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AIRLEASE LTD  
Form 10-Q  
May 09, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

Form 10-Q

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

For the Quarterly Period Ended March 31, 2001

Commission file number 1-9259

AIRLEASE LTD., A CALIFORNIA LIMITED PARTNERSHIP

-----  
(Exact name of registrant as specified in its charter)

California

94-3008908

-----  
(State of Organization)

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

555 California Street, 4th floor, San Francisco, CA 94104

-----  
(Address of principal executive offices) (Zip Code)

(415) 765-1814

-----  
(Registrant's telephone number, including area code)

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 X No

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I N D E X

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BALANCE SHEETS

| (IN THOUSANDS EXCEPT UNIT DATA)   | MARCH 31,<br>2001<br>(UNAUDITED) | DECEMBER 31,<br>2000 |
|-----------------------------------|----------------------------------|----------------------|
|                                   |                                  |                      |
| ASSETS                            |                                  |                      |
| Cash                              | \$ 390                           | \$ 17                |
| Finance leases - net              | 59,434                           | 61,657               |
| Prepaid expenses and other assets | 133                              | 162                  |
|                                   | -----                            | -----                |
| Total assets                      | \$ 59,957                        | \$ 61,836            |
|                                   | =====                            | =====                |

LIABILITIES AND PARTNERS' EQUITY

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LIABILITIES

|                                          |          |          |
|------------------------------------------|----------|----------|
| Distribution payable to partners         | \$ 1,775 | \$ 2,102 |
| Accounts payable and accrued liabilities | 367      | 468      |
| Taxes payable                            | 2        | 139      |
| Long-term notes payable                  | 7,530    | 7,992    |
|                                          | -----    | -----    |
| Total liabilities                        | 9,674    | 10,701   |
|                                          | -----    | -----    |

COMMITMENTS AND CONTINGENCIES

PARTNERS' EQUITY

|                                                |           |           |
|------------------------------------------------|-----------|-----------|
| Limited partners (4,625,000 units outstanding) | 49,780    | 50,624    |
| General partner                                | 503       | 511       |
|                                                | -----     | -----     |
| Total partners' equity                         | 50,283    | 51,135    |
|                                                | -----     | -----     |
| Total liabilities and partners' equity         | \$ 59,957 | \$ 61,836 |
|                                                | =====     | =====     |

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See NOTES TO CONDENSED FINANCIAL STATEMENTS

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AIRLEASE LTD., A CALIFORNIA LIMITED PARTNERSHIP  
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STATEMENTS OF INCOME

| (UNAUDITED; IN THOUSANDS<br>EXCEPT PER UNIT AMOUNTS) | THREE MONTHS ENDED |                   |
|------------------------------------------------------|--------------------|-------------------|
|                                                      | 2001               | MARCH 31,<br>2000 |
| REVENUES                                             |                    |                   |
| Finance lease income                                 | \$1,536            | \$1,771           |
| Other income                                         | 14                 | 0                 |
|                                                      | -----              | -----             |
| Total revenues                                       | 1,550              | 1,771             |
|                                                      | -----              | -----             |

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EXPENSES

|                                         |         |         |
|-----------------------------------------|---------|---------|
| Interest                                | 174     | 263     |
| Management fee - general partner        | 146     | 153     |
| Investor reporting                      | 106     | 79      |
| General and administrative              | 16      | 42      |
| Tax on gross income                     | 185     | 137     |
|                                         | -----   | -----   |
| Total expenses                          | 627     | 674     |
|                                         | -----   | -----   |
| Net Income                              | \$ 923  | \$1,097 |
|                                         | =====   | =====   |
| Net Income Allocated To:                |         |         |
| General Partner                         | \$ 9    | \$ 11   |
|                                         | =====   | =====   |
| Limited Partners                        | \$ 914  | \$1,086 |
|                                         | =====   | =====   |
| Net Income Per Limited Partnership Unit | \$ 0.20 | \$ 0.23 |
|                                         | =====   | =====   |

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See NOTES TO CONDENSED FINANCIAL STATEMENTS

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STATEMENTS OF CASH FLOWS

(UNAUDITED; IN THOUSANDS)

THREE MONTHS ENDED  
MARCH 31,  
2001 2000

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|                                                                                   |         |          |
|-----------------------------------------------------------------------------------|---------|----------|
| CASH FLOWS FROM OPERATING ACTIVITIES                                              |         |          |
| Net Income                                                                        | \$ 923  | \$ 1,097 |
| Adjustments to reconcile net income to net cash provided by operating activities: |         |          |
| (Decrease)/increase in accounts payable and accrued liabilities                   | (101)   | 14       |
| (Decrease)/increase in taxes payable                                              | (137)   | 137      |
| Decrease in prepaid expenses and other assets                                     | 29      | 29       |
|                                                                                   | -----   | -----    |
| Net cash provided by operating activities                                         | 714     | 1,277    |
|                                                                                   | -----   | -----    |
| CASH FLOWS FROM INVESTING ACTIVITIES                                              |         |          |
| Rental receipts in excess of earned finance lease income                          | 2,223   | 1,788    |
|                                                                                   | -----   | -----    |
| Net cash provided by investing activities                                         | 2,223   | 1,788    |
|                                                                                   | -----   | -----    |
| CASH FLOWS FROM FINANCING ACTIVITIES                                              |         |          |
| Borrowings/(repayments) under lines of credit, net                                | 75      | (783)    |
| Repayment of long-term notes payable                                              | (537)   | (365)    |
| Distributions paid to partners                                                    | (2,102) | (1,916)  |
|                                                                                   | -----   | -----    |
| Net cash used by financing activities                                             | (2,564) | (3,064)  |
|                                                                                   | -----   | -----    |
| Increase in cash                                                                  | 373     | 1        |
| Cash at beginning of period                                                       | 17      | 2        |
|                                                                                   | -----   | -----    |
| Cash at end of period                                                             | \$ 390  | \$ 3     |
|                                                                                   | =====   | =====    |
| ADDITIONAL INFORMATION                                                            |         |          |
| Interest paid                                                                     | \$ 101  | \$ 163   |
|                                                                                   | =====   | =====    |

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See NOTES TO CONDENSED FINANCIAL STATEMENTS

AIRLEASE LTD., A CALIFORNIA LIMITED PARTNERSHIP  
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1. SIGNIFICANT ACCOUNTING POLICIES  
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BASIS OF PRESENTATION - The accompanying unaudited financial statements reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of the Partnership's management, necessary for a fair presentation of the financial position and results of operations for the presented periods. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The December 31, 2000 balance sheet included herein is taken from the audited financial statements included in the Partnership's Annual Report and incorporated by reference in the Form 10-K for the year ended December 31, 2000. The statements should be read in conjunction with the Organization and Significant Accounting Policies and other notes to financial statements included in the Partnership's Annual Report for the year ended December 31, 2000.

2. NET INCOME PER LIMITED PARTNERSHIP UNIT  
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Net Income Per Limited Partnership Unit is computed by dividing the net income allocated to the Limited Partners by the weighted average of the units outstanding (4,625,000).

3. INCOME TAXES  
-----

In January 1998 the Partnership made an election to pay an annual federal tax of 3.5% and a 1% California tax at the Partnership level of on its applicable gross income beginning January 1, 1998. The election was made in order to avoid a limitation on the public trading of the Partnership's units.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY AND CAPITAL RESOURCES

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The Partnership presently has three long-term debt facilities. At March 31, 2001, the following amounts were outstanding: \$4.0 million on a 7.4% non-recourse note collateralized by one aircraft leased to FedEx; \$1.7 million on a 9.35% non-recourse note collateralized by one aircraft on lease to Trans World Airlines (since April 10, 2001 on lease to American Airlines); and \$1.8 million on a long-term variable rate revolving loan facility guaranteed by the Partnership and collateralized by two aircraft on lease to US Airways. At March 31, 2001 approximately \$2.5 million remains available under the revolving loan facility.

At March 31, 2001, long-term borrowings of \$7.5 million represented 6.2 % of the original cost of the aircraft presently owned by the Partnership, including capital expenditures for upgrades. The terms of the Limited Partnership Agreement permit debt to be at a level not exceeding 50% of such cost.

Cash distributions paid in the first three months of 2001 were \$0.45 per limited partnership unit, representing the regular 2000 fourth-quarter cash distribution.

In March 2001, the Partnership declared a first-quarter 2001 cash distribution of \$0.38 per unit totaling \$1,775,252 and payable on May 15, 2001 to unitholders of record on March 30, 2001. Since this distribution was in excess of earnings, Partnership equity declined to \$50.3 million at March 31, 2001, and limited partner equity per unit declined to \$10.76. The portion of the distribution in excess of net income constitutes a return of capital.

### RESULTS OF OPERATIONS

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The Partnership earned \$923,000 in the first quarter ended March 31, 2001, a decrease of \$174,000 or 16% from the 2000 first-quarter earnings of \$1,097,000. First-quarter revenues were \$1,550,000, compared with last year's first-quarter revenues of \$1,771,000.

The revenue reduction in the first three months of 2001 is primarily due to the scheduled decline in finance lease income as the net investment in finance leases continued to decline. Although revenues declined, cash receipts remained about the same, largely reflecting rental receipts in excess of earned finance lease income.

Expenses for the first three months of 2001 were \$627,000, a decrease of \$47,000 from \$674,000 for the comparable 2000 period. The decline in expenses is primarily due to lower interest expense in 2001 as a result of the Partnership's reduced debt balances from \$8,943,000 as of March 31, 2000 to \$7,530,000 as of March 31, 2001. Lower interest expense was partially offset by higher tax expenses.

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### PORTFOLIO

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As of March 31, 2001 the Partnership's portfolio consisted entirely of Stage III aircraft; six are MD 82s and one is a 727-200 FH. Stage III aircraft meet the

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FAA noise compliance regulations for aircraft operated in the continental United States after December 31, 1999.

On January 10, 2001 TWA (the lessee of one of the MD-82 aircraft) filed for bankruptcy under Chapter 11 of the Bankruptcy Code. TWA was initially delinquent on its December 2000 and January and February 2001 rent payments, but later brought the rent current. On April 9, 2001 the Partnership entered into an agreement with American Airlines completing the assumption by American Airlines of the TWA aircraft lease, subject to a reduced monthly rent, and an extension of the lease expiration date from 2002 to 2009.

On September 30, 2001, the leases with US Airways for five aircraft in the Partnership's aircraft portfolio expire. Since US Airways did not exercise its renewal option, the Partnership will market the aircraft to others for either sale or a new lease. While these MD-82 aircraft are comparable to the aircraft recently leased to American Airlines, the market for commercial aircraft is influenced by a number of factors, including the supply and demand for aircraft and economic conditions. Consequently, at this point we cannot precisely determine the values we will receive from a sale or a new lease of these aircraft, though we remain committed to our objective of maximizing the value from the aircraft portfolio.

### FORWARD-LOOKING STATEMENTS

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The information set forth in this quarterly report contains certain forward-looking statements, which reflect the current view of the partnership with respect to future events and financial performance. The words, "expect", "intend", "believe", "anticipate", "likely" and "will" and similar expressions generally identify forward-looking statements. These statements are subject to certain risks and uncertainties, which could cause actual results and events to differ materially from those anticipated in the forward-looking statements.

Factors that could cause the partnership's actual results to differ from current expectations include, among others, changes in the aircraft or aircraft leasing market, economic downturn in the airline industry, default by lessees under leases causing the partnership to incur unanticipated expenses or not to receive rental income as and when expected, changes in interest rates and legislative or regulatory changes that adversely affect the value of aircraft.

### QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The General Partner believes there has been no material change in the Partnership's exposure to market risk from that discussed in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2000.



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Item 6. EXHIBITS AND REPORTS ON FORM 8-K  
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- (a) Exhibits  
10.52 Assumption and Lease Agreement dated as of February 27, 2001, as amended, among the Registrant, First Security Bank National Association, as Owner Trustee, and American Airlines, Inc.
- (b) The Partnership did not file any reports on Form 8-K during the quarter ended March 31, 2001.

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SIGNATURES  
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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.

AIRLEASE LTD., A CALIFORNIA LIMITED PARTNERSHIP

By: Airlease Management Services, Inc.  
General Partner

May 09, 2001  
-----

Date

By: /s/ DAVID B. GEBLER  
-----

David B. Gebler  
Chairman, Chief Executive Officer  
and President

May 09, 2001  
-----

Date

By: /s/ ROBERT A. KEYES  
-----

Robert A. Keyes  
Chief Financial Officer

