

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.**

Application of)
)
Dynamic Airways, LLC)
)
for an amendment to its certificate of)
public convenience and necessity pursuant)
to 49 U.S.C. §41102 to engage in scheduled)
interstate air transportation of persons,)
property and mail)
_____)

DOCKET OST 2014 - _____

APPLICATION OF
DYNAMIC AIRWAYS, LLC

Communications with respect to this document should be addressed to:

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Submitted: May 12, 2014

Applicant requests processing under the expedited, non-hearing licensing procedures of Subpart Q of the Department's Procedural Regulation. 14 CFR§302.1701 *et seq.*

NOTICE: Any person who wishes to support or oppose this application must file an Answer by Monday, May 26, 2014 and serve that answer on all persons served with this application.

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**APPLICATION OF
DYNAMIC AIRWAYS, LLC**

Dynamic Airways, LLC¹ (Dynamic) respectfully submits this application for an amendment of its Certificates of Public Convenience and Necessity authorizing the Company to engage in interstate scheduled air transportation of persons, property and mail pursuant to 49 U.S.C. §41102. Dynamic currently holds certificates for both interstate and foreign charter air transportation of persons, property, and mail issued by Orders 2010-10-3, October 4, 2010 and 2011-3-27, January 18, 2011. Dynamic respectfully requests expedited action under Subpart Q of the Department of Transportation (the “Department”) Procedural Regulations to allow final Department action in time for it to commence scheduled service this Summer, 2014. 14 CFR Part 302 Subpart Q. The Exhibits listed in this Application were submitted with Dynamic’s companion application for a certificate for scheduled foreign air transportation of persons, property and mail in Docket OST-2014-0069 filed and served on May 9, 2014. As noted in

¹ Dynamic is no longer using the d/b/a Dynamic Aviation approved in its original certificate application.

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Docket OST-2014-0069, Dynamic is also requesting that the Department withdraw the aircraft restriction previously imposed which limited its fleet size.²

Background; Dynamic Airways, is the rare success story, in the sea of bad news that has plagued U.S. widebody passenger charter operators in recent years, including the demise of Evergreen International, World Airways and Ryan International. Unlike those airlines, Dynamic has found additional owners who are providing needed finance, restructured its management team, and found contract business such that it is fully utilizing the maximum five aircraft currently permitted by the Department. Dynamic sees an opportunity to not only continue to provide both passenger and cargo charter service, but also the needed low-fare widebody scheduled passenger service in niche markets connecting U.S. cities with Caribbean and South America destinations.

As demonstrated by this Application and the attached exhibits, Dynamic has the managerial skills and technical ability to conduct the requested scheduled interstate service, has access to ample financial resources to expand its current service without risk to consumers or their funds, and will continue to comply with all applicable laws and regulations.

Specifically, Dynamic requests authority to engage in the following services:

1. Interstate scheduled air transportation of persons, property and mail:

Between any point in any State of the United States or the District of Columbia, or any territory or possession of the United States, and any other point in any State of the United States or the District of Columbia, or any territory or possession of the United States;

In support of its Application, Dynamic states as follows³:

² When Dynamic received its original certificate, the Department requested 45 days notice before increasing the fleet beyond five aircraft. This Application provides the requested notice. Dynamic has the financial resources such that no cap should be required. Dynamic needs at least five additional aircraft to operate the service covered by this application as well as cargo charter services under its existing authority.

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- a. Dynamic Airways, LLC (“Dynamic”)
701 N. Terminal Road
Greensboro, North Carolina
Telephone: (336) 796-7731
- b. Dynamic is a Limited Liability Company.
- c. Dynamic is organized under the laws of Virginia
- d. Attached as Exhibit 1 submitted in Docket OST-2014-0069 is a Certificate of Fact issued by the Virginia State Corporation Commission that the company is in existence as of the date of the certificate.
- e. Attached as Exhibit 2 submitted in Docket OST-2014-0069 is a sworn affidavit stating that Dynamic is a citizen of the United States.
- f. Dynamic’s management team is composed of highly experienced airline and aviation industry personnel. All key personnel listed below are U.S. citizens except Mario Quintal, who is a citizen of Mexico. No key personnel except the Directors have any interest in Dynamic or any other air carrier, foreign air carrier, common carrier, or any interest in any entity substantially engaged in the business of aeronautics or persons whose principal business is the holding of stock in, or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics.

List of key personnel. Additional information for these individuals appears in Exhibit 3 except for information on Paul Kraus contained in Exhibit 4 submitted in docket

³ Certain Exhibits or portions of Exhibits contain confidential proprietary, commercial and financial information for which Dynamic is seeking confidential treatment under FOIA Exemption 4 and Procedural Regulation Section 302.12. A motion for confidential Treatment is being filed concurrent with this Application

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OST-2014-0069 and Kenneth Woolley contained in Exhibit 5 submitted in Docket OST-2014-0069. Also included in Exhibit 3 is the Company's organization chart:

Paul Kraus

Mr. Kraus is the Managing Member of Dynamic Airways, LLC and the beneficial owner of 40% of Dynamic Airways, LLC.⁴ Mr. Krause has 21 plus years of aviation experience and expertise in the industry. Mr. Kraus founded Jet Midwest Inc.

("JMW") in 1997 and led the company through major expansion and M&A activities, including the acquisition of the Kansas City 2,000,000 square foot maintenance facility and the development of the MRO and aircraft parts supply businesses. At JMW, Mr. Kraus manages all strategic transactions, sources and negotiates asset acquisitions, divestitures, and establishes growth initiatives and partnerships.

Mr. Kraus also founded Jet Midwest Group and Jet Midwest Technik. In addition, Mr. Kraus has completed over 450 aircraft and engine transactions with an estimated value over \$1 billion and has extensive expertise in Operating Leases of Boeing and McDonald Douglas Aircraft. Mr. Kraus has extensive expertise in various regional markets and has developed excellent relationships with major airlines, including American Airlines, Delta Airlines, Air Canada, Qantas and Avianca. Additional information on Mr. Kraus appears in Exhibit 4

Kenneth M. Woolley

Kenneth M. Woolley is a Member of Dynamic Airways, LLC, Chief Information Officer of Dynamic and the beneficial owner of a 40% interest.⁵

⁴ Mr. Kraus' ownership interest is subject to approval by the Department.

⁵ Mr. Woolley's ownership interest is subject to approval by the Department.

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Mr. Woolley is currently serving as the Executive Chairman and Chief Information Officer for Extra Space Storage (“Extra Space”). Mr. Woolley is the founder of Extra Space and served as Chairman and CEO from formation through March 2009. In addition, Mr. Woolley was the Chief Executive Officer of Extra Space’s predecessor. Mr. Woolley resigned from his position as Chairman and CEO of the Company effective April 1, 2009, to serve a voluntary three-year mission for his church, during which time he remained as a director.

Mr. Woolley has been involved in the self-storage industry since 1977. He has been directly responsible for developing over 165 properties and acquiring over 625 self-storage properties throughout the United States. Early in his career he was a management consultant with the Boston Consulting Group. Mr. Woolley has also developed more than 10,000 apartment units, and has been the founder of several companies in the retail, electronics, food manufacturing and natural resources industries. Mr. Woolley currently serves on the compensation committee of American Homes 4 Rent.

Mr. Woolley holds a B.A. in physics from Brigham Young University and an M.B.A. and Ph.D. in business administration from the Stanford Graduate School of Business. From 1979 to 1998, Mr. Woolley was an Associate Professor, and later an Adjunct Associate Professor of Business Administration at Brigham Young University, where he taught undergraduate and MBA classes in Corporate Strategy and Real Estate.

Mr. Woolley has significant financial and/ or managerial influence in the following entities listed below:

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- (1) Swift Air – Swift Air is an air carrier based in Phoenix, Arizona which holds interstate and foreign charter authority. In 2012 Mr. Woolley made a Debtor In Possession loan to the company which was then in bankruptcy. In 2013 Mr. Woolley made a further investment to bring the company out of bankruptcy. He is currently the beneficial owner of 50% of Swift. The remaining 50% is owned by Jerry Moyes, the primary owner of Swift Transportation, a NYSE listed trucking company.
- (2) masFlight – masFlight is an aviation operations big data warehouse and platform company in which Mr. Woolley purchased a convertible note during the company's startup period. Mr. Woolley is not involved in management but does serve on the Board of Directors.
- (3) KM W Leasing III LLC and KMW Leasing VIII LLC - Each of these limited liability companies owns a B-767 aircraft. One of these aircraft is currently leased to Dynamic on a power-by-the-hour basis. KMW expects to lease the second aircraft to Dynamic on the same terms when the current lease to another airline expires.

Gregg Lukenbill
Chief Executive Officer

Gregg Lukenbill was hired by Dynamic to be Chief Operating Officer on January 9, 2013. In April 2014 he was promoted to Chief Executive Officer. Mr. Lukenbill has over 24 years of experience in the aviation industry. Prior to coming to Dynamic, from 1990 to 2011, Mr. Lukenbill was the Sole Owner and President of Sky King, Inc., which originally operated as a Part 125 carrier and received interstate and scheduled charter authority in 2002. During the time the company was owned by Mr.

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Lukenbill, it provided services to a majority of NBA and NHL teams, High Profile Celebrities, Rock Bands (e.g. Bon Jovi, Tina Turner and more), Royal Families, Harrah's Casino tours, Fly Micronesia (Guam). Mr. Lukenbill also provided scheduled charter operations in Atlantic City and Miami for 6 years. In addition, Sky King provided national and international B737 sub-service to other carriers. Before entering the airline industry, Mr. Lukenbill was the owner of the Sacramento Kings NBA team, and a major builder in Sacramento. He has received numerous awards for community service. He holds a Bachelor of Science and MBA from California State University, Sacramento and is an instrument rated pilot.

Michael Logan *Comptroller*

Mike Logan has 21 years of experience in the aviation industry and over 23 years of experience leading corporate finance departments with an expertise in startup, turnaround, and high-growth situations for multisite operations. Prior to joining Dynamic Aviation's team in 2014, Mr. Logan served as the Chief Financial Officer for Ryan International Airlines. During his time at Ryan International Airlines Mr. Logan directed a 23-person management team (including controller, accounts payable manager, senior finance managers, payroll manager, director of human resources, and IT manager) and a \$2.5M annual budget in handling accounting, tax, treasury, payroll, purchasing, and administrative operations. In addition Mr. Logan oversaw the business growth, reorganization and systems unification. Mr. Logan was able to save \$3M annually by partnering with the VP of operations in modifying work schedules and trimming total crew costs by 5%. He also secured a \$15M letter of credit to support day-to-day operations.

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Norman L. Schott Jr.

Vice President of Operations

Norman Schott has over 29 years of aviation management experience. He was hired as Dynamic Airways Director of Operations in March 2013. On April 15, 2014 he was promoted to Vice President Operations. Prior to joining Dynamic Airways, Mr. Schott held senior positions with Atom Airways and Sky King, Inc.

Herman F. Gillis

Director of Operations

Herman Gillis has over 27 years of aviation management experience. Mr. Gillis has held positions such as Vice President of Operations, Director of Operations, and Chief Pilot at numerous airlines including USAir Express, Eastwind Airlines, Inc., Pace Airlines, Inc. and Victory Jet, LLC. Mr. Gillis has logged over 13,200 hours of flight time with over 3,400 of those hours on various jets. In addition, Mr. Gillis has numerous type ratings and has additional operational flight experience in Europe, Russia, China and the Middle East.

Frank Truskolaski

Chief Pilot

Frank Truskolaski has over 18 years in the aviation industry including 12 years as first officer and captain for ATA Airlines. Mr. Truskolaski has held various management positions including most recently as Chief Pilots / B-767 Line Check Airman and director of Safety at Swift Air. He has a wealth of knowledge of the industry as a whole. He is a qualified Line Check Airman.

Michael Jefferson

Vice President, Technical Operations

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Michael Jefferson has over 30 years of aviation experience. Prior to joining Dynamic Airways he held senior maintenance positions with Maxjet Airways and Midway Airlines. In addition, Mr. Jefferson spent 3 years as an Assistant Principal Maintenance Inspector for the Federal Aviation Administration (“FAA”) where he engaged in oversight of the day-to-day operations of numerous FAR Part 121, FAR Part 135 and FAR Part 91 operators. Through his valuable experience at the FAA, Mr. Jefferson has been able to more thoroughly perform enhanced oversight of the operators for which he is responsible in his various senior maintenance positions.

Mario Quintal

Director of Quality Control

Mario Quintal is a Mexican citizen with a Permanent Resident Card. He serves as Dynamic Airways Director of Quality Control since June, 2013. He has 28 years of experience in the aviation industry. Mr. Quintal holds an A & P license and an aeronautical engineering degree with a major in accident and incident investigation. He has specialized in maintenance programs as well as in performing 121 conformities for Boeing and Aerospatiale airplanes.

Michael D. Kimble

Director of Maintenance

Michael Kimble joined Dynamic Airways as Director of Maintenance in January 2013. Mr. Kimble has 28+ years of experience in aircraft maintenance, including Line, Heavy Maintenance, Quality Control and Training and 15+ years of experience with 121 Supplemental carriers. In addition, Mr. Kimble is a Qualified General Familiarization Instructor on numerous Transport Category Aircraft and has a proven track record of reliability, on time performance and program management.

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Rob Bunce

Director of Safety and Security

Rob Bunce received his Bachelor of Science, Occupational Safety and Health at Columbia Southern University. Mr. Bunce has been employed at Dynamic Airways since June 2010. He has held the position Director of Safety and Security since November 2012. Mr. Bunce is an accomplished leader and manager of safety systems and programs as a retired USAF Superintendent of Weapons Safety and is an Experienced Safety and Security Instructor as he has held this role in the US Air Force, at PACE Airlines and now at Dynamic Airways. Overall, Mr. Bunce has 20 plus years of experience in Aviation and OSHA Safety and Security.

g. Subject to approval of the Department, the current ownership of Dynamic Airways, LLC is as follows:

1. Commercial Aircraft Services Holdings, LLC (“CAS”) a Delaware limited liability company, holds a 40% interest. CAS is beneficially owned by Paul Kraus. Mr. Kraus is the Chairman of the Board of Jet Midwest, Inc. which engages in commercial aircraft part sales. He is the beneficial owner of 99% of Jet Midwest Aero Services and Executive Jet Group 1, LLC both of which engage in the commercial aircraft trading business. The address for Mr. Kraus is 5959 W. Century Blvd, Los Angeles, CA 90045. A list of aeronautical businesses in which Mr. Kraus has an interest and related financial information is included in Exhibit 4 submitted in Docket OST-2014-0069.
2. NVLV Management, LLC (“NVLV”), a Utah limited liability company, holds a 40% interest in Dynamic. NVLV is beneficially owned by Kenneth M. Woolley.

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In 2013 Mr. Woolley acquired a 50% ownership interest in Swift Air. He is a passive investor in masFlight, an aviation data service and data warehouse. The address for Mr. Woolley is LVNV, 2795 Cottonwood Parkway #400, Salt Lake City, Utah 84121. Financial information on Mr. Woolley is included in Exhibit 5 submitted in Docket OST-2014-0069.

3. DA2, LLC holds a 20% interest. DA2 is an LLC owned by Karl D. Stoltzfus and his son Michael A. Stoltzfus. Information on the Stoltzfus' was provided in support of the original applications for interstate and foreign charter air transportation. Their address is 1402 Airport Road PO Box7, Bridgewater, VA 22812.
- h. Dynamic has no subsidiaries.
- i. Dynamic has no interest in or control of any air carrier, foreign air carrier, common carrier, or person substantially engaged in the business of air transportation.
- j. Dynamic is not publically traded and does not file SEC 10K Annual Reports.
- k. Financial Information for the last three calendar years for Dynamic is included in Exhibit 6.
- l. Except as shown in Exhibit 7 submitted in Docket OST-2014-0069, there are no actions and outstanding judgments for more than \$5,000 against any of the persons or entities described in 14 CFR §204.3(l).
- m. Except as shown in Exhibit 8 submitted in Docket OST-2014-0069, there are no actions and outstanding judgments of less than \$5,000 against any of the persons or entities described in 14 CFR §204.3(m).
- n. Description of Applicant's Fleet of Aircraft

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1. Dynamic currently operates five Boeing 767-200 aircraft. Four are in passenger configuration and one is a cargo aircraft. The four passenger aircraft are leased on power by the hour lease agreements. The lease requires lease and maintenance reserve payments only by the actual revenue flight hour, not for operational or maintenance related flight hours. Currently, the fifth aircraft, an all-cargo B767 aircraft owned by JW Aviation is operated for JW Aviation on a 100% cost pass thru basis under an aircraft management agreement.
2. During 2014 Dynamic plans to operate five additional B-767 -200/300 aircraft. Two will be managed aircraft for JW Aviation and the three remaining aircraft will be for scheduled and charter passenger service. The three leased aircraft will be leased on a power by the hour basis. Dynamic has access to 30 B-767 aircraft which it can lease on power by the hour. It has no plans to purchase any aircraft.
3. A sworn affidavit stating that each aircraft leased or operated by Dynamic has been certified by the FAA and currently complies with all FAA safety standards is attached as Exhibit 9 submitted in Docket OST-2014-0069.
 - o. There are no pending investigations or enforcement actions by the Department, including FAA, involving any entity or individual described in 204.3(o).
 - p. A charge of fraud, which was dismissed by the relevant court, is included in Exhibit 10 submitted in Docket OST-2014-0069.
 - q. There are no aircraft accidents or incidents to report.
 - r. A narrative on the history and current plans of Dynamic is attached as Exhibit 11 submitted in Docket OST-2014-0069.

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- s. Dynamic currently conducts operations under Certificates of Public Convenience and Necessity for interstate and foreign charter air transportation of persons, property and mail issued by the Department by Orders 2010-10-3, October 4, 2010 and 2011-3-27, January 18, 2011, FAR part 121 Operating Specifications and General Administration of Civil Aviation of China CCAR-129 Operating Specifications. Dynamic also holds Operating Specifications from the civil aviation authorities of Japan and South Korea. Information on the responsible local FAA Office, AEA-FSO-39, Greensboro, N.C. FSDO is attached as Exhibit 12 submitted in Docket OST-2014-0069.
- t. Dynamic plans to commence low-fare service at U.S. cities and connect that service to destinations in the Caribbean and South America in markets suitable for service with B-767 aircraft (as described in Docket OST-2014-0069 filed May 9, 2014). The forecast market Greensboro (Dynamic's base)-Miami-Curacao is representative of the type of service Dynamic will offer and was selected in consultation with the FAA to conduct proving runs. Future service will likely include flights from New York to Miami and on to Guyana and other destinations in the Caribbean and South America. A large percentage of the capacity for the international customers will be sold through block space agreements with travel agents/tour operators.
- The forecast Balance Sheet and forecast Income Statement, as required by section 204.3(t), are included in Exhibit 13 submitted in Docket OST-2014-0069. Also included as part of the forecast in Exhibit 13 is a discussion of Dynamic's existing stations which explains why there are no additional startup costs for the new scheduled service. Finally, Exhibit 13 includes a commitment by Mr. Kraus and Mr.

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Woolley, who are shown clearly to have the financial resources, to provide all the funds required to meet the Department requirement to have sufficient financing to cover three months operational cost with assuming there was no revenue for the proposed scheduled service.

- u. The required counterpart of the Montreal Agreement has previously been filed by Dynamic in Docket OST-1995-236, and it has filed a Family Assistance Plan in Docket OST-1996-1960. A Passenger Manifest Plan was previously filed in Docket OST-1998-3305. An updated US Air Carrier Certificate of Insurance has been filed with the FAA and a copy is attached as Exhibit 14 submitted in Docket OST-2014-0069.

INFORMATION IN SUPPORT OF REQUEST TO EXPAND FLEET

Orders 2010-10-3, October 4, 2010 and 2011-3-27, January 18, 2011 require Dynamic to request permission to operate more than five large aircraft at least 45 days prior to the date it intends to operate such aircraft and to demonstrate its fitness to operate a larger fleet. As shown above and in the attached exhibits, Dynamic's management team is experienced and deep. The Company has demonstrated it has the necessary infrastructure and financial support to operate substantially more aircraft. The Company's current charter operations demonstrate its capability to operate safely. It works closely with the Greensboro FSDO on every aspect of its operations. Dynamic believes there should be no restriction on its fleet size as it expects additional charter business in the coming year. Dynamic has the infrastructure to support at least 15 aircraft at this time. As shown in Exhibit 15 submitted in Docket OST-2014-0069, Dynamic will have the revenue to cover the cost of operating these aircraft. The cargo operations are under a management agreement for aircraft owned and operated for JW Aviation and no costs are

Dynamic Airways Application for Scheduled Service

imposed on Dynamic. The remaining aircraft will be used for charter or the scheduled service described above.

CONCLUSION

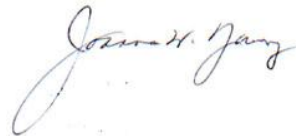
For the reasons set forth above and the attached exhibits, Dynamic Airways LLC respectfully requests that its Certificates of Public Convenience and Necessity be amended to authorize it to conduct:

Interstate scheduled air transportation of persons, property and mail:

Between any point in any State of the United States or the District of Columbia, or any territory or possession of the United States, and any other point in any State of the United States or the District of Columbia, or any territory or possession of the United States;

Dynamic also respectfully requests that the limitation on the size of its fleet contained in its current authority be lifted.

Respectfully submitted,



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May 12, 2014

Counsel for Dynamic Airways, LLC

CERTIFICATE OF VERIFICATION

Pursuant to Title 18 United States Code Section 1001, I, Gregg Lukenbill, Chief Executive Officer, in my individual capacity and as the authorized representative of Dynamic Air Inc., have not in any manner knowingly and willfully falsified, concealed or covered up any material fact or made any false, fictitious, or fraudulent statement or knowingly used any documents which contain such statements in connection with the preparation, filing or prosecution of the application. I understand that an individual who is found to have violated the provisions of 18 U.S.C. section 1001 shall be fined not more than \$10,000 or imprisoned not more than five years, or both.

Signature Gregg Lukenbill

Name: Gregg Lukenbill

Title: Chief Executive Officer

Date: May 7, 2014

CERTIFICATE OF SERVICE

I certify that on, May 12, 2014, I caused to be served a copy of the foregoing Application for Scheduled Service by email upon those addressees listed below:

urskr@state.gov (Department of State)
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Signature