

ALASKA AIR GROUP INC  
Form 8-K  
April 06, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**April 6, 2007**

**(Date of earliest event reported)**

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**ALASKA AIR GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**1-8957**  
**(Commission File Number)**

**91-1292054**  
**(IRS Employer Identification No.)**

**19300 International Boulevard, Seattle, Washington**  
**(Address of Principal Executive Offices)**

**(206) 392-5040**

**98188**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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References in this report on Form 8-K to Air Group, Company, we, us, and our refer to Alaska Air Group, Inc. and its subsidiaries, unless otherwise specified. Alaska Airlines, Inc. and Horizon Air Industries, Inc. are referred to as Alaska and Horizon, respectively, and together as our airlines.

#### FORWARD-LOOKING INFORMATION

This report contains forward-looking statements subject to the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These statements relate to future events and involve known and unknown risks and uncertainties that may cause actual outcomes to be materially different from those indicated by any forward-looking statements. Some of the things that could cause our actual results to differ from our expectations are:

the competitive environment and other trends in our industry;

changes in our operating costs, including fuel, which can be volatile;

labor disputes and our ability to attract and retain qualified personnel;

the timing of the MD-80 fleet disposal and the amounts of potential lease termination payments with lessors and sublease payments from sublessees;

our significant indebtedness;

compliance with our financial covenants;

potential downgrades of our credit ratings and the availability of financing;

the implementation of our growth strategy;

our ability to meet our cost reduction goals;

operational disruptions;

general economic conditions, as well as economic conditions in the geographic regions we serve;

the concentration of our revenue from a few key markets;

actual or threatened terrorist attacks; global instability and potential U.S. military actions or activities;

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insurance costs;

changes in laws and regulations;

increases in government fees and taxes;

our inability to achieve or maintain profitability;

fluctuations in our quarterly results;

an aircraft accident or incident;

liability and other claims asserted against us;

our reliance on automated systems; and

our reliance on third-party vendors and partners.

For a discussion of these and other risk factors, see Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2006. All of the forward-looking statements are qualified in their entirety by reference to the risk factors discussed therein. These risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. Management cannot predict such new risk factors, nor can it assess the impact, if any, of such new risk factors on our business or events described in any forward-looking statements. We expressly disclaim any obligation to publicly update or revise any forward-looking statements after the date of this report to conform them to actual results. Over time, our actual results, performance or achievements will likely differ from the anticipated results; performance or achievements that are expressed or implied by our forward-looking statements, and such differences might be significant and materially adverse.

**ITEM 7.01. Regulation FD Disclosure**

Pursuant to 17 CFR Part 243 ( Regulation FD ), the Company is submitting information relating to its financial and operational outlook for 2007. This report includes information regarding forecasts of available seat miles (ASMs), cost per available seat mile (CASM) excluding fuel consumption, as well as certain actual results for revenue passenger miles (RPMs), load factor and revenue per available seat mile (RASM), for its subsidiaries Alaska Airlines, Inc. and Horizon Air. Our disclosure of operating cost per available seat mile, excluding fuel and other noted items, provides us the ability to measure and monitor our performance without these items. The most directly comparable GAAP measure is total operating expense per available seat mile. However, due to the large fluctuations in fuel prices, we are unable to predict total operating expense for any future period with any degree of certainty. In addition, we believe the disclosure of fuel expense on an economic basis is useful to investors in evaluating our ongoing operational performance. Please see the cautionary statement under Forward-Looking Information.

In accordance with General Instruction B.2 of Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**Capacity Purchase Arrangement**

On February 12, 2007, we furnished an 8-K describing Alaska's new capacity purchase arrangement with Horizon beginning January 1, 2007. As a result of this new agreement, Alaska will begin to report passenger revenue and associated costs related to certain flying provided by Horizon. This passenger revenue will be the actual amount collected from paying passengers. Horizon will also report revenue associated with this agreement, which will reflect the negotiated payment made by Alaska to Horizon for the specified flying. The amount paid to Horizon will be eliminated in the consolidation of Air Group financial statements.

The arrangement will impact the separately reported Alaska and Horizon financial and statistical information. Currently, we expect that Alaska will report a \$7 - \$8 million loss from regional flying arrangements for the first quarter of 2007. However, because of the seasonal variability of revenues, we currently expect the first-quarter loss from regional flying will represent a significant percentage of the anticipated full-year loss.

**Alaska Airlines**

The information for Alaska below reflects mainline information, which excludes contract flying provided by Horizon and contract flying between Anchorage and Dutch Harbor, AK provided by a third party. Additionally, as described in the February 12, 2007 Form 8-K, Alaska will reclassify the revenues and costs for prior periods that are associated with the Dutch Harbor flying. As a result of this reclassification, CASM excluding fuel and other noted items for the first quarter of 2006 that was originally reported as 7.97 cents will now be reported as 7.90 cents. Mainline total RASM that was originally reported as 10.65 cents will now be reported as 10.57 cents.

In January and February 2007, our mainline passenger RASM declined by 0.8% and 1.9%, respectively. The decrease is mainly due to a 2.5-point and a 2.9-point year-over-year decline in load factors for January and February, respectively, offset by increases in ticket yields of 2.8% in January and 2.1% in February. Year-over-year mainline total RASM was up 1.3% in January, but down 0.8% in February.

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Our forecast for first-quarter mainline unit costs at Alaska is as follows:

|   | Forecast   |            | Change        |
|---|------------|------------|---------------|
|   | Q1 2007    | Yr/Yr      |               |
| <b>Mainline Statistics</b>                        |            |            |               |
| Capacity (ASMs in millions)                       | 5,694      | 2.8%       |               |
| Fuel gallons (000,000)                            | 84.4       |            |               |
| Cost per ASM as reported on a GAAP basis (cents)* | 10.7       | 10.8       | (16%)         |
| Less: Fuel cost per ASM (cents)*                  | 2.8        |            | 8%            |
| <b>Cost per ASM excluding fuel (cents)*</b>       | <b>7.9</b> | <b>8.0</b> | <b>0 - 1%</b> |

\* For Alaska, our forecasts of mainline cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ from actual results due to several factors including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the quarter and the actual adjustments to our fuel-hedging portfolio in the quarter. See pages 5 and 6 for additional information regarding fuel costs.

The year-over-year decline in cost per ASM as reported on a GAAP basis is due to the 2006 first quarter including a \$131 million impairment charge on our owned MD-80s following our decision to move to an all B737 fleet. Excluding the impact of the impairment charge in the first quarter of 2006, our cost per ASM as reported on a GAAP basis would increase by 2% to 3% in the first quarter of 2007.

Alaska's March mainline traffic increased 0.5% to 1.532 billion RPMs from 1.525 billion flown a year earlier. Mainline capacity for March was 1.994 billion ASMs, 2.3% higher than the 1.950 billion in March 2006. The mainline passenger load factor (the percentage of available seats occupied by fare-paying passengers) for the month was 76.8%, compared to 78.2% in March 2006. The airline carried 1,448,200 passengers compared to 1,456,800 in March 2006.

#### Horizon Air

Year-over-year *total* RASM for Horizon was up 7.1% in January and 5.6% in February. The RASM improvement occurred both in the Native Network (which includes flying under the Capacity Purchase Arrangement (CPA) with Alaska) and the Frontier JetExpress flying, which is also CPA based. Native Network flying represented approximately 82% of Horizon's capacity during the two-month period.

The Native Network RASM increase was driven by higher yields, partially offset by a 1.3-point and a 2.8-point decline in load factors for January and February, respectively. The higher yields were due in large part to the impact of the CPA with Alaska. However, RASM in markets not subject to CPA flying (which for the period represented 60% of Native Network capacity) declined 1.7%.

#### Horizon Air

|   | Forecast    |           | Change |
|---|-------------|-----------|--------|
|   | Q1 2007     | Yr/Yr     |        |
| Capacity (ASMs in millions)                       | 925         | 5.4%      |        |
| Fuel gallons (000,000)                            | 14.6        | 13%       |        |
| Cost per ASM as reported on a GAAP basis (cents)* | 18.3        | 10%       |        |
| Less: Fuel cost per ASM (cents)*                  | 3.0         | 25%       |        |
| <b>Cost per ASM excluding fuel (cents)*</b>       | <b>15.3</b> | <b>8%</b> |        |

\* For Horizon, our forecasts of cost per ASM and fuel cost per ASM are based on forward-looking estimates, which will likely differ significantly from actual results. There are several factors impacting our estimates including, but not limited to, the volatility of fuel prices. Fuel cost per ASM above includes our estimate of raw fuel cost for the quarter and the actual adjustments to our fuel hedging portfolio in the quarter. See pages 5 and 6 for additional information regarding fuel costs.

Horizon's cost per ASM includes the expected loss on the sublease of Q200 aircraft to a third party. We expect the loss will be approximately \$1.5 million per aircraft, which will be recorded when the aircraft leave our operating fleet. We delivered two of the Q200s to the third party during the first quarter, and one additional aircraft in early April.

Horizon's March traffic decreased 0.3% to 233.6 million RPMs from 234.2 million flown a year earlier. Capacity during March was 329.0 million ASMs, 6.3% higher than the 309.6 million in March 2006. The passenger load factor for the month was 71.0%, compared to 75.6% in March 2006. The airline carried 594,300 passengers compared to 598,400 in March 2006.

### Consolidated Air Group

Based on our actual Alaska mainline, Alaska regional and Horizon results during the first two months of 2007 and our anticipated March results, we expect to report a net loss for the first quarter of 2007.

### Other Financial Information

#### Liquidity and Capital Resources

As of March 31, 2007, Air Group cash and short-term investments totaled approximately \$966 million.

#### Fuel Hedging

We are providing unaudited information about fuel price movements and the impact of our hedging program on our financial results. Management believes it is useful to compare results between periods on an economic basis. *Economic fuel expense* is defined as the raw or into-plane fuel cost less the cash we receive from hedge counterparties for hedges that settle during the period, offset by the premium expense that we recognize. A reconciliation of *economic fuel expense* to our *GAAP fuel expense* is presented below. *GAAP fuel expense* is defined as the raw fuel cost plus the effect of mark-to-market adjustments that we include in our income statement as the value of our fuel-hedging portfolio increases and decreases. A key difference between *GAAP fuel expense* and *economic fuel expense* is the timing of gain or loss recognition.

#### Calculation of Economic Fuel Cost Per Gallon

| January and February 2007<br>(unaudited)   | Alaska Airlines     |                             | Horizon Air      |                         |
|--|---------------------|-----------------------------|------------------|-------------------------|
|  | (\$<br>in millions) | Alaska Airlines<br>Cost/Gal | (\$ in millions) | Horizon Air<br>Cost/Gal |
| Raw or into-plane fuel cost  | \$ 106.3            | \$ 1.94                     | \$ 18.9          | \$ 2.01                 |
| (Gains) or losses on settled hedges  | (0.5)               | (0.01)                      | (0.1)            | (0.01)                  |
| <b>Economic fuel expense</b>   | <b>\$ 105.8</b>     | <b>\$ 1.93</b>              | <b>\$ 18.8</b>   | <b>\$ 2.00</b>          |
| Adjustments to reflect timing of gain or loss recognition resulting from mark-to-market accounting | 1.5                 | 0.03                        | (0.4)            | (0.04)                  |
| <b>GAAP fuel expense</b>   | <b>\$ 107.3</b>     | <b>\$ 1.96</b>              | <b>\$ 18.4</b>   | <b>\$ 1.96</b>          |

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Economic fuel expense per gallon for the quarter is expected to be \$1.95 for Alaska and \$2.01 for Horizon. March adjustments to reflect timing differences resulting from mark-to-market accounting are expected to be \$9.8 million for Air Group, bringing the total gain resulting from these adjustments to \$8.7 million for the quarter.

The majority of the Company's hedge instruments are call options. Call options are intended to effectively cap our pricing on the crude oil component of fuel prices. With call option contracts, we benefit from the decline in crude oil prices as there is no downward exposure other than the premiums we pay to enter into the contracts. These premiums are expensed when the contracts settle. Alaska Air Group's future hedge positions are as follows:

|                     | Approximate % of Expected Fuel Requirements | Approximate Crude Oil Price per Barrel |
|---------------------|---|--|
| First Quarter 2007  | 52%   | \$ 58.78                               |
| Second Quarter 2007 | 53%   | \$ 57.31                               |
| Third Quarter 2007  | 49%   | \$ 56.98                               |
| Fourth Quarter 2007 | 41%   | \$ 59.68                               |
| First Quarter 2008  | 36%   | \$ 61.92                               |
| Second Quarter 2008 | 29%   | \$ 63.53                               |
| Third Quarter 2008  | 21%   | \$ 63.94                               |
| Fourth Quarter 2008 | 23%   | \$ 64.20                               |
| First Quarter 2009  | 5%  | \$ 67.68                               |
| Second Quarter 2009 | 5%  | \$ 67.50                               |
| Third Quarter 2009  | 6%  | \$ 68.25                               |

**Operating Fleet Plan**

The following table provides a fleet summary for Alaska and Horizon for actual airplanes on hand as of the date of this report.

|                 |  | On Hand |               |
|-----------------|--|---------|---------------|
| Alaska Airlines |  | Seats   | April 5, 2007 |
| B737-400F**     |  |         | 1             |
| B737-400C**     |  | 72      | 2             |
| B737-400        |  | 144     | 37            |
| B737-700        |  | 124     | 20            |
| B737-800        |  | 157     | 21            |
| B737-900        |  | 172     | 12            |
| MD-80           |  | 140     | 21            |
| Total           |  |         | 114           |

|             |  | On Hand |               |
|-------------|--|---------|---------------|
| Horizon Air |  | Seats   | April 5, 2007 |
| Q200        |  | 37      | 25            |
| Q400        |  | 74-76   | 25            |
| CRJ 700     |  | 70      | 21            |
| Total       |  |         | 71            |



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The following table summarizes firm aircraft commitments for Alaska (B737-800) and Horizon (Q400) by year, excluding aircraft that have already been delivered in 2007.

|               | 2007      | 2008      | 2009     | 2010     | Thereafter | Total     |
|---------------|-----------|-----------|----------|----------|------------|-----------|
| B737-800      | 8         | 12        | 4        | 6        | 3          | 33        |
| Q-400         | 8         |           |          |          |            | 8         |
| <b>Totals</b> | <b>16</b> | <b>12</b> | <b>4</b> | <b>6</b> | <b>3</b>   | <b>41</b> |

In addition to the firm orders noted above, Alaska has options to acquire 24 additional B737-800s and purchase rights for 27 more. The company expects to exercise additional options and purchase rights for B737-800 orders in the future in connection with the acceleration of the retirement of its MD-80 fleet. Horizon has options to acquire 19 Q400s and 15 CRJ700s.

The following table displays the currently anticipated fleet count for Alaska and Horizon as of the end of each quarter in 2007 and as of December 31, 2008:

|                        | 30-Jun-07  | 30-Sep-07  | 31-Dec-07  | 31-Dec-08  |
|------------------------|------------|------------|------------|------------|
| <b>Alaska Airlines</b> |            |            |            |            |
| MD80                   | 20         | 17         | 15         |            |
| 737-400                | 35         | 35         | 35         | 35         |
| 737-400F**             | 1          | 1          | 1          | 1          |
| 737-400C**             | 4          | 4          | 4          | 4          |
| 737-700                | 20         | 20         | 20         | 20         |
| 737-800*               | 22         | 25         | 29         | 42         |
| 737-900                | 12         | 12         | 12         | 12         |
| <b>Totals</b>          | <b>114</b> | <b>114</b> | <b>116</b> | <b>114</b> |
| <b>Horizon Air</b>     |            |            |            |            |
| Q200                   | 23         | 20         | 17         | 12         |
| Q400                   | 32         | 33         | 33         | 33         |
| CRJ-700                | 20         | 20         | 20         | 20         |
|                        | 75         | 73         | 70         | 65         |

\* The total assumes Alaska will identify one airplane for delivery in 2008 for which the Company has not yet secured a delivery position.

\*\* F=Freighter; C=Combination freighter/passenger

**Signatures**

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.

ALASKA AIR GROUP, INC.  
Registrant

Date: April 6, 2007

/s/ Brandon S. Pedersen  
Brandon S. Pedersen

Vice President/Finance and Controller

/s/ Bradley D. Tilden  
Bradley D. Tilden  
Executive Vice President/Finance and Chief Financial Officer