Atlas Air Worldwide Holdings, Inc. Consolidated Statements of Operations (in thousands, except per share data) (Unaudited)

	For the Three Months Ended		For the Nine Months Ended					
	Sep	otember 30, 2016	Se	ptember 30, 2015	Se	ptember 30, 2016	Se	ptember 30, 2015
Operating Revenue	\$	448,015	\$	449,904	\$	1,309,902	\$	1,350,582
Operating Expenses								
Salaries, wages and benefits		125,978		86,434		321,365		262,069
Aircraft fuel		65,409		87,330		189,982		262,156
Maintenance, materials and repairs		49,761		41,899		162,220		142,169
Depreciation and amortization		37,509		32,787		109,722		96,753
Aircraft rent		35,730		36,811		109,490		107,883
Travel		31,958		27,555		94,291		72,198
Passenger and ground handling services		21,673		20,504		64,571		61,820
Navigation fees, landing fees and other rent		15,640		25,413		56,391		71,582
Loss (gain) on disposal of aircraft		(11)		208		(11)		1,531
Special charge		-		7,674		6,631		7,605
Transaction-related expenses		3,905		-		21,486		-
Other		34,465		34,294		106,885		97,567
Total Operating Expenses		422,017		400,909		1,243,023		1,183,333
Operating Income		25,998		48,995		66,879		167,249
Non-operating Expenses (Income)								
Interest income		(1,316)		(2,040)		(4,325)		(10,953)
Interest expense		21,355		22,110		63,595		71,691
Capitalized interest		(1,059)		(556)		(2,106)		(759)
Loss on early extinguishment of debt		-		66,729		132		66,729
Gain on investments		-		(13,439)		-		(13,439)
Unrealized loss (gain) on financial instruments		1,462		-		(25,013)		-
Other expense (income), net		(180)		1,364		(372)		1,755
Total Non-operating Expenses (Income)		20,262		74,168		31,911		115,024
Income (loss) from continuing operations before income taxes		5,736		(25,173)		34,968		52,225
Income tax expense (benefit)		13,237		(12,419)		21,079		7,357
Income (loss) from continuing operations, net of taxes		(7,501)		(12,754)		13,889		44,868
Loss from discontinued operations, net of taxes		(445)		_		(790)		-
Net Income (Loss)	\$	(7,946)	\$	(12,754)	\$	13,099	\$	44,868
	<u> </u>	(7,710)	<u> </u>	(12,701)	Ψ	10,077	<u> </u>	,
Earnings (loss) per share from continuing operations: Basic	\$	(0.30)	\$	(0.51)	\$	0.56	\$	1.81
Diluted	<u>\$</u> \$	(0.30)		(0.51)	\$	(0.49)	\$	1.80
Earnings (loss) per share from discontinued operations:								
Basic	\$	(0.02)	\$	_	\$	(0.03)	\$	_
Diluted	\$	(0.02)		-	\$	(0.03)		-
Earnings (loss) per share:		· · · ·				· · · · · ·		
Basic	\$	(0.32)	\$	(0.51)	\$	0.53	\$	1.81
Diluted	\$	(0.32)		(0.51)		(0.52)		1.80
Weighted average shares:		<u></u>		<u>` </u>				
Basic	_	24,840	_	24,798		24,788	_	24,771
Diluted		24,840		24,798		25,116	_	24,947
		,		,		,		<i>,</i>

Atlas Air Worldwide Holdings, Inc. Consolidated Balance Sheets

(in thousands, except share data) (Unaudited)

	September 30, 2016	December 31, 2015
Assets		
Current Assets	ф <u>100</u> с л 1	* 135.050
Cash and cash equivalents	\$ 100,671	\$ 425,950
Short-term investments	2,133	5,098
Restricted cash	14,897	12,981
Accounts receivable, net of allowance of \$1,192 and \$1,247, respectively	157,491	164,308
Prepaid maintenance	7,002	6,052
Prepaid expenses and other current assets	48,121	37,548
Total current assets	330,315	651,937
Property and Equipment		
Flight equipment	3,818,812	3,687,248
Ground equipment	67,018	58,487
Less: accumulated depreciation	(536,192)	(450,217)
Purchase deposits for flight equipment	147,787	39,678
Property and equipment, net	3,497,425	3,335,196
Other Assets		
Long-term investments and accrued interest	32,693	37,604
Deferred costs and other assets	191,854	81,183
Intangible assets, net and goodwill	114,375	58,483
Total Assets	\$ 4,166,662	\$ 4,164,403
Liabilities and Equity Current Liabilities		
Accounts payable	\$ 49,687	\$ 93,278
Accrued liabilities	317,115	293,138
Current portion of long-term debt and capital leases	179,482	161,811
Total current liabilities	546,284	548,227
Other Liabilities		
Long-term debt	1,693,163	1,739,496
Deferred taxes	273,573	286,928
Financial instruments and other liabilities	169,689	135,569
Total other liabilities	2,136,425	2,161,993
Commitments and contingencies	2,130,123	2,101,995
Equity		
Stockholders' Equity		
Preferred stock, \$1 par value; 10,000,000 shares authorized; no shares issued Common stock, \$0.01 par value; 100,000,000 and 50,000,000 shares authorized; 29,621,192 and 28,955,455 shares issued, 25,009,141 and 24,636,651 shares outstanding (net of	2	_
treasury stock), as of September 30, 2016 and December 31, 2015, respectively	296	290
Additional paid-in-capital	652,163	625,244
Treasury stock, at cost; 4,612,051 and 4,318,794 shares, respectively	(182,915)	(171,844)
Accumulated other comprehensive loss	(5,246)	(6,063)
Retained earnings	1,019,655	1,006,556
Total equity	1,483,953	1,454,183
Total Liabilities and Equity	\$ 4,166,662	\$ 4,164,403
	- 1,100,002	- 1,101,100

¹ Balance sheet debt at September 30, 2016 totaled \$1,872.6 million, including the impact of \$44.6 million of unamortized discount and debt issuance costs of \$50.4 million.

² The face value of our debt at September 30, 2016 totaled \$1,967.6 million, compared with \$2,008.1 million on December 31, 2015.

Atlas Air Worldwide Holdings, Inc. Consolidated Statements of Cash Flows

(in thousands) (Unaudited)

	For the Nine Months Ended				
	September 30, 2016	September 30, 2015			
Operating Activities:					
Income (loss) from continuing operations, net of taxes	\$ 13,889	\$ 44,868			
Less: Loss from discontinued operations, net of taxes	(790)				
Net Income	13,099	44,868			
Adjustments to reconcile Net Income to net cash provided by operating activities:					
Depreciation and amortization	124,198	110,872			
Accretion of debt securities discount	(968)	(4,316)			
Provision for allowance for doubtful accounts	267	61			
Special charge, net of cash payments	6,631	6,589			
Loss on early extinguishment of debt	132	66,729			
Unrealized gain on financial instruments	(25,013)				
Loss (gain) on disposal of aircraft	(11)	1,531			
Deferred taxes	20,794	6,417			
Stock-based compensation expense	27,919	14,481			
Changes in:		(1.020)			
Accounts receivable	32,767	(4,920)			
Prepaid expenses, current assets and other assets	(19,287)	24,977			
Accounts payable and accrued liabilities	(79,684)	(1,440)			
Net cash provided by operating activities	100,844	265,849			
Investing Activities:					
Capital expenditures	(36,872)	(33,835)			
Purchase deposits and payments for flight equipment	(237,093)	(77,502)			
Acquisition of business, net of cash acquired	(107,498)	_			
Changes in restricted cash	(1,916)	3,196			
Proceeds from investments	8,843	76,752			
Proceeds from disposal of aircraft		25,166			
Net cash used for investing activities	(374,536)	(6,223)			
Financing Activities:					
Proceeds from debt issuance	84,790	224,500			
Customer maintenance reserves received	11,172	12,250			
Customer maintenance reserves paid	—	(1,752)			
Proceeds from sale of warrants	—	36,290			
Payments for convertible note hedges	—	(52,903)			
Proceeds from stock option exercises	(11.071)	1,193			
Purchase of treasury stock	(11,071) 443	(26,393) 588			
Excess tax benefit from stock-based compensation expense Payment of debt extinguishment costs	445	(34,014)			
Payment of debt issuance costs	(1,078)	(6,804)			
Payments of debt	(135,843)	(334,487)			
Net cash used for financing activities	(51,587)	(181,532)			
Net increase (decrease) in cash and cash equivalents	(325,279)	78,094			
Cash and cash equivalents at the beginning of period	425,950	,			
		298,601			
Cash and cash equivalents at the end of period	\$ 100,671	\$ 376,695			
Non-cash Investing and Financing Activities:					
Acquisition of flight equipment included in Accounts payable and accrued					
liabilities	ф <u>то то</u>	ф <u>то ат т</u>			
Acquisition of flight equipment under capital lease	\$ 18,510	\$ 18,321			

Atlas Air Worldwide Holdings, Inc. Direct Contribution

(in thousands)

(Unaudited)	
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	F	or the Three	Mont	hs Ended		For the Nine N	Months Ended		
	Sep	tember 30, 2016	Sep	otember 30, 2015	Se	eptember 30, 2016	Sej	ptember 30, 2015	
Segment Revenue:									
ACMI	\$	206,310	\$	197,020	\$	600,772	\$	575,322	
Charter		212,040		225,068		616,794		680,642	
Dry Leasing		25,907		23,915		79,165		83,235	
Customer incentive asset amortization		(174)		-		(174)		-	
Other		3,932		3,901		13,345		11,383	
Total Operating Revenue	\$	448,015	\$	449,904	\$	1,309,902	\$	1,350,582	
		,		,,		_,,		-,	
Direct Contribution:									
ACMI	\$	51,607	\$	46,991	\$	121,837	\$	138,051	
Charter		32,948		29,496		78,580		84,974	
Dry Leasing		7,413		7,673		24,699		34,092	
Total Direct Contribution for Reportable Segments		91,968		84,160		225,116		257,117	
Add back (subtract):									
Unallocated income and expenses, net		(80,876)		(48,161)		(186,923)		(142,466)	
Loss on early extinguishment of debt		-		(66,729)		(132)		(66,729)	
Unrealized loss (gain) on financial instruments		(1,462)		-		25,013		-	
Gain on investments		-		13,439		-		13,439	
Special charge		-		(7,674)		(6,631)		(7,605)	
Transaction-related expenses		(3,905)		-		(21,486)		-	
Loss (gain) on disposal of aircraft		11		(208)		11		(1,531)	
Income (loss) from continuing operations before income									
taxes		5,736		(25,173)		34,968		52,225	
Add back (subtract):									
Interest income		(1,316)		(2,040)		(4,325)		(10,953)	
Interest expense		21,355		22,110		63,595		71,691	
Capitalized interest		(1,059)		(556)		(2,106)		(759)	
Loss on early extinguishment of debt		-		66,729		132		66,729	
Unrealized loss (gain) on financial instruments		1,462		-		(25,013)		-	
Gain on investments		-		(13,439)		-		(13,439)	
Other expense (income), net		(180)		1,364		(372)		1,755	
Operating Income	\$	25,998	\$	48,995	\$	66,879	\$	167,249	

Atlas Air Worldwide uses an economic performance metric, Direct Contribution, to show the profitability of each of its segments after allocation of direct ownership costs. Atlas Air Worldwide currently has the following reportable segments: ACMI, Charter, and Dry Leasing. Each segment has different commercial and economic characteristics, which are separately reviewed by our chief operating decision maker.

Direct Contribution consists of income (loss) from continuing operations before taxes, excluding special charges, transaction-related expenses, nonrecurring items, losses (gains) on the disposal of aircraft, losses on early extinguishment of debt, unrealized losses (gains) on financial instruments, gains on investments, and unallocated income and expenses, net.

Direct operating and ownership costs include crew costs, maintenance, fuel, ground operations, sales costs, aircraft rent, interest expense on the portion of debt used for financing aircraft, interest income on debt securities, and aircraft depreciation.

Unallocated income and expenses, net include corporate overhead, nonaircraft depreciation, noncash expenses and income, interest expense on the portion of debt used for general corporate purposes, interest income on nondebt securities, capitalized interest, foreign exchange gains and losses, and other revenue and other nonoperating costs.

Atlas Air Worldwide Holdings, Inc. Reconciliation to Non-GAAP Measures

(in thousands, except per share data) (Unaudited)

		d			
		September 30, 2016	 September 30, 2015	Percent Change	
Income (loss) from continuing operations, net of taxes	\$	(7,501)	\$ (12,754)	(41.2%)	
Impact from:					
Noncash expenses and income, net ¹		2,081	1,835		
Unrealized loss (gain) on financial instruments ²		1,462	-		
Charges associated with benefit plan change in control ³		26,169	-		
Loss (gain) on disposal of aircraft		(11)	208		
Gain on investment		-	(13,439)		
Special charge		-	7,674		
Transaction-related expenses		3,905	-		
Accrual for legal matters and professional fees		(210)	1,539		
Charges associated with refinancing debt		-	66,729		
Income tax effect of reconciling items ⁴		1,531	(21,100)		
Adjusted Income from continuing operations, net of taxes	\$	27,426	\$ 30,692	(10.6%)	
Diluted EPS from continuing operations	\$	(0.30)	\$ (0.51)	(41.2%)	
Impact from:					
Noncash expenses and income, net ¹		0.08	0.07		
Unrealized loss (gain) on financial instruments ²		0.06	-		
Charges associated with benefit plan change in control ³		1.04	-		
Loss (gain) on disposal of aircraft		-	0.01		
Gain on investment		-	(0.54)		
Special charge		-	0.31		
Transaction-related expenses		0.15	-		
Accrual for legal matters and professional fees		(0.01)	0.06		
Charges associated with refinancing debt		-	2.67		
Income tax effect of reconciling items ⁴		0.06	 (0.85)		
Adjusted Diluted EPS from continuing operations	\$	1.09 6	\$ 1.23 6	(11.4%)	

		For the Nine Months Ended						
		September 30, 2016		September 30, 2015	Percent Change			
Income (loss) from continuing operations, net of taxes Impact from:	\$	13,889	\$	44,868	(69.0%)			
Noncash expenses and income, net ¹ Unrealized loss (gain) on financial instruments ²		5,807 (25,013)		2,662				
Charges associated with benefit plan change in control ³ Loss (gain) on disposal of aircraft		26,169 (11)		- 1,531				
Gain on investment Special charge		6,631		(13,439) 7,605				
Transaction-related expenses Accrual for legal matters and professional fees		21,486 6,777		1,539				
Charges associated with refinancing debt Income tax effect of reconciling items ⁴ ETI tax benefit		132 (535)		66,729 (21,617) (4,008)				
Adjusted Income from continuing operations, net of taxes	\$	55,332	\$	85,870	(35.6%)			
Diluted EPS from continuing operations ⁵ Impact from:	\$	(0.49)	\$	1.80	(127.2%)			

Noncash expenses and income, net ¹	0.23	0.11	
Charges associated with benefit plan change in control ³	1.04	-	
Loss (gain) on disposal of aircraft	-	0.06	
Gain on investment	-	(0.54)	
Special charge	0.26	0.30	
Transaction-related expenses	0.86	-	
Accrual for legal matters and professional fees	0.27	.06	
Charges associated with refinancing debt	0.01	2.67	
Income tax effect of reconciling items ⁴	0.02	(0.87)	
ETI tax benefit	-	(0.16)	
Adjusted Diluted EPS from continuing operations	\$ 2.20	\$ 3.44 6	(36.0%)

¹ Noncash expenses and income, net in 2016 primarily related to amortization of debt discount on the convertible notes and amortization of customer incentive related to warrants granted to Amazon. Noncash expenses and income, net in 2015 primarily related to amortization and accretion of debt, lease and investment discounts.

² Unrealized gain (loss) on financial instruments related to warrants granted to Amazon.

³ Charges resulting from a change in control under certain benefit plans related to the Amazon transaction.

⁴ Income tax effect on reconciling items is primarily impacted by nondeductible expenses resulting from a change in control under certain of the company's benefit plans related to the Amazon transaction.

⁵ Unrealized gain (loss) on financial instruments is excluded from the calculation of Diluted EPS from continuing operations as the calculation assumes exercise of the Amazon warrants occurred upon their issuance.

⁶ Items may not sum due to rounding.

Atlas Air Worldwide Holdings, Inc. Reconciliation to Non-GAAP Measures

(in thousands, except per share data) (Unaudited)

	For the Three Months Ended							
		September 30, 2016						
Net Cash Provided by Operating Activities	\$	53,600	\$	94,752				
Less:								
Capital expenditures		9,633		11,718				
Capitalized interest		1,059		556				
Free Cash Flow ¹	\$	42,908	\$	82,478				

	For the Nine	ed			
	Se	ptember 30, 2016	September 30, 2015		
Net Cash Provided by Operating Activities	\$	100,844	\$	265,849	
Less:					
Capital expenditures		36,872		33,835	
Capitalized interest		2,106		759	
Free Cash Flow ¹	\$	61,866	\$	231,255	

¹ Free Cash Flow = Cash Flows from Operations minus Capital Expenditures and Capitalized Interest.

Capital Expenditures excludes purchases of aircraft.

Atlas Air Worldwide Holdings, Inc. Reconciliation to Non-GAAP Measures

(in thousands) (Unaudited)

September 30, 2016 September 30, 2015 September 30, 2016 September 30, 2016 September 30, 2016 September 30, 2016 Income (loss) from continuing operations, net of taxes \$ $(7,501)$ \$ $(12,754)$ \$ $13,889$ \$ $44,868$ Income (loss) from continuing operations before income taxes \$ $(12,419)$ $21,079$ $7,357$ Income (loss) from continuing operations before income taxes \$ $5,736$ $(25,173)$ $34,968$ $52,225$ Noncash interest expenses and income, net ¹ 2,081 1,835 $5,807$ $2,662$ Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ² - $7,674$ $6,631$ $7,605$ Charge associated with benefit plan change in control $26,169$ - $21,486$ - Transaction-related expenses $3,905$ - $21,486$ - Professional fees (210) $1,539$ $6,777$ 1539 Charges associated with refinancing debt - $66,729$ 132 $66,729$ Gain		For the Three	e Months Ended	For the Nine Months Ended					
operations, net of taxes \$ (7,501) \$ (12,754) \$ 13,839 \$ 44,868 Income (tos) from continuing operations before income taxes $33,237$ $(12,419)$ $21,079$ $7,357$ Income (tos) from continuing operations before income taxes $5,736$ $(25,173)$ $34,968$ $52,225$ Noncash interset expenses and income, net ¹ $2,081$ 1.835 $5,807$ $2,662$ Loss (gain) on disposal of aircraft (11) 208 (11) $1,531$ Special charge ² - $7,674$ $6,631$ $7,607$ $6,777$ Charges associated with benefit plan change in control $26,169$ - $26,169$ - Transaction-related expenses $3,905$ - $21,486$ - Accrual for legal matters and professional fees (210) $1,539$ $6,777$ $1,539$ Charges associated with refinancing debt - $66,729$ 132 $66,729$ Gain on investments $1,462$ - $(25,013)$ - Interest (income) expense									
Income tax expense (benefit) 13,237 (12,419) 21,079 7,357 Income (loss) from continuing operations before income taxes 5,736 (25,173) 34,968 52,225 Noncash interest expenses and income, net ¹ 2,081 1,835 5,807 2,662 Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan - 7,674 6,631 7,605 Charges associated with benefit plan - 26,169 - - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - (13,439) - (13,439) - Unrealized gain on financial instruments 1,462 - (25,013) - - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 <th></th> <th></th> <th></th> <th></th> <th></th>									
Income (loss) from continuing operations before income taxes 5,736 (25,173) 34.968 52.225 Noncash interest expenses and income, net ¹ 2,081 1,835 5,807 2,662 Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan ochange in control 26,169 - 26,169 - Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income)	operations, net of taxes			\$ 13,889	\$ 44,868				
operations before income taxes net 5,736 (25,173) 34,968 52,225 Noncash interest expenses and income, net 2,081 1,835 5,807 2,662 Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ³ - 7,674 6,631 7,605 Charges associated with benefit plan change in control 26,169 - 22,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 <td< td=""><td></td><td>13,237</td><td>(12,419)</td><td>21,079</td><td>7,357</td></td<>		13,237	(12,419)	21,079	7,357				
Noncash interest expenses and income, net ¹ 2,081 1,835 5,807 2,662 Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan charge in control 26,169 - 26,169 - Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments 1,462 - (25,013) - Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ⁴ \$ 13,237 \$ 129,616 276,466 Aircraft rent ¹ 35									
net ¹ 2,081 1,835 5,807 2,662 Loss (gain) on disposal of aircraft (11) 208 (11) 1,531 Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan change in control 26,169 - 26,169 - Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787		5,736	(25,173)	34,968	52,225				
Loss (gain) on disposal of aircraft (11) 1,531 Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan 26,169 - 26,169 - Charges associated with benefit plan 26,169 - 26,169 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ⁴ \$ 129,264 \$ 128,01		2 081	1 835	5 807	2 662				
Special charge ² - 7,674 6,631 7,605 Charges associated with benefit plan change in control 26,169 - 26,169 - Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments . . (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - . . . Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ⁴ \$ 129,264 \$ 128,014 \$ 347,317 \$ 382,560 Income tax expense (benefit) \$ 13,237 \$ (12,419)		· · · · · · · · · · · · · · · · · · ·	,	· · · · ·	,				
Charges associated with benefit plan charge in control $26,169$ - $26,169$ - Transaction-related expenses $3,905$ - $21,486$ - Accrual for legal matters and professional fees (210) $1,539$ $6,777$ $1,539$ Charges associated with refinancing debt - $66,729$ 132 $66,729$ Gain on investments - $(13,439)$ - $(13,439)$ Unrealized gain on financial instruments 1.462 - $(25,013)$ - Adjusted pretax income $39,132$ $39,373$ $76,946$ $118,852$ Interest (income) expense, net ¹ $17,669$ $18,276$ $53,320$ $59,106$ Other non-operating expenses (income) (180) $1,364$ (372) 1.755 Adjusted operating income $56,621$ $59,013$ $129,894$ $179,713$ Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ⁴ $$ 129,264$ $$ 128,014$ $$ 347,317$ $$ 382,560$ Income tax expense (benefit) $$ 13,237$ $$ (12,419)$ $$ 2$		(11)		· · · ·	,				
change in control 26,169 - 26,169 - Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ⁴ \$ 129,264 \$ 128,014 \$ 347,317 \$ 382,560 Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079		-	7,074	0,031	7,005				
Transaction-related expenses 3,905 - 21,486 - Accrual for legal matters and professional fees (210) 1,539 6,777 1,539 Charges associated with refinancing debt - 66,729 132 66,729 Gain on investments - (13,439) - (13,439) Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ³ 94,130 91,800 239,616 276,466 Aircraft rent ¹ 35,134 36,214 107,701 106,094 EBITDAR, as adjusted ⁴ \$ 129,264 \$ 128,014 \$ 347,317 \$ 382,560		26.169	-	26.169	-				
Accrual for legal matters and professional fees (210) $1,539$ $6,777$ $1,539$ Charges associated with refinancing debt - $66,729$ 132 $66,729$ Gain on investments - $(13,439)$ - $(13,439)$ Unrealized gain on financial instruments $1,462$ - $(25,013)$ - Adjusted pretax income $39,132$ $39,373$ $76,946$ $118,852$ Interest (income) expense, net ¹ $17,669$ $18,276$ $53,320$ $59,106$ Other non-operating expenses (income) (180) $1,364$ (372) $1,755$ Adjusted operating income $56,621$ $59,013$ $129,894$ $179,713$ Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ $94,130$ $91,800$ $239,616$ $276,466$ Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ $\$$ $129,264$ $\$$ $128,014$ $\$$ $347,317$ $\$$ $382,560$ Income tax expense (benefit) \$<	-	· · · · · · · · · · · · · · · · · · ·	-	· · · · ·	-				
Charges associated with refinancing debt - $66,729$ 132 $66,729$ Gain on investments - $(13,439)$ - $(13,439)$ Unrealized gain on financial instruments $1,462$ - $(25,013)$ - Adjusted pretax income $39,132$ $39,373$ $76,946$ $118,852$ Interest (income) expense, net ¹ $17,669$ $18,276$ $53,320$ $59,106$ Other non-operating expenses (income) (180) $1,364$ (372) $1,755$ Adjusted operating income $56,621$ $59,013$ $129,894$ $179,713$ Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ $94,130$ $91,800$ $239,616$ $276,466$ Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ $\$$ $129,264$ $\$$ $128,014$ $\$$ $347,317$ $\$$ $382,560$ Income tax expense (benefit) $\$$ $13,237$ $(12,419)$ $\$$ $21,079$ $\$$ $7,357$ I		-,,		,					
debt- $66,729$ 132 $66,729$ Gain on investments- $(13,439)$ - $(13,439)$ Unrealized gain on financial instruments $1,462$ - $(25,013)$ -Adjusted pretax income $39,132$ $39,373$ $76,946$ $118,852$ Interest (income) expense, net ¹ $17,669$ $18,276$ $53,320$ $59,106$ Other non-operating expenses (income) (180) $1,364$ (372) $1,755$ Adjusted operating income $56,621$ $59,013$ $129,894$ $179,713$ Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ $94,130$ $91,800$ $239,616$ $276,466$ Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ $\$$ $129,264$ $\$$ $128,014$ $\$$ $347,317$ $\$$ $382,560$ Income tax expense (benefit) $\$$ $13,237$ $$(12,419)$ $$21,079$ $$7,357$ $(21,617)$ Intax benefit $ (4,008)$ Adjusted income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted pretax income $\$$ $39,132$ $\$9,373$ $\$76,946$ $\$$		(210)	1,539	6,777	1,539				
Gain on investments (13,439) (13,439) Unrealized gain on financial instruments $1,462$ (25,013) Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ³ 94,130 91,800 239,616 276,466 Aircraft rent ¹ 35,134 36,214 107,701 106,094 EBITDAR, as adjusted ⁴ \$ 129,264 128,014 347,317 \$ 382,560 Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079 \$ 7,357 Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETT tax benefit - - - - (4008) Adjusted income tax expense 11	5								
Unrealized gain on financial instruments 1,462 - (25,013) - Adjusted pretax income 39,132 39,373 76,946 118,852 Interest (income) expense, net ¹ 17,669 18,276 53,320 59,106 Other non-operating expenses (income) (180) 1,364 (372) 1,755 Adjusted operating income 56,621 59,013 129,894 179,713 Depreciation and amortization 37,509 32,787 109,722 96,753 EBITDA, as adjusted ³ 94,130 91,800 239,616 276,466 Aircraft rent ¹ 35,134 36,214 107,701 106,094 EBITDAR, as adjusted ⁴ \$ 129,264 \$ 128,014 \$ 347,317 \$ 382,560 Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079 \$ 7,357 Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - - - (4,008) Adjusted pretax income \$		-		132					
Adjusted pretax income $39,132$ $39,373$ $76,946$ $118,852$ Interest (income) expense, net ¹ $17,669$ $18,276$ $53,320$ $59,106$ Other non-operating expenses (income) (180) $1,364$ (372) $1,755$ Adjusted operating income $56,621$ $59,013$ $129,894$ $179,713$ Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ $94,130$ $91,800$ $239,616$ $276,466$ Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ $\$$ $129,264$ $\$$ $128,014$ $\$$ $347,317$ $\$$ $382,560$ Income tax expense (henefit) $\$$ $13,237$ $\$$ $(12,419)$ $\$$ $21,079$ $\$$ $7,357$ Income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted pretax income $\$$ $39,132$ $\$$ $39,373$ $\$$ $76,946$ $\$$		-	(13,439)	-	(13,439)				
Interest (income) expense, net117,66918,27653,32059,106Other non-operating expenses (income)(180)1,364(372)1,755Adjusted operating income56,62159,013129,894179,713Depreciation and amortization37,50932,787109,72296,753EBITDA, as adjusted³94,13091,800239,616276,466Aircraft rent135,13436,214107,701106,094EBITDAR, as adjusted⁴\$ 129,264\$ 128,014\$ 347,317\$ 382,560Income tax expense (benefit)\$ 13,237\$ (12,419)\$ 21,079\$ 7,357Income tax effect of reconciling items51,531(21,100)(535)(21,617)ETI tax benefit(4,008)Adjusted income tax expense11,7068,68121,61432,982Adjusted pretax income\$ 39,132\$ 99,373\$ 76,946\$ 118,852	Unrealized gain on financial instruments	1,462		(25,013)					
Other non-operating expenses (income)(180) $1,364$ (372) $1,755$ Adjusted operating income56,62159,013129,894179,713Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ 94,13091,800239,616276,466Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ \$ 129,264\$ 128,014\$ 347,317\$ 382,560Income tax expense (benefit)\$ 13,237\$ (12,419)\$ 21,079\$ 7,357Income tax effect of reconciling items ⁵ $1,531$ $(21,100)$ (535) $(21,617)$ ETI tax benefit $ (4,008)$ Adjusted income tax expense $39,132$ \$ 39,373\$ 76,946\$ 118,852	Adjusted pretax income	39,132	39,373	76,946	118,852				
Other non-operating expenses (income)(180) $1,364$ (372) $1,755$ Adjusted operating income56,62159,013129,894179,713Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted ³ 94,13091,800239,616276,466Aircraft rent ¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted ⁴ \$ 129,264\$ 128,014\$ 347,317\$ 382,560Income tax expense (benefit)\$ 13,237\$ (12,419)\$ 21,079\$ 7,357Income tax effect of reconciling items ⁵ $1,531$ $(21,100)$ (535) $(21,617)$ ETI tax benefit $ (4,008)$ Adjusted income tax expense $39,132$ \$ 39,373\$ 76,946\$ 118,852	Interest (income) expense, net ¹	17,669	18,276	53,320	59,106				
Depreciation and amortization $37,509$ $32,787$ $109,722$ $96,753$ EBITDA, as adjusted³ $94,130$ $91,800$ $239,616$ $276,466$ Aircraft rent¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted⁴\$ $129,264$ \$ $128,014$ \$ $347,317$ \$ $382,560$ Income tax expense (benefit)\$ $13,237$ \$ $(12,419)$ \$ $21,079$ \$ $7,357$ Income tax effect of reconciling items⁵ $1,531$ $(21,100)$ (535) $(21,617)$ ETI tax benefit(4,008)Adjusted income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted pretax income\$ $39,132$ \$ $39,373$ \$ $76,946$ \$	Other non-operating expenses (income)	(180)	1,364	(372)	1,755				
EBITDA, as adjusted³94,13091,800239,616276,466Aircraft rent¹ $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted⁴\$ 129,264\$ 128,014\$ 347,317\$ 382,560Income tax expense (benefit)\$ 13,237\$ (12,419)\$ 21,079\$ 7,357Income tax effect of reconciling items⁵ $1,531$ $(21,100)$ (535) $(21,617)$ ETI tax benefit $(4,008)$ Adjusted income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted pretax income\$ 39,132\$ 39,373\$ 76,946\$ 118,852	Adjusted operating income	56,621	59,013	129,894	179,713				
Aircraft rent1 $35,134$ $36,214$ $107,701$ $106,094$ EBITDAR, as adjusted4\$ $129,264$ \$ $128,014$ \$ $347,317$ \$ $382,560$ Income tax expense (benefit)\$ $13,237$ \$ $(12,419)$ \$ $21,079$ \$ $7,357$ Income tax effect of reconciling items5 $1,531$ $(21,100)$ (535) $(21,617)$ ETI tax benefit(4,008)Adjusted income tax expense $11,706$ $8,681$ $21,614$ $32,982$ Adjusted pretax income\$ $39,132$ \$ $39,373$ \$ $76,946$ \$ $118,852$	Depreciation and amortization	37,509	32,787	109,722	96,753				
EBITDAR, as adjusted ⁴ \$ 129,264 \$ 128,014 \$ 347,317 \$ 382,560 Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079 \$ 7,357 Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - (4,008) Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	EBITDA, as adjusted ³	94,130	91,800	239,616	276,466				
Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079 \$ 7,357 Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - (4,008) Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	Aircraft rent ¹	35,134	36,214	107,701	106,094				
Income tax expense (benefit) \$ 13,237 \$ (12,419) \$ 21,079 \$ 7,357 Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - (4,008) Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	EBITDAR, as adjusted ⁴	\$ 129,264	\$ 128,014	\$ 347,317	\$ 382,560				
Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - (4,008) Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	, ,	· <u>·</u>	<u> </u>	<u> </u>	<u> </u>				
Income tax effect of reconciling items ⁵ 1,531 (21,100) (535) (21,617) ETI tax benefit - - - (4,008) Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	Income tax expense (benefit)	\$ 13,237	\$ (12,419)	\$ 21,079	\$ 7,357				
Adjusted income tax expense 11,706 8,681 21,614 32,982 Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	Income tax effect of reconciling items ⁵	1,531	(21,100)	(535)	(21,617)				
Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	ETI tax benefit				(4,008)				
Adjusted pretax income \$ 39,132 \$ 39,373 \$ 76,946 \$ 118,852	Adjusted income tax expense	11,706	8,681	21,614	32,982				
		\$ 39,132	\$ 39,373	\$ 76,946	\$ 118,852				
	Adjusted effective tax rate	29.9%	22.0%	28.1%	27.8%				

¹ Reflects impact of noncash expenses and income related to convertible notes, debt and investments, and amortization of customer incentive related to warrants granted to Amazon.

² Special charge in 2016 primarily represented a loss on engines held for sale.

³ Adjusted EBITDA: Earnings before interest, taxes, depreciation, amortization, noncash interest expenses and income, net, loss (gain) on disposal of aircraft, special charge, charges associated with benefit plan change in control, transaction-related expenses, accrual for legal matters and professional fees, charges associated with refinancing debt, gain on investments, unrealized gain on financial instruments, and ETI tax benefit, as applicable.

⁴ Adjusted EBITDAR: Earnings before interest, taxes, depreciation, amortization, aircraft rent expense, noncash interest expenses and income, net, loss (gain) on disposal of aircraft, special charge, charges associated with benefit plan change in control, transaction-related expenses, accrual for legal matters and professional fees, charges associated with refinancing debt, gain on investments, unrealized gain on financial instruments, and ETI tax benefit, as applicable.

⁵ See Non-GAAP reconciliation of Adjusted income from continuing operations, net of taxes.

Atlas Air Worldwide Holdings, Inc. Operating Statistics and Traffic Results (Unaudited)

	F		e Months Ended mber 30, I		Increase/		For the Nine M Septembe		Increase/		
	_	2016		2015	_	(Decrease)		2016	2015	(Decrease)
Block Hours											
ACMI		39,448		32,072		7,376		108,839	92,490		16,349
Charter											
Cargo		9,797		8,564		1,233		26,698	26,047		651
Passenger		4,474		3,767		707		12,753	11,247		1,506
Other		456		506		(50)		1,349	1,140		209
Total Block Hours	_	54,175		44,909	_	9,266	-	149,639	130,924	_	18,715
Revenue Per Block Hour							_				
ACMI	\$	5,230	\$	6,143	\$	(913)	\$	5,520 \$	6,220	\$	(700)
Charter		14,858		18,252		(3,394)		15,634	18,251		(2,617)
Cargo		13,926		17,762		(3,836)		14,878	17,736		(2,858)
Passenger		16,899		19,366		(2,467)		17,218	19,443		(2,225)
Average Utilization (block hours per day) ACMI ¹		8.7		9.1		(0,4)		8.7	9.3		(0.6)
Charter		0.7		9.1		(0.4)		0.7	9.5		(0.0)
Cargo		8.9		9.5		(0.6)		8.5	9.6		(1.1)
Passenger		8.1		9.5		(1.4)		8.6	8.8		(0.2)
All Operating Aircraft ^{1,2}	_	8.8		9.3	-	(0.5)	-	8.8	9.4		(0.6)
Fuel											
Charter											
Average fuel cost per gallon	\$	1.61	\$	2.38	\$	(0.77)	\$	1.69 \$	2.40	\$	(0.71)
Fuel gallons consumed (000s)	Ψ	40,718	Ψ	36,649	Ψ	4,069	Ψ	112,248	109,344	Ψ	2,904

¹ ACMI and All Operating Aircraft averages in the third quarter and first nine months of 2016 reflect the impact of increases in the number of CMI aircraft and amount of CMI flying compared with the same periods of 2015.

² Average of All Operating Aircraft excludes Dry Leasing aircraft, which do not contribute to block-hour volumes.

Atlas Air Worldwide Holdings, Inc. Operating Statistics and Traffic Results

(Unaudited)

	For the Three Months Ended September 30,		Ŧ /	For the Nine Months Ended September 30,		. /
	2016	<u>er 30,</u> 2015	Increase/ (Decrease)	2016	<u>ber 30,</u> 2015	Increase/
	2010	2013	(Decrease)	2010	2013	(Decrease)
Segment Operating Fleet (average aircraft equivalents during the period) ACMI ¹						
747-8F Cargo	7.9	9.0	(1.1)	8.2	8.9	(0.7)
747-400 Cargo	12.9	12.8	0.1	13.0	12.1	0.9
747-400 Dreamlifter	2.8	2.9	(0.1)	2.9	3.0	(0.1)
777-200 Cargo	5.0	-	5.0	3.2	-	3.2
767-300 Cargo	4.6	2.0	2.6	4.0	2.0	2.0
767-200 Cargo	9.0	9.0	-	9.0	8.1	0.9
737-400 Cargo	5.0	-	5.0	3.2	-	3.2
747-400 Passenger	1.0	1.5	(0.5)	1.0	1.2	(0.2)
767-200 Passenger	1.0	1.0	-	1.0	1.0	-
Total	49.2	38.2	11.0	45.5	36.3	9.2
Charter						
747-8F Cargo	2.1	-	2.1	1.8	0.1	1.7
747-400 Cargo	9.8	9.8	-	9.7	9.8	(0.1)
747-400 Passenger	2.0	1.4	0.6	2.0	1.8	0.2
767-300 Passenger	4.0	2.9	1.1	3.4	2.9	0.5
Total	17.9	14.1	3.8	16.9	14.6	2.3
Dry Leasing						
777-200 Cargo	6.0	6.0	-	6.0	6.0	-
767-300 Cargo	2.6	-	2.6	2.0	-	2.0
757-200 Cargo	1.0	1.0	-	1.0	1.0	-
737-300 Cargo	1.0	1.0	-	1.0	1.0	-
737-800 Passenger	1.0	1.0	-	1.0	1.2	(0.2)
Total Less: Aircraft Dry Leased to	11.6	9.0	2.6	11.0	9.2	1.8
CMI customers	(2.6)	-	(2.6)	(2.0)		(2.0)
Total Operating Aircraft	76.1	61.3	14.8	71.4	60.1	11.3
Out of Service ²	-	-	-	-	0.6	(0.6)

¹ ACMI average fleet excludes spare aircraft provided by CMI customers.

² Out-of-service aircraft were temporarily parked during the period and are completely unencumbered.