

Spirit Airlines, Inc.
Form 10-Q
July 26, 2013

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

Form 10-Q

(Mark One)

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: 001-35186

SPIRIT AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware 38-1747023
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

2800 Executive Way 33025
Miramar, Florida
(Address of principal executive offices) (Zip Code)

(954) 447-7920
(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 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 the definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the close of business on July 19, 2013:

Class	Number of Shares
Common Stock, \$0.0001 par value	72,620,546

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PART I. Financial Information

ITEM 1. UNAUDITED CONDENSED FINANCIAL STATEMENTS

Spirit Airlines, Inc.

Condensed Statements of Operations

(unaudited, in thousands, except per-share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Operating revenues:				
Passenger	\$241,119	\$211,812	\$460,016	\$391,890
Non-ticket	166,220	134,496	317,760	255,913
Total operating revenues	407,339	346,308	777,776	647,803
Operating expenses:				
Aircraft fuel	135,251	120,233	266,917	228,958
Salaries, wages and benefits	64,456	53,489	125,953	106,143
Aircraft rent	41,915	36,060	82,987	68,933
Landing fees and other rents	21,346	17,066	39,402	32,180
Distribution	17,277	14,738	32,958	28,939
Maintenance, materials and repairs	15,202	13,115	26,982	23,043
Depreciation and amortization	7,604	3,327	13,928	6,197
Other operating	37,416	33,100	71,915	60,609
Loss on disposal of assets	91	33	261	482
Special charges (credits)	23	15	46	(57)
Total operating expenses	340,581	291,176	661,349	555,427
Operating income	66,758	55,132	116,427	92,376
Other (income) expense:				
Interest expense	95	794	104	1,334
Capitalized interest	(95)	(794)	(104)	(1,334)
Interest income	(105)	(180)	(221)	(595)
Other expense	36	84	137	127
Total other (income) expense	(69)	(96)	(84)	(468)
Income before income taxes	66,827	55,228	116,511	92,844
Provision for income taxes	24,759	20,637	43,889	34,834
Net income	\$42,068	\$34,591	\$72,622	\$58,010
Basic earnings per share	\$0.58	\$0.48	\$1.00	\$0.80
Diluted earnings per share	\$0.58	\$0.48	\$1.00	\$0.80

The accompanying Notes are an integral part of these Condensed Financial Statements.

Spirit Airlines, Inc.
Condensed Balance Sheets
(unaudited, in thousands)

	June 30, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$524,905	\$416,816
Accounts receivable, net	32,807	22,740
Deferred income taxes	16,967	12,591
Other current assets	101,933	95,210
Total current assets	676,612	547,357
Property and equipment:		
Flight equipment	4,073	2,648
Ground and other equipment	47,735	43,580
Less accumulated depreciation	(21,285)	(17,825)
	30,523	28,403
Deposits on flight equipment purchase contracts	111,797	96,692
Aircraft maintenance deposits	143,631	122,379
Deferred heavy maintenance	102,332	80,533
Other long-term assets	42,166	44,520
Total assets	\$1,107,061	\$919,884
Liabilities and shareholders' equity		
Current liabilities:		
Accounts payable	\$23,097	\$24,166
Air traffic liability	205,786	131,414
Other current liabilities	151,516	121,314
Total current liabilities	380,399	276,894
Long-term deferred income taxes	43,554	33,216
Deferred credits and other long-term liabilities	24,670	27,239
Shareholders' equity:		
Common stock	7	7
Additional paid-in-capital	508,745	504,527
Treasury stock	(2,088)	(1,151)
Retained earnings	151,774	79,152
Total shareholders' equity	658,438	582,535
Total liabilities and shareholders' equity	\$1,107,061	\$919,884

The accompanying Notes are an integral part of these Condensed Financial Statements.

Spirit Airlines, Inc.
 Condensed Statements of Cash Flows
 (unaudited, in thousands)

	Six Months Ended June 30,	
	2013	2012
Net cash provided by operating activities	\$ 134,260	\$ 97,420
Investing activities:		
Proceeds from sale of slots	—	9,074
Pre-delivery deposits for flight equipment, net of refunds	(19,748	) 4,738
Purchase of property and equipment	(13,816	) (19,218
Net cash used in investing activities	(33,564	) (5,406
Financing activities:		
Proceeds from options exercised	555	303
Proceeds from sale and leaseback transactions	6,900	5,627
Payments to pre-IPO shareholders pursuant to tax receivable agreement	—	(26,905
Excess tax benefits from share-based compensation	875	1,466
Repurchase of common stock	(937	) (856
Net cash provided by (used in) financing activities	7,393	(20,365
Net increase in cash and cash equivalents	108,089	71,649
Cash and cash equivalents at beginning of period	416,816	343,328
Cash and cash equivalents at end of period	\$524,905	\$414,977
Supplemental disclosures		
Cash payments for:		
Interest	\$ 17	\$ 287
Taxes	\$44,806	\$21,819

The accompanying Notes are an integral part of these Condensed Financial Statements.

Notes to Condensed Financial Statements

(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed financial statements include the accounts of Spirit Airlines, Inc. (the "Company"). These unaudited condensed financial statements reflect all normal recurring adjustments which management believes are necessary to present fairly the financial position, results of operations and cash flows of the Company for the respective periods presented. Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission for Form 10-Q. These unaudited interim condensed financial statements should be read in conjunction with the audited financial statements of the Company and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

The interim results reflected in the unaudited condensed financial statements are not necessarily indicative of the results that may be expected for other interim periods or for the full year.

Certain prior period amounts have been reclassified to conform to the current year's presentation.

2. Recent Accounting Developments

In December 2011, the FASB issued amendments to Accounting Standards Update No. 2011-11, Balance Sheet (Topic 210); Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). The amendments in this update are designed to enhance disclosures by requiring improved information about financial instruments and derivative instruments that are either (a) offset in accordance with certain right to set-off conditions prescribed by current accounting guidance or (b) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current accounting guidance. On January 1, 2013, the Company adopted ASU 2011-11.

In January 2013, the FASB issued Accounting Standards Update No. 2013-01, Scope Clarification of Disclosures about Offsetting Assets and Liabilities (ASU 2013-01), to limit the scope of ASU 2011-11 and its new balance sheet offsetting disclosure requirements to derivatives (including bifurcated embedded derivatives), repurchase agreements and reverse repurchase agreements, and securities borrowing and lending transactions. On January 1, 2013, the Company adopted ASU 2013-01 in conjunction with ASU 2011-11.

3. Special Charges and Credits

Ronald Reagan National Airport Exit Charges

Special charges and credits for the six months ended June 30, 2013 primarily include exit charges related to the early termination of the Company's lease at Ronald Reagan National Airport ("DCA") due to the relocation of business activities from DCA to Baltimore Washington International Airport ("BWI") in the third quarter of 2012.

Secondary Offering Costs

On January 25, 2012, certain stockholders of the Company, including affiliates of Oaktree Capital Management and Indigo Partners, LLC ("Indigo") and certain members of the Company's executive team, sold an aggregate of 12,650,000 shares of common stock in an underwritten public offering. The Company incurred a total of \$1.3 million in costs between 2011 and 2012 related to this offering, of which \$0.5 million were incurred during the six months ended June 30, 2012. These costs were offset by reimbursements from certain selling shareholders of \$0.6 million in accordance with the Fourth Amendment to the Second Amended and Restated Investor Rights Agreement, of which \$0.5 million was received during the six months ended June 30, 2012. The Company did not receive any proceeds from this offering.

Notes to Condensed Financial Statements—(Continued)

4. Earnings per Share

The following table sets forth the computation of basic and diluted earnings per common share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(in thousands, except per-share amounts)			
Numerator				
Net income	\$42,068	\$34,591	\$72,622	\$58,010
Denominator				
Weighted-average shares outstanding, basic	72,593	72,379	72,540	72,336
Effect of dilutive stock awards	399	205	358	206
Adjusted weighted-average shares outstanding, diluted	72,992	72,584	72,898	72,542
Net Income per Share				
Basic earnings per common share	\$0.58	\$0.48	\$1.00	\$0.80
Diluted earnings per common share	\$0.58	\$0.48	\$1.00	\$0.80

As of June 30, 2013 and 2012, there were 1,545 and 26,000 anti-dilutive awards excluded from the computation of diluted earnings per common share, respectively.

5. Accrued Liabilities

Other current liabilities as of June 30, 2013 and December 31, 2012 consist of the following:

	June 30, 2013	December 31, 2012
	(in thousands)	
Federal excise and other passenger taxes and fees payable	\$34,748	\$23,401
Aircraft maintenance	24,331	22,319
Salaries and wages	21,942	21,057
Airport expenses	18,095	16,024
Fuel	14,697	11,219
Aircraft and facility rent	8,065	8,020
Fuel derivatives	8,049	—
Tax receivable agreement	7,979	7,987
Other	13,610	11,287
Accrued liabilities	\$151,516	\$121,314

6. Financial Instruments and Risk Management

As part of the Company's risk management program, the Company from time to time uses a variety of financial instruments to reduce its exposure to fluctuations in the price of jet fuel. The Company does not hold or issue derivative financial instruments for trading purposes.

The Company is exposed to credit losses in the event of nonperformance by counterparties to these financial instruments. The Company periodically reviews and seeks to mitigate exposure to the financial deterioration and nonperformance of any counterparty by monitoring the absolute exposure levels, each counterparty's credit ratings, and the historical performance of the counterparties relating to hedge transactions. The credit exposure related to these financial instruments is limited to the fair value of contracts in a net receivable position at the reporting date. The Company also maintains security agreements that require the Company to post collateral if the value of selected instruments falls below specified mark-to-market thresholds. As of June 30, 2013, the Company had \$0.8 million posted as collateral for these instruments, presented as a reduction of other current liabilities on the accompanying

balance sheet.

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Notes to Condensed Financial Statements—(Continued)

The Company records financial derivative instruments at fair value, which includes an evaluation of each counterparty's credit risk. Fair value of the instruments is determined using standard option valuation models.

The Company chose not to elect hedge accounting on any derivative instruments entered into during the three and six months ended June 30, 2013 and 2012 and, as a result, changes in the fair value of these fuel hedge contracts are recorded each period in aircraft fuel expense.

The following table summarizes the components of aircraft fuel expense for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30, 2013		Six Months Ended June 30, 2012	
	2013	2012	2013	2012
	(in thousands)			
Into-plane fuel cost	\$ 129,375	\$ 116,622	\$ 258,088	\$ 227,539
Settlement losses (gains)	113	2,488	(315)	37
Unrealized mark-to-market losses (gains)	5,763	1,123	9,144	1,382
Aircraft fuel	\$ 135,251	\$ 120,233	\$ 266,917	\$ 228,958

All realized gains and losses are reflected in the accompanying statements of cash flows in cash flow from operating activities.

As of June 30, 2013 and December 31, 2012, the Company had fuel hedges using jet fuel swaps and collars using crude oil and refined products as the underlying commodities. As of June 30, 2013, the Company had agreements in place to protect the refining price risk between the price of crude oil and the price of refined jet fuel for approximately 71% of its anticipated refined fuel consumption during peak hurricane season (August through October) and agreements to protect an additional 17% of the anticipated jet fuel consumption for the third quarter of 2013. As of June 30, 2013, the Company had agreements in place to protect 7.7 million gallons or approximately 8.7% of its anticipated jet fuel consumption for the remainder of 2013 at a weighted-average ceiling and floor price of \$2.95 and \$2.68 per gallon, respectively. As of December 31, 2012, the Company had agreements in place to protect 7.8 million gallons or approximately 4.6% of its 2013 anticipated jet fuel consumption at a weighted-average ceiling and floor price of \$3.09 and \$2.84 per gallon, respectively.

7. Commitments and Contingencies

Aircraft-Related Commitments and Financing Arrangements

The Company's contractual purchase commitments consist primarily of aircraft and engine acquisitions through manufacturers and aircraft leasing companies. On June 20, 2013, the Company entered into an amendment to the Airbus A320 Family Purchase Agreement, by and between the Company and Airbus S.A.S., dated as of May 5, 2004 (Airbus Amendment) for the order of an additional 20 Airbus A321 aircraft. These aircraft are in addition to the 96 aircraft not yet delivered under Spirit's existing order with Airbus and will be scheduled for delivery between 2015 and 2017. In addition, the Airbus Amendment provides that 10 of the Company's existing Airbus A320 orders will be converted to Airbus A321 aircraft, which are scheduled to be delivered from 2017 through 2018. As of June 30, 2013, firm aircraft orders consisted of 116 A320 family aircraft (41 of the existing A320 model, 45 A320neos, and 30 of the existing A321 model) with Airbus, five direct operating leases for A320neos with a third party, and two spare engine orders for V2500 SelectOne™ engines with International Aero Engines AG. Aircraft are scheduled for delivery from 2013 through 2021, and spare engines are scheduled for delivery from 2014 through 2015. Committed expenditures for these aircraft and related flight equipment, including estimated amounts for contractual price escalations and pre-delivery payments, will be approximately \$233 million for the remainder of 2013, \$419 million in 2014, \$834 million in 2015, \$809 million in 2016, \$808 million in 2017, and \$2,346 million in 2018 and beyond. We have secured financing commitments with a third party for our next four aircraft deliveries from Airbus, which are scheduled for delivery in 2013. We do not have financing commitments in place for the remaining 112 Airbus firm aircraft orders scheduled for delivery in 2014 through 2021.

During the first six months of 2013, the Company took delivery of five aircraft, two of which were financed via direct operating leases and the remaining three under sale and leaseback transactions with third-party aircraft lessors. The three sale and leaseback transactions resulted in net deferred losses of \$1.2 million. Deferred losses are included in other long-term assets on the accompanying balance sheet. Deferred losses are recognized as an increase to rent expense on a straight-line basis over the term of the respective operating leases. Deferred gains are included in deferred credits and other long-term liabilities on the accompanying balance sheet. Deferred gains are recognized as a decrease to rent expense on a straight-line basis over the term

Notes to Condensed Financial Statements—(Continued)

of the respective operating leases. The Company had agreements in place prior to the delivery of these aircraft which resulted in the settlement of the purchase obligation by the lessor and the refund of \$16.0 million in pre-delivery deposits from Airbus during the six months ended June 30, 2013. The refunded pre-delivery deposits have been disclosed in the accompanying statements of cash flows as investing activities within pre-delivery deposits for flight equipment, net of refunds. In addition, the Company entered into sale and leaseback transactions with third-party lessors for the sale and leaseback of one V2500 SelectOne™ International Aero Engines AG engine. Cash outflows related to the purchase of the engine have been disclosed in the accompanying statements of cash flows as investing activities within purchases of property and equipment and the cash inflows from the sale of the engine as financing activities within proceeds received from sale and leaseback transactions. All of the leases from these sale and leaseback transactions are accounted for as operating leases. Under the terms of the lease agreements, the Company will continue to operate and maintain the aircraft. Payments under the lease agreements are fixed for the term of the lease. The lease agreements contain standard termination events, including termination upon a breach of the Company's obligations to make rental payments and upon any other material breach of the Company's obligations under the leases, and standard maintenance and return condition provisions. These return provisions are evaluated at inception of the lease and throughout the lease terms and are accounted for as additional rent expense when it is probable that such amounts will be paid to the lessor. Upon a termination of the lease due to a breach by the Company, the Company would be liable for standard contractual damages, possibly including damages suffered by the lessor in connection with remarketing the aircraft or while the aircraft is not leased to another party.

Future minimum lease payments under noncancelable operating leases as of June 30, 2013 and the periods in which payments are due were as follows:

	Operating Lease Obligations (in thousands)
Remainder of 2013	\$ 98,033
2014	188,853
2015	183,716
2016	173,323
2017	149,688
2018 and thereafter	529,144
Total minimum lease payments	\$ 1,322,757

In June 2013, the Company extended the operating leases on 14 of its Airbus A319 aircraft, which were previously set to expire in 2017 through 2019. These extensions resulted in an additional \$72.8 million of lease commitments through 2022.

Some of the Company's master lease agreements provide that the Company pays maintenance reserves to aircraft lessors to be held as collateral in advance of the Company's required performance of major maintenance activities. Maintenance reserve payments are either fixed contractual amounts or utilization based. Fixed maintenance reserve payments for these aircraft and related flight equipment, including estimated amounts for contractual price escalations, will be approximately \$5.1 million for the remainder of 2013, \$10.6 million in 2014, \$11.0 million in 2015, \$11.4 million in 2016, \$11.1 million in 2017, and \$40.0 million in 2018 and beyond. These lease agreements provide that maintenance reserves are reimbursable to the Company upon completion of the maintenance event in an amount equal to the lesser of (1) the amount of the maintenance reserve held by the lessor associated with the specific maintenance event or (2) the qualifying costs related to the specific maintenance event.

Reservation System

The Company is contractually obligated to pay the following minimum guaranteed payments to the provider of its reservation system as of June 30, 2013: \$1.9 million for the remainder of 2013, \$3.9 million in 2014, \$3.9 million in 2015, \$3.9 million in 2016, \$3.9 million in 2017, and \$2.6 million in 2018 and thereafter.

Litigation

The Company is subject to commercial litigation claims and to administrative and regulatory proceedings and reviews that may be asserted or maintained from time to time. The Company believes the ultimate outcome of such lawsuits, proceedings and reviews will not, individually or in the aggregate, have a material adverse effect on its financial position, liquidity or results of operations.

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Notes to Condensed Financial Statements—(Continued)

Credit Card Processing Arrangements

The Company has agreements with organizations that process credit card transactions arising from the purchase of air travel, baggage charges, and other ancillary services by customers. As it is standard in the airline industry, the Company's contractual arrangements with credit card processors permit them, under certain circumstances, to retain a holdback or other collateral, which the Company records as restricted cash, when future air travel and other future services are purchased via credit card transactions. The required holdback is the percentage of the Company's overall credit card sales that its credit card processors hold to cover refunds to customers if the Company fails to fulfill its flight obligations. If the Company fails to satisfy certain liquidity and other financial covenants, the processing agreements provide the processors the right to require the Company to maintain cash collateral up to approximately 100% of the Company's air traffic liability, resulting in a commensurate reduction of unrestricted cash. As of June 30, 2013 and December 31, 2012, the Company continued to be in compliance with its credit card processing agreements, and the processors were holding back \$0 of remittances.

The maximum potential exposure to cash holdbacks by the Company's credit card processors, based upon advance ticket sales and \$9 Fare Club memberships as of June 30, 2013 and December 31, 2012, was \$236.9 million and \$144.8 million, respectively.

Employees

Approximately 58% of the Company's employees are covered under collective bargaining agreements. The table below sets forth our employee groups and status of the collective bargaining agreements as of June 30, 2013.

Employee Groups	Representative	Amendable Date	Percentage of Workforce
Pilots	Air Line Pilots Association, International (ALPA)	August 2015	23%
Flight Attendants	Association of Flight Attendants (AFA-CWA)	August 2007	34%
Dispatchers	Transport Workers Union (TWU)	July 2012	1%

The Company is currently in negotiations with both the AFA-CWA and the TWU to reach new collective bargaining agreements.

The Company is self-insured for health care claims, up to a stop loss amount, for eligible participating employees and qualified dependent medical claims, subject to deductibles and limitations. The Company's liabilities for claims incurred but not reported are determined based on an estimate of the ultimate aggregate liability for claims incurred. The estimate is calculated from actual claim rates and adjusted periodically as necessary. The Company has accrued \$2.0 million and \$1.9 million for health care claims as of June 30, 2013 and December 31, 2012, respectively.

8. Fair Value Measurements

Under ASC 820, Fair Value Measurements and Disclosures, 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.

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

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company utilizes several valuation techniques in order to assess the fair value of the Company's financial assets and liabilities. The Company's fuel derivative contracts, which consist of costless collar contracts and swap agreements, are valued using energy and commodity market data, which is derived by combining raw inputs with quantitative models and processes to generate forward curves and volatilities.

Notes to Condensed Financial Statements—(Continued)

The Company utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Assets and liabilities measured at gross fair value on a recurring basis are summarized below:

	Fair Value Measurements as of June 30, 2013			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Cash and cash equivalents	\$ 524.9	\$ 524.9	\$ —	\$ —
Total assets	\$ 524.9	\$ 524.9	\$ —	\$ —
Jet fuel swaps	\$ 8.6	\$ —	\$ 8.6	\$ —
Aircraft fuel option contracts	0.3	—	—	0.3
Total liabilities	\$ 8.9	\$ —	\$ 8.6	\$ 0.3

	Fair Value Measurements as of December 31, 2012			
	Total	Level 1	Level 2	Level 3
	(in millions)			
Cash and cash equivalents	\$ 416.8	\$ 416.8	\$ —	\$ —
Aircraft fuel option contracts	0.3	—	—	0.3
Total assets	\$ 417.1	\$ 416.8	\$ —	\$ 0.3
Total liabilities	\$ —	\$ —	\$ —	\$ —

Cash and cash equivalents at June 30, 2013 and December 31, 2012 are comprised of liquid money market funds and cash. The Company maintains cash with various high-quality financial institutions. The Company had no transfers of assets or liabilities between any of the above levels during the six months ended June 30, 2013 and the year ended December 31, 2012.

The Company did not elect hedge accounting on any of the derivative instruments, and as a result, changes in the fair values of these fuel hedge contracts are recorded each period in fuel expense. Fair values of the instruments are determined using standard option valuation models. The Company also considers counterparty risk and its own credit risk in its determination of all estimated fair values. The Company offsets fair value amounts recognized for derivative instruments executed with the same counterparty under a master netting arrangement. All derivative instruments are presented on a gross basis in the table above. The Company determines the fair value of fuel derivative option contracts utilizing an option pricing model based on inputs that are either readily available in public markets or can be derived from information available in publicly quoted markets. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the types of derivative contracts it holds.

The fair value of the Company's jet fuel swaps are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets; therefore, the Company has categorized these instruments as Level 2. Due to the fact that certain inputs utilized to determine the fair value of the Company's aircraft fuel option contracts are unobservable (principally implied volatility), the Company has categorized these instruments as Level 3. As of June 30, 2013 and December 31, 2012, the Company's outstanding aircraft fuel option contracts were jet fuel collars.

The Company's Valuation Group is made up of individuals from the Company's Risk Management, Treasury and Corporate Accounting departments. The Valuation Group is responsible for the Company's valuation policies, procedures and execution thereof. The Company's Valuation Group reports to the Company's Chief Financial Officer and Audit Committee, who approve all derivative transactions. The Valuation Group compares the results of the Company's internally developed valuation methods with counterparty reports at each balance sheet date and assesses the Company's valuation methods for accurateness and identifies any needs for modification.

Notes to Condensed Financial Statements—(Continued)

The following table presents the Company's activity for assets and liabilities measured at gross fair value on a recurring basis using significant unobservable inputs (Level 3):

	Aircraft Fuel Option Contracts Activity for the Six Months Ended June 30, 2013 (in millions)	
Balance at December 31, 2012	\$0.3	
Total realized or unrealized gains (losses) included in earnings, net	(0.3)
Settlements, net	(0.3)
Balance at June 30, 2013	\$(0.3)

The Company records the fair value adjustment of its aircraft fuel derivatives in the accompanying statement of operations within aircraft fuel and on the balance sheet within other current assets or other current liabilities, depending on whether the net fair value of the derivatives is in an asset or liability position as of the respective date. As of June 30, 2013, the Company had \$0.8 million posted as collateral against its jet fuel swaps, presented as a reduction of other current liabilities on the accompanying balance sheet.

9. Stock-Based Compensation

The Company has stock plans under which directors, officers, key employees, and consultants of the Company may be granted restricted stock awards, stock options and other equity-based instruments as a means of promoting the Company's long-term growth and profitability. The plans are intended to encourage participants to contribute to and participate in the success of the Company.

The Company's board of directors adopted, and the Company's stockholders approved, the Amended and Restated 2005 Incentive Stock Plan, or the 2005 Stock Plan, effective January 1, 2008. The total number of shares of common stock authorized for issue pursuant to awards granted under the 2005 Stock Plan was 2,500,000 shares. The 2005 Stock Plan provided for the grant of non-qualified stock options, stock appreciation rights, restricted stock, performance shares, phantom stock, restricted stock units and other awards that are valued in whole or in part by reference to the Company's stock.

On May 9, 2011, the Company's board of directors adopted, and the Company's stockholders approved, the 2011 Equity Incentive Award Plan, or 2011 Plan. Under the 2011 Plan, 3,000,000 new shares of common stock are reserved for issuance pursuant to a variety of stock-based compensation awards, including stock options, stock appreciation rights or SARs, restricted stock awards, restricted stock unit awards, deferred stock awards, dividend equivalent awards, stock payment awards, performance share awards and other stock-based awards, plus the number of shares remaining available for future awards under our 2005 Stock Plan. The number of shares reserved for issuance or transfer pursuant to awards under the 2011 Plan will be increased by the number of shares represented by awards outstanding under the Company's 2005 Stock Plan that are forfeited or lapse unexercised. No further awards will be granted under the 2005 Stock Plan, and all outstanding awards will continue to be governed by their existing terms. As of June 30, 2013 and December 31, 2012, 2,638,603 and 2,689,490 shares of the Company's common stock, respectively, remained available for future issuance under the 2011 Plan.

Stock-based compensation cost is included within salaries, wages and benefits in operating expenses in the accompanying statements of operations for the three and six months ended June 30, 2013 and 2012, amounted to \$1.4 million and \$1.5 million, and \$2.8 million and \$1.7 million, respectively. During the three and six months ended June 30, 2013 and 2012, there was \$0.5 million and \$0.6 million, and \$1.1 million and \$0.6 million tax benefit recognized in income, respectively.

Restricted Stock

Restricted stock and restricted stock unit awards are valued at the fair value of the shares on the date of grant if vesting is based on a service or a performance condition. Granted shares and units vest 25% per year on each anniversary of

issuance. Each restricted stock unit represents the right to receive one share of common stock upon vesting of such restricted stock unit. Compensation expense is recognized on a straight-line basis over the requisite service period. A summary of the status of the Company's restricted stock shares (restricted stock awards and restricted stock unit awards) as of June 30, 2013 and changes during the six months ended June 30, 2013 is presented below:

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Notes to Condensed Financial Statements—(Continued)

	Number of Shares	Weighted-Average Grant Date Fair Value (\$)
Outstanding at December 31, 2012	449,629	16.93
Granted	132,450	25.74
Vested	(146,460)	12.30
Forfeited	(53,994)	16.33
Outstanding at June 30, 2013	381,625	21.85

There were 132,450 and 298,692 restricted stock shares granted during the six months ended June 30, 2013 and 2012, respectively. The total fair value of restricted stock shares vested during the six months ended June 30, 2013 and 2012 was \$3.5 million and \$3.3 million, respectively.

As of June 30, 2013 and 2012, there was \$7.4 million and \$5.4 million, respectively, of total unrecognized compensation cost related to nonvested restricted stock to be recognized over a weighted-average period of 3.0 years and 3.5 years, respectively.

Stock Options

Stock option awards are granted with an exercise price equal to the fair market value of the Company's common stock at the date of grant, vest over four years of continuous service, and have ten-year contractual terms. The fair value of each stock option award is estimated on the date of grant using the Black Scholes model. There were no options granted during the six months ended June 30, 2013 or 2012. Expected volatilities are based on the historical volatility of a group of peer entities within the same industry. The expected term of options is based upon the simplified method, which represents the average of the vesting term and the contractual term. The risk-free interest rate is based on U.S. Treasury yields for securities with terms approximating the expected term of the option.

A summary of share option activity under the 2011 Plan as of June 30, 2013 and changes during the six months ended June 30, 2013 is presented below:

	Number of Options	Weighted- Average Exercise Price (\$)	Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (\$000)
Outstanding at December 31, 2012	247,650	9.59	8.0	2,015
Exercised	(58,150)	9.53		
Forfeited or expired	(94,250)	10.84		
Outstanding at June 30, 2013	95,250	8.40	6.7	2,221
Exercisable at June 30, 2013	53,750	8.29	6.3	1,260
Vested or Expected to Vest at June 30, 2013	94,499	8.40	6.7	2,204

The total intrinsic value of share options exercised during the six months ended June 30, 2013 was \$0.9 million. As of June 30, 2013 and 2012, there was \$0.1 million and \$0.9 million, respectively, of total unrecognized compensation cost related to options expected to be recognized over a weighted-average period of 1.0 years and 2.5 years, respectively.

Performance Share Awards

During 2013 and 2012, the Company granted certain senior-level executives restricted stock units that vest based on market and service conditions as part of a long-term incentive plan, which are referred to herein as performance share awards. The number of shares of common stock underlying each award is determined at the end of a three-year performance period. In order to vest, the senior level executive must still be employed by the Company, with certain contractual exclusions, at the end of the performance period. At the end of the performance period, the percentage of the stock units that will vest will be determined by ranking the Company's total shareholder return compared to the total shareholder return of 11 peer companies. Based on the level of performance, between 0% and 200% of the award

may vest. Within 60 days after vesting, the shares underlying the award will be issued to the participant. In the event of a change in control of the Company or the disability or

Notes to Condensed Financial Statements—(Continued)

death of a participant, the payout of any award is limited to a pro-rated portion of such award based upon a performance assessment prior to the change-in-control date or date of disability or death.

The market condition requirements are reflected in the grant date fair value of the award, and the compensation expense for the award will be recognized on a straight-line basis over the performance period assuming that the requisite service is rendered regardless of whether the market conditions are achieved.

The grant date fair value of the performance share awards was determined through the use of a Monte Carlo simulation model, which utilizes multiple input variables that determine the probability of satisfying the market condition requirements. A summary of the variables used is presented below for grants occurring in the respective years:

	Weighted-Average at Grant Date 2013		Weighted-Average at Grant Date 2012	
Expected volatility factor	0.41		0.39	
Risk free interest rate	0.31	%	0.45	%
Expected term (in years)	2.72		2.75	
Expected dividend yield	—	%	—	%

The volatility was based upon a weighted average of the volatility for the Company and the most recent volatility of its peers. The peer group used to calculate volatility is consistent with the group used for the traditional employee stock options. The Company chose to use historical volatility to value these awards because historical stock prices were used to develop the correlation coefficients between the Company and each of the peer companies within the peer group in order to model stock price movements. The volatilities used were calculated over the most recent period, which aligned with the performance period at the grant date for each respective grant. The risk-free interest rate was based on the implied yield available on U.S. Treasury zero-coupon issues with remaining terms equivalent to the remaining performance period. The Company does not intend to pay dividends on its common stock in the foreseeable future. Accordingly, the Company used a dividend yield of zero in its models for the six months ended June 30, 2013 and 2012.

The following table summarizes the Company's performance share awards for six months ended June 30, 2013:

	Number of Awards	Weighted-Average Fair Value at Grant Date (\$)
Outstanding at December 31, 2012	280,907	20.30
Granted	107,750	25.76
Vested	—	—
Forfeited	(43,150)	21.09
Outstanding at June 30, 2013	345,507	21.90

As of June 30, 2013 and 2012, there was \$8.0 million and \$7.8 million of total unrecognized compensation cost related to performance share awards. The unrecognized cost is expected to be recognized over 1.9 years and 2.51 years, respectively.

10. Tax Receivable Agreement

The Company entered into the Tax Receivable Agreement (TRA) with the Pre-IPO Stockholders (as defined in the TRA) effective immediately prior to the consummation of the Company's IPO. Under the TRA, the Company is obligated to pay the Pre-IPO Stockholders an amount equal to 90% of the cash savings in federal income tax realized by it by virtue of the use of the federal net operating loss, deferred interest deductions and alternative minimum tax credits held by the Company as of March 31, 2011. Cash tax savings generally will be computed by comparing actual federal income tax liability to the amount of such taxes that the Company would have been required to pay had such Pre-IPO NOLs (as defined in the TRA) not been available. Upon consummation of the IPO and execution of the TRA, the Company recorded a liability with an offsetting reduction to additional paid-in-capital.

The term of the TRA will continue until the first to occur of (a) the full payment of all amounts required under the agreement with respect to utilization or expiration of all of the Pre-IPO NOLs, (b) the end of the taxable year

including the tenth anniversary of the IPO or (c) a change in control of the Company. The amount and timing of payments under the TRA will depend upon a number of factors, including, but not limited to, the amount and timing of taxable income generated in the future and any future limitations that may be imposed on the Company's ability to use the Pre-IPO NOLs.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to our management. All statements other than statements of historical factors are "forward-looking statements" for purposes of these provisions. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," and "potential," and similar expressions intended to identify forward-looking statements. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" in this report and in Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

Spirit Airlines is an ultra low-cost, low-fare airline based in Miramar, Florida that offers affordable travel to price-conscious customers. Our all-Airbus fleet currently operates more than 200 daily flights to over 50 destinations in the United States, Caribbean and Latin America. Our stock trades on the NASDAQ Global Select Stock Market under the symbol "SAVE".

Our ultra low-cost carrier, or ULCC, business model allows us to compete principally through offering low base fares and charging separately for select optional services, thereby allowing customers the freedom to save by choosing only the extras they value. We have unbundled components of our air travel service that have traditionally been included in base fares, such as baggage and advance seat selection, and offer them as optional, ancillary services (which we record in our financial statements as non-ticket revenue) as part of a strategy to enable our passengers to identify, select, and pay only for the services they want to use.

We are focused on price-sensitive travelers who pay for their own travel, and our business model is designed to deliver what we believe our customers want: low fares. We aggressively use low fares to stimulate air travel demand in order to increase passenger volume, load factors, and non-ticket revenue on the flights we operate. Higher passenger volumes and load factors help us sell more ancillary products and services, which in turn allows us to reduce the base fare we offer even further, stimulating additional demand. We strive to be recognized by our customers and potential customers as the low-fare leader in the markets we serve.

We compete based on total price. We believe other airlines have used an all-inclusive price concept to effectively raise total prices to consumers, rather than lowering fares by unbundling each product or service. For example, carriers that tout "free bags" have included the cost of checking bags in the total ticket price, which does not allow passengers to see how much they would save if they did not check luggage. We believe that we and our customers benefit when we allow our customers to know the total price of their travel by breaking out the cost of optional products or services. Before they pay, our customers are easily able to compare the total cost of flying with us versus flying with another airline.

We allow our customers to see all available options and their prices prior to purchasing a ticket, and this full transparency illustrates that our total prices are lower, on average, than our competitors, even when options are included.

Comparative Operating Statistics:

The following tables set forth our operating statistics for the three-month and six-month periods ended June 30, 2013 and 2012:

	Three Months Ended June		Percent Change	
	30, 2013	2012		
Operating Statistics (unaudited) (A):				
Average aircraft	49.5	41.0	20.7	%
Aircraft at end of period	50	42	19.0	%
Airports served in the period	54	51	5.9	%
Average daily aircraft utilization (hours)	12.8	12.9	(0.8))%
Average stage length (miles)	935	902	3.7	%
Block hours	57,693	48,147	19.8	%
Passenger flight segments (PFSs) (thousands)	3,111	2,613	19.0	%
Revenue passenger miles (RPMs) (thousands)	2,930,912	2,397,663	22.2	%
Available seat miles (ASMs) (thousands)	3,420,257	2,826,916	21.0	%
Load factor (%)	85.7	% 84.8	% 0.9 pts	
Average ticket revenue per passenger flight segment (\$)	77.51	81.06	(4.4))%
Average non-ticket revenue per passenger flight segment (\$)	53.43	51.47	3.8	%
Total revenue per passenger flight segment (\$)	130.94	132.53	(1.2))%
Average yield (cents)	13.90	14.44	(3.7))%
RASM (cents)	11.91	12.25	(2.8))%
CASM (cents)	9.96	10.30	(3.3))%
Adjusted CASM (cents)	9.79	10.26	(4.6))%
Adjusted CASM ex fuel (cents)	6.00	6.05	(0.8))%
Fuel gallons consumed (thousands)	42,683	35,829	19.1	%
Average economic fuel cost per gallon (\$)	3.03	3.32	(8.7))%

(A) See "Glossary of Airline Terms" elsewhere in this quarterly report for definitions used in this table.

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	Six Months Ended June 30,		Percent	
	2013	2012	Change	
Operating Statistics (unaudited) (A):				
Average aircraft	48.1	39.6	21.5	%
Aircraft at end of period	50	42	19.0	%
Airports served in the period	54	51	5.9	%
Average daily aircraft utilization (hours)	12.7	12.9	(1.6))%
Average stage length (miles)	938	907	3.4	%
Block hours	110,544	92,620	19.4	%
Passenger flight segments (PFSs) (thousands)	5,879	4,962	18.5	%
Revenue passenger miles (RPMs) (thousands)	5,592,403	4,592,013	21.8	%
Available seat miles (ASMs) (thousands)	6,547,470	5,415,930	20.9	%
Load factor (%)	85.4	% 84.8	% 0.6 pts	
Average ticket revenue per passenger flight segment (\$)	78.25	78.97	(0.9))%
Average non-ticket revenue per passenger flight segment (\$)	54.05	51.57	4.8	%
Total revenue per passenger flight segment (\$)	132.30	130.54	1.3	%
Average yield (cents)	13.91	14.11	(1.4))%
RASM (cents)	11.88	11.96	(0.7))%
CASM (cents)	10.10	10.26	(1.6))%
Adjusted CASM (cents)	9.96	10.22	(2.5))%
Adjusted CASM ex fuel (cents)	6.02	6.02	—	%
Fuel gallons consumed (thousands)	81,311	68,559	18.6	%
Average economic fuel cost per gallon (\$)	3.17	3.32	(4.5))%

(A) See "Glossary of Airline Terms" elsewhere in this quarterly report for definitions used in this table.

Executive Summary

For the second quarter of 2013, we achieved a 16.4% operating margin, an increase of 0.5 points compared to the prior year period. We generated pre-tax earnings of \$66.8 million and net earnings of \$42.1 million on operating revenues of \$407.3 million. For the second quarter of 2012, we generated pre-tax earnings of \$55.2 million and net earnings of \$34.6 million on operating revenues of \$346.3 million, and achieved a 15.9% operating margin.

For the six months ended June 30, 2013, we achieved a 15.0% operating margin, an increase of 0.7 points compared to the prior year period. We generated pre-tax earnings of \$116.5 million and net earnings of \$72.6 million on operating revenues of \$777.8 million. For the six months ended June 30, 2012, we generated pre-tax earnings of \$92.8 million and net earnings of \$58.0 million on operating revenues of \$647.8 million, and achieved a 14.3% operating margin. The increase in our 2013 earnings is a result of our increased capacity, continued strong demand for our low fares, increased growth in our ancillary revenues.

Our Adjusted CASM ex-fuel for the second quarter of 2013 was 6.00 cents, a 0.8% decrease year-over-year. During the second quarter 2013, we entered into lease extensions covering 14 of our existing A319 aircraft. In addition to extending the lease termination dates, we negotiated reduced lease rates resulting in lower rent expense for the remaining term of the leases, contributing to the year-over-year decrease in Adjusted CASM ex-fuel. Despite completing our seat maintenance program in the later half of 2012, we experienced re-accommodation expenses in the second quarter of 2013 comparable to that of prior year period due to higher flight cancellations than expected. Higher depreciation and amortization expense per available seat mile related to amortization of heavy maintenance events partially offset the aggregate decreases.

During the second quarter of 2013, we reached a Company milestone with the introduction of the 50th aircraft into our operating fleet. As of June 30, 2013, our 50 Airbus A320-family aircraft fleet was comprised of 29 A319s, 19 A320s, and two A321s. With the scheduled delivery of four A320s during the remainder of 2013, we expect to end 2013 with 54 aircraft in our fleet. During the second quarter of 2013, we entered into an amendment with Airbus which provides for an additional order of 20 Airbus A321 aircraft, scheduled for delivery between 2015 and 2017. In addition, the Airbus Amendment provides that ten of the Company's existing Airbus A320 orders will be converted to Airbus A321 aircraft, which are scheduled to be delivered from 2017 through 2018.

Comparison of three months ended June 30, 2013 to three months ended June 30, 2012

Operating Revenues

Operating revenues increased \$61.0 million, or 17.6%, to \$407.3 million for the second quarter of 2013, as compared to the second quarter of 2012, as we achieved an 85.7% load factor on an increase in traffic of 22.2%.

Total revenue per available seat mile ("RASM") for the second quarter 2013 was 11.91 cents, a decrease of 2.8 percent compared to the second quarter of 2012. Total revenue per passenger flight segment decreased 1.2% from \$132.53 in the second quarter of 2012 to \$130.94 in the second quarter of 2013. We estimate that the calendar shift of Easter from the second quarter of 2012 into the first quarter of 2013 drove some of the decrease period-over-period.

Our average ticket fare per passenger flight segment decreased from \$81.06 to \$77.51, or 4.4%, compared to the prior year period, and non-ticket revenue per passenger flight segment increased from \$51.47 to \$53.43, or 3.8%, compared to the prior year period. The growth in non-ticket revenue per passenger flight segment during the second quarter 2013 was primarily driven by the pricing structure for optional services implemented during the third quarter of 2012.

Non-ticket revenue represented 40.8% of total revenue in the second quarter of 2013 compared to 38.8% in the second quarter of 2012, reflecting the continued optimization, development, and maturation of our ancillary revenues streams.

Operating Expenses

Operating expenses increased \$49.4 million, or 17.0%, for the second quarter of 2013 compared to the second quarter of 2012, primarily due to our 21.0% capacity growth as well as higher amortization of our heavy maintenance events on our aircraft.

Aircraft fuel expense includes both into-plane expense (defined below) plus the effect of mark-to-market adjustments to our portfolio of derivative instruments, which is a component of aircraft fuel expense. Into-plane fuel expense is defined as the price that we generally pay at the airport, including taxes and fees. Into-plane fuel prices are affected by

the global oil market and refining costs, which can vary by region in the United States and other countries where we operate. Into-plane fuel expense

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approximates cash paid to the supplier and does not reflect the effect of our fuel derivatives. Management chose not to elect hedge accounting on any derivative instruments during 2013 or 2012 and, as a result, changes in the fair value of these fuel hedge contracts are recorded each period in aircraft fuel expense.

Aircraft fuel expense, our largest operating cost as a percentage of operating expenses, increased in the second quarter of 2013 by \$15.0 million, or 12.5%, due to a 19.8% increase in block hours, an increase of \$2.3 million in realized and unrealized net losses from fuel derivatives, offset by a 6.8% decrease in into-plane cost per gallon, compared to the second quarter of 2012.

The elements of the changes are illustrated in the following table:

	Three Months Ended		Percent Change	
	June 30, 2013	2012		
	(in thousands, except per-gallon amounts)			
Into-plane fuel expense	\$129,375	\$116,622	10.9	%
Cash received from settled derivatives, net of cash settlements paid	113	2,488	(95.5))%
Economic fuel expense	129,488	119,110	8.7	%
Impact on fuel expense from unrealized (gains) and losses arising from mark-to-market adjustments to our outstanding fuel derivatives	5,763	1,123	413.2	%
Aircraft fuel expense (per Statement of Operations)	\$135,251	\$120,233	12.5	%
Fuel gallons consumed	42,683	35,829	19.1	%
Economic fuel cost per gallon	\$3.03	\$3.32	(8.7))%
Into-plane fuel cost per gallon	\$3.03	\$3.25	(6.8))%

Gulf Coast Jet indexed fuel is the basis for a substantial majority of our fuel consumption and is impacted by both the price of crude oil as well as increases or decreases in refining margins associated with the conversion of crude oil to jet fuel. The into-plane fuel cost per gallon decreased by 6.8% primarily as a result of lower Gulf Coast Jet fuel prices during the second quarter of 2013 as compared to second quarter of 2012.

We track economic fuel expense, which we define as into-plane fuel expense plus or minus the cash we paid or received from hedge counterparties for expiring positions that we settle during the relevant period, including hedges that we terminate early during the period. The key difference between aircraft fuel expense and economic fuel expense is unrealized mark-to-market changes. When we refer to economic fuel expense, we include realized gains or losses only when they are settled through a cash payment to or from our derivative contract counterparties. We believe this is the best measure of the effect fuel prices are currently having on our business because it most closely approximates the net cash outflow associated with purchasing fuel for our operations. Accordingly, many industry analysts evaluate airline results using this measure, and it is used in our internal management reporting. Total net loss recognized for hedges that settled during the second quarter of 2013 was \$0.1 million, compared to a net loss of \$2.5 million in the prior year period. These amounts represent the net cash received for the settlement of hedges.

As of June 30, 2013, we had fuel hedges using U.S. Gulf Coast jet fuel collars and jet fuel swaps using crude oil and refined products as the underlying commodities. As of June 30, 2013, we had agreements in place to protect the refining price risk between the price of crude oil and the price of refined jet fuel for approximately 71% of our anticipated refined fuel consumption during peak hurricane season (August through October) and agreements to protect an additional 17% of the anticipated jet fuel consumption for the third quarter of 2013. Total unrealized (gains) and losses arising from mark-to-market adjustments to our outstanding fuel derivatives during the second quarter of 2013 was a \$5.8 million net loss. Our net position is due to a decrease in the market price for refining margin on jet fuel hedges when compared to that market as of the time of our hedge trade.

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We measure our operating cost performance on a per-ASM basis, since one ASM is the unit of production of an airline's capacity. The following table presents our cost per-ASM, or unit cost, for the three months ended June 30, 2013 and 2012, followed by explanations of the material changes on a unit cost basis and/or dollar basis:

	Three Months Ended		Per-ASM Change	Percent Change
	June 30, 2013	2012		
	(in cents, except for percentages)			
Aircraft fuel	3.95	4.25	(0.30)	) (7.1)%
Salaries, wages, and benefits	1.88	1.89	(0.01)	) (0.5)%
Aircraft rent	1.23	1.28	(0.05)	) (3.9)%
Landing fees and other rents	0.62	0.60	0.02	3.3%
Distribution	0.51	0.52	(0.01)	) (1.9)%
Maintenance, materials and repairs	0.44	0.48	(0.04)	) (8.3)%
Depreciation and amortization	0.22	0.12	0.10	83.3%
Other operating	1.09	1.16	(0.07)	) (6.0)%
Loss on disposal of assets	—	—	—	N/A
Special charges (credits)	—	—	—	