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

(Unaudited)

	For the Three Months Ended				For the Six Months Ended			
	Jun	ne 30, 2018	Ju	ne 30, 2017	Ju	ne 30, 2018	Jui	ne 30, 2017
Operating Revenue	\$	666,145	\$	517,366	\$	1,256,159	\$	992,761
Operating Expenses								
Salaries, wages and benefits		129,176		111,488		254,258		215,575
Aircraft fuel		129,706		83,486		226,009		165,918
Maintenance, materials and repairs		88,236		64,769		173,115		137,585
Depreciation and amortization		50,834		40,986		100,464		78,880
Travel		42,358		34,891		82,205		67,249
Aircraft rent		40,281		33,792		79,805		69,865
Navigation fees, landing fees and other rent		37,698		25,255		73,295		43,790
Passenger and ground handling services		30,202		23,573		58,264		48,696
Gain on disposal of aircraft		-		(93)		-		(147)
Special charge		9,374		-		9,374		-
Transaction-related expenses		240		1,396		510		2,312
Other		47,094		39,345		97,345		80,523
Total Operating Expenses		605,199		458,888		1,154,644		910,246
Operating Income		60,946		58,478		101,515		82,515
Non-operating Expenses (Income)								
Interest income		(1,388))	(1,342)		(3,112))	(2,598)
Interest expense		29,182		24,670		56,524		46,194
Capitalized interest		(1,465))	(1,931)		(3,215))	(3,711)
Unrealized loss (gain) on financial instruments		50,031		(13,763)		57,771		(8,550)
Other expense (income)		(7,277))	1,061		(11,752))	809
Total Non-operating Expenses (Income)		69,083		8,695		96,216		32,144
Income (loss) from continuing operations before income taxes		(8,137)	`	49,783		5,299		50,371
Income taxes Income tax expense		12,986	,	10,739		16,794		11,292
income tax expense		12,960		10,739		10,794		11,292
Income (loss) from continuing operations, net of taxes		(21,123)		39,044		(11,495)		39,079
Loss from discontinued operations, net of taxes		(27))	(105)		(43)		(891)
Net Income (Loss)	\$	(21,150)	\$	38,939	\$	(11,538)	\$	38,188
Earnings (loss) per share from continuing operations:								
Basic	\$	(0.83)	\$	1.55	\$	(0.45)	\$	1.55
Diluted	\$	(0.83)	\$	0.92	\$	(0.45)	\$	1.13
Loss per share from discontinued operations:								
Basic	\$	(0.00)	\$ ((0.00)	\$	(0.00)	\$	(0.04)
Diluted	\$	(0.00)	\$	(0.00)	\$	(0.00)	\$	(0.03)
Earnings (loss) per share:	÷	(3.3.3.)	· =	(3333)	÷		÷	(3,132)
Basic	\$	(0.83)	2	1.54	\$	(0.45)	\$	1.51
Diluted	\$		_		_	(0.45)		
	φ	(0.83)	<u> </u>	0.92	\$	(0.43)	ф	1.09
Weighted average shares:		25 565		25.257		25 501		25 210
Basic		25,565	_	25,257	_	25,501	_	25,210
Diluted		25,565	_	26,791	_	25,501	_	26,823

Atlas Air Worldwide Holdings, Inc. **Consolidated Balance Sheets**

(in thousands, except share data) (Unaudited)

	Ju	ne 30, 2018	Dece	mber 31, 2017
Assets				
Current Assets	ф	21 (7 (2	Φ.	200.000
Cash and cash equivalents	\$	216,762	\$	280,809
Short-term investments		17,518		13,604
Restricted cash		11,167		11,055
Accounts receivable, net of allowance of \$2,609 and \$1,494, respectively		221,392		194,478
Prepaid maintenance		28,016		13,346
Prepaid expenses and other current assets		70,336		74,294
Total current assets		565,191		587,586
Property and Equipment				
Flight equipment		4,812,047		4,447,097
Ground equipment		75,362		70,951
Less: accumulated depreciation		(775,605)		(701,249)
Flight equipment modifications in progress		289,751		186,302
Property and equipment, net		4,401,555		4,003,101
Other Assets				
Long-term investments and accrued interest		6,570		15,371
Deferred costs and other assets		272,977		242,919
Intangible assets, net and goodwill		102,050		106,485
Total Assets	\$	5,348,343	\$	4,955,462
Liabilities and Equity				
Current Liabilities				
Accounts payable	\$	84,353	\$	65,740
Accrued liabilities		457,395		454,843
Current portion of long-term debt and capital lease		245,322		218,013
Total current liabilities		787,070		738,596
Other Liabilities				
Long-term debt and capital lease		2,256,166		2,008,986
Deferred taxes		229,263		214,694
Financial instruments and other liabilities		299,771		203,330
Total other liabilities		2,785,200		2,427,010
Commitments and contingencies				
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 shares authorized;				
30,560,237 and 30,104,648 shares issued, 25,575,041 and 25,292,454				
shares outstanding (net of treasury stock), as of June 30, 2018				
and December 31, 2017, respectively		306		301
Additional paid-in-capital		726,357		715,735
Treasury stock, at cost; 4,985,196 and 4,812,194 shares, respectively		(204,051)		(193,732)
Accumulated other comprehensive loss		(4,390)		(3,993)
Retained earnings		1,257,851		1,271,545
Total stockholders' equity		1,776,073		1,789,856
Total Liabilities and Equity	\$	5,348,343	\$	4,955,462
Tomi Diabilities and Equity	Ψ	5,5-10,5-15	Ψ	7,232,702

Balance sheet debt at June 30, 2018 totaled \$2,501.5 million, including the impact of \$93.5 million of unamortized discount and debt issuance costs of \$49.1 million.
 The face value of our debt at June 30, 2018 totaled \$2,644.1 million, compared with \$2,378.8 million on December 31, 2017.

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

(in thousands) (Unaudited)

(Unauatiea)		E 41 - C'- N	f 41 T	711
		For the Six Mark 100 100 100 100 100 100 100 100 100 10		e 30, 2017
	Jun	16 30, 2016	Jui	16 30, 2017
Operating Activities:				
Income (loss) from continuing operations, net of taxes	\$	(11,495)	\$	39,079
Less: Loss from discontinued operations, net of taxes	Ψ	(43)	Ψ	(891)
Net Income (Loss)		(11,538)		38,188
		(,)		20,200
Adjustments to reconcile Net Income (Loss) to net cash provided by operating activities:				
Depreciation and amortization		121,606		90,842
Accretion of debt securities discount		(512)		(604)
Provision for allowance for doubtful accounts		1,179		134
Special charge, net of cash payments		9,374		_
Unrealized loss (gain) on financial instruments		57,771		(8,550)
Gain on disposal of aircraft		_		(147)
Deferred taxes		16,561		11,000
Stock-based compensation		10,627		10,579
Changes in:		ŕ		ŕ
Accounts receivable		(27,699)		(5,204)
Prepaid expenses, current assets and other assets		(10,815)		(36,067)
Accounts payable and accrued liabilities		9,357		12,636
Net cash provided by operating activities	·	175,911	<u></u>	112,807
Investing Activities:				
Capital expenditures		(54,791)		(45,237)
Payments for flight equipment and modifications		(448,388)		(226,812)
Proceeds from investments		5,399		1,941
Proceeds from disposal of aircraft		<u> </u>		147
Net cash used for investing activities		(497,780)		(269,961)
Financing Activities:				
Proceeds from debt issuance		305,059		435,325
Payment of debt issuance costs		(4,781)		(10,323)
Payments of debt		(115,194)		(93,401)
Proceeds from revolving credit facility		135,000		150,000
Payment of revolving credit facility		(60,000)		(150,000)
Customer maintenance reserves and deposits received		8,169		18,062
Customer maintenance reserves paid		-		(6,384)
Proceeds from sale of convertible note warrants		-		38,148
Payments for convertible note hedges		-		(70,140)
Purchase of treasury stock	-	(10,319)	-	(9,636)
Net cash provided by financing activities		257,934		301,651
Net increase (decrease) in cash, cash equivalents and restricted cash		(63,935)		144,497
Cash, cash equivalents and restricted cash at the beginning of period	<u></u>	291,864	Φ.	138,250
Cash, cash equivalents and restricted cash at the end of period	\$	227,929	\$	282,747
Noncash Investing and Financing Activities:				
Acquisition of flight equipment included in Accounts payable and accrued				
liabilities	\$	66,944	\$	75,668
Acquisition of flight equipment under capital lease	\$	-	\$	32,380

Atlas Air Worldwide Holdings, Inc. Direct Contribution

(in thousands) (Unaudited)

	Fo	r the Three I	Mont	hs Ended		For the Six M	onths	s Ended
	Jun	e 30, 2018	Jun	e 30, 2017 ¹	Ju	ne 30, 2018	Jun	e 30, 2017 ¹
Operating Revenue:								
ACMI	\$	277,795	\$	229,179	\$	544,175	\$	429,873
Charter		346,778		255,820		631,975		499,718
Dry Leasing		39,958		28,560		76,350		55,317
Customer incentive asset amortization		(3,290)		(898)		(5,886)		(1,343)
Other		4,904		4,705		9,545		9,196
Total Operating Revenue	\$	666,145	\$	517,366	\$	1,256,159	\$	992,761
Direct Contribution:								
ACMI	\$	52,707	\$	53,093	\$	93,579	\$	88,673
Charter		51,090		36,567		85,368		53,400
Dry Leasing		12,191		9,661		23,550		19,384
Total Direct Contribution for Reportable								
Segments		115,988		99,321		202,497		161,457
Unallocated income and expenses, net		(64,480)		(61,998)		(129,543)		(117,471)
Unrealized loss on financial instruments		(50,031)		13,763		(57,771)		8,550
Special charge		(9,374)		-		(9,374)		-
Transaction-related expenses		(240)		(1,396)		(510)		(2,312)
Gain on disposal of aircraft				93				147
Income (loss) from continuing operations before								
income taxes		(8,137)		49,783		5,299		50,371
Add back (subtract):								
Interest income		(1,388)		(1,342)		(3,112)		(2,598)
Interest expense		29,182		24,670		56,524		46,194
Capitalized interest		(1,465)		(1,931)		(3,215)		(3,711)
Unrealized loss (gain) on financial instruments		50,031		(13,763)		57,771		(8,550)
Other expense (income)		(7,277)		1,061		(11,752)		809
Operating Income	\$	60,946	\$	58,478	\$	101,515	\$	82,515

The direct contribution amounts for the ACMI and Charter segments and the unallocated income and expenses, net above have been revised to reflect immaterial adjustments. The Company does not believe the impact to the previously issued consolidated financial statements was material.

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, other revenue and other nonoperating costs.

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

		ded			
	Jun	e 30, 2018		ne 30, 2017	Percent Change
Income from continuing operations, net of taxes	\$	(21,123)	\$	39,044	NM
Impact from:					
Gain on disposal of aircraft				(93)	
Special charge ¹		9,374		-	
Costs associated with transactions ²		240		1,396	
Accrual for legal matters and professional fees		345		263	
Noncash expenses and income, net ³		7,455		3,651	
Unrealized loss (gain) on financial instruments		50,031		(13,763)	
Income tax effect of reconciling items	_	3,403	_	(1,383)	
Adjusted income from continuing operations, net of taxes	\$	49,725	\$	29,115	70.8%
Weighted average diluted shares outstanding		25,565		26,791	
Add: dilutive warrant ⁴		2,264		-	
dilutive convertible notes		450		-	
effect of convertible note hedges ⁵		(450)		-	
dilutive restricted stock		572		-	
Adjusted weighted average diluted shares outstanding		28,401		26,791	
Adjusted Diluted EPS from continuing operations, net of taxes	\$	1.75	\$	1.09	60.6%
		For t	the Six	x Months End	ed
					Percent
	Jun	e 30, 2018	Jun	e 30, 2017	Change
Income from continuing operations, net of taxes Impact from:	\$	(11,495)	\$	39,079	NM
Gain on disposal of aircraft		_		(147)	
Special charge ¹		9,374		-	
Costs associated with transactions ²		510		2,311	
Accrual for legal matters and professional fees		563		337	
Noncash expenses and income, net ³		14,130		6,063	
Unrealized loss (gain) on financial instruments		57,771		(8,550)	
Income tax effect of reconciling items		2,656		(1,704)	
Adjusted income from continuing operations, net of taxes	\$	73,509	\$	37,389	96.6%
Weighted average diluted shares outstanding		25,501		26,823	
Add: dilutive warrant ⁴		1,958		-	
dilutive convertible notes		225		_	
effect of convertible note hedges ⁵		(225)		_	
dilutive restricted stock		547		_	
Adjusted weighted average diluted shares outstanding		28,006		26,823	

¹ Special charge in 2018 primarily represented a loss on engines held for sale.

Adjusted Diluted EPS from continuing operations, net of taxes

88.5%

² Costs associated with our acquisition of Southern Air.

Noncash expenses and income, net in 2018 and 2017 primarily related to amortization of debt discount on the convertible notes and amortization of the customer incentive asset related to the outstanding warrants.

⁴ Dilutive warrants represent potentially dilutive common shares related to the outstanding warrants. These shares were excluded from Diluted EPS from continuing operations, net of taxes prepared in accordance with GAAP when they would have been antidilutive.

⁵ Impact of the economic benefit from the convertible notes hedges in offsetting dilution from the convertible notes.

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

	For the Three Months Ended September 30, 2017					
Income (loss) from continuing operations, net of taxes	\$	(24,195)				
Impact from:		211				
Loss on disposal of aircraft Costs associated with transactions						
		1,355				
Accrual for legal matters and professional fees Noncash expenses and income, net		1,264 5,474				
Charges associated with refinancing debt		3,474 167				
Unrealized loss on financial instruments		44,775				
Income tax effect of reconciling items		643				
Adjusted income from continuing operations, net of taxes	\$	29,694				
		Months Ended aber 31, 2017				
Income from continuing operations, net of taxes	\$					
Impact from:		224,338				
		,				
U.S. Tax Cuts and Jobs Act bonus		3,684				
Loss (gain) on disposal of aircraft		3,684 (31)				
Loss (gain) on disposal of aircraft Special charge		3,684 (31) 106				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions		3,684 (31) 106 4,772				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions Accrual for legal matters and professional fees		3,684 (31) 106 4,772 4,129				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions Accrual for legal matters and professional fees Noncash expenses and income, net		3,684 (31) 106 4,772 4,129 17,934				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions Accrual for legal matters and professional fees		3,684 (31) 106 4,772 4,129 17,934				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions Accrual for legal matters and professional fees Noncash expenses and income, net Charges associated with refinancing debt		3,684 (31) 106 4,772 4,129 17,934				
Loss (gain) on disposal of aircraft Special charge Costs associated with transactions Accrual for legal matters and professional fees Noncash expenses and income, net Charges associated with refinancing debt Unrealized loss on financial instruments		3,684 (31) 106 4,772 4,129 17,934 167 12,533				

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

		Ended		
	Jun	ne 30, 2018	Jur	ne 30, 2017
Net Cash Provided by Operating Activities	\$	106,786	\$	94,153
Less:				
Capital expenditures		28,700		23,564
Capitalized interest		1,465		1,931
Free Cash Flow ¹	\$	76,621	\$	68,658

		Ionths Ended				
	Jun	e 30, 2018	Ju	ne 30, 2017		
Net Cash Provided by Operating Activities	\$	175,911	\$	112,807		
Less:						
Capital expenditures		54,791		45,237		
Capitalized interest		3,215		3,711		
Free Cash Flow ¹	\$	117,905	\$	63,859		

 $^{^{1}\ \} Free\ Cash\ Flow = Cash\ Flows\ from\ Operations\ minus\ Base\ Capital\ Expenditures\ and\ Capitalized\ Interest.$

Base Capital Expenditures excludes purchases of aircraft.

(in thousands) (Unaudited)

	For	the Three	Mo	onths Ended		For the Six Months Ended						
	Jui	ne 30, 2018	J	June 30, 2017		June 30, 2018	Ju	ne 30, 2017				
Income (loss) from continuing operations, net of taxes	\$	(21,123)	\$	39,044	\$	(11,495)	\$	39,079				
Income tax expense		12,986	_	10,739		16,794		11,292				
Income from continuing operations before income taxes		(8,137)		49,783		5,299		50,371				
Noncash expenses and income, net ¹		7,455		3,651		14,130		6,063				
Gain on disposal of aircraft		-		(93)		-		(147)				
Special charge ²		9,374		-		9,374		-				
Costs associated with transactions ³		240		1,396		510		2,311				
Accrual for legal matters and professional fees		345		263		563		337				
Unrealized loss (gain) on financial instruments		50,031	_	(13,763)		57,771		(8,550)				
Adjusted pretax income		59,308		41,237		87,647		50,385				
Interest expense, net ⁴		22,637		19,117		42,899		36,234				
Other non-operating expenses (income)	-	(7,277)	_	1,061	_	(11,752)	_	809				
Adjusted operating income		74,668		61,415		118,794		87,428				
Depreciation and amortization		50,834	_	40,986		100,464		78,880				
EBITDA, as adjusted ⁵	\$	125,502	\$	102,401	\$	219,258	\$	166,308				
Income tax expense	\$	12,986	\$	- ,	\$	16,794	\$	11,292				
Income tax effect of reconciling items ⁶		3,403	_	(1,383)		2,656		(1,704)				
Adjusted income tax expense		9,583		12,122		14,138		12,996				
Adjusted pretax income	\$	59,308	\$	41,237	\$	87,647	\$	50,385				
Adjusted effective tax rate		16.2%	_	29.4%	_	16.1%	_	25.8%				

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

² Special charge in 2018 primarily represented a loss on engines held for sale.

³ Costs associated with our acquisition of Southern Air.

⁴ Reflects impact of noncash expenses and income related to convertible notes, debt and investments.

⁵ Adjusted EBITDA: Earnings before interest, taxes, depreciation, amortization, noncash interest expenses and income, net, gain on disposal of aircraft, special charge, transaction-related expenses, accrual for legal matters and professional fees, charges associated with refinancing debt, and unrealized loss (gain) on financial instruments, as applicable.

⁶ See Non-GAAP reconciliation of Adjusted income from continuing operations, net of taxes.

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

(Unaudited)

	For the Three I Ended				Ir	Increase/		For the Si		Increase/		
	J	une 30, 2018	J	June 30, 2017	(D	ecrease)	_	June 30, 2018	J	June 30, 2017	(D	ecrease)
Block Hours												
ACMI		53,230		44,819		8,411		103,092		83,735		19,357
Charter		18,981		15,899		3,082		35,041		31,684		3,357
Cargo		13,887		11,288		2,599		25,278		22,228		3,050
Passenger		5,094		4,611		483		9,763		9,456		307
Other		449		570		(121)		1,022		985		37
Total Block Hours	_	72,660		61,288	_	11,372		139,155	_	116,404	_	22,751
Revenue Per Block Hour												
ACMI	\$	5,219	\$	5,113	\$	106	\$	5,279	\$	5,134	\$	145
Charter	\$	18,270	\$	16,090	\$	2,180	\$	18,035	\$	15,772	\$	2,263
Cargo	\$	18,436	\$	16,119	\$	2,317	\$	18,262	\$	15,710	\$	2,552
Passenger	\$	17,815	\$	16,020	\$	1,795	\$	17,448	\$	15,918	\$	1,531
Average Utilization (block hours per day)												
ACMI ¹		8.7		9.1		(0.4)		8.5		8.9		(0.4)
Charter						` '						. ,
Cargo		10.8		10.3		0.5		10.3		9.4		0.9
Passenger		9.3		7.6		1.7		9.0		7.7		1.3
All Operating Aircraft ^{1,2}		9.1		9.3		(0.2)		8.9		9.0		(0.1)
Fuel												
Charter												
Average fuel cost per gallon	\$	2.42	\$	1.85	\$	0.57	\$	2.30	\$	1.86	\$	0.44
Fuel gallons consumed (000s)		53,508		45,229		8,279		98,458		89,156		9,302

¹ ACMI and All Operating Aircraft averages in the second quarter and first six months of 2018 reflect the impact of increases in the number of CMI aircraft and amount of CMI flying compared with the same periods of 2017.

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		Increase/	For the Siz	Increase/	
	June 30, 2018	June 30, 2017	(Decrease)	June 30, 2018	June 30, 2017	(Decrease)
egment Operating Fleet (average crcraft equivalents during the eriod)						
ACMI ¹						
747-8F Cargo	9.0	7.6	1.4	9.0	7.3	1.7
747-400 Cargo	16.2	14.1	2.1	16.0	13.4	2.6
747-400 Dreamlifter	3.1	3.2	(0.1)	3.1	3.1	-
777-200 Cargo	5.0	5.0	-	5.0	5.0	-
767-300 Cargo	19.3	8.2	11.1	18.3	7.0	11.3
767-200 Cargo	9.0	9.0	-	9.0	9.0	-
737-400 Cargo	5.0	5.0	-	5.0	5.0	-
747-400 Passenger	-	1.0	(1.0)	0.5	1.0	(0.5)
767-200 Passenger	1.0	1.0	<u> </u>	1.0	1.0	
Total	67.6	54.1	13.5	66.9	51.8	15.1
Charter						
747-8F Cargo	1.0	2.3	(1.3)	1.0	2.6	(1.6)
747-400 Cargo	12.6	9.7	2.9	12.2	10.4	1.8
767-300 Cargo	0.5	-	0.5	0.4	-	0.4
747-400 Passenger	2.0	2.0	-	2.0	2.0	-
767-300 Passenger	4.0	4.7	(0.7)	4.0	4.8	(0.8)
Total	20.1	18.7	1.4	19.6	19.8	(0.2
Dry Leasing						
777-200 Cargo	7.0	6.0	1.0	6.7	6.0	0.7
767-300 Cargo	15.6	5.8	9.8	14.8	4.7	10.1
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	1.0	-
Total	25.6	14.8	10.8	24.5	13.7	10.8
Less: Aircraft Dry Leased to CMI						-
customers	(16.6)	(5.8)	(10.8)	(15.5)	(4.7)	(10.8)
Total Operating Average	_	_	_	_	_	
Aircraft Equivalents	96.7	81.8	14.9	95.5	80.6	14.9
Out of Service ²	_	_	_	_	_	_

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

² Out of service aircraft temporarily parked during the period.