|-----------------------|--------|---------|-------|----------|
|                                   | 2013                        | 2012    | \$                    | %      | 2013    | 2012  | % Change |
| Aircraft fuel and related taxes   | \$465                       | \$450   | \$15                  | 3.3    | 4.33    | 4.52  | (4.3 )   |
| Salaries, wages and benefits      | 279                         | 265     | 14                    | 5.5    | 2.60    | 2.66  | (2.2 )   |
| Landing fees and other rents      | 80                          | 72      | 8                     | 10.7   | 0.74    | 0.72  | 2.6      |
| Depreciation and amortization     | 71                          | 63      | 8                     | 11.7   | 0.66    | 0.63  | 3.6      |
| Aircraft rent                     | 33                          | 33      | —                     | (2.4 ) | 0.30    | 0.34  | (9.5 )   |
| Sales and marketing               | 53                          | 54      | (1 )                  | (0.2 ) | 0.50    | 0.54  | (7.5 )   |
| Maintenance materials and repairs | 111                         | 85      | 26                    | 30.6   | 1.03    | 0.85  | 21.1     |
| Other operating expenses          | 141                         | 125     | 16                    | 13.5   | 1.32    | 1.25  | 5.2      |
| Total operating expenses          | \$1,233                     | \$1,147 | \$86                  | 7.5    | 11.48   | 11.51 | (0.3 )   |

Our operating expenses contain variable costs that increased due to a 7% increase in departures and an 8% increase in operating capacity.

## Aircraft Fuel and Hedging

Aircraft fuel expense increased 3%, or \$15 million, and represented approximately 40% of our total operating expenses. Fuel consumption increased by 12 million gallons, resulting in an additional \$38 million of fuel expense. This was offset by \$23 million in savings due to a 5% decrease in the average fuel cost per gallon over 2012. Losses upon settlement of effective fuel hedges during the second quarter of 2013 were \$4 million versus \$1 million in effective fuel hedge gains during the same period in 2012. Our average fuel cost per gallon was \$3.06 for the second quarter of 2013 compared to \$3.22 for the second quarter of 2012.

In addition to our fuel hedge portfolio, we also used fixed forward price agreements, or FFPs, which allow us to lock in the price of fuel for specified quantities and at specified locations in future periods to manage fuel price volatility.

We managed approximately 21% of our second quarter fuel consumption with FFPs.

## Salaries, Wages and Benefits

Salaries, wages and benefits increased \$14 million or 6% primarily due to a 4% increase in the average number of full-time equivalent employees, in addition to wage rate adjustments and normal seniority increases for some of our work groups. The efficiency of our operations were negatively impacted by Sequestration during the second quarter of 2013, which resulted in increased hours and higher wages. During the third quarter of 2012, we also introduced a Retirement Advantage program, providing an additional 3% retirement contribution for certain of our FAA-licensed Crewmembers, which resulted in \$3 million of increased expense in the quarter. This increase in retirement was offset by a decrease in our provision for profit sharing in 2013.

## Depreciation and Amortization

Depreciation and amortization increased 12%, or \$8 million, primarily due to having an average of 123 owned and capital leased aircraft in 2013 compared to 112 in 2012.

## Maintenance Materials and Repairs

Maintenance materials and repairs increased 31%, or \$26 million, due to an increase in the number of aircraft and the aging of our fleet which resulted in more costly heavy maintenance checks. We had an average of 11 additional operating aircraft in 2013 compared to the same period in 2012. In addition, the EMBRAER 190 aircraft engines have continued to encounter higher maintenance costs during the quarter. We have now finalized a flight-hour based maintenance and repair agreement on these engines which is expected to result in better forecasting of maintenance expense.

## Other Operating Expenses

Other operating expenses increased primarily due to a gain of approximately \$10 million recorded in 2012 related to the sale of two EMBRAER 190 aircraft and six spare aircraft engine.



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## Six Months Ended June 30, 2013 vs. 2012

## Operating Revenues

| (Revenues in millions)                 | Six Months Ended June 30, |          | Year-over-Year Change |          |
|----------------------------------------|---------------------------|----------|-----------------------|----------|
|                                        | 2013                      | 2012     | \$                    | %        |
| Passenger Revenue                      | \$2,408                   | \$2,267  | \$141                 | 6.2      |
| Other Revenue                          | 226                       | 213      | 13                    | 5.8      |
| Operating Revenues                     | \$2,634                   | \$2,480  | \$154                 | 6.2      |
| Average Fare                           | \$159.95                  | \$159.75 | \$0.20                | 0.1      |
| Yield per passenger mile (cents)       | 13.66                     | 13.82    | (0.16)                | (1.1)    |
| Passenger revenue per ASM (cents)      | 11.53                     | 11.63    | (0.1)                 | (0.8)    |
| Operating revenue per ASM (cents)      | 12.61                     | 12.72    | (0.11)                | (0.9)    |
| Average stage length (miles)           | 1,090                     | 1,079    | 11                    | 1.0      |
| Revenue passengers (thousands)         | 15,053                    | 14,191   | 862                   | 6.1      |
| Revenue passenger miles (millions)     | 17,621                    | 16,405   | 1,216                 | 7.4      |
| Available Seat Miles (ASMs) (millions) | 20,881                    | 19,497   | 1,384                 | 7.1      |
| Load Factor                            | 84.4                      | % 84.1   | %                     | 0.3 pts. |

We reported net income of \$50 million for the six months ended June 30, 2013 compared to \$82 million for the six months ended June 30, 2012. For the six months ended June 30, 2013 we had operating income of \$161 million, a decrease of \$58 million over the same period in 2012, and an operating margin of 6.1%, down 2.7 points from 2012. Diluted earnings per share were \$0.16 in 2013 compared to \$0.25 in 2012.

Passenger revenue has increased 6% due primarily to a 7% increase in capacity offset by somewhat lower yields as well as a negative impact experienced in the first quarter of the year as a result of the cancellation of school vacations in the northeast over the President's Day travel period.

## Operating Expenses

In detail, operating costs per available seat mile were as follows (percent changes are based on unrounded numbers):

| (dollars in millions)             | Six Months Ended |         | Year-over-Year |       | per ASM |       |          |
|-----------------------------------|------------------|---------|----------------|-------|---------|-------|----------|
|                                   | June 30,         | 2012    | \$             | %     | 2013    | 2012  | % Change |
| Aircraft fuel and related taxes   | \$932            | \$883   | \$49           | 5.6   | 4.46    | 4.53  | (1.4)    |
| Salaries, wages and benefits      | 559              | 520     | 39             | 7.5   | 2.68    | 2.67  | 0.3      |
| Landing fees and other rents      | 150              | 138     | 12             | 8.4   | 0.72    | 0.71  | 1.2      |
| Depreciation and amortization     | 139              | 124     | 15             | 11.8  | 0.66    | 0.63  | 4.4      |
| Aircraft rent                     | 65               | 66      | (1)            | (2.4) | 0.31    | 0.34  | (8.9)    |
| Sales and marketing               | 103              | 101     | 2              | 2.6   | 0.50    | 0.52  | (4.2)    |
| Maintenance materials and repairs | 225              | 173     | 52             | 30.2  | 1.08    | 0.89  | 21.5     |
| Other operating expenses          | 300              | 256     | 44             | 17.2  | 1.43    | 1.31  | 9.4      |
| Total operating expenses          | \$2,473          | \$2,261 | \$212          | 9.3   | 11.84   | 11.60 | 2.1      |

## Aircraft Fuel and Hedging

Aircraft fuel expense increased 6%, or \$49 million, and represented approximately 40% of our total operating expenses. Fuel consumption increased by 21 million gallons, resulting in an additional \$67 million of fuel expense. This was offset by \$18 million in savings due to a 2% decrease in the average fuel cost per gallon over 2012. Losses upon settlement of effective fuel hedges during 2013 were \$4 million versus \$8 million in effective fuel hedge gains during the same period in 2012. Our average

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fuel cost per gallon was \$3.17 for the six months ended June 30, 2013 compared to \$3.23 for the same period in 2012. We managed approximately 16% of our year to date fuel consumption with FFPs.

Salaries, Wages and Benefits

Salaries, wages and benefits increased \$39 million or 8% primarily due to a 4% increase in the average number of full-time equivalent employees, in addition to wage rate adjustments and normal seniority increases made for some of our work groups. The efficiency of our operations were negatively impacted by Sequestration during the second quarter of 2013, which resulted in increased hours and higher wages. During the third quarter of 2012, we also introduced a Retirement Advantage program, providing an additional 3% retirement contribution for certain of our FAA-licensed Crewmembers, which resulted in \$5 million of increased expense during the year. This increase was offset by a decrease in our provision for profit sharing in 2013.

Depreciation and Amortization

Depreciation and amortization increased approximately 12%, or \$15 million, primarily due to having an average of 122 owned and capital leased aircraft in 2013 compared to 111 in 2012.

Maintenance Materials and Repairs

Maintenance materials and repairs increased approximately 30%, or \$52 million, due to an increase in the number of aircraft and the aging of our fleet which resulted in more costly heavy maintenance checks. We had an average of 11 additional operating aircraft in 2013 compared to the same period in 2012. In addition, we had approximately \$20 million in higher engine related costs related to aircraft engine removals and performance restorations for EMBRAER 190 aircraft during the year. We have now finalized a flight-hour based maintenance and repair agreement for these engines, which is expected to result in better forecasting of maintenance expenses.

Other Operating Expenses

Other operating expenses increased due to a gain of approximately \$10 million recorded in 2012 to other operating expense related to the sale of two EMBRAER 190 aircraft and six spare aircraft engines. Additional increases are due to the increase in certain variable costs as result of the colder weather conditions experienced in the northeast during the beginning of the year compared to 2012.

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The following table sets forth our operating statistics for the three and six months ended June 30, 2013 and 2012:

|                                                                        | Three Months Ended |          |                   | Six Months Ended June |          |                   |     |
|------------------------------------------------------------------------|--------------------|----------|-------------------|-----------------------|----------|-------------------|-----|
|                                                                        | June 30,           |          | Percent<br>Change | 30,                   |          | Percent<br>Change |     |
|                                                                        | 2013               | 2012     |                   | 2013                  | 2012     |                   |     |
| Operating Statistics:                                                  |                    |          |                   |                       |          |                   |     |
| Revenue passengers (thousands)                                         | 7,753              | 7,338    | 5.7               | 15,053                | 14,191   | 6.1               |     |
| Revenue passenger miles (millions)                                     | 9,115              | 8,497    | 7.3               | 17,621                | 16,405   | 7.4               |     |
| Available seat miles (ASMs) (millions)                                 | 10,741             | 9,961    | 7.8               | 20,881                | 19,497   | 7.1               |     |
| Load factor                                                            | 84.9               | % 85.3   | % (0.4 )          | pts 84.4              | % 84.1   | % 0.3             | pts |
| Aircraft utilization (hours per day)                                   | 12.2               | 11.8     | 3.0 %             | 12.0                  | 11.7     | 2.5 %             |     |
| Average fare                                                           | \$157.51           | \$159.58 | (1.3 )            | \$159.95              | \$159.75 | 0.1               |     |
| Yield per passenger mile (cents)                                       | 13.40              | 13.78    | (2.8 )            | 13.66                 | 13.82    | (1.1 )            |     |
| Passenger revenue per ASM (cents)                                      | 11.37              | 11.76    | (3.3 )            | 11.53                 | 11.63    | (0.8 )            |     |
| Operating revenue per ASM (cents)                                      | 12.42              | 12.82    | (3.1 )            | 12.61                 | 12.72    | (0.9 )            |     |
| Operating expense per ASM (cents)                                      | 11.48              | 11.51    | (0.3 )            | 11.84                 | 11.60    | 2.1               |     |
| Operating expense per ASM, excluding fuel (cents)                      | 7.15               | 6.99     | 2.2               | 7.38                  | 7.07     | 4.4               |     |
| Operating expense per ASM, excluding fuel & profit sharing (cents) (1) | 7.15               | 6.92     | 3.3               | 7.38                  | 7.03     | 4.9               |     |
| Airline operating expense per ASM (cents) (2)                          | 11.36              | 11.35    | —                 | 11.70                 | 11.47    | 2.0               |     |
| Departures                                                             | 70,722             | 66,067   | 7.0               | 137,495               | 129,613  | 6.1               |     |
| Average stage length (miles)                                           | 1,088              | 1,081    | 0.7               | 1,090                 | 1,079    | 1.0               |     |
| Average number of operating aircraft during period                     | 183.1              | 172.4    | 6.2               | 181.7                 | 171.4    | 6.0               |     |
| Average fuel cost per gallon                                           | \$3.06             | \$3.22   | (4.8 )            | \$3.17                | \$3.23   | (1.9 )            |     |
| Fuel gallons consumed (millions)                                       | 152                | 140      | 8.5               | 294                   | 273      | 7.6               |     |
| Full-time equivalent employees at period end (2)                       |                    |          |                   | 12,743                | 12,308   | 3.5               |     |

(1) Refer to our “Regulation G Reconciliation” note below for more information on this non-GAAP measure.

(2) Excludes operating expenses and employees of LiveTV, LLC, which are unrelated to our airline operations. Although we experienced revenue growth in 2013, this trend may not continue. We expect our expenses to continue to increase as we acquire additional aircraft, as our fleet ages and as we expand the frequency of flights in existing markets and enter into new markets. Accordingly, the comparison of the financial data for the quarterly periods presented may not be meaningful. In addition, we expect our operating results to fluctuate significantly from quarter-to-quarter in the future as a result of various factors, many of which are outside of our control. Consequently, we believe quarter-to-quarter comparisons of our operating results may not necessarily be meaningful; you should not rely on our results for any one quarter as an indication of our future performance.



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## Liquidity and Capital Resources

The airline business is capital intensive. Our ability to successfully execute our profitable growth plans is largely dependent on the continued availability of capital on attractive terms. In addition, our ability to successfully operate our business is dependent on maintaining sufficient liquidity. We believe we have adequate resources from a combination of cash and cash equivalents and investment securities on hand and available lines of credit. As of June 30, 2013, we had 15 unencumbered A320 aircraft, one unencumbered E190 aircraft, and nine unencumbered spare engines which could be an additional source of liquidity, if necessary.

We intend to continue to be diligent with our liquidity, maintaining financial flexibility and allowing for prudent capital spending, which in turn we expect to lead to improved returns for our shareholders. We maintain a \$200 million line of credit and a \$350 million revolving credit facility, which is secured in part by our airport take-off and landing slots at certain domestic airports. We believe our strong balance sheet affords us the flexibility to make prudent investments in the business which help us achieve our Return on Invested Capital, or ROIC, goals and generate long-term returns for our shareholders.

At June 30, 2013, we had unrestricted cash and cash equivalents of \$333 million and short-term investments of \$534 million compared to unrestricted cash and cash equivalents of \$182 million and short-term investments of \$549 million at December 31, 2012. As of June 30, 2013, our unrestricted cash, cash equivalents and short-term investments as a percentage of trailing twelve months revenue was approximately 17%. We rely primarily on operating cash flows to provide working capital for current and future operations. Cash flows from operating activities were \$402 million and \$490 million for the six months ended June 30, 2013 and 2012, respectively. The decrease in operating cash flows is primarily due to lower operating margins.

**Investing Activities.** During the six months ended June 30, 2013, capital expenditures related to our purchase of flight equipment included (1) \$173 million for six aircraft, (2) \$10 million for flight equipment deposits and (3) \$18 million for spare part purchases. Capital expenditures for other property and equipment, including ground equipment purchases, facilities improvements and LiveTV inflight-entertainment equipment inventory were \$76 million, which include \$25 million in T5i Project related costs. Investing activities also include the net purchase of \$71 million in investment securities.

During the six months ended June 30, 2012, capital expenditures related to our purchase of flight equipment included (1) \$200 million for three Airbus A320 aircraft, three EMBRAER 190 aircraft and five spare engines, (2) \$32 million for flight equipment deposits and (3) \$17 million for spare part purchases. Capital expenditures for other property and equipment, including ground equipment purchases, facilities improvements and LiveTV inventory were \$97 million, which include the final \$32 million for the 16 slots we purchased at LaGuardia International Airport and Ronald Reagan International Airport in 2011 for \$72 million. Investing activities included the net proceeds from the sale and maturities of \$26 million in investment securities. Investing activities also include the receipt of \$46 million in proceeds from the sale of two EMBRAER 190 aircraft and six spare engines.

**Financing Activities.** Financing activities for the six months ended June 30, 2013 consisted of (1) scheduled maturities of \$152 million of debt and capital lease obligations, (2) our issuance of \$120 million in fixed rate equipment notes secured by five aircraft, (3) the refunding of our Series 2005 GOAA bonds with proceeds of \$43 million from the issuance of new 2013 GOAA bonds (4) the repayment of \$6 million in principal related to our construction obligation for Terminal 5 and (5) the acquisition of \$8 million in treasury shares related to our share repurchase program and the withholding of taxes upon the vesting of restricted stock units.

We may in the future issue, in one or more public offerings, debt securities, pass-through certificates, common stock, preferred stock and/or other securities.

Financing activities for the six months ended June 30, 2012 consisted of (1) scheduled maturities of \$97 million of debt and capital lease obligations, (2) the pre-payment of \$134 million in debt secured by five Airbus A320 aircraft, (3) the repayment of \$35 million of debt related to two EMBRAER 190 aircraft, (4) our issuance of \$108 million in non-public floating rate equipment notes secured by two Airbus A320 aircraft and two EMBRAER 190 aircraft, (5) the repayment of \$88 million under our corporate purchasing line, (6) the repayment of \$6 million in principal related to our construction obligation for Terminal 5 and (7) the acquisition of \$4 million in treasury shares related to the withholding of taxes upon the vesting of restricted stock units.

Working Capital. We had a working capital deficit of \$797 million and \$508 million at June 30, 2013 and December 31, 2012, respectively. Working capital deficits can be customary in the airline industry since air traffic liability is classified as a current liability. Included in our working capital deficit is \$310 million of indebtedness related to our aircraft EETCs and spare parts pass-through certificates due in the first quarter of 2014. Also contributing to our working capital deficit as of June 30, 2013 is \$76 million in marketable investment securities classified as long-term assets.

We expect to meet our obligations as they become due through available cash, investment securities and internally generated funds, supplemented as necessary by financing activities, as they may be available to us. We expect to generate positive working capital through our operations. However, we cannot predict what the effect on our business might be from the

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extremely competitive environment we are operating in or from events that are beyond our control, such as volatile fuel prices, economic conditions, weather-related disruptions, the impact of airline bankruptcies, restructurings or consolidations, U.S. military actions or acts of terrorism. We believe the working capital available to us will be sufficient to meet our cash requirements for at least the next 12 months.

Our scheduled debt maturities are expected to increase over the next five years, with a scheduled peak in 2014 of nearly \$575 million. We will continue to actively manage our debt balances opportunistically by pre-purchasing outstanding debt when market conditions and terms are favorable. Additionally, our unencumbered assets, including 15 A320 aircraft and one E190 aircraft, allows us some flexibility in managing our cost of debt and capital requirements.

**Contractual Obligations**

Our noncancelable contractual obligations at June 30, 2013, include the following (in millions):

|                                                  | Payments due in |         |         |         |         |         |            |
|--------------------------------------------------|-----------------|---------|---------|---------|---------|---------|------------|
|                                                  | Total           | 2013    | 2014    | 2015    | 2016    | 2017    | Thereafter |
| Long-term debt and capital lease obligations (1) | 3,361           | \$310   | \$683   | \$354   | \$539   | \$249   | \$1,226    |
| Lease commitments                                | 1,437           | 96      | 195     | 193     | 128     | 116     | 709        |
| Flight equipment purchase obligations            | 4,830           | 185     | 525     | 745     | 765     | 575     | 2,035      |
| Financing obligations and other (2)              | 3,762           | 437     | 502     | 462     | 402     | 376     | 1,583      |
| Total                                            | \$13,390        | \$1,028 | \$1,905 | \$1,754 | \$1,834 | \$1,316 | \$5,553    |

(1) Includes actual interest and estimated interest for floating-rate debt based on June 30, 2013 rates.

(2) Amounts include noncancelable commitments for the purchase of goods and services.

We are subject to certain collateral ratio requirements in our spare parts pass-through certificates and spare engine financing issued in November 2006 and December 2007, respectively. If we fail to maintain these collateral ratios, we are required to provide additional collateral or redeem some or all of the equipment notes so that the ratios are met.

We currently have pledged as collateral a previously unencumbered spare engine with a carrying value of \$7 million in order to maintain these ratios. As of June 30, 2013 we were in compliance with all of our other covenants.

We have approximately \$31 million of restricted cash pledged under standby letters of credit related to certain of our leases which will expire at the end of the related lease terms. As of June 30, 2013, we operated a fleet of 127 Airbus A320 aircraft and 59 EMBRAER 190 aircraft, of which 122 were owned, 60 were leased under operating leases and four were leased under capital leases. Of the 122 owned aircraft, 16 were unencumbered as of June 30, 2013. The average age of our operating fleet was 6.9 years at June 30, 2013.

As of June 30, 2013, we had on order 14 Airbus A320 aircraft, 30 Airbus A321 aircraft, 40 Airbus A320 neo aircraft and 25 EMBRAER 190 aircraft as follows:

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| Year  | Firm           |                |                    |                | Total |
|-------|----------------|----------------|--------------------|----------------|-------|
|       | Airbus<br>A320 | Airbus<br>A321 | Airbus<br>A320 neo | EMBRAER<br>190 |       |
| 2013  | 3              | 4              | —                  | 1              | 8     |
| 2014  | —              | 9              | —                  | 1              | 10    |
| 2015  | —              | 10             | —                  | 7              | 17    |
| 2016  | 3              | 7              | —                  | 8              | 18    |
| 2017  | 8              | —              | —                  | 5              | 13    |
| 2018  | —              | —              | 10                 | 3              | 13    |
| 2019  | —              | —              | 10                 | —              | 10    |
| 2020  | —              | —              | 10                 | —              | 10    |
| 2021  | —              | —              | 10                 | —              | 10    |
| Total | 14             | 30             | 40                 | 25             | 109   |

Committed expenditures for our 109 firm aircraft and 10 spare engines include estimated amounts for contractual price escalations and predelivery deposits. Debt financing has been arranged for our remaining EMBRAER 190 firm aircraft delivery scheduled for 2013. We may pay cash for the remaining deliveries scheduled in 2013, unless debt financing is available on favorable borrowing terms relative to our weighted average cost of debt. Although we believe debt and/or lease financing should be available for our remaining aircraft deliveries, we cannot give any assurance that we will be able to secure financing on attractive terms, if at all. While these financings may or may not result in an increase in liabilities on our balance sheet, our fixed costs will increase significantly regardless of the financing method ultimately chosen. To the extent we cannot secure financing on terms we deem attractive, we may be required to pay in cash, further modify our aircraft acquisition plans or incur higher than anticipated financing costs. Capital expenditures for facility improvements, spare parts, aircraft improvements, and ground purchases are expected to be approximately \$160 million for the remainder of 2013.

In November 2005, we executed a 30-year lease agreement with the PANYNJ, for the construction and operation of T5 which became our principal base of operations at JFK in October 2008. For financial reporting purposes only, this lease is being accounted for as a financing obligation because we did not qualify for sale-leaseback accounting due to our continuing involvement in the property following its construction. JetBlue has committed to rental payments under the lease, which are included as part of lease commitments in the contractual obligations table above. Facility rents commenced with our beneficial occupancy of the new terminal in 2008 and are included as part of “financing obligations and other” in the contractual obligations table above. In March 2013, we extended the lease terms with the PANYNJ to 2042, with the option for early termination in 2033. The minimum rents associated with this lease extension are reflected in lease commitments in the table above.

Off-Balance Sheet Arrangements

None of our operating lease obligations are reflected on our balance sheet. Although some of our aircraft lease arrangements are variable interest entities, as defined in the Consolidations topic of the Codification, none of them require consolidation in our financial statements. The decision to finance these aircraft through operating leases rather than through debt was based on an analysis of the cash flows and tax consequences of each option and a consideration of our liquidity requirements and an assessment of future residual values. We are responsible for all maintenance, insurance and other costs associated with operating these aircraft; however, we have not made any residual value or other guarantees to our lessors.

We have determined that we hold a variable interest in, but are not the primary beneficiary of, certain pass-through trusts which are the purchasers of equipment notes issued by us to finance the acquisition of new aircraft and are held by such pass-through trusts. These pass-through trusts maintain liquidity facilities whereby a third party has agreed to make payments sufficient to pay up to 18 months of interest on the applicable certificates if a payment default occurs. The liquidity providers for the Series 2004-1 certificates and the spare parts certificates are Landesbank Hessen-Thüringen Girozentrale and Morgan Stanley Capital Services Inc. The liquidity providers for the Series 2004-2 certificates are Landesbank Baden-Württemberg and Citibank, N.A.

We use a policy provider to provide credit support on the Class G-1 and Class G-2 certificates. The policy provider has unconditionally guaranteed the payment of interest on the certificates when due and the payment of principal on the certificates no later than 18 months after the final expected regular distribution date. The policy provider is MBIA Insurance Corporation (a subsidiary of MBIA, Inc.). Financial information for the parent company of the policy provider is available at the SEC's website at <http://www.sec.gov> or at the SEC's public reference room in Washington, D.C.

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We have also made certain guarantees and indemnities to other unrelated parties that are not reflected on our balance sheet, which we believe will not have a significant impact on our results of operations, financial condition or cash flows. We have no other off-balance sheet arrangements.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies and Estimates included in our 2012 Form 10-K.

Other Information

Forward-Looking Information. This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which represent our management's beliefs and assumptions concerning future events. When used in this document and in documents incorporated herein by reference, the words "expects," "plans," "anticipates," "indicates," "believes," "forecast," "guidance," "outlook," "may," "will," "should," "seeks," "targets" and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve risks, uncertainties and assumptions, and are based on information currently available to us. Actual results may differ materially from those expressed in the forward-looking statements due to many factors, including, without limitation, our extremely competitive industry; increases and volatility in fuel prices, increases in maintenance costs and interest rates; our ability to implement our growth strategy; our significant fixed obligations and substantial indebtedness; our ability to attract and retain qualified personnel and maintain our culture as we grow; our reliance on high daily aircraft utilization; our dependence on the New York metropolitan market and the effect of increased congestion in this market; our reliance on automated systems and technology; our being subject to potential unionization, work stoppages, slowdowns or increased labor costs; our reliance on a limited number of suppliers; our presence in some international emerging markets that may experience political or economic instability or may subject us to legal risk; reputational and business risk from information security breaches; a negative impact on the JetBlue brand; the long term nature of our fleet order book; changes in or additional government rules, regulations or laws; changes in our industry due to other airlines' financial condition; the impact on our growth because of economic difficulties in Europe through a continuance of the economic recessionary conditions in the U.S. or a further economic downturn leading to a continuing or accelerated decrease in demand for domestic and international routes, including business, leisure and/or visiting friends and relatives air travel; and external geopolitical events and conditions. It is routine for our internal projections and expectations to change as the year or each quarter in the year progresses, and therefore it should be clearly understood that the internal projections, beliefs and assumptions upon which we base our expectations may change prior to the end of each quarter or year. Other than as required by law, we undertake no obligation to update or revise forward-looking statements, whether as a result of new information, future events, or otherwise.

Given the risks and uncertainties surrounding forward-looking statements, you should not place undue reliance on these statements. You should understand that many important factors, in addition to those discussed or incorporated by reference in this report, could cause our results to differ materially from those expressed in the forward-looking statements. Potential factors that could affect our results include, in addition to others not described in this report, those described in Item 1A of our 2012 Form 10-K under "Risks Related to JetBlue" and "Risks Associated with the Airline Industry" and part II of this Report. In light of these risks and uncertainties, the forward-looking events discussed in this Report might not occur.

Where You Can Find Other Information

Our website is [www.jetblue.com](http://www.jetblue.com). Information contained on our website is not part of this Report. Information that we furnish or file with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments or exhibits included in these reports are available for download, free of charge, on our website soon after such reports are filed with or furnished to the SEC. Our SEC filings, including exhibits filed therewith, are also available at the SEC's website at [www.sec.gov](http://www.sec.gov). You may obtain and copy any document we furnish or file with the SEC at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC's public reference facilities by

calling the SEC at 1-800-SEC-0330. You may request copies of these documents, upon payment of a duplicating fee, by writing to the SEC at its principal office at 100 F Street, NE, Room 1580, Washington, D.C. 20549.

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## Regulation G Reconciliation

Consolidated operating cost per available seat mile, excluding fuel and profit sharing (CASM ex-fuel and profit sharing) is a non-GAAP financial measure that we use as a measure of our performance.

CASM is a common metric used in the airline industry. We exclude aircraft fuel and related taxes and profit sharing from operating cost per available seat mile to determine CASM ex-fuel and profit sharing. We believe that CASM ex-fuel and profit sharing provides investors the ability to measure financial performance excluding items beyond our control, such as (i) fuel costs, which are subject to many economic and political factors beyond our control, and (ii) profit sharing, which is sensitive to volatility in earnings. We believe this measure is more indicative of our ability to manage costs and is more comparable to measures reported by other major airlines. We are unable to reconcile projected CASM ex-fuel and profit sharing as the nature or amount of excluded items are only estimated at this time. We believe this non-GAAP measure provides a more meaningful comparison of our results to others in the airline industry and our prior year results. Investors should consider this non-GAAP financial measure in addition to, and not as a substitute for, our financial performance measures prepared in accordance with GAAP. Further, our non-GAAP information may be different from the non-GAAP information provided by other companies.

## RECONCILIATION OF OPERATING EXPENSE PER ASM, EXCLUDING FUEL AND PROFIT SHARING

(dollars in millions, per ASM data in cents)

(unaudited)

|                                                    | Three Months Ended June 30, |         | Six Months Ended June 30, |         | 2013    |         | 2012    |         |
|----------------------------------------------------|-----------------------------|---------|---------------------------|---------|---------|---------|---------|---------|
|                                                    | \$                          | per ASM | \$                        | per ASM | \$      | per ASM | \$      | per ASM |
| (dollars in millions, per ASM data in cents)       |                             |         |                           |         |         |         |         |         |
| Total operating expenses                           | \$1,233                     | 11.48   | \$1,147                   | 11.51   | \$2,473 | 11.84   | \$2,261 | 11.60   |
| Less: Aircraft fuel and related taxes              | 465                         | 4.33    | 450                       | 4.52    | 932     | 4.46    | 883     | 4.53    |
| Operating expenses, excluding fuel                 | 768                         | 7.15    | 697                       | 6.99    | 1,541   | 7.38    | 1,378   | 7.07    |
| Less: Profit sharing                               | —                           | —       | 7                         | 0.07    | —       | —       | 7       | 0.04    |
| Operating expense, excluding fuel & profit sharing | \$768                       | 7.15    | \$690                     | 6.92    | \$1,541 | 7.38    | \$1,371 | 7.03    |

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risks from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk included in our 2012 Form 10-K, except as follows:

**Aircraft Fuel.** Our results of operations are affected by changes in the price and availability of aircraft fuel. Market risk is estimated as a hypothetical 10% increase in the June 30, 2013 cost per gallon of fuel. Based on our projected twelve month fuel consumption and including the impact of our hedging position, such an increase would result in an increase to aircraft fuel expense of approximately \$190 million in 2013, compared to an estimated \$166 million for 2012 measured as of June 30, 2012. As of June 30, 2013, we had hedged approximately 29% of our expected remaining 2013 fuel requirements using Brent crude oil collars, jet fuel swaps and cap agreements. See Note 8 to our unaudited condensed consolidated financial statements for additional information.

**Fixed Rate Debt.** On June 30, 2013, our \$285 million aggregate principal amount of convertible debt had an estimated fair value of \$423 million, based on quoted market prices.

**Interest.** Our earnings are affected by changes in interest rates due to the impact those changes have on interest expense from variable-rate debt instruments. The interest rate is fixed for \$1.77 billion of our debt and capital lease obligations, with the remaining \$1.05 billion having floating interest rates. As of June 30, 2013, if interest rates were, on average, 100 basis points higher in 2013 than they were during 2012, our annual interest expense would increase by approximately \$15 million. This is determined by considering the impact of the hypothetical change in interest rates on our variable rate debt.



If interest rates average 10% lower in 2013 than they did during 2012, our interest income from cash and investment balances would remain relatively constant. These amounts are determined by considering the impact of the hypothetical interest rates on our cash equivalents and investment securities balances at June 30, 2013 and December 31, 2012.

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## ITEM 4. CONTROLS AND PROCEDURES

## Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer, or CEO, and our Chief Financial Officer, or CFO, as appropriate, to allow timely decisions regarding required disclosure.

In connection with the preparation of this Report, our management, with the participation of our CEO and CFO, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2013. Based on, and as of the date of, that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of June 30, 2013.

## Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation of our controls performed during the fiscal quarter ended June 30, 2013, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of our business, we are party to various legal proceedings and claims which we believe are incidental to the operation of our business. Refer to Note 7-Commitments and Contingencies to our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

## Item 1A. Risk Factors.

Item 1A Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2012, or our 2012 Form 10-K, and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, or our first quarter 2013 Form 10-Q, includes a discussion of our risk factors. There have been no material changes from the risk factors described in our 2012 Form 10-K and in our first quarter 2013 Form 10-Q.

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

| Period    | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Program | Maximum Number of Shares that May Yet Be Purchased Under the Program |
|-----------|--------------------------------------|------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| June 2013 | 11,000                               | 6.00                         | 11,000                                                                 |                                                                      |
| Total     | 11,000                               | \$6.00                       | 11,000                                                                 | 20,392,430                                                           |

(1) In September 2012, the Board had previously authorized a total five year share repurchase program of up to 25 million shares. As of June 30, 2013, 20.4 million shares remain available for repurchase under the program. The program may be commenced or suspended from time to time without prior notice. The shares repurchased under our share repurchase program were purchased in open market transactions and are held as treasury stock.

## ITEM 5. OTHER INFORMATION

At our May 2013 Annual Meeting of Stockholders, David Checketts received 48% of the votes cast in favor of his re-election. As more fully disclosed in our 2013 proxy statement, Mr. Checketts attended 73% of the meetings of the Board and Committees on which he served in 2012. He had experienced an unexpected schedule conflict at year's end

due to his new responsibilities assumed in connection with his becoming Chief Executive Officer of Legends Hospitality Management during 2012. Our Chairman discussed with Mr. Checketts' his anticipated 2013 availability and he committed to attending at least 75%

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of JetBlue Board and committee meetings. Following our annual meeting, our Board met and has decided to not accept his resignation. Mr. Checketts will serve the rest of his 2013 annual term.

ITEM 6. EXHIBITS

Exhibits: See accompanying Exhibit Index included after the signature page of this Report for a list of the exhibits filed or furnished with this Report.

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SIGNATURE

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

Date: August 6, 2013

JETBLUE AIRWAYS CORPORATION

(Registrant)

By: /s/ DONALD DANIELS

Vice President, Controller and Chief Accounting  
Officer(Principal Accounting Officer)

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EXHIBIT INDEX

| Exhibit<br>Number | Exhibit                                                                                                                                                                                                                                       |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1              | Credit and Guarantee Agreement dated as of April 23, 2013 among JetBlue Airways Corporation, as Borrower, The Subsidiaries of the Borrower Party Hereto, as Guarantors, The Lenders Party Hereto, and Citibank, N.A., as Administrative Agent |
| 10.2              | Slot and Gate Security Agreement dated as of April 23, 2013 between JetBlue Airways Corporation, as Grantor, and Citibank, N.A., as Administrative Agent                                                                                      |
| 10.3***           | Engine Services Agreement between JetBlue Airways Corporation and GE Engine Services, LLC, dated as of May 1, 2013                                                                                                                            |
| 10.17(p)***       | Amendment 16 to Purchase Agreement DCT-025/2003, dated as of January 31, 2013 between Embraer S.A. (formerly known as Embraer - Empresa Brasileira de Aeronáutica S.A.) and JetBlue Airways Corporation.                                      |
| 10.17(q)***       | Amendment 17 to Purchase Agreement DCT-025/2003, dated as of May 14, 2013 between Embraer S.A. (formerly known as Embraer - Empresa Brasileira de Aeronáutica S.A.) and JetBlue Airways Corporation.                                          |
| 10.17(r)***       | Amendment 18 to Purchase Agreement DCT-025/2003, dated as of June 25, 2013 between Embraer S.A. (formerly known as Embraer - Empresa Brasileira de Aeronáutica S.A.) and JetBlue Airways Corporation.                                         |
| 12.1              | Computation of Ratio of Earnings to Fixed Charges.                                                                                                                                                                                            |
| 31.1              | 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.                                                                                                                                                                             |
| 31.2              | 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.                                                                                                                                                                             |
| 32                | Certification Pursuant to Section 1350, furnished herewith.                                                                                                                                                                                   |
| 101.INS           | XBRL Instance Document                                                                                                                                                                                                                        |
| 101.SCH           | XBRL Taxonomy Extension Schema Document                                                                                                                                                                                                       |
| 101.CAL           | XBRL Taxonomy Extension Calculation Linkbase Document                                                                                                                                                                                         |
| 101.DEF           | XBRL Taxonomy Extension Definition Linkbase Document                                                                                                                                                                                          |
| 101.LAB           | XBRL Taxonomy Extension Labels Linkbase Document                                                                                                                                                                                              |
| 101.PRE           | XBRL Taxonomy Extension Presentation Linkbase Document                                                                                                                                                                                        |

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\*\*\* Pursuant to 17 CFR 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Request field with the Commission.

